

CHARTERED PROFESSIONAL ACCOUNTANTS OF ONTARIO  
*CHARTERED PROFESSIONAL ACCOUNTANTS OF ONTARIO ACT, 2017*

**DISCIPLINE COMMITTEE**

**IN THE MATTER OF:** An Allegation against **RZN LLP**, under **Rule 104.2** of the CPA Code of Professional Conduct.

Allegations against **John M. Rosenthal (a revoked Member)**, under **Rule 104.2** of the CPA Code of Professional Conduct.

Allegations against **Mark S. Zaretsky (a revoked Member)**, under **Rule 104.2** of the CPA Code of Professional Conduct.

**BETWEEN:**

**Chartered Professional Accountants of Ontario  
Professional Conduct Committee**

**-and-**

**RZN LLP, John M. Rosenthal, and Mark S. Zaretsky**

**APPEARANCES:**

|  |                                 |
|--|---------------------------------|
| <b>For the Professional Conduct Committee:</b>               | Kelvin Kucey, Counsel           |
| <b>For RZN LLP, John M. Rosenthal, and Mark S. Zaretsky:</b> | Not Present and Not Represented |
| Heard:   | November 14, 2025               |
| Decision and Order effective:                                | November 14, 2025               |
| Release of written reasons:                                  | December 23, 2025               |

**REASONS FOR THE DECISION AND ORDER MADE NOVEMBER 14, 2025**

**I. OVERVIEW**

[1] The Professional Conduct Committee (“PCC”) of the Chartered Professional Accountants of Ontario (“CPA Ontario”) made Allegations that each of John M. Rosenthal (“Rosenthal”), Mark S. Zaretsky (“Zaretsky”), and the firm RZN LLP (“RZN”), failed to cooperate with the regulatory processes of CPA Ontario in that they failed to promptly reply in writing to communications from CPA Ontario that specifically required a written reply, contrary to Rule 104.2 of the Code of Professional Conduct (the “Code”). These Allegations, dated July 9, 2025, arose from ten complaints made against the Respondents between March 23, 2025 and May 7, 2025, all sharing the common feature that one or more of Rosenthal, Zaretsky and RZN received funds from former clients for investment purposes, and failed

to repay the funds. There were four complaints against Rosenthal, five complaints against Zaretsky, and one complaint against RZN. The losses alleged in the ten complaints exceeded \$3.3M. After receiving the complaints, Standards Enforcement staff at CPA Ontario repeatedly wrote to the Respondents requiring documentation and a written response to the complaints. None of Rosenthal, Zaretsky or RZN responded to any of CPA Ontario's communications.

### *Prior Proceedings*

- [2] These ten complaints were not the first made against Rosenthal, Zaretsky and RZN. By the time this Panel heard these Allegations, Rosenthal and Zaretsky had been found to have committed professional misconduct, and their memberships in CPA Ontario had been revoked.<sup>1</sup> Specifically, on April 30, 2025 a panel of the Discipline Committee found that Rosenthal and Zaretsky each violated several Rules of the Code, relating to their use of funds provided by a former client (EB) to RZN for investment purposes.<sup>2</sup> The panel in the EB proceedings found, among other things, that Rosenthal had failed to act in a manner which maintained the good reputation of the profession and serve the public interest by converting funds intended for investments to his personal use and failing to repay a \$500,000 promissory note when it became due. The panel in the EB proceedings found that Zaretsky, among other things, failed to act in a manner which maintained the good reputation of the profession and serve the public interest, in that he failed to repay a promissory note of over \$500,000 when it became due, and that he allowed his professional judgment to be compromised by the undue influence of Rosenthal in that he acquiesced to Rosenthal accepting monies for investment purposes and using those funds to pay off RZN's facility loan and cover his partnership withdrawals. The Order revoking the memberships of Rosenthal and Zaretsky was made on October 1, 2025 and the Reasons for Decision for the Order were issued on November 5, 2025.<sup>3</sup>
- [3] CPA Ontario received additional complaints about Rosenthal, Zaretsky, and RZN while the above proceedings were ongoing. These complaints were similar in nature to that brought by EB, relating to investment services offered through RZN to former clients. These complaints resulted in allegations being brought by the PCC against Rosenthal, Zaretsky, and RZN in May of 2025. This second set of allegations included substantive allegations relating to the conversion of investment funds for personal use, and also included allegations of failures to cooperate with the regulatory processes of CPA Ontario. These allegations were heard together on October 21, 2025<sup>4</sup> and on that date findings of professional misconduct were made against each of Rosenthal, Zaretsky and RZN, with sanctions imposed on each of them.<sup>5</sup>

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<sup>1</sup> Pursuant to s. 22(1) of the *Chartered Professional Accountants Act, 2017*, an individual remains subject to the continuing jurisdiction of CPA Ontario in respect of an investigation or discipline proceeding arising from his or her conduct while a member of CPA Ontario, even if the individual resigns as a member of CPA Ontario or his or her membership in CPA Ontario is revoked.

<sup>2</sup> *Chartered Professional Accountants of Ontario v. Rosenthal et al*, [2025 ONCPA 12](#).

<sup>3</sup> *Chartered Professional Accountants of Ontario v. Rosenthal et al*, [2025 ONCPA 30](#).

<sup>4</sup> *Chartered Professional Accountants of Ontario v RZN LLP et al*, [2025 ONCPA 28](#); In response to a motion from the PCC that the three Allegations dated May 21, 2025, and the three Allegations dated July 9, 2025 all be heard together, a panel of the Discipline Committee on September 26 2025 ordered that the May 21, 2025 Allegations be combined and heard together, but that the July 9, 2025 Allegations not be combined into that same hearing. That left the three Allegations dated July 9, 2025 to be heard at a later time.

<sup>5</sup> [Decision and Order dated October 21, 2025 for Rosenthal](#); [Decision and Order dated October 21, 2025 for Zaretsky](#); [Decision and Order dated October 21, 2025 for RZN](#).

## *The Allegations*

- [4] The subject of these proceedings is the third set of Allegations, issued on July 9, 2025 against Rosenthal, Zaretsky and RZN. The PCC alleged that between May and July 2025, Rosenthal failed to cooperate in respect of four complaints, Zaretsky failed to cooperate in respect of five complaints, and that RZN failed to cooperate in respect of one complaint, contrary to Rule 104.2 of the Code.
- [5] The onus was on the PCC to show on a balance of probabilities that the Respondents' conduct breached Rule 104.2 of the Code and constituted professional misconduct
- [6] For the reasons set out below, the Panel found that the Allegations were made out against each of the Respondents, that their conduct constituted professional misconduct, and ordered sanctions against them.

## **II. PRELIMINARY ISSUES**

### *Proceeding in the Absence of the Respondents*

- [7] Rosenthal and Zaretsky were not in attendance at the hearing. As Zaretsky was listed with CPA Ontario as the Firm Representative of RZN, Zaretsky's absence meant that RZN was also absent from the hearing.
- [8] To proceed in the absence of the Respondents, the Panel had to be satisfied that the Respondents had been provided notice of the Allegations and of the hearing. The Affidavit of Alyssa Girardi, affirmed November 13, 2025 (Exhibit 1), established that Rosenthal and Zaretsky (personally and in his capacity as the Firm Representative of RZN) were served with the Allegations on July 10, 2025 by email, pursuant to Rule 8 of the *Rules of Practice and Procedure*. Rosenthal and Zaretsky (personally and in his capacity as the Firm Representative of RZN) were also served with the Allegations through a process server on July 11, 2025. On October 16, 2025, the Tribunal served the parties with a Notice of Hearing for a one-day hearing to be held on November 14, 2025, commencing at 9:30 am, along with a Zoom meeting invitation. In addition, the PCC introduced as Exhibit 2 an email from Rosenthal to the PCC indicating that his attendance at the November 14, 2025, hearing "serves no personal purpose" given the past decision in which his membership had been revoked.
- [9] Based on this affidavit evidence, the Panel was satisfied that the Respondents had been provided proper notice of the Allegations and the hearing and determined that it would proceed in their absence.

### *Combining Proceedings*

- [10] The PCC moved to have the three Allegations, one against each of the Respondents, heard at the same time, pursuant to Rule 6.01 of the *Rules of Practice and Procedure*. Rule 6.01 allows a Panel to order that the merits of two or more proceedings be heard at the same time or one immediately after the other if: (a) the proceedings have a question of fact, law or mixed fact and law in common; (b) the proceedings involve the same parties; (c) the proceedings arise out of the same transaction or occurrence or series of transactions or occurrences; or (d) for any other reason an order ought to be made under this Rule. Pursuant to Rule 1.03(1), the Rules "shall be liberally construed to secure the just and expeditious determination of proceedings."

[11] The Panel determined that the criteria of Rule 6.01 had been met in that all of the proceedings involved the same question of mixed fact and law, being whether the Respondents had failed to cooperate with the regulatory process of CPA Ontario. Furthermore, there was overlap among the transactions, as in some cases the same underlying transactions formed the basis for the client complaint against more than one of the Respondents. Finally, the same Standards Enforcement Officer was the PCC witness in all of the Allegations against all three Respondents. The Panel found that these factors provided ample reason to hear the three Allegations together, and that doing so would secure the most just and expeditious determination of the proceedings.

### **III. ISSUES**

[12] The Panel identified the following issues arising from the Allegations:

- A. Did the evidence establish, on a balance of probabilities, the facts on which the Allegations by the PCC were based?
- B. If these facts were established on the evidence on a balance of probabilities, did the facts as alleged constitute professional misconduct?

### **IV. DECISION**

[13] The Panel found that the evidence established, on a balance of probabilities, the facts on which the Allegations by the PCC were based.

[14] The Panel was satisfied that the facts alleged constituted breaches of Rule 104.2 of the Code, and having breached this Rule, each of the Respondents had committed professional misconduct.

### **V. REASONS FOR THE DECISION ON MISCONDUCT**

#### *Findings Regarding the Conduct of Rosenthal (D-25-006)*

Allegation 1(a): Between May 13, 2025 and July 9, 2025, Rosenthal failed to cooperate contrary to Rule 104.2 with respect to DF's complaint

[15] Evidence in support of this Allegation is contained in the Affidavit of Eva Lip, a Standards Enforcement Officer with CPA Ontario, affirmed September 24, 2025 (Exhibit 4).

[16] On April 16, 2025, CPA Ontario received a complaint made against Rosenthal by DF, a former client. DF alleged that she had provided \$235,000 from the sale of her house to Rosenthal, who told her he would invest the funds in second mortgages, the principal amount would be guaranteed, and she could have her funds back at any time. Rosenthal provided DF with promissory notes that specified the annual interest rate, the monthly payment amount, the principal amount owed, and the maturity date. When cheques relating to the February and March 2025 monthly payments were returned to DF as Not Sufficient Funds (NSF), Rosenthal made various excuses. When DF demanded full and immediate repayment of her principal and accrued interest, Rosenthal promised that he would do so, but never repaid the funds.

[17] Starting on May 13, 2025, Standards Enforcement staff wrote to Rosenthal at his preferred email address on record with CPA Ontario, advising that correspondence had been uploaded to FileCloud, a secure file transfer location. That correspondence notified Rosenthal of the complaint, and required specified documentation along with his response to the complaint in accordance with Rule 104 of the Code. Rosenthal did not view or

download the correspondence from FileCloud. Follow up correspondence of May 29, 2025, June 6, 2025, and June 13, 2025 from Standards Enforcement staff repeated the requirement for a response and advised Rosenthal that failure to respond could result in allegations of professional misconduct. Rosenthal also failed to respond to these letters. In addition, Standards Enforcement staff called Rosenthal's preferred telephone number on May 29, 2025, June 6, 2025, and June 13, 2025. On each occasion, either Rosenthal's voicemailbox was full, or a voicemail was left for Rosenthal to which he did not respond. As of September 24, 2025, Rosenthal had provided no response to any of the communications from Standards Enforcement staff.

- [18] The facts in the Exhibit 4 establish that Rosenthal did not promptly reply in writing to communications from CPA Ontario to which a written reply was specifically required. The Panel was satisfied that this evidence clearly and cogently demonstrated that the facts set out in the Allegation were established on a balance of probabilities.

Allegation 1(b): Between May 2, 2025 and July 9, 2025, Rosenthal failed to cooperate contrary to Rule 104.2 with respect to AM's complaint

- [19] Evidence in support of this Allegation is also contained in Exhibit 4.
- [20] On April 17, 2025, CPA Ontario received a complaint made against Rosenthal by AM, a former client. AM alleged that Rosenthal failed to repay her a promissory note of \$100,000 that was due on April 16, 2025, which had been signed by Rosenthal, Zaretsky, and RZN in trust.
- [21] Starting on May 2, 2025, Standards Enforcement staff wrote to Rosenthal at his preferred email address on record with CPA Ontario, advising that correspondence had been uploaded to FileCloud, a secure file transfer location. That correspondence notified Rosenthal of the complaint, and required specified documentation along with his response to the complaint in accordance with Rule 104 of the Code. Rosenthal did not view or download the correspondence from FileCloud. Follow up correspondence of May 21, 2025, May 29, 2025 and June 6, 2025, from Standards Enforcement staff repeated the requirement for a response and advised Rosenthal that failure to respond could result in allegations of professional misconduct. Rosenthal also failed to respond to these letters. In addition, Standards Enforcement staff called Rosenthal's preferred telephone number on May 20, 2025, May 29, 2025, and June 6, 2025. On May 20, 2025, Rosenthal answered, and was informed of the correspondence that had been sent to him. He advised that he would call back, but did not do so. On May 29, 2025 and June 6, 2025, Rosenthal did not answer the calls, and his voicemailbox was full with no room to leave a voice message. As of September 24, 2025, Rosenthal had provided no response to any of the communications from Standards Enforcement staff.
- [22] The facts in Exhibit 4 establish that Rosenthal did not promptly reply in writing to communications from CPA Ontario to which a written reply was specifically required. The Panel was satisfied that this evidence clearly and cogently demonstrated that the facts set out in the Allegation were established on a balance of probabilities.

Allegation 1(c): Between May 2, 2025 and July 9, 2025, Rosenthal failed to cooperate contrary to Rule 104.2 with respect to VM's complaint

- [23] Evidence in support of this Allegation is also contained in Exhibit 4.
- [24] On April 17, 2025, CPA Ontario received a complaint made against Rosenthal by VM, a former client. VM alleged that Rosenthal failed to repay him a promissory note of \$200,000 that was due on April 16, 2025, which had been signed by Rosenthal, Zaretsky, and RZN

in trust.

- [25] The communications from Standards Enforcement staff, and interactions with Rosenthal, in respect of this Allegation are exactly the same as with Allegation 1(b). On May 2, 2025, Standards Enforcement staff wrote to Rosenthal at his preferred email address on record with CPA Ontario, advising that correspondence had been uploaded to FileCloud, a secure file transfer location. That correspondence notified Rosenthal of the complaint and required specified documentation along with his response to the complaint in accordance with Rule 104 of the Code. Rosenthal did not view or download the correspondence from FileCloud. Follow up correspondence of May 21, 2025, May 29, 2025 and June 6, 2025 from Standards Enforcement staff repeated the requirement for a response and advised Rosenthal that failure to respond could result in allegations of professional misconduct. Rosenthal also failed to respond to these letters. In addition, Standards Enforcement staff called Rosenthal's preferred telephone number on May 20, 2025, May 29, 2025, and June 6, 2025. On May 20, 2025, Rosenthal answered, and was informed of the correspondence that had been sent to him. He advised that he would call back, but did not do so. On May 29, 2025 and June 6, 2025, Rosenthal did not answer the calls, and his voicemailbox was full with no room to leave a voice message. As of September 24, 2025, Rosenthal had provided no response to any of the communications from Standards Enforcement staff.
- [26] The facts in Exhibit 4 establish that Rosenthal did not promptly reply in writing to communications from CPA Ontario to which a written reply was specifically required. The Panel was satisfied that this evidence clearly and cogently demonstrated that the facts set out in the Allegation were established on a balance of probabilities.

Allegation 1(d): Between May 9, 2025 and July 9, 2025, Rosenthal failed to cooperate contrary to Rule 104.2 with respect to KM's complaint

- [27] Evidence in support of this Allegation is also contained in Exhibit 4.
- [28] On May 6, 2025, CPA Ontario received a complaint made against Rosenthal by KM and his son MV, former clients of Rosenthal. The complainants alleged that Rosenthal solicited a \$200,000 investment in real estate in August 2015, which they paid to RZN in trust. In spite of repeated requests, Rosenthal failed to provide documentation outlining the investment, and Rosenthal failed to respond to a lawyer's demand letter dated April 23, 2025, that he repay the investment with accrued interest, amounting to \$318,000.
- [29] Starting May 9, 2025, Standards Enforcement staff wrote to Rosenthal at his preferred email address on record with CPA Ontario, advising that correspondence had been uploaded to FileCloud, a secure file transfer location. That correspondence notified Rosenthal of the complaint, and required specified documentation along with his response to the complaint in accordance with Rule 104 of the Code. Rosenthal did not view or download the correspondence from FileCloud. Follow up correspondence of May 29, 2025, June 6, 2025, and June 13, 2025 from Standards Enforcement staff repeated the requirement for a response and advised Rosenthal that failure to respond could result in allegations of professional misconduct. Rosenthal also failed to respond to these letters. In addition, Standards Enforcement staff called Rosenthal's preferred telephone number on May 29, 2025, June 6, 2025 and June 13, 2025. A voicemail was left for Rosenthal on May 29, 2025, and on June 13, 2025. On June 6, 2025, Rosenthal's voice mailbox was full, and not accepting voicemail message. As of September 24, 2025, Rosenthal had provided no response to any of the communications from Standards Enforcement staff.
- [30] The facts in Exhibit 4 establish that Rosenthal did not promptly reply in writing to communications from CPA Ontario to which a written reply was specifically required. The Panel was satisfied that this evidence clearly and cogently demonstrated that the facts set out in the Allegation were established on a balance of probabilities.

*Findings Regarding the Conduct of Zaretsky (D-25-007)*

Allegation 1(a): Between May 2, 2025 and July 9, 2025, Zaretsky failed to cooperate contrary to Rule 104.2 with respect to BS' complaint

- [31] Evidence in support of this Allegation is contained in the Affidavit of Eva Lip, a Standards Enforcement Officer with CPA Ontario, affirmed September 24, 2025 (Exhibit 5).
- [32] On April 16, 2025, CPA Ontario received a complaint made against Zaretsky by BS, a former client. BS alleged that her holding company held two promissory notes (one valued at \$40,000, the other not specified) with Zaretsky and Rosenthal.
- [33] Starting on May 2, 2025, Standards Enforcement staff wrote to Zaretsky at his preferred email address on record with CPA Ontario, advising that correspondence had been uploaded to FileCloud, a secure file transfer location. That correspondence notified Zaretsky of the complaint, and required specified documentation along with his response to the complaint in accordance with Rule 104 of the Code. Zaretsky viewed the correspondence, but did not respond to it. Standards Enforcement staff received an automated reply email from Zaretsky's account indicating that he had retired from RZN and from the practice of accounting. Follow up correspondence of May 21, 2025, May 29, 2025, and June 6, 2025 from Standards Enforcement staff repeated the requirement for a response and advised Zaretsky that failure to respond could result in allegations of professional misconduct. Zaretsky also failed to respond to these letters. In addition, Standards Enforcement staff called Zaretsky's preferred telephone number on May 20, 2025, May 29, 2025 and June 6, 2025. On each occasion a message was left with the operator requesting that Zaretsky call Standards Enforcement staff back. As of September 24, 2025, Zaretsky had provided no response to any of the communications from Standards Enforcement staff.
- [34] The facts in Exhibit 5 establish that Zaretsky did not promptly reply in writing to communications from CPA Ontario to which a written reply was specifically required. The Panel was satisfied that this evidence clearly and cogently demonstrated that the facts set out in the Allegation were established on a balance of probabilities.

Allegation 1(b): Between May 2, 2025 and July 9, 2025, Zaretsky failed to cooperate contrary to Rule 104.2 with respect to AM's complaint

- [35] Evidence in support of this Allegation is also contained in Exhibit 5.
- [36] On April 17, 2025, CPA Ontario received a complaint made against Zaretsky by AM, a former client. AM alleged that Zaretsky failed to repay her a promissory note of \$100,000 that was due on April 16, 2025, which had been signed by Rosenthal, Zaretsky, and RZN in trust. This same complaint was made by AM against Rosenthal (Rosenthal Allegation 1(b)).
- [37] Starting on May 2, 2025, Standards Enforcement staff wrote to Zaretsky at his preferred email address on record with CPA Ontario, advising that correspondence had been uploaded to FileCloud, a secure file transfer location. That correspondence notified Zaretsky of the complaint, and required specified documentation along with his response to the complaint in accordance with Rule 104 of the Code. Zaretsky viewed the correspondence from FileCloud but did not respond. Follow up correspondence of May 21, 2025, May 29, 2025 and June 6, 2025, from Standards Enforcement staff repeated the requirement for a response and advised Zaretsky that failure to respond could result in allegations of professional misconduct. Zaretsky also failed to respond to these letters. In addition, Standards Enforcement staff called Zaretsky's preferred telephone number on May 20, 2025, May 29, 2025, and June 6, 2025. On each occasion a message was left with the operator requesting that Zaretsky call Standards Enforcement staff back. As of

September 24, 2025, Zaretsky had provided no response to any of the communications from Standards Enforcement staff.

- [38] The facts in Exhibit 5 establish that Zaretsky did not promptly reply in writing to communications from CPA Ontario to which a written reply was specifically required. The Panel was satisfied that this evidence clearly and cogently demonstrated that the facts set out in the Allegation were established on a balance of probabilities.

Allegation 1(c): Between May 2, 2025 and July 9, 2025, Zaretsky failed to cooperate contrary to Rule 104.2 with respect to VM's complaint

- [39] Evidence in support of this Allegation is also contained in Exhibit 5.

[40] On April 17, 2025, CPA Ontario received a complaint made against Zaretsky by VM, a former client. VM alleged that Zaretsky failed to repay him a promissory note of \$200,000 that was due on April 16, 2025, which had been signed by Rosenthal, Zaretsky, and RZN in trust. This same complaint was made by VM against Rosenthal (Rosenthal Allegation 1(c))

[41] Starting on May 2, 2025, Standards Enforcement staff wrote to Zaretsky at his preferred email address on record with CPA Ontario, advising that correspondence had been uploaded to FileCloud, a secure file transfer location. That correspondence notified Zaretsky of the complaint, and required specified documentation along with his response to the complaint in accordance with Rule 104 of the Code. Zaretsky viewed the correspondence from FileCloud but did not respond. Follow up correspondence of May 21, 2025, May 29, 2025 and June 6, 2025, from Standards Enforcement staff repeated the requirement for a response and advised Zaretsky that failure to respond could result in allegations of professional misconduct. Zaretsky also failed to respond to these letters. In addition, Standards Enforcement staff called Zaretsky's preferred telephone number on May 20, 2025, May 29, 2025, and June 6, 2025. On each occasion a message was left with the operator requesting that Zaretsky call Standards Enforcement staff back. As of September 24, 2025, Zaretsky had provided no response to any of the communications from Standards Enforcement staff.

- [42] The facts in Exhibit 5 establish that Zaretsky did not promptly reply in writing to communications from CPA Ontario to which a written reply was specifically required. The Panel was satisfied that this evidence clearly and cogently demonstrated that the facts set out in the Allegation were established on a balance of probabilities.

Allegation 1(d): Between May 7, 2025 and July 9, 2025, Zaretsky failed to cooperate contrary to Rule 104.2 with respect to EL and AM's complaint

- [43] Evidence in support of this Allegation is also contained in Exhibit 5.

[44] On March 23, 2025, CPA Ontario received a complaint made against Zaretsky by EL and AM, former clients. The complainants alleged that in 2009, Zaretsky became the Trustee to the Estate of FL, the complainants' mother, managing the estate investments totaling approximately \$1.3M that were bequeathed to them. Starting in September 2023, the complainants' request for partial liquidation of their inheritance was met with delays. Zaretsky failed to make good on his promise that the funds would be fully distributed by March 31, 2025, and despite repeated assurances from Zaretsky, no funds had been disbursed. Zaretsky eventually told the complainants that no funds remained. A police report was filed with the Toronto 32 Division Fraud Unit.

[45] Starting on May 7, 2025, Standards Enforcement staff wrote to Zaretsky at his preferred email address on record with CPA Ontario, advising that correspondence had been uploaded to FileCloud, a secure file transfer location. That correspondence notified

Zaretsky of the complaint, and required specified documentation along with his response to the complaint in accordance with Rule 104 of the Code. Zaretsky viewed the correspondence, but did not respond to it. Follow up correspondence of May 23, 2025, June 2, 2025, and June 10, 2025 from Standards Enforcement staff repeated the requirement for a response and advised Zaretsky that failure to respond could result in allegations of professional misconduct. Zaretsky also failed to respond to these letters. In addition, Standards Enforcement staff called Zaretsky's preferred telephone number on May 20, 2025, May 29, 2025 and June 6, 2025. On each occasion a message was left with the operator requesting that Zaretsky call Standards Enforcement staff back. As of September 24, 2025, Zaretsky had provided no response to any of the communications from Standards Enforcement staff.

- [46] The facts in Exhibit 5 establish that Zaretsky did not promptly reply in writing to communications from CPA Ontario to which a written reply was specifically required. The Panel was satisfied that this evidence clearly and cogently demonstrated that the facts set out in the Allegation were established on a balance of probabilities.

Allegation 1(e): Between May 14, 2025 and July 9, 2025, Zaretsky failed to cooperate contrary to Rule 104.2 with respect to EB's complaint

- [47] Evidence in support of this Allegation is also contained in Exhibit 5.

- [48] On May 7, 2025, CPA Ontario received a complaint made against Zaretsky by EB, a former client. EB alleged that Zaretsky was the accountant of her father who passed away in 1980, and whose inheritance was invested by RZN. EB incorporated a numbered company that held five promissory notes with RZN, dated between September 2014 and December 2016, with a principal amount of \$1.1M and bearing interest at 8% per year. These promissory notes were signed by Zaretsky, Rosenthal, and RZN in trust. Starting in August 2024, EB's monthly payments were returned as NSF. Replacement cheques were also NSF. Zaretsky at first told EB that RZN was a victim of a 'cyber-attack', before telling her that the funds were invested in land development projects which became 'dead deals' with no money remaining. EB filed a report with the Toronto Police fraud department.

- [49] Starting on May 14, 2025, Standards Enforcement staff wrote to Zaretsky at his preferred email address on record with CPA Ontario, advising that correspondence had been uploaded to FileCloud, a secure file transfer location. That correspondence notified Zaretsky of the complaint, and required specified documentation along with his response to the complaint in accordance with Rule 104 of the Code. Zaretsky viewed the correspondence, but did not respond to it. Follow up correspondence of May 29, 2025, June 6, 2025, and June 13, 2025 from Standards Enforcement staff repeated the requirement for a response and advised Zaretsky that failure to respond could result in allegations of professional misconduct. Zaretsky also failed to respond to these letters. In addition, Standards Enforcement staff called Zaretsky's preferred telephone number on May 29, 2025, June 6, 2025, and June 13, 2025. On each occasion a message was left with the operator requesting that Zaretsky call Standards Enforcement staff back. As of September 24, 2025, Zaretsky had provided no response to any of the communications from Standards Enforcement staff.

- [50] The facts in Exhibit 5 establish that Zaretsky did not promptly reply in writing to communications from CPA Ontario to which a written reply was specifically required. The Panel was satisfied that this evidence clearly and cogently demonstrated that the facts set out in the Allegation were established on a balance of probabilities.

### *Findings Regarding the Conduct of RZN LLP (D-25-005)*

#### Between May 14, 2025 and July 9, 2025, RZN LLP failed to cooperate contrary to Rule 104.2 with respect to EB's complaint

- [51] Evidence in support of this Allegation is contained in the Affidavit of Eva Lip, a Standards Enforcement Officer with CPA Ontario, affirmed September 24, 2025 (Exhibit 3).
- [52] On May 7, 2025, CPA Ontario received a complaint made against RZN by EB, a former client. The basis for this complaint is the same as outlined in Zaretsky Allegation 1(e).
- [53] Starting on May 14, 2025, Standards Enforcement staff wrote to Zaretsky, RZN's appointed legal officer, at his preferred email address on record with CPA Ontario, advising that correspondence had been uploaded to FileCloud, a secure file transfer location. That correspondence notified Zaretsky of the complaint, and required specified documentation along with his response to the complaint in accordance with Rule 104 of the Code. Zaretsky viewed the correspondence, but did not respond to it. Follow up correspondence of May 29, 2025, June 6, 2025, and June 13, 2025 from Standards Enforcement staff repeated the requirement for a response and advised Zaretsky that failure to respond could result in allegations of professional misconduct. Zaretsky also failed to respond to these letters. In addition, Standards Enforcement staff called RZN's preferred telephone number on May 29, 2025, June 6, 2025, and June 13, 2025. On each occasion a message was left with the operator requesting that Zaretsky call Standards Enforcement staff back. On July 2, 2025, Standards Enforcement staff called Rosenthal, as RZN's alternative discipline contact, at his preferred telephone number as well as his alternate telephone number. Both mailboxes were full, with no room to leave a voice message. As of September 24, 2025, no one from RZN had provided a response to any of the communications from Standards Enforcement staff.
- [54] The facts in Exhibit 3 establish that RZN did not promptly reply in writing to communications from CPA Ontario to which a written reply was specifically required. The Panel was satisfied that this evidence clearly and cogently demonstrated that the facts set out in the Allegation were established on a balance of probabilities.

### *Findings of Professional Misconduct*

- [55] The fact that the CPA Ontario memberships of Rosenthal and Zaretsky had been revoked before this hearing commenced did not insulate them from further findings of professional misconduct. This Panel retained jurisdiction over Rosenthal and Zaretsky pursuant to s. 22(1) of the *Chartered Professional Accountants Act, 2017*, as this discipline proceeding arose from conduct that occurred while they were members of CPA Ontario.
- [56] Rosenthal, Zaretsky and RZN (through Zaretsky) were properly notified of the complaints against them and the requirement that they respond, lest discipline proceedings be brought. In the face of repeated communications, both in writing and by way of telephone calls and messages, neither Rosenthal, Zaretsky nor RZN provided any response.
- [57] Absent credible evidence that demonstrates an inability to respond, the failure of the Respondents to respond promptly and completely constitutes a breach of Rule 104 of the Code and constitutes professional misconduct. Accordingly, this Panel found that the Respondents' failure to cooperate with the regulatory processes of CPA Ontario, contrary to Rule 104 of the Code, constituted professional misconduct.

## VI. DECISION AS TO SANCTION

- [58] After considering the evidence, the law and the submissions of the PCC, the Panel accepted the submissions of the PCC and concluded that the appropriate sanction was:
- i) for Rosenthal, a fine of \$15,000 payable to CPA Ontario within three months, a ban on applying for readmission to membership for five years, and publication of the Decision and Order to all members of CPA Ontario, all provincial bodies, and to the public;
  - ii) for Zaretsky, a fine of \$15,000 payable to CPA Ontario within three months, a ban on applying for readmission to membership for five years, and publication of the Decision and Order to all members of CPA Ontario, all provincial bodies, and to the public; and
  - iii) for RZN, a fine of \$15,000 payable to CPA Ontario within three months, deregistration of the firm with CPA Ontario, and publication of the Decision and Order to all members of CPA Ontario, all provincial bodies, and to the public.

## VII. REASONS FOR THE DECISION AS TO SANCTION

### *Factors Considered in Determining Sanction*

- [59] Pursuant to [Regulation 6-2](#), in determining appropriate sanctions a Panel shall consider aggravating and mitigating factors, and may consider the relevant principles of sanction, including protecting members of the public, promoting public confidence in the profession, denouncing the misconduct, achieving specific and general deterrence, maintaining high ethical standards of the profession, and facilitating rehabilitation.
- [60] In determining the appropriate sanction, the Panel considered the nature of the misconduct, as well as aggravating and mitigating circumstances, and the relevant case law cited by the PCC.
- [61] Considering the nature of the misconduct, caselaw from the Discipline Committee has consistently emphasized that cooperation with the regulatory processes of CPA Ontario is essential to maintain public confidence in the profession.<sup>6</sup> The public must know that CPAs will be held accountable for their compliance with the Code governing their professional conduct, that if non-compliance is suspected, complaints will be thoroughly investigated, and if warranted, CPAs will be prosecuted for their misconduct. Prompt and complete responses are essential so that investigations can move forward. A failure to cooperate undermines the collection of information required to address a complaint. It leaves the complainant without the assurance that their complaint was taken seriously by the profession, requires CPA Ontario to divert resources from the primary complaint to a secondary process to compel the member's compliance, and risks the erosion of the public's confidence in the very ability of the profession to regulate itself.
- [62] Rosenthal's and Zaretsky's refusals to cooperate undermined the efficacy of CPA Ontario's investigative process and denied seven separate complainants the satisfaction of having CPA Ontario determine what had actually happened to their money. Findings of misconduct based on failures to cooperate must be cold comfort given the seriousness of their complaints of financial malfeasance and missing funds.

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<sup>6</sup> See, for example, [D'Orazio](#) (2020) at para. 41, [Little](#) (2021) at para. 29, and [Hametaj](#) (2022) at para. 52-57.

- [63] The Panel took into account that Rosenthal's and Zaretsky's failures to cooperate extended past the period of the Allegations to at least November 5, 2025, as set out in the affidavit of Eva Lip of that date (Exhibit 6).
- [64] The Panel considered the prior disciplinary history of the Respondents to be an aggravating factor. When Rosenthal and Zaretsky failed to respond to Standards Enforcement letters about the complaints underlying the Allegations, they had already been found to have committed professional misconduct in relation to the Allegations arising from EB's complaint.<sup>7</sup> While RZN had not previously been found to have committed professional misconduct, it had been issued a letter of admonishment by the PCC in May 2023 in relation to the EB complaint (Exhibit 8). In that letter, the PCC took the position that while RZN had been in apparent breach of the Code, it was capable of rehabilitation, provided that it immediately created, administered and enforced clear firm policies and procedures to ensure the exercise of due care and eliminate the potential of any future non-compliance with the Code. The Panel found that RZN's failure to demonstrate rehabilitation and ensure compliance with the Code after receiving the letter of admonishment constituted an aggravating factor.
- [65] There was no evidence of mitigating factors before the Panel.

### *The Specific Sanctions*

- [66] The fact that the memberships of Rosenthal and Zaretsky had already been revoked at the time of the hearing limited the options available to the Panel for sanctioning their misconduct.
- [67] The standard sanction for a member's failure to cooperate is a fine of \$5,000 and a final deadline for cooperation, failing which their membership would be suspended and, if non-cooperation continued, their membership would be revoked. The imposition of a suspension or revocation for continued failure to cooperate is obviously inapplicable for members who have already been revoked.
- [68] The jurisprudence supports increasing the amount of the fine when there is more than one instance of failing to cooperate. For example, in *Wales*, the member was found to have failed to respond in respect of three separate investigations, and was fined \$10,000.<sup>8</sup> In that case the member had no disciplinary history, and was given 15 days within which to respond to the investigations prior to being suspended.
- [69] The Panel found that given their disciplinary history and the number of investigations thwarted by their failure to cooperate, a \$15,000 fine was appropriate for each of Rosenthal, Zaretsky, and RZN. These fines would act as general deterrence for any member of the profession who might consider choosing not to cooperate where there are multiple complaints.
- [70] The Panel accepted the PCC position that given the additional findings of professional misconduct subsequent to the revocation of their memberships, it was appropriate to order that Rosenthal and Zaretsky be prohibited from applying for readmission to membership with CPA Ontario for a period of five years. This sanction expressed the profession's denunciation of Rosenthal's and Zaretsky's refusal to respond to any communications from CPA Ontario after they were found to have committed professional misconduct in a prior proceeding. It also serves as general deterrence to any revoked member of the profession who may feel they have nothing to lose by failing to cooperate with further

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<sup>7</sup> *Supra*, at note 2.

<sup>8</sup> *Chartered Professional Accountants of Ontario v. Wales*, [2022 ONCPA 20](#)

investigations after their revocation.

- [71] The Order deregistering RZN was made pursuant to section 16.1.13 of Regulation 6-2. With the revocation of Rosenthal's and Zaretsky's membership in CPA Ontario, RZN had no member in good standing who could act as the Firm Representative pursuant to section 10.7 of the CPA Ontario [General By-Law](#), providing the Registrar with the authority to deregister the firm.
- [72] The publication of the Decision and Order for each of the Respondents to all members of CPA Ontario, all provincial bodies, and to the public was necessary in order that the deterrent message be conveyed to the membership at large, and to ensure that the public was aware of these findings and sanctions.

## VIII. COSTS

- [73] The law is settled that an order for costs with respect to disciplinary proceedings is not a penalty. Costs are intended to indemnify the PCC, based on the underlying principle that the profession as a whole should not bear all of the costs of the investigation, prosecution and hearing arising from misconduct.
- [73] Costs are ordered at the discretion of the Discipline Committee. It has become customary for the PCC to file a Costs Outline in the same form as used in civil proceedings, and to seek two-thirds of the costs incurred in the investigation and prosecution of the matter.
- [74] The PCC's Costs Outlines for Rosenthal (\$5,836) Zaretsky (\$5,725) and RZN (\$5,528) are included in Exhibit 7. The PCC submitted that the costs were relatively low given that the investigations were frustrated by the Respondents' non-cooperation. The PCC sought approximately two-thirds of the actual costs.
- [75] The Panel found that the amount of actual costs was reasonable, and that it was appropriate for the Respondents to each pay approximately two-thirds of their actual costs. Accordingly, costs were set at \$3,900 for Rosenthal, \$3,800 for Zaretsky, and \$3,700 for RZN, each payable to CPA Ontario within 90 days.

**DATED** this 23<sup>rd</sup> day of December, 2025



Richa Khanna, CPA, CA, LPA  
Discipline Committee – Deputy Chair

### Members of the Panel

Michael A. Minnes, CPA, CA  
Marianne Park-Ruffin, Public Representative

### Independent Legal Counsel

John Dent, Barrister & Solicitor