

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

DISCIPLINE COMMITTEE

IN THE MATTER OF: Allegations against **RZN LLP**, under **Rules 104.2, 201.1, and 502** of the CPA Code of Professional Conduct.

Allegations against **John M. Rosenthal**, under **Rules 104, 104.2, 201.1, 205, 212.1, 218** of the CPA Code of Professional Conduct.

Allegations against **Mark S. Zaretsky**, under **Rule 104, 104.2, 201.1, 202.2, 212** 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

Decision and Order effective: September 26, 2025

Release of written reasons: October 8, 2025

**REASONS FOR THE DECISION AND ORDER ON THE PROFESSIONAL CONDUCT
COMMITTEE'S MOTION MADE SEPTEMBER 26, 2025**

I. OVERVIEW

- [1] On May 21, 2025, the Professional Conduct Committee ("PCC") of the Chartered Professional Accountants of Ontario ("CPA Ontario") issued Allegations of professional misconduct against John M. Rosenthal ("Rosenthal"), Mark S. Zaretsky ("Zaretsky") and their firm, RZN LLP (collectively, the "Respondents"), in D-25-002, D-25-003 and D-25-004. On July 9, 2025, the PCC issued additional Allegations of professional misconduct against the Respondents in D-25-005, D-25-006 and D-25-007.
- [2] The PCC brings this preliminary motion in writing for an order to combine all six

Allegations, D-25-002 to D-25-007, to be heard together or one immediately after the other by a single panel of the Discipline Committee on October 17, 20 and 21, 2025, pursuant to Rule 6 of the *Rules of Practice and Procedure*.

- [3] For the reasons that follow, the Panel declines to grant the requested order. However, the Panel is satisfied that, under the criteria of Rule 6.01(1), it is appropriate to combine D-25-002, D-25-003 and D-25-004 to be heard together on the merits on October 17, 20 and 21, 2025, and orders the same on its own initiative.

II. RELEVANT BACKGROUND AND FACTS

- [4] On May 23, 2025, the PCC served the Respondents with the Allegations in D-25-002, D-25-003 and D-25-004 (the “May Allegations”).

- [5] The May Allegations arise from complaints made by former clients, MP and DV. They can be briefly summarized as follows:

a) Between June 1, 2023, and April 30, 2025:

- i) Rosenthal offered investment and lending services through RZN LLP to clients, MP and BV. He provided promissory notes with Zaretsky’s unauthorized signature to solicit over \$550,000 of investment funds, converted the funds for personal use and failed to repay MP and BV in accordance with the terms of their investments.
- ii) Rosenthal directed the comingling of trust funds with RZN LLP’s general accounts, failed to keep appropriate records, and made false representations to CPA Ontario regarding BV’s investments.
- iii) Zaretsky failed to monitor and/or control Rosenthal’s use of RZN LLP’s financial accounts for personal purposes and to appropriately record transactions. He knew and acquiesced to Rosenthal’s above-noted conduct.
- iv) RZN LLP failed to institute appropriate measures to ensure its financial accounts were used for appropriate purposes and to require its members to comply with the Code of Professional Conduct.

b) Between January 16, 2025, and April 30, 2025:

- i) Rosenthal and Zaretsky failed to cooperate with the regulatory processes of CPA Ontario, including failing to reply to CPA Ontario communications and to promptly produce documents.
- ii) RZN LLP failed to monitor and/or control Rosenthal’s use of its financial accounts and to appropriately record transactions.

- [6] On July 11, 2025, the PCC served the Respondents with Allegations in D-25-005, D-25-006 and D-25-007 (the “July Allegations”).

[7] The July Allegations all involve failures to cooperate. They can be summarized as follows:

- a) Between May 14, 2025, and July 9, 2025, RZN LLP failed to cooperate with the regulatory process of CPA Ontario in failing to promptly reply in writing to various CPA Ontario communications regarding complaint File No. 614499.
- b) Between May 2, 2025, and July 9, 2025, Rosenthal failed to cooperate with the regulatory process of CPA Ontario in failing to promptly reply in writing to various CPA Ontario communications regarding four complaints: complaint File No. 614462, complaint File No. 614467, complaint File No. 614468, and complaint File No. 614493.
- c) Between May 2, 2025, and July 9, 2025, Zaretsky failed to cooperate with the regulatory process of CPA Ontario in failing to promptly in writing reply to various CPA Ontario communications regarding five complaints: complaint File No. 614461, complaint File No. 614471, complaint File No. 614472, complaint File No. 614407, and complaint File No. 614498.

[8] On August 26, 2025, the PCC notified the Respondents of its intention to bring a motion to consolidate all six sets of Allegations to be heard together on October 17, 20 and 21, 2025.

[9] On September 3, 2025, the PCC served its notice of motion, motion record and factum on the Respondents.

[10] The Respondents did not deliver any responding materials.

III. EVIDENCE BEFORE THE PANEL

[11] As the Respondents did not respond to the motion, the only evidentiary record before this Panel is the PCC's motion record.

[12] The PCC's motion record contains an affidavit from Alyssa Girardi, professional standards coordinator in the Investigations and Prosecutions department of CPA Ontario, sworn on September 3, 2025 (the "Girardi Affidavit"). The exhibits attached to the Girardi Affidavit include the six Allegations, affidavits of service, and correspondence with the Respondents.

[13] In addition to the Girardi Affidavit, the PCC's motion record contains the decision of the Discipline Committee in separate proceedings (D-23-024 and D-23-025) against Rosenthal and Zaretsky, which were heard together on consent.

[14] Also included in the PCC's motion record is a decision of the Discipline Committee to combine allegations against an unrelated individual, Cayne, on joint request of the

parties in that matter.¹ The decision and the reasons on misconduct in the Cayne matter appear to be put forward not as evidence, but as authority, and would appropriately belong in a book of authorities rather than the motion record.

IV. ISSUES ON MOTION

- [15] The principal issue on this motion is whether the Panel should grant an order to combine the May Allegations and the July Allegations for hearing together on the merits, as requested by the PCC. As a secondary issue, if the requested order is not appropriate, the Panel will consider whether any of the Allegations ought to be combined pursuant to Rule 6 of the *Rules of Practice and Procedure*.

V. ANALYSIS AND DECISION

- [16] Rule 6.01 of the *Rules of Practice and Procedure* allows a Panel, either on a motion or on its own initiative, to order that the merits of two or more proceedings be heard together or one immediately after the other. The decision to combine proceedings is governed by the criteria set out in Rule 6.01(1):

Rule 6.01

(1) On the motion of a party or on its own initiative, a Panel may order that the merits of two or more proceedings, in whole or in part, 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.

- [17] An overarching principle to bear in mind in applying Rule 6.01 is found in Rule 1.03(1), which states: “These Rules shall be liberally construed to secure the just and expeditious determination of proceedings.” [Emphasis added.]

- [18] Read in light of Rule 1.03(1), Rule 6 permits proceedings to be combined where doing so would facilitate their determination in a just and expeditious manner. Combining proceedings that involve commonality of fact or law, the same parties, and/or the same transaction or occurrence or series of transactions or occurrences would help promote the principle animated in Rule 1.03(1) by avoiding the duplication of evidence

¹ *Chartered Professional Accountants of Ontario v. Cayne*, [2025 ONCPA 19](#), at para. 11

and submissions, and the risk of inconsistent findings.

- [19] This Panel is cognizant of these considerations, including expediency, effective use of resources, and prejudice to the parties that may flow from inconsistent findings, in evaluating each of the criteria set out in Rule 6.01 and determining whether any of the criteria are met.

Rule 6.01(1)(a) Commonality of Fact, Law or Mixed Fact and Law

- [20] With respect to Rule 6.01(1)(a), an order to combine proceedings may be appropriate if the proceedings have sufficient commonality, such as questions of law or fact in common.
- [21] The materials available to the Panel to assess whether the May Allegations and the July Allegations involve common questions of fact, law or mixed fact and law are the Allegations contained in the PCC's motion record.
- [22] The Panel is satisfied that the May Allegations relate to similar transactions involving clients BV and MP, and the conduct of the Respondents in their dealings with BV and MP. There could be common questions to be determined in these Allegations.
- [23] The July Allegations are a different story. While all allege failures to cooperate, it is unclear whether the alleged failures to cooperate involve the same investigator(s) or complaints by the same complainant(s). On the face of the Allegations,
- a) D-25-005 alleges that RZN LLP failed to cooperate in relation to complaint File No. 614499;
 - b) D-25-006 alleges that Rosenthal failed to cooperate in relation to the following four complaint files: 614462, 614467, 614468 and 614493.
 - c) D-25-007 alleges that Zaretsky failed to cooperate in relation to the following five complaint files: 614461, 614471, 614472, 614407, and 614498.
- [24] The PCC's motion record does not provide any further information about the nature or content of these complaints. Nor has the PCC made clear how each of the specific complaint file numbers referenced in the July Allegations is related to the May Allegations. It is not possible for the Panel to evaluate whether, and if so, how they relate to each other, and how they relate to the May Allegations, to determine whether there is sufficient commonality.

Rule 6.01(1)(b): Same Parties

- [25] At a high level, the parties to the May Allegations and the July Allegations are the PCC and the Respondents.

- [26] This in and of itself is not sufficient to warrant combination, however, since it will be the case that the parties to discipline proceedings before CPA Ontario against the same member will be the same, even if the allegations involved have no overlap whatsoever or other reasons to be heard together.
- [27] This Panel has considered whether the Allegations at issue involve the same “parties”, liberally construed, to encompass individuals who will provide evidence in the proceedings. The non-limiting definition of “party” in the Rule 1.02 does not foreclose such construction of parties for the purposes of Rule 6.01(1)(b).² Indeed, it is in line with the PCC’s understanding of what the Rule 6.01(1)(b) criterion requires. As the PCC submits in its factum, “[t]he Proceedings involve, in part, the same parties – staff and investigators of CPA Ontario, two related complainants and the Respondents (Rule 6.01(1)(b))”.
- [28] The PCC has not provided witness summons or a list of names of the staff and investigators of CPA Ontario it will be calling to give evidence to substantiate the assertion made in the factum.
- [29] That said, the Girardi Affidavit attaches at exhibit “H” three letters dated July 17, 2025:
- a) From PCC counsel to RZN LLP, indicating that the PCC anticipates calling Rand Abdunour as a witness in File No. 614312.
 - b) From PCC counsel to Rosenthal indicating that the PCC anticipates calling Rand Abdunour in File Nos. 614118 & 614310.
 - c) From PCC counsel to Zaretsky indicating that the PCC anticipates calling Rand Abdunour in File Nos. 614311.
- [30] While the letters themselves do not reference the Case ID, according to the Girardi Affidavit, these letters pertain to the May Allegations. On this basis, the Panel is satisfied that Rand Abdunour is a common witness across these matters.
- [31] The PCC has not provided any indication of who it intends to call as witness(es) in respect of the July Allegations. It is therefore impossible for the Panel to determine whether the witnesses for the July Allegations are the same, or whether there are common witnesses between the July Allegations and the May Allegations.

Rule 6.01(1)(c): Same Occurrence

- [32] The PCC submits in its factum that “[t]he timing and circumstances of the PCC’s complaint review into matters D-25-005, D-25-006 and D-25-007 occurred while the

² “Party” is defined in Rule 1.02 as: “‘Party’ includes, in the case of CPA Ontario, any Committee or representative of CPA Ontario taking part in a proceeding before an adjudicative committee pursuant to the Bylaw or Regulations.”

Respondents were under investigation on D-25-002, D-25-003 and D-25-004 for similar transactions and alleged conduct (Rule 6.01(1)(c))”.

[33] The PCC’s motion record does not, however, provide sufficient information about the Allegations for the Panel to assess whether they involve “similar transactions and alleged conduct.” It is also not apparent from the face of the Allegations that the timing and circumstances of the PCC’s complaint review into the July Allegations occurred while the Respondents were under investigation on D-25-002, D-25-003 and D-25-004. The Panel cannot take the submission made in the factum as fact.

[34] The PCC further submits in its factum that “Case IDs D-25-005, D-25-006 and D-25-007, are procedural allegations arising from multiple complaints from multiple parties who allege similar transactions and Respondent conduct to that outlined in the allegations detailed in Case IDs D-25-002, D-25-003 and D-25-004.”

[35] Granted, the July Allegations all concern alleged failures to cooperate. However, it is unclear whether the alleged failures to cooperate involve the same investigators or complaints by the same complainant(s), as noted above. On the face of the Allegations,

- a) D-25-005 alleges that RZN LLP failed to cooperate in relation to complaint File No. 614499;
- b) D-25-006 alleges that Rosenthal failed to cooperate in relation to the following four complaint files: 614462, 614467, 614468 and 614493.
- c) D-25-007 alleges that Zaretsky failed to cooperate in relation to the following five complaint files: 614461, 614471, 614472, 614407, and 614498.

[36] The PCC’s motion record offers no evidence regarding the complaint files for the Panel to assess the relationship between them, or how they relate to the May Allegations.

Rule 6.01(1)(d): Other Reasons

[37] The PCC submits in its factum that Rosenthal and Zaretsky consented to combine two other matters in a collateral proceeding—D-23-024 and D-23-025—and “[t]here is no reason the Discipline Committee should not follow the same course of action and combine the [within] Proceedings (Rule 6.01(1)(d)).”

[38] This Panel does not find this to be a reason to combine the May Allegations and July Allegations. Each request to combine matters must be assessed on the basis of the specifics of the matters at hand in light of the Rule 6.01(1) criteria. The Respondents’ consent in a collateral proceeding is applicable only in that proceeding. That they agreed to combine matters there does not mean that the Panel should combine the

matters here. Indeed, one might argue that the fact that they provided consent there but not here should give the Panel pause before ordering combination here.

Conclusion

- [39] Given the foregoing, based on the evidence before it, the Panel declines to grant the requested order to combine the May Allegations and the July Allegations to be heard together.
- [40] The Panel is satisfied that there are savings in time and costs to be had, to the benefit of both parties, from combining the May Allegations to be heard together on the merits. It would prevent potentially duplicative evidence having to be presented to two or more different hearing panels, resulting in a more efficient and effective use of resources, and avoidance of inconsistent findings and the associated prejudice. Accordingly, it orders, on its own initiative, that the May Allegations be combined pursuant to Rule 6.01.

VI. COSTS

- [41] The PCC did not seek costs of this motion on its Notice of Motion. Neither party made submissions on costs.³ Accordingly, and given the fact that the Panel declines to grant the order sought by the PCC, it makes no determination with respect to costs.

VII. ORDER

- [42] This Panel orders that the May Allegations, bearing Case IDs D-25-002, D-25-003, and D-25-004, be combined and heard together on the merits by the same Panel of the Discipline Committee on October 17, 20, and 21, 2025.

DATED this 8th day of October, 2025



Jim Huang, CPA, CGA
Discipline Committee – Deputy Chair

Independent Legal Counsel
Anna Wong, Barrister & Solicitor

³ While the PCC referenced costs in the last line of its factum (“The PCC respectfully requests that the motion be granted with costs payable to the PCC”), no submissions were put forward, nor was an amount requested, or a bill of cost provided.