FAIR | Canadian Foundation *for* Advancement *of* Investor Rights
Fondation canadienne *pour* l'avancement *des* droits *des* investisseurs

September 6, 2020

Walied Soliman
Taskforce Chair
Ontario Capital Markets Modernization Taskforce
Email to: CMM.Taskforce@ontario.ca

Dear Mr. Soliman,

Re: Consultation - Modernizing Ontario's Capital Markets

Introduction

The Ontario government's Capital Markets Modernization Taskforce Consultation Report July 2020 sets out over 45 policy proposals to assist the Taskforce in the development of its final report. The Taskforce Consultation Report requests continued input from stakeholders on these policy proposals in order "to transform the regulatory landscape for the capital markets sector in a post-pandemic economy". FAIR Canada[1] is pleased to provide the following comments and recommendations to the Taskforce in response to its request for feedback on its policy proposals.

Many of the Taskforce's proposals would require changes to the *Securities Act* (the "Act"), securities regulations and related instruments. FAIR Canada urges the Taskforce to recognize in its final report that those changes should be coordinated with the other Canadian Securities Administrators (CSA) members to the greatest extent possible, in order to preserve harmonized national rules and a consistent regulatory approach. Certain other initiatives, such as SRO reform, also require a national consensus. Increasing the number of differences in rules and policies among provinces would not benefit investors or the industry, nor would it support developing stronger and healthier capital markets. Our comments in this letter should be read with that proviso in mind.

We also note that the Taskforce's 47 proposals cover a broad range of topics, many of which raise complex legal and policy issues that would benefit from additional stakeholder input if and when any decision is made to pursue them by the Government. We would welcome the opportunity to provide additional comments at that time.

[1] FAIR Canada | The Canadian Foundation for Advancement of Investor Rights is an independent, national, charitable organization dedicated to putting investors first. As a voice for Canadian investors, FAIR Canada is committed to advocating for stronger investor protections in securities regulation. Visit www.faircanada.ca for more information.

In addition, while broad in scope, many of the proposals focus on a narrow issue within a larger context. For example, proposal 46 is limited to compensating investors, but only in situations involving disgorgement of ill-gotten gains collected by the Ontario Securities Commission (OSC). While the proposal is a step in the right direction, it does not go far enough to address the broader issue of restitution of losses incurred by investors as a result of misconduct. In our view, an effective and modern regulatory system should ensure that investors harmed by misconduct have effective means to seek fair and reasonable redress and compensation. We urge the Taskforce to consider further means to address this issue, which is critical to promoting trust and confidence in our capital markets.

Proposal 47 also narrowly focuses on the issue of binding decisions issued by a designated dispute resolution services organization. While we strongly support enabling Canada's Ombudsman for Banking Services and Investments (OBSI) to issue binding decisions, there are broader concerns with the current complaint handling system that need to be addressed to achieve the intended objective of improving complaint handling generally. A case in point is that the current complaint handling system is burdensome, slow and challenging for the average investor to navigate. Ultimately, the overriding objective should be to ensure that the complaint handling system as a whole is streamlined, cost effective, and effective from the investor's perspective. We believe that these fundamental concerns with the complaint handling system will remain even if OBSI's decisions were to be made binding. Again, we would urge the Task Force to consider these broader concerns as well.

Our comments focus on the proposals relating to enhancing investor protection, modernizing enforcement, and improving the regulatory structure with respect to self-regulatory organizations (SROs) since these touch more directly on the issues of investor rights and investor protection. We then offer some quick comments on other proposals where we have a concern more generally.

A. Enhancing Investor Protection

Taskforce Proposal 46.
Require amounts collected by the OSC pursuant to disgorgement orders be deposited into court for distribution to harmed investors in cases where direct financial harm to investors is provable

FAIR Canada supports the Taskforce proposal for distribution of funds collected pursuant to disgorgement orders as as step in the right direction. However, we urge the Taskforce to consider making additional proposals to improve the OSC's and SRO's powers to enable them to order compensation to investors for investment losses due to breaches of securities laws and/or SRO rules, and to prioritize compensation as part of their enforcement programs.

Access to justice for retail investors in Ontario is inadequate. Too many investors continue to be victims of financial misconduct such as misleading sales practices and advice to make risky investments that are unsuitable for them. Too often investors suffer severe losses and impacts on their lives, including loss of their retirement savings or problems paying for their mortgages or their children's post-secondary education. The impact of this harm to financial, emotional, psychological and physical health impairs Canadians' confidence in the securities markets.

Public concerns about the effectiveness of enforcement of securities laws by the OSC and the SROs, the Investment Industry Regulatory Organization of Canada (IIROC) and the Mutual Fund Dealers Association of Canada (MFDA), are aggravated by the fact that in most cases the victims recover very little or none of their losses. This can lead to lost confidence in the integrity and fairness of the capital markets and the ability of regulatory bodies to provide meaningful investor protection.

FAIR Canada recommends changes to securities laws and SRO rules be implemented to provide the OSC and the SROs with a clear mandate and stronger powers to order financial compensation for aggrieved investors. Following a comprehensive review, research and analysis, the Five Year Review Committee established by the Government proposed a number of restitution related proposals in its Final Report released of March 2003.[2] To our knowledge, few of these compensation related proposals were ever implemented. Similar proposals were contained in the recommendations of the Expert Panel on Securities Regulation in Canada Final Report, January 2009 to the Minister of Finance (Canada).[3]

As a regulator with a public interest jurisdiction, the OSC exercises its enforcement powers for the primary purposes of providing protection to investors and ensuring fair and efficient capital markets and confidence in their integrity. We think that mandate means compensating investors for losses should be a major priority of the OSC's enforcement program. The same applies to disciplinary actions taken by the SROs.

The OSC's investigations of broker misconduct and investment scams focus mainly on imposing penalties on individuals, companies, investment firms and salespersons who violate the rules. Investors who suffer losses in the case rarely benefit from enforcement cases. Occasionally some compensation for investors is agreed to in settlement agreements between a regulator and the firm in violation, but usually the victims of the misconduct are left to their own devices to seek compensation.

The 2019 OSC annual report discloses that $10.9 million was ordered or agreed to be returned to investors. Contrast this with the U.S., where the system seems simpler and the tools are

[2] https://www.osc.gov.on.ca/documents/en/Securities/fyr_20030529_5yr-final-report.pdf
[3] http://www.expertpanel.ca/eng/documents/Expert_Panel_Final_Report_And_Recommendations.pdf> at page 35

more powerful. Since 2002, the U.S. Securities & Exchange Commission has been using a mechanism called Fair Funds, created as a result of the Sarbanes-Oxley Act of 2002. Between 2002 and 2015 the SEC Fair Funds returned US$14.5 billion to investors - an average of US$1.3 billion per year. We recommend that the Taskforce examine how the OSC could establish a similar mechanism to provide compensation to aggrieved investors.

FAIR Canada also notes that the North American Securities Administrators Association (NASAA) recently proposed model legislation to help individual U.S. states implement their own harmed investor assistance funds. The OSC is a member of NASAA. The proposed model legislation establishes restitution assistance funds for victims of securities law violations. The proposed model legislation is based upon existing legislation in several states including Indiana, Montana, Vermont, Kansas and Maine. Such funds are intended to provide financial assistance to victims of securities law violations who are awarded restitution but have not received full payment, which is of particular concern for vulnerable investors such as seniors and other adults living on a fixed income. The proposals set forth a framework for setting up a restitution assistance fund, including eligibility requirements and caps on the size of restitution assistance awards (US$25,000 to $50,000). We recommend the Taskforce consider the merits of establishing a similar legislation to create a harmed investors assistance fund in Ontario.

The OSC has some powers to seek a court order to pay compensation or restitution to investors and to order disgorgement. However, significant gaps and challenges in the OSC's powers to provide compensation to investors remain. These challenges may explain, for example, why the OSC has rarely pursued actions in Superior Court to seek restitution despite having the power under section 128(3) of the Securities Act. We would urge the Taskforce to also consider ways to promote the use of these powers.

The Commission has no authority under the Securities Act to make a restitution or compensation order. FAIR Canada recommends that the Act be amended to provide the OSC with those powers and plug this gap in the regulatory framework for investor protection in Ontario.

This is not a new issue and was recognized over 17 years ago as an area of investor protection that required additional measures to ensure the integrity and fairness of capital markets and bolster investor protection.

The 2003 Five Year Review Committee Final Report, pp 218-220 states:

"*We support taking the same approach with respect to money received pursuant to an administrative fine or a disgorgement order. It seems sensible to us that where harm has been done to the capital markets or investors have suffered losses, the Commission should have the flexibility to designate that monies paid by a respondent in the context of an enforcement proceeding be allocated for the benefit of third parties.*

We understand that settlement payments received by the Commission that are allocated to or for the benefit of third parties have historically been used for investor education purposes. While this is an appropriate use for such funds, there are other possible uses, including assisting investors who have been harmed by the contraventions that resulted in a payment to the Commission. We encourage the Commission to consider various ways in which third parties may be benefited, in light of the particular circumstances which gave rise to the settlement payment, administrative fine or disgorged profits. If the Commission determines that it would be appropriate to direct that money allocated to or for the benefit of third parties be used to compensate them for losses incurred by them, the Commission should adopt the SEC model of using a trustee to administer the disgorged funds."

SROs should also be required to commit to prioritizing compensation for investors who suffer losses as a result of broker misconduct. We recommend that the Taskforce extend its proposals to cover compensation for investors in SRO enforcement programs.

The biggest U.S. SRO, FINRA, has made compensation a priority and so should our SROs. FINRA reports that its highest priority when addressing misconduct is returning money to harmed investors. This stands in stark contrast to the priorities of either IIROC or the MFDA. FINRA mandates that its adjudicative tribunals and staff prioritize the compensation of investors for harm caused by its member firms through its sanction guidelines[4] and its policy on credit for cooperation in enforcement matters[5].

In Canada, too many SRO disciplinary cases result in minor fines for violators while investors end up eating their losses because of inadequate ways to seek to recover them. Recently, IIROC committed to reviewing its enforcement processes to consider whether compensating investors should be covered by their program and considered one of its objectives. We strongly urge the Taskforce to recommend to the Minister of Finance that in order to provide adequate access to justice and investor protection consistent with best practices in competitive jurisdictions, all SROs in Ontario be required to cover compensating investors as part of their enforcement processes and considered not just one of its objectives but a priority.

[4] https://www.finra.org/rules-guidance/oversight-enforcement/sanction-guidelines
[5] https://www.finra.org/rules-guidance/notices/19-23

Taskforce Proposal 47.
Give the power to designated dispute resolution organizations, such as the OBSI, to issue binding decisions ordering registered firms to pay compensation to harmed investors, and increase the limit on OBSI's compensation recommendations

FAIR Canada supports giving OBSI binding decision-making authority. We also support the proposal to increase the limit on OBSI's compensation awards to $500,000, with subsequent increases based on cost of living adjustments. Currently, investors who invest through IIROC or MFDA members may use OBSI's dispute resolution process for claims of compensation up to a maximum of $350,000. But any compensation orders that OBSI issues are not binding on the firms.

Independent expert reports have recommended that to make the process more efficient and effective for investors and to comply with international standards, OBSI should be empowered to make binding compensation orders. This position has recently been acknowledged as a goal of the Chair of the OSC[6].

Under the current non-binding OBSI regime, if an investment or mutual fund dealer firm rejects a compensation recommendation from OBSI, the only consequence is to be publicly "named and shamed". However, some firms employ a practice of making a settlement offer to the investor that is a much lower than OBSI's recommendation (a "lowball offer"), accompanied by a threat to not pay anything if the investor rejects the offer. If the investor accepts the "lowball offer", the firm requires the investor to enter into a non-disclosure agreement that prevents any public disclosure of the fact that the firm rejected the OBSI recommendation and hard bargained with the investor who was the victim of the firm's misconduct. The firm saves money and, probably more importantly, keeps its name out of the news media about its misconduct. To allow firms to use this approach to deal with adverse findings by OBSI is unfair. Providing binding decision-making power to OBSI will address this unfairness.

The current limitations on OBSI's powers are significant because investors have limited practical options to recover losses sustained because of broker misconduct. The options that do exist can be costly, time-consuming and frustrating to pursue. Investors must rely on the lengthy and difficult client complaints process of the dealer, the flawed OBSI process for review of claims, or costly litigation (which is simply not practical for most retail investors) to pursue compensation for losses caused by misconduct.

FAIR Canada does not see a need for an internal appeals process of OBSI decisions given the limits on the size of awards, the low average size of investment awards ($14,291 in 2019) and the total amount of compensation awarded by OBSI for both banking and investments ($2.67

[6] https://www.theglobeandmail.com/business/article-new-osc-head-grant-vingoe-wants-stronger-powers-for-banking-sector/

million in 2019). Decisions on independent ombudsman services should be final. An appeal process could serve to delay awards and make collecting an award more bureaucratic and costly. Firms would be much better equipped to deal with an appeal process than an investor would be unless he/she retains legal counsel at considerable expense. If an appeal process is adopted, it should only be required in cases involving a significant award and only to an internal unit within OBSI that ensures the process is straightforward, does not place investors at a disadvantage and results in timely decisions.

B. Modernizing Enforcement

Taskforce Proposal 35.
Improve the OSC's collection of monetary sanctions

FAIR Canada is supportive of these recommendations. As noted earlier in our submissions, investors face a number of burdens when they suffer losses due to misconduct. The inability to recover compensation after findings of liability add insult to injury. To promote trust and confidence in our capital markets, it is critical that those individuals and firms that engage in misconduct are held accountable and not be able avoid penalties by improperly transferring assets.

Taskforce Proposal 36.
Create a prohibition to effectively deter and prosecute misleading or untrue statements about public companies and attempts to make such statements

FAIR Canada supports a prohibition on making misleading or untrue statements that are made for the purpose of influencing trading in a security. Such a prohibition is essential to preserve market integrity and reliable market prices for securities. However, section 126.2 of the Act already prohibits making such statements. We are not clear on how the Taskforce's proposal differs from the existing prohibition, or how it would apply alongside 126.2 if that is what the Taskforce is proposing.

Section 126.2 does not expressly cover attempts to make misleading or untrue statements that impact the market, but it does cover making of statements that a person "knows or reasonably ought to know… would reasonably be expected to have a significant effect on the market price of a security". That provision could apply even if it turns out that the statement did not have a significant impact on the price as long as the it could reasonably have been expected to have such impact. (Section 126.1, which prohibits manipulative acts, does expressly apply to attempts to engage in any such act.)

FAIR Canada believes that a prohibition on making misleading or untrue statements must include a nexus to the intent or purpose of making the statement. Section 126.2 does that by requiring the OSC to show that the person knows or reasonably ought to know that the statement would reasonably be expected to have a significant effect on the market price. We believe it is necessary to add that proviso because without it the prohibition could be used by companies to attack and attempt to silence critics of the company whose statements are controversial but unrelated to attempts to impact trading in the company's securities through misleading or untrue statements. Securities law should not extend to addressing such cases; it should be limited to addressing statements that negatively affect public securities markets and market integrity.

A research analyst or market commentator who makes a statement believed to be true could not reasonably be found in violation of section 126.2 because clause 126.2 (1) (a) requires it be shown that the person knows or ought reasonably to know that the statement was misleading or untrue "in a material respect". Further, the statement must be misleading or untrue "at the time and in the light of the circumstances under which it is made".

Taskforce Proposal 38.
Strengthen investigative tools by empowering the OSC Staff to obtain producing orders and enhancing compulsion powers

FAIR Canada supports the proposals to amend the Act to provide a statutory power for OSC staff to compel production of relevant documents, records or electronic data from any firm or individual who the OSC has reasonable grounds to believe has such documents, records or data in their possession or control, not just firms or individuals who are "targets" of investigations and to align the investigative tools to compel production of relevant documents and data in both quasi-criminal investigations and administrative investigations.

Taskforce Proposal 45.
Promote prompt resolution of OSC enforcement matters by ensuring confidentiality of dialogue between OSC staff and parties under investigation, and protecting investigated parties from liability in civil lawsuits from admissions made to the OSC in settlement of enforcement proceedings, and protecting such investigated parties from liability for disclosing privacy- protected information to the OSC pursuant to an investigation

FAIR Canada is opposed to the proposal to provide statutory protections for investigated parties from liability in civil lawsuits from admissions made to the OSC in settlement of enforcement proceedings. As noted by the Taskforce proposals on enhancing investor protections, there are very limited cost-effective avenues for aggrieved retail investors to obtain compensation for investment losses that occur due to misconduct by individuals or companies who vio-

late securities laws. The private enforcement of securities laws through civil lawsuits, particularly class action lawsuits, remains an important and valuable tool to enable investors to obtain compensation for losses.

There have been many occasions where individual investors have relied on class action lawsuits for protection. For instance, plaintiffs sought damages on behalf of Canadian investors in the seminal case of Green v. CIBC, and related cases, which was argued to the Supreme Court of Canada, and in which FAIR Canada was granted intervenor status. The plaintiffs in those actions had been the victims of serious misrepresentations in corporate public disclosure documents.

In 2005 Part XXIII.1 was added to the Securities Act to permit actions to be brought by investors for misrepresentations in issuers' continuous disclosure. One of the express policy objectives behind the amendment was to make it possible for individual investors to contribute to policing disclosure practices through class action proceedings, thereby increase investor protection and confidence in the capital markets. The change was an important consumer protection initiative and, in practice, has proven to be reasonably effective both in providing investors in the secondary market with a means of redress, and also encouraging corporate compliance with the law.

The proposal to introduce statutory protection against the use in civil lawsuits of admissions made in settlement of enforcement proceedings would undermine these important investor protection public policy objectives.

Any such proposal should be informed by the conditions and limitations set out in the existing OSC policy on the use of "no-contest" settlements of enforcement proceedings, which provide certain safeguards to prevent using shields on admissions of liability as a barrier to prevent investors from seeking justice to obtain compensation for losses from individuals and companies who violate the Act.

C. Improving the Regulatory Structure - SROs

Taskforce Proposal 3.
Strengthen the SRO accountability framework through increased OSC oversight

SROs in Canada play a significant and expansive role in Canadian securities regulation. During initial consultations with the Taskforce, FAIR Canada submitted that it is important to consider the SROs' role and effectiveness in their recommendations. SROs provide the frontline regulation of the business conduct and financial and operational obligations of investment firms, providing investment advice to clients, and trading in equities markets and derivatives markets. We are pleased to see that the Taskforce has made several significant proposals on the SROs' role, governance, oversight and operations.

FAIR Canada agrees with the issues and concerns expressed by the Taskforce on the current SRO system and how it is governed and operates. Many of the Taskforce's observations reflect concerns that FAIR Canada raised in our original submission to the Taskforce, most importantly the concern that the current governance and oversight framework for IIROC and the MFDA is not adequate to consistently ensure alignment with the public interest.
FAIR Canada supports the general thrust of the reforms proposed by the Taskforce to address those concerns.

We have several suggestions to strengthen the proposals, and some proposed modifications to the proposals to make implementation of reforms more effective and practical. These are set out below.

1. Stronger OSC oversight of SROs

FAIR Canada supports the Taskforce's proposal to strengthen OSC oversight of the SROs. We believe the shortcomings in the current system demonstrate that stronger oversight is needed. If a new merged, more powerful SRO with expanded responsibilities is created, as the Taskforce proposes, more effective oversight of the new SRO will be needed to ensure it fully meets its many responsibilities. Many will have concerns about creating a larger, more powerful SRO that plays a bigger role in regulating the investment industry. That includes investor rights advocates such as FAIR Canada but may also include securities industry members and regulators themselves. We believe such concerns have merit. The bigger the role an SRO plays in protecting investors and regulating the industry, the more important it becomes for the CSA to ensure that its oversight system is comprehensive and effective in ensuring that the new SRO is accountable and responsive to the public interest.

CSA oversight of the SROs has expanded over the last two decades or so. CSA members' regular oversight reviews of IIROC and the MFDA cover the key elements and processes of their self-regulatory programs. The CSA also carries out detailed reviews of proposed changes in SROs' rules, which can result in significant delays in implementation of new rules. However, based on CSA members' releases about their oversight reviews of the SROs, it appears that they focus primarily on technical issues with specific regulatory programs and whether the SRO is meeting the conditions set out in its recognition orders.

FAIR Canada believes that oversight reviews should focus to a greater degree on broader structural issues like the effectiveness of the SROs' corporate governance, the level of transparency provided by the SRO, and achievement of major objectives such as serving the public interest and ensuring that investors' rights are respected. Broadly speaking, the key question is: Is the SRO fully and effectively meeting its public interest responsibilities? We agree that the CSA should continue to employ risk-based, targeted oversight reviews of specific areas of SROs' operations on a regular basis. However, it is vital to periodically carry out an overarching assessment of an SRO's effectiveness in fulfilling its mandate, meeting its regulatory responsibilities and complying with the terms and conditions in its recognition orders. Those broader oversight

reviews should focus on issues such as governance, management, overall operational effectiveness and key results achieved in fulfilling the SRO's responsibilities.

We believe the Taskforce should recommend that the OSC and CSA consider expanding the frequency of overarching SRO oversight reviews, which should include examining the quality of governance and management of SRO operations, and the resulting effectiveness of the regulatory programs that boards and management oversee and administer. The oversight process could be focused on achievement of identified, high-level outcomes, rather than mainly on the adequacy and thoroughness of internal processes. To enable this approach, perhaps fewer resources could be directed to detailed, technical reviews of specific SRO programs and procedures.

We also endorse the Taskforce's proposal to require SROs to submit an annual business or operational plan covering their Ontario activities. The plan should address how the SRO intends to ensure it meets its responsibilities set out in its mandate and recognition orders and comply with the conditions therein.

In making proposals on the OSC's oversight powers, the Taskforce should recognize that the OSC already has significant oversight powers under the Securities Act, so it may not be necessary to add some of the powers suggested in the interim report. These powers include the power to:

- make any decision with respect to any by-law, rule, regulation, policy, procedure, interpretation or practice of an SRO (s. 21.1 (4));
- review any direction, decision, order or ruling made by an SRO (s. 21.7 (1))

2. Improved Governance for SROs

Strong SRO governance is obviously essential to deliver effective management and operation of an SRO, to minimize conflicts of interest, and to earn the trust of investors. It is clearly a basic pre-condition to continued reliance on self-regulation in Canada, especially if a larger, more powerful SRO is created with expanded jurisdiction.

FAIR Canada has significant concerns about the governance of the SROs today. There is a conspicuous absence of directors with experience in individual investors' concerns on the IIROC and MFDA boards of directors. IIROC's board has tended to comprise mainly current and former financial industry members, as only a 2 year "cooling off period" is required before a former industry member qualifies for appointment as an independent director. Recently, with the self-regulatory system facing increased scrutiny, IIROC announced plans to improve representation of retail investor, senior and consumer issues on its board of directors. This initiative is welcome, but we think the issue still needs to be addressed, for instance in the CSA's review.

FAIR Canada believes that governance shortcomings are partly responsible for weaknesses in the SROs' enforcement programs and the degree to which senior management of the SROs is willing to act independently of its members and in the public interest. A governance system

that is responsive to the public interest and to the needs of individual investors would include strong independent directors who are willing to challenge the industry's view of issues and any perceived deference by management and the organization to the industry's views and interests. The nature and qualifications of independent directors, and the system for nominating and selecting candidates for independent director positions, should be addressed.

Beyond the board of directors, SROs' committee structures and district or regional councils wield considerable influence on rule-making and policy. Specifics depend on the SRO, but some bodies like IIROC's District Councils have important disciplinary and decision-making powers in areas such as registration. These bodies also form part of the consultative and decision-making process at the SROs, and so form an important part of the governance structure. Their roles and composition should also be addressed as part of the review of the SRO system, including the need for independent voices to be present in the deliberations of those bodies.

FAIR Canada submits that the rules and procedures on the composition of the boards of directors, committees and councils of the SROs should be considered in any review of the quality and effectiveness of SRO governance. That applies to an even greater degree to the proposed new single SRO.

We endorse the Taskforce's view that the independence of non-industry directors on SRO boards be ensured. The rules and procedures for nominating and electing or appointing directors and members of committees and councils should be reviewed. The nominations process for directors should be more transparent and robust, in particular for the selection of independent directors, to ensure that they are truly independent of both the industry and the organization, and have the ability to speak with an independent voice on behalf of the public interest and stakeholders such as investors.

However, we believe that there are better ways to achieve that goal than giving the OSC /CSA the power to directly appoint members of SRO boards. The regulators should not be appointing directors to a body that they are responsible for both licensing and overseeing on an ongoing basis. There is a conflict between taking a role in the governance of an organization and being responsible for supervising and critically reviewing the performance of the organization. Furthermore, sharing the power to appoint directors among CSA members would lead to unnecessary complications, could produce conflict, and could result in SRO boards where directors are partly seen as representatives of a province or region, which would produce less cohesive and effective governance. The board could become a "stakeholder board" where each director's mandate is partly to represent his or her particular region and section of the industry or community, rather than simply working towards the best interests of investors, the market and market participants.

As an SRO is supposed to be an independent organization and separate from any statutory authority, SROs should be responsible for their own governance structures and the composition of

their boards of directors. Of course that is subject to the oversight of supervising regulators, as with all aspects of the operation of SROs and other recognized market infrastructure bodies like securities exchanges and clearing agencies.

If the regulators prefer to run the regulatory functions currently carried out by SROs directly because they believe that would produce more effective regulation, they should take over those functions and consolidate all securities regulation within statutory regulators. That has happened in some countries, in whole or in part, including the UK and Australia. Many others have never had a significant self-regulatory system. However, transferring all regulatory functions to the statutory regulators would be more difficult in Canada because the scope of self-regulation is so broad and the regulatory system is fragmented among the provinces. The fact that SROs are national in scope is one of the main reasons to continue to rely on them.

FAIR Canada believes the OSC's and regulators' priority should be to clearly define the principles of governance that SROs must abide by. SROs' governance structures are already covered in their OSC and other recognition orders. Those should be updated to reinforce the independence of boards and to ensure independent directors truly bring perspectives to the board that are independent of the industry and reflect investor and consumer needs. In our view, that means that three principles of SRO governance must be revisited:

1) the definition of independence for director candidates, as well as nominees for independent seats on advisory committees;
2) the qualifications and experience required of candidates for independent directors; and
3) the nominating process used to identify candidates for independent directors.

For example, IIROC has already announced changes to require that more independent directors have a background that enables them to effectively represent the interests of retail investors and consumers.

The nominations process for independent directors must be more transparent and run entirely by the Governance or Nominations Committee of the board. Such committees should be chaired by an independent director, at a minimum. At IIROC the Corporate Governance Committee must be comprised entirely of independent directors, except if the Board chair is an industry director then he/she is a member. MFDA's committee is comprised of both industry and public directors and must be chaired by a public director.

Management should not be involved in the nominations process and should not propose or help to identify candidates. One way to achieve this would be to require the board committee to employ a search firm or advisor to help to identify and screen candidates.

We agree that the Chair of the board of an SRO must be an independent director. Currently the chair of IIROC and the MFDA may be either an industry or public / independent director. In contrast, the Chair of the TMX Group must be independent.

We suggest careful consideration be given to the proposal to introduce a "veto" power for supervising regulators on key SRO appointments. To avoid perceptions of subjectivity, we suggest that all directors and officers of SROs should be required to be "fit and proper persons" to perform their specific roles. If the supervising regulator finds that any candidate is not fit and proper for a role, that person would be disqualified. Many precedents are available from other jurisdictions on what qualifies one to be a fit and proper person for such purposes. For such reviews to be carried out efficiently, the lead CSA regulator for the SRO should be responsible for performing the review and making a decision after consulting with other participating regulators.

3. Greater Stakeholder Input into SROs' priorities

FAIR Canada strongly agrees that broader stakeholder input is needed. We believe that the SROs should be required to engage proactively with investor groups, including FAIR Canada, to ensure they obtain balanced input and comment on regulatory issues and proposals. Allowing for broader input would enable more diverse voices to be heard by the SROs on issues such as their regulatory priorities and on specific rule and policy proposals. This would provide advocates outside of the industry and SRO members with greater access to the SROs' management, policy committees and board of directors. Better access should in turn provide more informed and balanced perspectives to be weighed in SROs' strategic and policy decision making.

The SROs have formal procedures for consulting with the public and stakeholders on their regulatory proposals, such as new rules, through a public notice and comment process. But the consultations are dominated by industry participants and it is difficult for organizations representing investors to respond effectively, let alone for individual investors and members of the public.

Internal discussions and comment through IIROC's and MFDA's policy advisory committees, which are an integral part of the SROs' policy and rule development processes, are by definition dominated by SRO members. We note that IIROC does have independent (non-member) representatives on its Market Rules Advisory Committee and its Fixed Income Advisory Committee. The committees' role is to advise IIROC's Board on issues within their areas of expertise.

FAIR Canada proposes that the Taskforce recommend extending that approach to other advisory committees at both SROs and, if a new, merged SRO is created, that independent representation be required on all policy advisory committees under any SRO recognition order.

In the past FAIR Canada and IIROC had a practice of having regular meetings or discussions on regulatory policy proposals and issues that raise concerns for investor rights and investor protection. In the last few years that practice was discontinued until earlier this year following the CSA announcement of its intention to review the regulatory framework of the SROs. We propose that the SROs commit to a more consistent and substantive level of engagement with FAIR Canada and other investor advocates. Recently IIROC announced that it would form an "expert investor issues panel" to obtain feedback from people with experience in investor and consumer issues. IIROC said it is seeking input on how the panel will operate. We believe this can be a sound initiative and we plan to provide input to IIROC on the panel's role and processes.

FAIR Canada suggests that the Taskforce recommend that all SROs adopt an open and transparent nominations and selection process for investor advisory panel members. The MFDA and any new merged SRO should also set up an investor advisory panel. It remains to be seen how much influence such a panel will have on IIROC's or any other SROs' priorities and policies, and whether the appointed experts will truly represent the interests of retail investors. Much depends on who is selected to sit on the panel.

Taskforce Proposal 4.
Move to a single SRO that covers all advisory firms, including investment dealers, mutual fund dealers, portfolio managers, exempt market dealers and scholarship plan dealers

FAIR Canada strongly believes that before any proposal to create a new SRO is accepted, it is vital to address significant shortcomings in the way that the SROs currently operate. We have long expressed concern about SROs' existing standards of corporate governance, transparency, regulatory operations and enforcement programs. More and stronger independent directors are needed who truly represent investors' interests. The SROs need to listen to and consider investors' views more when setting rules and policies. Their enforcement programs must be more effective and hold firms and their officers accountable for extensive or systemic compliance issues. Specifics of FAIR Canada's concerns are set out in our recent submission to the CSA here. FAIR Canada agrees that creating a simpler SRO system through a merger of IIROC and the MFDA should, if properly designed and structured, have many benefits, including:

- more efficient than a fragmented SRO system
- easier for investors to understand the system and to and deal with one SRO with one set of rules and standards
- simpler rules by eliminating duplication and inconsistencies
- simpler for dealers to comply with by applying uniform compliance programs and standards
- lower costs due to economies of scale and eliminating duplicate functions

Those are all solid goals. We also agree that a new SRO should continue to carry out market surveillance for all equities markets across Canada, as IIROC's central nation-wide market monitoring system has worked well.

We are also advocating that the SROs should commit to an enforcement process that prioritizes compensation for investors who suffer losses as a result of broker misconduct. The biggest U.S. SRO, FINRA, has made compensation a priority and so should our SROs. Too many cases result in minor fines for violators while investors end up eating their losses because of inadequate ways to seek to recover them. See our response to proposal #46 for further details on this issue.

Merging IIROC and the MFDA will have a major impact on how the investment industry in Canada is regulated. They are the primary, frontline regulators on providing investment advice to investors and selling securities to them. How the SRO system works is important to all investors because SROs protect their rights as investors and are mainly responsible for handling and resolving complaints about dealings with brokers. If this new SRO structure is to be put in place, getting the model right is critical.

A larger, more powerful SRO with a bigger role in regulating the investment industry and serving investors demands higher standards of governance and stronger oversight by the CSA regulators to ensure that the SRO meets its commitments to sound regulation and its public interest responsibilities. As noted in our response to Taskforce Proposal 3, point #1 above, we endorse the Taskforce's proposals to strengthen oversight and the general thrust on improving governance. The new SRO must make a strong commitment to delivering responsive and effective supervision and compliance programs that protect investors and to an enforcement program with teeth that is a real deterrent to conduct that harms investors.

FAIR Canada believes the SRO system needs to be strengthened in several key areas before any expansion of the SROs' role and authority can be justified. In our initial submission to the CSA on their review of the framework of the SRO system, we advocated that the regulators undertake a comprehensive and broad-based assessment of the current system and how it can be strengthened. They have since undertaken to carry out such an assessment, based on the CSA consultation paper released in June.

The CSA should ensure that the SRO framework and the proposed new SRO respond to the public interest in ensuring sound and independent regulation of capital markets. In our view completion of the CSA's review and policy decisions on the conditions that would apply to single SRO are pre-requisites to any decision to approve a merger of IIROC and MFDA. To achieve meaningful reforms in the SRO system, the regulators should make adoption of these types of major reforms a condition to approving the creation of a new SRO. Those conditions should form part of the "recognition orders" that regulators use to set licensing conditions for SROs. It

would be completely inadequate to merely merge the two SROs' existing operations under the current self-regulatory model given the shortcomings of the current SRO system.

We request that the Taskforce support and endorse completion of the CSA's review of the SRO system before a proposed merger of IIROC and MFDA is approved and implemented. In fact, that is the only approach that is practical because a new SRO must obtain approval from the regulators across Canada, which would entail issuance of recognition orders with obligations and conditions that address the structure, responsibilities and operations of the new SRO.

Extending SRO regulation to cover other registrants

The Taskforce also proposed that a single SRO cover all advisory firms, including portfolio managers, exempt market dealers and scholarship plan dealers that are currently directly regulated by the OSC and other provincial regulators.

FAIR Canada believes the first priority should be to consolidate the existing SRO system by moving to a single SRO for all current SRO members. Considering moving firms that are not currently SRO members under the SRO umbrella presents more complications and should be considered at a later stage. Establishing a new SRO to regulate current SRO member firms will have the greatest impact and produce most of the benefits. It would be easier to integrate SRO members into a merged SRO than registrants like exempt market dealers and scholarship funds, many of which have very limited staff and resources.

D. Other Taskforce Proposals

Taskforce Proposal 1.
Expand the mandate of the OSC to include fostering capital formation and competition in the markets

FAIR Canada believes that the OSC already fosters capital formation and competitive markets under its current mandate. Arguably that role is already encompassed by the OSC's mandate to foster fair and efficient capital markets. That being the case, it might be appropriate to amend the OSC's mandate as proposed, although we do not expect it would change the OSC's approach to its mandate because the Commission has shown it is committed to those objectives.

But the OSC should not be charged with promoting growth in the capital markets at the expense of its core objectives of delivering sound regulation and protecting investors. Rather, the Commission should continue to balance the objectives in its mandate appropriately, recognizing the value of strong regulation, market integrity and effective investor protections to growing Ontario's capital market and attracting domestic and international investors to it. International investors have sometimes been reluctant to invest in Canadian markets (including Ontario) relative to other markets due to a perception that investor protections and legal rights of investors have been weaker in Canada.

FAIR Canada urges the Taskforce to recognize the strong link between effective investor protection and fostering capital formation and competitive capital markets in its recommendations on the OSC's mandate. Simply put, strong regulation leads to strong capital markets. Therefore, protecting investors must remain at the core of the OSC's mandate. Sound regulation and investor protection will encourage investment in Ontario and lead to economic growth. This reality is widely recognized in international markets, including by multilateral agencies that support development of capital markets like the International Monetary Fund (IMF) and The World Bank.

In our initial submissions to the Taskforce, we provided several concrete examples of how introducing strong regulation based on leading international standards produced much more successful and healthier capital markets. Those included Hong Kong in the 1990s and the Dubai International Financial Centre in the early 2000s. Many other examples can be cited. Meanwhile, Canadian markets suffered from several major stock market scandals that partly resulted from a failure to recognize new regulatory risks and keep regulations in line with best practices.

The Taskforce should also recognize that most OSC initiatives, particularly changes to regulations, must be coordinated with the CSA to preserve harmonized national rules. As such, all the CSA regulators need to take a similar approach to their mandates to produce the results that the Taskforce believes the OSC should aim for. That means that changing the OSC's mandate alone is unlikely to lead to changes in its approach. But again, in our view the OSC is already fulfilling the mandate that the Taskforce proposes, working with its CSA counterparts.

There are many examples of OSC actions and initiatives to support innovation in Ontario capital markets and to foster capital formation. Recent and planned changes include:

- The OSC's wide-ranging and ambitious regulatory burden reduction initiative, which has engaged widely with stakeholders and led to decisions to implement an extensive list of changes in regulations and procedures to streamline rules and processes. Many of the targeted reforms will support more efficient access to markets and regulatory services that support such access.
- Expanding issuers' access to capital by liberalizing the rules on private placements and introducing new types of prospectus exemptions including the offering memorandum and crowdfunding exemptions.
- Improving the public offer system by:
    - Reducing limitations on issuers' use of at-the-market public offers and codifying the rules to eliminate the need to apply for exemptions;
    - Developing a process for confidential staff reviews of draft prospectuses before public announcement of an offer;
    - Streamlining prospectus disclosure requirements;
    - Extending the term of shelf prospectuses.

The OSC is already taking strong steps to introduce responsive regulation and foster innovation in our markets. Most recently, in June, the OSC announced that it has established a new Office of Economic Growth and Innovation. This new Office is intended to develop, implement and maintain programs that focus on innovation and economic growth. This initiative builds on the OSC Launch Pad announced in 2016, which was created to support the development of innovative financial business models using fintech. Those include digital platforms to support raising capital, tech-based investment activities, and crypto-asset offers and platforms. Launch Pad aims to foster digital innovation by accelerating time-to-market. It ties into the CSA Regulatory Sandbox initiative.

Taskforce Proposal 2.
Separate regulatory and adjudicative functions at the OSC

FAIR Canada supports ensuring a fair, effective and unbiased enforcement process at the OSC. We endorse the principle of separating the regulatory and adjudicative functions of the OSC but believe that the current OSC structure achieves that goal in a more practical, less costly and bureaucratic way than creating an independent tribunal.

Developing a separate formal structure for an independent tribunal could lead to more bureaucratic, more legalistic, more costly and slower enforcement processes. We believe that making it even more difficult to enforce securities laws and regulations in an effective and timely way would not be in the best interests of investors or developing stronger, more competitive capital markets. That could actually hamper achieving the objectives that the Taskforce is promoting. Proposals to bifurcate the Commission's regulatory and adjudicative roles have been studied in the past. Past studies, such as the 2004 report by Ontario Integrity Commissioner Osborne, did not find any evidence of actual bias on the part of Commissioners but raised concerns about the possible perception of bias.

Commissioners currently do not have any involvement with or exposure to investigation files or enforcement cases before they are prosecuted. The system is designed to ensure that Commissioners can sit on hearing panels and decide enforcement cases without bias and perform the role of a separate tribunal. Following the Osborne report , the OSC adopted extensive internal policies and procedures to ensure that Commissioners are not privy to any information or discussion about investigations or enforcement cases.

FAIR Canada believes the expertise in securities regulatory issues that OSC Commissioners bring to deciding enforcement cases is vital and should be preserved. Commissioners gain extensive expertise from their ongoing involvement in the development and administration of securities laws and regulations. This direct experience with the formulation of regulatory policy produces a sound understanding of the objectives of rules and the approach the OSC takes to achieving those objectives. Commissioners' regulatory role informs their enforcement role, and vice

versa, which helps to strengthen the quality of regulation. That involvement equips Commissioners with valuable experience that is very useful in understanding and making decisions on enforcement cases, including decisions on what penalties or sanctions may be appropriate. The expertise that Commissioners bring to their adjudicative role in hearing administrative matters such as take-over bids, applications for exemptions from rules, appeals of staff decisions on registrations and similar matters, is also very important. We believe that market participants support ensuring that persons hearing such matters have extensive expertise and experience in regulatory policy to better inform sound decision making.

The establishment of a separate, independent tribunal could make it difficult to identify willing, qualified experts with the experience and knowledge required to effectively make decisions on enforcing securities laws and regulations. People who are actively involved in capital markets or who act as professional advisors to capital markets participants could not be considered independent as that term should apply to a tribunal member. Candidates would likely mostly be retired people with significant industry, regulatory or advisory experience. Such persons might not be current with new developments in regulation and the capital markets.

FAIR Canada endorses the Taskforce's proposal to clearly separate the Chair and CEO roles at the OSC. Recent OSC Chairs have not sat on hearing panels in enforcement cases. We agree that a CEO, separate from the Chair and acting as head of management, should be responsible for ongoing management of the regulator's activities, including enforcement functions. Ensuring that the Chair is completely recused from any involvement in investigation or enforcement matters, except at the strategic and general policy level, would strengthen confidence in the fairness of the OSC's enforcement activities.

Although we do not believe there is any evidence of bias in the OSC's handling of enforcement cases, we recognize that a perception of bias may arise from the OSC's current structure. It is important that any such concerns are addressed to maintain public confidence in the Commission. If the Taskforce believes that the only way to address that perception is to create a separate tribunal, then we support option (1) proposed by the Taskforce: a separate tribunal comprised of adjudicators within the current OSC structure. That option would preserve more of the benefits cited above of an approach where Commissioners continue to sit on hearing panels and result in fewer of the disadvantages that would arise with a completely separate tribunal.

Taskforce Proposal 5.
Mandate that securities issued by a reporting issuer using the accredited investor prospectus exemption should be subject to only a seasoning period

FAIR Canada does not support the proposal to make securities in public issuers freely tradeable immediately because it would impinge on the clear line between public and private offers and provide unfair advantages to accredited investors (AIs) who buy under the exemption.

The concerns are twofold; 1) issuers could indirectly obtain some of the benefits of a public offer by issuing publicly-tradeable securities without meeting the obligations imposed to make a public offer; and 2) AIs often buy new private placements of securities that are already publicly traded at a discount to market and then realize a profit when they resell in the public market. That could provide virtually risk-free profits to AIs if they can immediately resell the securities.

1) ***Issuers could obtain some of the benefits of a public offer by issuing publicly-tradeable securities without meeting the obligations imposed to make a public offer.***

If the issuer prefers to use a private or exempt offer to raise capital, there must be restrictions on resales so that exempt offers do not become a loosely regulated, low cost substitute for public offers. That would reduce the attractiveness of public offers and call into question the protections required for public offers, most notably the requirement for full disclosure using a prospectus and, generally, distribution through investment dealers that have duties to clients. The proposal could also virtually eliminate the market timing advantage of a fully priced public offer and transfer that advantage from issuers to AIs who buy under the exemption. Rather than permit AIs to resell the securities to the public right away, it would be preferable to permit the issuer to sell them to the public directly using a streamlined form of public offer. An at-the-market (ATM) offer is one example of such a form, and the rules for making ATM offers are being liberalized by the OSC and CSA effective August 2020.

2) ***AIs often buy new private placements of securities that are already publicly traded at a discount to market and then realize a profit when they resell in the public market.***

Private placements such as offers under the AI exemption are often sold at a discount to market when the securities involved are already listed on a securities exchange or have an established public market. Why let AIs, who may be controlling shareholders or persons known or related to the issuer or its officers and directors, to buy at a discount and then immediately resell to the public at a higher price? At a minimum, buyers who qualify to buy in the private market, perhaps at a lower price, should be required to assume some risk beyond what public holders of the same securities take. The hold period serves that purpose and prevents buyers under the AI exemption from taking potentially risk-free profits on their purchases.

We also wish to reinforce that the Taskforce's proposal (as it states) is obviously only relevant to exempt offers sold to AIs in securities of reporting issuers. We do not believe removing the 4

month hold period is necessary to make using the AI exemption attractive to either accredited investors or to public company issuers. More often, the AI exemption is used to sell securities in private companies and other securities that are not cleared for public trading. Those securities cannot be resold to the public at all; resales are restricted to sales made under another prospectus exemption unless a prospectus is filed to support a public distribution. That is a fundamental rule that ensures that securities sold in the private exempt market do not leak into public markets without providing the necessary disclosure and level of regulatory scrutiny required to make a public offer.

Taskforce Proposal 7.
Introduce an alternative offering model for reporting issuers

FAIR Canada is supportive of less costly alternatives to the prospectus offering process provided retail investors' interests are appropriately considered. The alternative offering model proposed blurs the distinction between public and private offerings and would eliminate important investor protections without providing any meaningful benefit to issuers. Accordingly, FAIR Canada does not support this proposal.

FAIR Canada notes the existing availability of the short-form prospectus for most reporting issuers. This has worked well for both issuers AND investors. The alternative offering model proposes an "offering document" akin to a short form prospectus except its primary characteristic seems to be eliminating the important common law and statutory protections that a prospectus provides to investors.

The OSC, as part of its regulatory burden reduction project, is working with the CSA to develop proposals to make conducting prospectus offerings easier and more cost-effective for issuers. Additionally, the CSA recently approved changes that became effective at the end of August that will facilitate greater use of at-the-market (ATM) offerings. These changes eliminate the need to apply for exemptive relief and some constraints on ATM offerings, while still preserving important investor protections.

Taskforce Proposal 9.
Transitioning towards an access equals delivery model of dissemination of information in the capital markets, and digitization of capital markets

FAIR Canada supports eliminating delivery of paper documents *if* the new rules ensure that investors receive specific notification of delivery of a document and how the document can be

viewed. We support the OSC's initiative to publish a proposal on this subject as part of its regulatory burden reduction project.[7]

We do not support adoption of "access equals delivery" if it means that as long as a person has access to a document online then he/she is deemed to have received delivery. People must be notified in a meaningful way that a document is available and how it can be accessed. That position is consistent with our initial submission to the Taskforce and our response to the CSA's Consultation Paper on Consideration of an Access Equals Delivery Model for Non-Investment Fund Reporting Issuers. As previously stated, delivery should require an individual to be notified by email that a specified document has been issued and can be viewed on a specific web page, with a link to that page provided. This is the same way that notice of availability of an investor account statement or bank statement is generally provided today.

A transition plan for moving from the present system to electronic delivery as a default needs to be developed, which should ensure that instructions are obtained from each investor/client. As noted, that would require, at a minimum, providing an email address to move to electronic delivery.

The option of receiving a hard copy on request for people who have no or limited internet access or seniors who have difficulty with online documents should be retained, at least for a transitional period.

Taskforce Proposal 19.
Improve corporate board diversity

FAIR Canada supports this proposal. There is ample research to substantiate that board diversity, particularly as part of a larger corporate governance strategy, leads to better returns for investors. Many institutional investors (for example Vanguard, Blackrock) look at diversity as an important factor in making investment decisions.

Taskforce Proposal 21.
Decrease the ownership threshold for early warning reporting disclosure from 10 to 5 per cent

FAIR Canada supports greater transparency for investors. Given the threshold that applies in major developed markets, it makes sense to reduce the early warning reporting threshold from 10% to 5%. Significant positions taken by influential institutions and investors can influence

[7] Decisions C-11 and F-10, OSC update report on *Reducing the Regulatory Burden in Ontario's Capital Markets,* November 2019

share prices and investors' perceptions of a stock. A shareholder can requisition a shareholders' meeting when it holds 5% or more of a corporation's shares.

FAIR Canada does not believe that there are reasons to exclude certain types of issuers from the scope of this proposal. The filing requirement is straightforward and would not create an undue burden for "passive" investors to comply with.

Taskforce Proposal 23.
Require TSX-listed issuers to have an annual advisory shareholders' vote on the board's approach to executive compensation.

FAIR Canada is supportive of efforts to improve corporate governance of listed companies which is in the best interests of shareholders and the investing public. Say-on-pay is a hallmark of good governance that encourages accountability, transparency and performance. Canada is the only G7 country that currently does not require either an advisory or a binding say-on-pay vote.

FAIR Canada supports the application of advisory vote to all reporting issuers, at a minimum. We are not persuaded that issuers non-TSX listed issuers should be exempt. Say-on-pay campaigns are often an indicator of a lack of alignment of the shareholders' interests with management's interests. An adverse advisory vote may provide an opportunity for issuers to engage with their investors' concerns. For example, some cannabis issuers, which have a high concentration of retail investor shareholders, have had very generous compensation packages for their executives despite reporting significant losses. Further, some issuers listed on other markets may qualify for a TSX listing. Applying this requirement to TSX listed issuers only could put the TSX at a competitive disadvantage.

Taskforce Proposal 27.
Amend securities law to provide additional requirements and guidance on the role of independent directors in conflict of interest transactions

FAIR Canada supports the codification of the best practices for independent board committees as outlined in the staff notice. Codification of the best practices will improve governance practices and will provide better protection for minority shareholders where directors consider transactions that involve a conflict of interest.

Taskforce Proposal 28.
Provide the OSC with a broader range of remedies in relation to M&A matters

FAIR Canada supports a broader range of remedies for the OSC in respect of M&A matters and proxy contests, consistent with the powers recently granted to the British Columbia Securities Commission. This will help to ensure that there is consistency in regulatory approach nationally and eliminate regulatory arbitrage.

We thank you for the opportunity to provide our comments and views in this submission. We welcome its public posting. Please be advised that we intend to make our submission public by posting it to the FAIR Canada website. We would be pleased to discuss our submission with the Taskforce should you have questions or require further explanation of our views on these matters. Please contact Jean-Paul Bureaud, Executive Director, at jp.buread@faircanada.ca or Douglas Walker, Deputy Director, at douglas.walker@faircanada.ca

Sincerely,

Douglas Walker, Deputy Director

FAIR Canada | Canadian Foundation for Advancement of Investor Rights