



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

22nd Floor
20 Queen Street West
Toronto ON M5H 3S8

22e étage
20, rue queen ouest
Toronto ON M5H 3S8

Web site: www.osc.gov.on.ca

**IN THE MATTER OF
FLORENCE WEALTH MANAGEMENT INC., RAJKUMAR RAVINDRAN,
and DALTON McGLASHEN JR.**

DECISION OF THE DIRECTOR

Having reviewed and considered the agreed statement of facts, the admissions by Florence Wealth Management Inc. (**Florence**), Rajkumar Ravindran (**Ravindran**), and Dalton McGlashen Jr. (**McGlashen**) (collectively, the **Registrants**) and the joint recommendation to the Director by the Registrants and staff of the Registration, Inspections and Examinations Division of the Ontario Securities Commission (the **RIE Staff**) contained in the settlement agreement signed by the Registrants on November 22, 2024, and by RIE Staff on November 25, 2024 (the **Settlement Agreement**), a copy of which is attached as Appendix “A” to this Decision, and on the basis of those agreed facts and admissions, I, Raymond Chan, in my capacity as Director under the *Securities Act*, R.S.O. 1990, c. S.5 (the **Act**), accept the joint recommendation of the parties, and make the following decision:

1. With respect to Florence:
 - (a) The registration of Florence as an exempt market dealer is hereby suspended pursuant to s. 28 of the Act.

2. With respect to Ravindran:

- (a) The registration of Ravindran as Florence's ultimate designated person and dealing representative is hereby suspended pursuant to s. 28 of the Act.
- (b) Ravindran will not apply for registration in any category for a period of at least five years from the date his registration is suspended. If Ravindran applies to reactivate his registration, the conduct described in the Settlement Agreement may be considered by Staff in assessing his suitability for registration, together with any other relevant consideration.
- (c) Ravindran will not become a permitted individual of any registered firm for a period of at least five years, after which period of time RIE Staff will not object to him becoming a permitted individual based solely on the conduct described in the Settlement Agreement.

3. With respect to McGlashen:

- (a) McGlashen's registration as Florence's chief compliance officer is hereby suspended pursuant to s. 28 of the Act.
- (b) McGlashen will not apply for registration in any category for a period of at least three years from the date his registration is suspended, after which period of time RIE Staff will not recommend to the Director that his application be refused unless it becomes aware after the date of the Settlement Agreement of conduct impugning his suitability for registration, and provided he meets all other applicable criteria for registration at the time he applies for registration.

(c) McGlashen will not be a permitted individual of any registered firm for a period of at least three years, after which period of time RIE Staff will not object to him becoming a permitted individual based solely on the conduct described in the Settlement Agreement.

December 3, 2024

“Raymond Chan”

Date

Raymond Chan

Appendix “A”

IN THE MATTER OF FLORENCE WEALTH MANAGEMENT INC., RAJKUMAR RAVINDRAN, and DALTON McGLASHEN JR.

SETTLEMENT AGREEMENT

1. Registration is a cornerstone of the investor protection regime established by the *Securities Act*, R.S.O. 1990, c. S.5 (the **Act**). Ontario securities law requires registrants to observe high standards of honesty and transparency in their dealings, both with their clients and with their regulator. Registrants who fail to meet this standard risk losing the privilege of registration.
2. This settlement agreement (the **Settlement Agreement**) between staff of the Registration, Inspections, and Examinations Division (**RIE Staff**) of the Ontario Securities Commission (**OSC**) and Florence Wealth Management Inc. (**Florence**), Rajkumar Ravindran (**Ravindran**), and Dalton McGlashen Jr. (**McGlashen**) (collectively the **Registrants**) relates to an opportunity to be heard requested by the Registrants pursuant to s. 31 of the Act regarding RIE Staff’s recommendation to the Director that their registration be suspended pursuant to s. 28 of the Act.

PART I – AGREED STATEMENT OF FACTS

A. Florence

3. Florence is a Toronto-based exempt market dealer.
4. Florence became registered under the Act as an exempt market dealer on September 1, 2020.
5. Unbeknownst to RIE Staff at the time, Florence was founded and financed by business partners Viswanathan “Vishy” Karamadam (**Karamadam**) and Qiang “Max” Guo (**Guo**).

6. The firm was initially named VM Capital Inc. (**VM Capital**) but changed its name to Florence on September 22, 2020. For consistency, the firm is referred to as “Florence” throughout this Settlement Agreement regardless of the name at the time, unless the context requires otherwise.

7. In addition to Ontario, Florence is registered under the securities laws of British Columbia, Alberta, New Brunswick, and Nova Scotia.

8. Florence employs approximately 20 registered dealing representatives.

9. Prior to the events described herein, Florence had not been the subject of any disciplinary sanction by any securities regulator.

B. Ravindran

10. Ravindran has been Florence’s ultimate designated person and chief executive officer since it was first registered, and he is also a registered dealing representative with the firm.

11. Ravindran’s work history prior to Florence includes two registered firms and a variety of small businesses in the corporate finance area.

12. Prior to the events described herein, Ravindran had not been the subject of any disciplinary sanction by any securities regulator.

C. McGlashen

13. McGlashen has been Florence’s chief compliance officer since it was first registered.

14. From 1997 until he joined Florence, McGlashen worked in compliance roles primarily in the retail investment and scholarship plan industries.

15. Prior to the events described herein, McGlashen had not been the subject of any disciplinary sanction by any securities regulator.

D. Prior Registration Attempts Involving Gravitas Investments Inc. and ForeGrowth Wealth Management Inc.

16. The facts described in this section D are based on RIE Staff's review and subsequent findings regarding the prior attempts at registration involving Gravitas Investments Inc. (**Gravitas Investments**) and ForeGrowth Wealth Management Inc. (**ForeGrowth Wealth**). These facts are not within the direct knowledge of Ravindran or McGlashen as they were not involved with those entities at the material times.

i. Gravitas Investments

17. In January 2017, Gravitas Investments applied for registration as an investment fund manager, portfolio manager, and exempt market dealer.

18. Karamadam was proposed as a "permitted individual" of Gravitas Investments, as that term is defined in National Instrument 33-109 *Registration Information* (**NI 33-109**).

19. Gravitas Investments intended to manage the "ForeGrowth Private Yield Fund", which was a creation of ForeGrowth Inc. (**ForeGrowth**). At the time, Karamadam was the president of ForeGrowth and Guo was its chief operating officer.

20. Gravitas Investments, ForeGrowth, and Gravitas Securities Inc. (**Gravitas Securities**) (which was registered as an investment dealer and investment fund manager) were all affiliates.

21. During its review of the Gravitas Investments application, RIE Staff identified potential non-compliance with the dealer registration requirement in s. 25 of the Act based on statements on

ForeGrowth's website. RIE Staff raised this with ForeGrowth in writing, and Karamadam responded on the firm's behalf.

22. The Gravitas Investments application was withdrawn.

ii. ForeGrowth Wealth

23. In February 2018, a new application was submitted in place of the Gravitas Investments application. In this new application, the firm's name was changed to ForeGrowth Wealth.

24. ForeGrowth Wealth was an affiliate of ForeGrowth and Gravitas Securities.

25. Karamadam was the proposed ultimate designated person of ForeGrowth Wealth, and Guo was its president.

26. At around the same time that RIE Staff was reviewing ForeGrowth Wealth's application, it was also conducting a compliance review of Gravitas Securities, and in March 2019, RIE Staff advised Karamadam and the other directors of the parent company of Gravitas Securities that the findings of the compliance review would be considered when assessing the ForeGrowth Wealth application.

27. In June 2019, RIE Staff delivered the report of its compliance review to Gravitas Securities. The report noted 30 deficiencies in the firm's compliance with Ontario securities law, 17 of which were identified as being "significant", including the finding that Gravitas Securities had an inadequate compliance system.

28. In July 2019, RIE Staff met with ForeGrowth Wealth's lawyer to inform him that given the findings from the Gravitas Securities compliance review, they had significant concerns with ForeGrowth Wealth's suitability for firm registration, Karamadam's suitability for individual

registration as its ultimate designated person due to proficiency concerns, and that accordingly they were unable to recommend that those applications be granted.

29. ForeGrowth Wealth withdrew its application for registration several days after the meeting with RIE Staff.

E. Florence Applies for and Obtains Registration

30. Several months after the ForeGrowth Wealth application was withdrawn, Ravindran, in consultation with Karamadam and Guo, caused Florence to apply for registration on November 4, 2019.

31. Applications for firm registration are governed by NI 33-109, which requires the applicant firm to submit a completed Form 33-109F6 *Firm Registration* (**Form 33-109F6**) and specified supporting documents, including without limitation, a business plan, a policies and procedures manual, constating documents, an organizational chart, and an ownership chart.

32. Florence's application consisted of a Form 33-109F6 signed by Ravindran as its chief executive officer, the supporting documents required by the form, and oral and written responses to clarifying questions by RIE Staff (collectively, the **Application**).

33. Among other things, the Application:

- (a) identified Ravindran as the firm's proposed ultimate designated person and chief compliance officer (McGlashen would not join the firm until July 2020);
- (b) identified the source of the firm's capital as being 5022093 Ontario Inc. (**502 Ontario**), a holding company whose shares were owned by an individual named Yu Pan (**Pan**), who was described to RIE Staff by a consultant to Florence (who at the time was also

a director of the company) (the **Director/Consultant**) as an independent investor identified by Ravindran through his network;

- (c) included a written business plan, the first sentence of which was as follows: “The firm will NOT be trading in or advising in securities issued by a related or connected issuer”;
- (d) represented that the firm did not expect to have any relationships that could reasonably result in any significant conflicts of interest in carrying out its registerable activities in accordance with securities legislation, in response to question 6.2 of Form 33-109F6; and
- (e) made no reference to Karamadam or Guo.

34. The Application was subsequently accompanied by individual applications for registration by Ravindran (ultimate designated person and dealing representative) and McGlashen (chief compliance officer).

35. Based on the information disclosed in the Application and the individual applications by Ravindran and McGlashen, RIE Staff recommended to the Director that they be granted pursuant to s. 27 of the Act, which they were on September 1, 2020.

36. Unbeknownst to RIE Staff at the time Florence was granted registration:

- (a) Pan was Guo’s mother;
- (b) Guo was a beneficial shareholder of 502 Ontario, and thus an indirect beneficial shareholder of Florence;

- (c) the firm's capital had been provided to Pan by Karamadam through a loan guaranteed by Guo;
- (d) the initials "V" and "M" in VM Capital (the firm's name at the time) stood for "Vishy" and "Max". When RIE Staff asked what the initials stood for during its review of the Application, the Director/Consultant represented that the letters were randomly selected and had no significance;
- (e) at the time the Application was submitted on November 4, 2019, Karamadam and Guo were officers and/or directors of ForeGrowth, and it was anticipated that Florence may sell securities of ForeGrowth to the public using its registration as an exempt market dealer; and
- (f) based on these facts, Florence and ForeGrowth were "connected" at the time the Application was submitted under National Instrument 33-105 *Underwriting Conflicts* (NI 33-105). Subsequently, as of July 29, 2020, when Karmadam and Guo acquired a controlling interest in ForeGrowth, Florence and ForeGrowth became "related" and "connected," creating a potential material conflict of interest for the purposes of s. 13.4 of National Instrument 31-103 *Registration Requirements, Exemptions, and Ongoing Registrant Obligations* (NI 31-103).

37. Based on the foregoing, the Application was incomplete and inaccurate in that it:

- (a) did not disclose that Karamadam and Guo would be "permitted individuals" of Florence;
- (b) represented that Florence would not sell securities of related or connected issuers; and

- (c) represented that the firm did not expect to have any relationships that could result in any significant conflicts of interest in carrying out its registerable activities in accordance with securities legislation.

38. Ravindran also submitted documents to the bank where Florence and 502 Ontario maintained their accounts that inaccurately identified himself as the sole shareholder of each firm.

39. Had the Application disclosed the circumstances surrounding Florence's ownership and governance structure, RIE Staff would not have recommended that it be granted, in light of the concerns identified during the review of the ForeGrowth Wealth registration application.

F. Florence Sells Securities of ForeGrowth Issuers

40. After acquiring their controlling interest in ForeGrowth, Karamadam and Guo caused it to create numerous investment vehicles, primarily in the form of limited partnerships, which offered investors exposure to real estate assets in Canada and the United States (collectively, **ForeGrowth Issuers**).

41. Florence began distributing ForeGrowth Issuers in November 2020 (*i.e.*, approximately two months after it became registered) with its sale of securities of the ForeGrowth NNN Fund LP. The Form 45-106F1 *Report of Exempt Distribution* (**Form 45-106F1**) for this distribution certified by Karamadam and filed with the OSC did not disclose that Florence and ForeGrowth were connected, although this disclosure was required by the form.

42. Over the next year-and-a-half, a further 30 Forms 45-106F1 were filed by ForeGrowth with the OSC for distributions of various ForeGrowth Issuers where Florence received compensation, none of which disclosed that Florence and ForeGrowth were connected.

43. The relationship between Florence and ForeGrowth was not disclosed to the OSC until June 2022, when Florence responded to a risk assessment questionnaire that registered firms are required to complete and return to RIE Staff. Florence’s submission identified that the companies were related. However, RIE Staff did not have any disclosure about the nature of that relationship.

44. Offering documents for the ForeGrowth Issuers generally disclosed the relationship between Florence and ForeGrowth. However, at least five distributions of the ForeGrowth NNN Fund LP totaling \$400,000 were made pursuant to an offering document that did not contain this disclosure.

45. By the time the Florence/ForeGrowth relationship was disclosed to the OSC in June 2022, Florence had raised more than \$30 million through the sale of securities of the ForeGrowth Issuers, earning the firm over \$1.3 million in commissions. During this time and after, Karamadam and Guo participated in the day-to-day operations of Florence.

46. Florence’s sale of ForeGrowth Issuers far exceeded its sale of third-party issuers. The sale of ForeGrowth Issuers was Florence’s primary source of revenue, and Florence was the primary distributor of ForeGrowth Issuers.

G. Referral Arrangement with Fary Rong

47. In November and December 2021, and in January 2022, 502 Ontario paid an individual named Fang “Fary” Rong (**Rong**) a total of approximately \$150,000 to refer clients to Florence to purchase securities of the ForeGrowth Issuers (the **Referral Arrangement**).

48. The Referral Arrangement was not documented in writing, and had been negotiated by Guo and Rong.

49. On May 1, 2022, Florence sent Rong a written referral agreement to replace the unwritten Referral Arrangement. The written agreement included substantially the same terms as the Referral Arrangement.

50. Ravindran was the sole director of 502 Ontario, as well as an officer of the company. Ravindran and one other individual had signing authority over 502 Ontario's bank account. The other individual with signing authority was also the chief financial officer of ForeGrowth.

51. The payments from 502 Ontario to Rong were directed by its shareholders.

52. Ravindran says that he was initially unaware that Rong had made referrals to Florence prior to the implementation of the written referral agreement on May 1, 2022, or that 502 Ontario had made payments to her before that date. However, Ravindran acknowledges that he had an obligation to ensure that Florence complied with the requirements of Ontario securities law pertaining to referral agreements, and that he should have been more diligent in monitoring 502 Ontario's banking activity to prevent any premature or unauthorized payments.

H. 2023 Compliance Review by RIE Staff

53. In May 2023, RIE Staff commenced a compliance review of Florence pursuant to s. 20 of the Act (the **Compliance Review**).

i. Disclosure of Relationship with Pan

54. During the Compliance Review, Ravindran informed RIE Staff for the first time that Pan was Guo's mother.

ii. Concerns Regarding the Consulting Agreement Documentation

55. Florence's audited financial statements for its 2022 fiscal year show that the firm paid a total of approximately \$500,000 to 502 Ontario (*i.e.*, its parent company) in 2021 and 2022.

56. During the Compliance Review, RIE Staff asked Ravindran about the purpose of these payments, and he represented that they were to compensate Pan for consulting services she had provided to Florence. Unbeknownst to RIE Staff at the time, these payments were a return of profits from the registered firm to its parent and were not compensation to Pan for consulting services to Florence, as she never rendered any such services.

57. When RIE Staff asked Florence for a copy of its consulting agreement, Ravindran collaborated with Guo, Karamadam, and the Director/Consultant to produce a document purporting to be a consulting agreement between Florence and Pan (the **Purported Consulting Agreement**). Although McGlashen was copied on emails regarding the preparation of this document, he did not actively participate in the drafting process and was unaware that Pan had not actually provided consulting services.

58. Ravindran and McGlashen submitted the Purported Consulting Agreement to RIE Staff on July 19, 2023. It was signed by Ravindran on behalf of Florence, and by Pan on her own behalf.

59. Ravindran says he mistakenly believed that Pan had rendered consulting services to Florence based on representations made to him by Guo, rather than any direct interactions or documented agreement with Pan. Ravindran acknowledges that it was inappropriate to submit the Purported Consulting Agreement to RIE Staff.

60. McGlashen says that prior to the Compliance Review, he had not been aware of the payments by Florence to 502 Ontario, or of any consulting services rendered to Florence by Pan. McGlashen

says that after being asked by RIE Staff for a copy of the consulting agreement with Pan, Ravindran told him that there had been a verbal agreement, but that no written agreement existed. McGlashen acknowledges that it was inappropriate to submit the Purported Consulting Agreement to RIE Staff.

iii. Concerns Regarding the Connecticut Three Investor Communication

61. ForeGrowth Connecticut Three LP (**Connecticut Three**) was one of the ForeGrowth Issuers sold by Florence.

62. A transaction that was key to the success of Connecticut Three (the **Middletown Acquisition**) did not proceed, and so ForeGrowth gave investors the option of receiving their money back or having it transferred to a different ForeGrowth Issuer.

63. During the Compliance Review, RIE Staff questioned McGlashen about how the selection of the alternative ForeGrowth Issuer was made, as it appeared that this had occurred without investors being consulted. In response, McGlashen represented to RIE Staff that ForeGrowth had sent Connecticut Three investors a letter listing the three alternative ForeGrowth Issuers available to them, and leaving the selection of the alternative up to the investor (the **Purported Three Alternatives Letter**).

64. When RIE Staff asked McGlashen for a copy of the letter he claimed had been sent to investors, he did not have it, and did not inform RIE Staff of this.

65. Instead, McGlashen requested a copy of the letter from ForeGrowth. In response, he received the Purported Three Alternatives Letter, which he subsequently provided to RIE Staff, unaware that it differed from the communication originally sent to investors.

66. In fact, the Purported Three Alternatives Letter was not sent to investors. McGlashen acknowledges that he incorrectly understood that it had been distributed by ForeGrowth but did not independently verify its accuracy. He also acknowledges that he should have informed RIE Staff that Florence did not possess the letter at the time of their request and that he had obtained it from ForeGrowth after the fact.

iv. Significant Compliance Deficiencies

67. The Compliance Review examined Florence's compliance with Ontario securities law for the period April 1, 2022 to March 31, 2023.

68. At the conclusion of the Compliance Review, RIE Staff issued a report to Florence identifying 29 deficiencies in the firm's compliance with Ontario securities law, which are listed in summary form in the Schedule to this Settlement Agreement.

69. The Compliance Review also found that Ravindran and McGlashen had failed to comply with their obligations under NI 31-103 as Florence's ultimate designated person and chief compliance officer, respectively.

PART II – ADMISSIONS BY REGISTRANTS

70. Florence admits:

- (a) the Application was incomplete and inaccurate;
- (b) it failed to comply with the provisions of Ontario securities law listed in the Schedule to this Settlement Agreement;

- (c) by selling securities of the ForeGrowth NNN Fund LP without disclosing that it was related and connected to that issuer as described herein, it failed to comply with s. 13.4 of NI 31-103 (identifying, addressing, and disclosing material conflicts of interest), s. 2.1 of NI 33-105 (restrictions on underwriting), and s. 2.1 of OSC Rule 31-505 *Conditions of Registration* (dealing with clients fairly, honestly, and in good faith);
- (d) by accepting referrals from Rong in the absence of a written referral agreement as described herein, it failed to comply with s. 13.8 of NI 31-103 (permitted referral arrangements); and
- (e) by engaging the conduct described herein, Florence failed to demonstrate the integrity and proficiency required for ongoing registration.

71. Ravindran admits:

- (a) the Application was incomplete and inaccurate;
- (b) the Purported Consulting Agreement was not an authentic document and it was inappropriate to submit it to RIE Staff;
- (c) through the acts and omission described herein, he did not reasonably discharge his obligations as Florence's ultimate designated person and thereby failed to comply with s. 5.1 of NI 31-103 (responsibilities of the ultimate designated person); and
- (d) by engaging in the conduct described herein, he failed to demonstrate the integrity and proficiency required for ongoing registration.

72. McGlashen admits:

- (a) the Purported Consulting Agreement was not an authentic document and it was inappropriate to submit it to RIE Staff;
- (b) the Purported Three Alternatives Letter was not an authentic document and it was inappropriate to submit it to RIE Staff;
- (c) through the acts and omissions described herein, he did not reasonably discharge his obligations as Florence's chief compliance officer and thereby failed to comply with s. 5.2 of NI 31-103 (responsibilities of the chief compliance officer); and
- (d) by engaging in the conduct described herein, he failed to demonstrate the integrity and proficiency required for ongoing registration.

PART III – JOINT RECOMMENDATION

73. To settle the opportunity to be heard that has been requested by the Registrants, RIE Staff and the Registrants make the following recommendation to the Director:

(b) Florence:

- (i) The registration of Florence as an exempt market dealer shall be suspended pursuant to s. 28 of the Act.

(c) Ravindran:

- (i) The registration of Ravindran as Florence's ultimate designated person and dealing representative shall be suspended pursuant to s. 28 of the Act.
- (ii) Ravindran will not apply for registration in any category for a period of at least five years from the date his registration is suspended. If Ravindran applies to

reactivate his registration, the conduct described in this Settlement Agreement may be considered by Staff in assessing his suitability for registration, together with any other relevant consideration.

(iii) Ravindran will not become a permitted individual of any registered firm for a period of at least five years, after which period of time RIE Staff will not object to him becoming a permitted individual based solely on the conduct described in this Settlement Agreement.

(d) McGlashen:

(i) McGlashen's registration as Florence's chief compliance officer shall be suspended pursuant to s. 28 of the Act.

(ii) McGlashen will not apply for registration in any category for a period of at least three years from the date his registration is suspended, after which period of time RIE Staff will not recommend to the Director that his application be refused unless it becomes aware after the date of this Settlement Agreement of conduct impugning his suitability for registration, and provided he meets all other applicable criteria for registration at the time he applies for registration.

(iii) McGlashen will not be a permitted individual of any registered firm for a period of at least three years, after which period of time RIE Staff will not object to him becoming a permitted individual based solely on the conduct described in this Settlement Agreement.

74. The parties submit that their joint recommendation is reasonable, having regard to the following factors:

- (a) Prior to the events described herein, the Registrants have not been the subject of any disciplinary sanction by any securities regulator.
- (b) Unlike in the registration process or Compliance Review, the Registrants fully cooperated with RIE Staff’s investigation into the matters described herein, including by producing a large volume of documents and facilitating the attendance of numerous witnesses for interviews.
- (c) Ravindran and McGlashen have acknowledged their misconduct and have demonstrated remorse for it.

76. The parties acknowledge that if the Director does not accept this joint recommendation:

- (a) This joint recommendation and all discussions and negotiations between RIE Staff and the Registrants in relation to this matter shall be without prejudice to the parties.
- (b) The Registrants will be entitled to an opportunity to be heard in accordance with s. 31 of the Act in respect of RIE Staff’s recommendation that their registration be suspended.

“Matthew Onyeaju”

Matthew Onyeaju
 Senior Vice President
 Registration, Inspections and
 Examinations Division

November 25, 2024

Date

“Rajkumar Ravindran”

Rajkumar Ravindran, in his personal
 capacity and on behalf of Florence
 Wealth Management Inc.

November 22, 2024

Date

“Dalton McGlashen Jr.”

Dalton McGlashen Jr.

November 22, 2024

Date

Schedule

Deficiencies Identified During 2023 Compliance Review (Statutory requirements identified in parenthesis)

Compliance – General

1. Inadequate compliance system and ultimate designated Person and chief compliance officer not adequately performing responsibilities (NI 31-103, s. 11.1, 5.1, and 5.2)
2. Books and records not readily available (NI 31-103, s. 11.1 and 11.6)
3. Sales compensation paid to unregistered company (Act, s. 25(1)(a))
4. Prohibited confidentiality provisions in employment agreements (Act, s. 121.5(3))
5. Inadequate policies and procedures (NI 31-103, s. 11.1)
6. Inadequate business continuity plan (NI 31-103, s. 11.1)

Know-Your-Client, Know-Your-Product, Suitability

7. Unsuitable investments (NI 31-103, s. 13.3)
8. Inadequate collection and documentation of KYC information (NI 31-103, s. 11.5, 13.2, and 13.3)
9. Inadequate review and approval of KYC information (NI 31-103, s. 11.1, 11.5, 13.2, and 13.3)
10. Insufficient product due diligence (KYP) (NI 31-103, s. 13.2.1 and 13.3(1))
11. Inadequate documentation of KYP training for dealing representatives (NI 31-103, s. 11.1(2))

Conflicts of Interest

12. Failure to identify and appropriately disclose the material conflict of distributing products with deferred sales charges (DSCs) to clients (NI 31-103, s. 13.4 and 13.4.1)
13. Conflicts of interest not identified as material and/or not adequately addressed (NI 31-103, s. 13.4 and 13.4.1; OSC Rule 31-505, s. 2.1(1))
14. Conflicts of interest not adequately disclosed to clients (NI 31-103, s. 13.4)

Commission Filings

15. No notice to Commission of outside activities (NI 33-109, s. 4.1(1)(a))

Financial Condition

16. Not aware of excess working capital position at all times (NI 31-103, s. 11.5(1) and s. 12.1(2))

Referral Agreements

17. Incomplete information provided for referral agreement (NI 31-103, s. 13.8)

Registration

18. Not registered in jurisdictions of non-resident clients (the Act, s. 25(1); NI 31-103, s. 11.1)

Disclosure

19. Inadequate disclosure of underwriting conflicts in offering documents (NI 33-105, s. 2.1(1))
20. Inadequate relationship disclosure information (NI 31-103, s. 14.2)

Client Reporting

21. Quarterly client statements not provided for all periods and statements did not include all required information (NI 31-103, s. 14.14.1(2), 14.14.2(2), and 14.14.2(3); OSC Rule 31-505, s. 2.1(1))
22. Non-delivery of reports on charges and other compensation (NI 31-103, s. 14.17 and 14.20)
23. Non-delivery of annual investment performance reports (NI 31-103, s. 14.18 and 14.19)
24. Trade confirmations missing information (NI 31-103, s. 14.12(1))
25. Inappropriate disclaimer on client statements (OSC Rule 31-505, s. 2.1(1))

Marketing

26. Inaccurate and misleading marketing material (OSC Rule 31-505, s. 2.1(1))

Cybersecurity

27. Inadequate cyber security incident response plan (NI 31-103, s. 11.1)
28. Inadequate controls on cyber security (NI 31-103, s. 11.1)
29. Inadequate policies and procedures for cybersecurity (NI 31-103)