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Headnote

Securities Act s. 48 Adviser - Exemption from s.34(1)(c) requirement to be registered as an adviser - A person who resides outside BC wants to advise BC residents. - The person is registered or qualified to provide the advice in the jurisdiction in which they reside or carry on business; the person will only advise a small number of BC clients; the person will not carry on any other business in BC; the BC clients are sophisticated and have a high net worth; the clients are aware that the person is not registered in BC and the consequences.

Exemption Order

Campbell Lutyens & Co. Ltd.

Section 48 of the Securities Act, RSBC 1996, c. 418

Background

- ¶ 1 Campbell Lutyens & Co. Ltd. (“Campbell Lutyens”) applied for an exemption from the adviser registration requirements in section 34(1)(c) of the Act (the Adviser Registration Requirements) in order to provide securities advice to a prospective investor resident in British Columbia (BC).

Representations

- ¶ 2 1. Campbell Lutyens represents that:
- (a) it is incorporated under the laws of Great Britain and is a wholly-owned subsidiary of Campbell Lutyens Holdings Limited (“Campbell Lutyens Holdings”), a company also incorporated under the laws of Great Britain;
 - (b) it is registered with the Ontario Securities Commission, as an international dealer;
 - (c) it is regulated by the Financial Services Authority in the United Kingdom;
 - (d) it assists limited partnerships and other private equity funds located outside of BC (the Funds) with marketing their unlisted securities to institutional accredited investors;

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- (e) it intends to provide securities advice to a BC resident, the British Columbia Investment Management Corporation (BCIMC), about the securities offered by the Funds;
2. BCIMC is
- (a) a crown corporation, established under the authority of the *Public Sector Pension Plans Act* (BC);
 - (b) an ‘accredited investor’ as defined in National Instrument 45-106 *Prospectus and Registration Exemptions*; and
 - (c) has professional advisors;
3. Campbell Lutyens has advised BCIMC that:
- (a) it is not registered under the Act;
 - (b) it may not have the same proficiency requirements as other persons registered under the Act; and
 - (c) BCIMC may not have the same protection that it would otherwise have if Campbell Lutyens were registered as an adviser under the Act;
4. Campbell Lutyens does not:
- (a) maintain an office or sales forces in BC;
 - (b) have any clients other than BCIMC resident in BC; or
 - (c) intend to actively solicit other investors in BC;
5. in providing securities advice to BCIMC, Campbell Lutyens would be considered to be acting as an adviser under the Act and without this order would be required to be registered, or otherwise exempt from registration, as an adviser under the Act; and
6. there are no exemptions from the adviser registration requirement that it can rely on to provide securities advice to BCIMC.

Order

- ¶ 3 Considering that it is not prejudicial to the public interest, the Executive Director orders under section 48 of the Act that Campbell Lutyens be exempt from the

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Adviser Registration Requirements of section 34(1)(c) of the Act for securities advice provided to BCIMC provided that Campbell Lutyens maintains in good standing its registration as an international dealer with the Ontario Securities Commission.

¶ 4 April 16, 2007

Sandra Jakab
Acting Director
Capital Markets Regulation