

BRITISH COLUMBIA SECURITIES COMMISSION  
*Securities Act*, RSBC 1996, c. 418

Citation: Re Dean, 2023 BCSECCOM 269

Date: 20230526

**Variation Order**

**Faiyaz A. Dean**

**Section 171 of the *Securities Act*, RSBC 1996, c. 418**

**Introduction**

- [1] On March 29, 2023, the Commission made an order cited as *Re Dean*, 2023 BCSECCOM 141 (March 2023 Order) in respect of Faiyaz A. Dean (Dean).
- [2] The March 2023 Order states in paragraph 83:
  - (a) under section 161(1)(d)(i), Dean resign any position he holds as a director or officer of an issuer or registrant;
  - (b) Dean is permanently prohibited:
    - (i) under section 161(1)(b)(ii), from trading in or purchasing any securities or derivatives, except that, if he gives a registered dealer a copy of this decision, he may trade and purchase securities through a registered dealer in:
      - (A) RRSPs, RRIFs, or tax-free savings accounts (as defined in the *Income Tax Act* (Canada)) or locked-in retirement accounts for his own benefit;
    - (ii) under section 161(1)(c), from relying on any of the exemptions set out in this Act, the regulations or a decision;
    - (iii) under section 161(1)(d)(ii), from becoming or acting as a director or officer of any issuer or registrant;
    - (iv) under section 161(1)(d)(iii), from becoming or acting as a registrant or promoter;
    - (v) under section 161(1)(d)(iv), from advising or otherwise acting in a management or consultative capacity in connection with activities in the securities or derivatives markets;
    - (vi) under section 161(1)(d)(v) from engaging in promotional activities by or on behalf of
      - (a) an issuer, security holder or party to a derivative, or

(b) another person that is reasonably expected to benefit from the promotional activity; and

(vii) under section 161(1)(d)(vi) from engaging in promotional activities on Dean's own behalf in respect of circumstances that would reasonably be expected to benefit Dean.

- [3] On May 24, 2023, Dean applied to the Commission under section 171 of the *Securities Act*, RSBC 1996, c. 418 (Act) to vary paragraph 83(b) of the March 2023 Order to permit Dean to liquidate securities that he currently holds in trading accounts.

**Positions of the parties**

- [4] Dean submits that the requested variation would not be prejudicial to the public interest because it would simply permit him to sell securities that he lawfully owns and would present no risk to the capital markets.
- [5] Dean submits that the variation would allow him to move the value of his assets out of the capital markets and that his registered dealer requires him to liquidate his accounts by May 31, 2023, which the March 2023 Order does not currently permit him to do. Dean seeks the variation to permit this liquidation.
- [6] The executive director does not oppose Dean's application.

**Analysis**

- [7] The March 2023 Order permanently prohibits Dean from trading in or purchasing any securities or derivatives but also contains an exception to that prohibition to permit trading in and purchasing securities through a registered dealer in registered accounts.
- [8] Absent a variation to the March 2023 Order, however, Dean is not permitted to purchase or trade in securities in any non-registered account.
- [9] We agree with Dean's submission that permitting him to trade in securities in order to liquidate holdings in non-registered accounts does not present a risk to the capital markets. It would simply allow him to close out his non-registered accounts and use the money obtained by doing so outside the capital markets.
- [10] We conclude that it is not prejudicial to the public interest to vary the March 2023 Order, and we do so in the terms below.

**Variation order**

- [11] Considering that to do so would not be prejudicial to the public interest, we order under section 171 of the Act, that sub-paragraph (b) of paragraph 83 of the March 2023 Order is varied to include the underlined text below:

(b) Dean is permanently prohibited:

- (i) under section 161(1)(b)(ii), from trading in or purchasing any securities or derivatives, except that:

(A) he may trade securities in trading accounts until June 15, 2023, for the sole purpose of liquidating his British Columbia trading accounts; and

(B) if he gives a registered dealer a copy of this decision, he may trade and purchase securities through a registered dealer in RRSPs, RRIFFs, or tax-free savings accounts (as defined in the Income Tax Act (Canada)) or locked-in retirement accounts for his own benefit;

May 26, 2023

**For the Commission**

Gordon Johnson  
Vice Chair

Jason Milne  
Commissioner