

[HOME](#) > [NEWS & PUBLICATIONS](#) >

NEWS RELEASE

2013/74

October 2, 2013

Director and officer of B.C. company agrees to sanctions

Vancouver – In a [settlement agreement](#) with the British Columbia Securities Commission, Leonard George Ralph has admitted that he illegally sold securities in Independent Academies Canada Inc. (IAC). Ralph is a director and officer of IAC, a company attempting to develop a business concept combining sports, educational, wellness and residential components into one complex.

Ralph has never been registered to sell securities in B.C.

The agreement states that between August 2002 and July 2011, IAC distributed securities to finance the development of the complex to at least 150 investors, for proceeds of \$7.3 million.

In respect of at least 122 investors who invested approximately \$5.96 million, IAC filed 36 Exempt Distribution reports purporting to rely primarily on the Family, Friends and Business Associates (FFBA) exemption from prospectus requirements. In reality, only \$1.94 million from 15 investors actually qualified for the exemption.

Ralph introduced seven investors to IAC for a total of \$223,183, all of which fell under the FFBA exemptions. The other directors of IAC represented to Ralph that all 135 investors fell under the FFBA exemptions.

In the settlement agreement, Ralph acknowledged that he failed in his responsibilities as a director and authorized, permitted or acquiesced in IAC's illegal distribution of \$5.36 million of IAC securities, thereby breaching securities laws.

As part of the agreement, Ralph has agreed to pay \$40,000 to the BCSC. Additionally, Ralph is banned for a period of ten years from becoming or acting as a director or officer of any issuer or registrant, and may not act in a management or consultative capacity in the securities market. He is also prohibited, for the same period, from purchasing or trading in securities (with limited exceptions), or from engaging in investor relations activities.

The agreement notes that Ralph invested approximately \$200,000 of his own and his family's funds in IAC, and lost his entire investment.

The B.C. Securities Commission is the independent provincial government agency responsible for regulating trading in securities within the province. You may view the settlement agreement on our website www.bcsbc.ca by typing Leonard George Ralph, Independent Academies Canada Inc., or 2013 BCSECCOM 414 in the search box. Information regarding disciplinary proceedings can be found in the [Enforcement section](#) of the BCSC website.

Please visit the Canadian Securities Administrators' [Disciplined Persons List](#) for information relating to persons disciplined by provincial securities regulators, the Investment Industry Regulatory Organization of Canada (IIROC) and the Mutual Fund Dealers Association (MFDA).

For media inquiries, contact Richard Gilhooley, media relations, 604-899-6713. For public inquiries, call 604-899-6854 or 1-800-373-6393 (toll free).

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