

MFDA – Suspensions in Certain Circumstances (Section 24.3 of By-law No.1) and Related Provisions of By-law No.1

I. OVERVIEW

A. Current Rule

Sections 24.3.1 and 24.3.2 together currently operate to provide a summary procedure whereby a Hearing Panel may first suspend, and subsequently terminate, a Member where (i) the registration of the Member has been suspended or cancelled; (ii) the Member has been declared bankrupt or has filed for protection from creditors; or (iii) the Member's membership in a stock exchange or other self-regulatory organization has been suspended.

Section 24.3.3 currently permits the Chair or Vice-Chair of a Regional Council to temporarily suspend a Member for 15 days pending a full hearing before a Hearing Panel where it appears that the Member has breached a By-law, Rule or Policy and such breach is likely to result in financial loss to the public.

Section 24.3.4 currently provides a summary procedure whereby a Hearing Panel may suspend a Member or person without further notice where the Member or person has failed to pay a fine or comply with a condition ordered by a Hearing Panel. However, the suspension may only remain in effect until the fine is paid or the condition fulfilled.

B. The Issues

Section 24.3 does not currently permit a Hearing Panel to order any forms of summary relief against a Member or Approved Person in any situations other than those described above. Accordingly, MFDA staff may be unable to respond appropriately to protect investors and the public in exceptional circumstances.

C. Objectives

The proposed amendments were developed to improve the MFDA's capacity to better regulate both Members and Approved Persons and to protect the public interest in situations where Members and Approved Persons have acted inappropriately.

D. Effect of Proposed Amendments

The proposed amendments were developed to enhance the current procedures that provide MFDA staff with the ability to bring summary applications before a Hearing Panel for interim and permanent relief against both Members and Approved Persons and to increase the range of situations in which such applications may be brought and the types of penalties that the Hearing Panel may impose. The proposed amendments will also clarify procedures with respect to these applications.

II. DETAILED ANALYSIS

A. Relevant History

A strategic assessment of the MFDA's current enforcement powers identified a need for the MFDA to respond sufficiently to situations where Members and Approved Persons have acted inappropriately, and therefore the need to amend By-law No. 1 to provide for a broader summary enforcement procedure that can be employed beyond those situations currently provided in section 24.3.

B. Proposed Amendments

MFDA staff proposes to replace the existing Section 24.3 of By-law No.1 in its entirety.

The new Section 24.3 will:

- (a) rename the section "Applications in Exceptional Circumstances";
- (b) permit Staff to bring summary applications before a Hearing Panel for interim and permanent relief against both Members and Approved Persons;
- (c) increase the range of situations in which such applications may be brought and the types of penalties that the Hearing Panel may impose;
- (d) clarify the procedure to be followed by Staff when seeking summary relief;
- (e) consolidate the power for granting summary relief with Hearing Panels (i.e. eliminate the one instance in which the Chair or Vice-Chair of a Regional Council may temporarily suspend a Member);
- (f) establish a procedure for a Respondent to seek review of the decision of a Hearing Panel that grants summary relief; and
- (g) provide a summary mechanism for the MFDA to collect unpaid amounts from Members.

In addition, MFDA staff also proposes minor changes to ancillary provisions in By-law No.1, which:

- (a) define the terms "application" and "monitor" in Section 1.1 of By-law No.1;
- (b) indicate that one public representative of a Regional Council may be designated to act on behalf of a Hearing Panel for the purpose of hearing and determining an application under Section 24.3 as indicated by Section 19.13;
- (c) clarify the language of Sections 24.1.2(d) and (g);
- (d) amend Section 24.2 to clarify that a Hearing Panel may require a Member or Approved Person to pay costs pursuant to Sections 20, 24.1 or 24.3;
- (e) clarify the procedures with respect to the publication of notice and penalties in Section 24.5;
- (f) provide a framework for the appointment of a monitor to oversee and report on a Member's activities on an interim basis by adding Section 24.7; and
- (g) clarify the status of suspended Members by adding Section 24.8.

C. Issues and Alternatives Considered

No other alternatives were considered.

D. Comparison with Similar Provisions

The summary application process contemplated by the proposed amendments is generally consistent with the process followed by other securities regulators and, in particular, the Investment Dealers Association.

E. Best Interests of the Capital Markets

The Board has determined that the proposed By-law amendments are in the best interests of the capital markets.

F. Public Interest Objective

The proposed amendments are in the public interest in that they will ensure that the MFDA has the ability to respond sufficiently to Members and Approved Persons who have acted inappropriately.

III. COMMENTARY

A. Filing in Other Jurisdictions

The proposed By-law amendments will be filed for approval with the Alberta, British Columbia, Nova Scotia, and Ontario Securities Commissions and the Saskatchewan Financial Services Commission.

B. Effectiveness

The proposed amendments are simple and effective.

C. Process

The proposed amendments have been prepared in consultation with relevant departments within the Corporation and have been reviewed by external counsel, the Policy Advisory Committee of the MFDA and the Regulatory Issues Committee of the Board. The MFDA Board of Directors has also approved the proposed amendments.

D. Effective Date

The proposed amendments will be effective on a date to be subsequently determined by the MFDA.

IV. SOURCES

MFDA By-law No. 1
IDA By-law No. 20
IDA Rule of Procedure 16
IDA Rule of Procedure 17
IDA Regulation 600

V. REQUIREMENT TO PUBLISH FOR COMMENT

The MFDA is required to publish for comment the proposed amendments so that the issues referred to above may be considered by the Recognizing Regulators.

The MFDA has determined that the entry into force of the proposed amendments would be in the public interest and is not detrimental to the capital markets. Comments are sought on the proposed amendments. Comments should be made in writing. One copy of each comment letter should be delivered within 30 days of the publication of this notice, addressed to the attention of the Corporate Secretary, Mutual Fund Dealers Association of Canada, 121 King St. West, Suite 1000, Toronto, Ontario, M5H 3T9 and one copy addressed to the attention of Leslie Rose, Senior Legal Counsel, British Columbia Securities Commission, 701 West Georgia Street, P.O. Box 10142, Pacific Centre, Vancouver, British Columbia, V7Y 1L2.

On request, the MFDA will make available all comments received during the comment period.

Questions may be referred to:

Shaun Devlin
Vice-President, Enforcement
Mutual Fund Dealers Association of Canada
(416) 943-4672

MUTUAL FUND DEALERS ASSOCIATION OF CANADA

APPLICATIONS IN EXCEPTIONAL CIRCUMSTANCES (Section 24.3 of By-law No.1) and Related Provisions of By-law No.1

On September 27, 2006, the Board of Directors of the Mutual Fund Dealers Association of Canada made and enacted the following amendments to:

1. DEFINITIONS

“application” means all steps in a proceeding conducted pursuant to Section 24.3 except a review of an application pursuant to Section 24.3.6;

“monitor” means a person or company appointed to oversee and report on a Member’s activities and to act in furtherance of powers granted by a Hearing Panel;

19.13 Procedures Regarding Hearing Panels

Despite Section 19.9, one public representative of a Regional Council may be designated to act on behalf of a Hearing Panel for the purpose of hearing and determining:

(a) an application under Section 24.3; and

(b) any procedural matter or motion relating to the conduct of a disciplinary hearing under Sections 20 and 24 including, without limitation, granting adjournments, setting dates for hearings, and making any other orders or directions that a Hearing Panel is authorized to make under the Corporation’s rules of procedure, except a final determination of a disciplinary proceeding.

24.1.2 Members

A Hearing Panel of the applicable Regional Council shall have the power to impose upon a Member any one or more of the following penalties:

- (a) a reprimand;
- (b) a fine not exceeding the greater of:
 - (i) \$5,000,000.00 per offence; and

- (ii) an amount equal to three times the profit obtained or loss avoided by the Member as a result of committing the violation;
- (c) suspension of the rights and privileges of the Member (and such suspension may include a direction to the Member to cease conducting securities related business) for such specific period and upon such terms as such Hearing Panel may determine, or, if the rights and privileges have already been suspended under Section 24.3, the continuation of such suspension (including a prohibition on the Member conducting securities related business) for such specified period and upon such terms as such Hearing Panel may determine;
- (d) termination of any and all of the rights and privileges and of Membership of the Member;
- (e) expulsion of the Member from the Corporation;
- (f) such terms and conditions on Membership of the Member as may be considered appropriate by the Hearing Panel;
- (g) ~~imposition~~ appointment of a monitor ~~to oversee and/or report on the Member's activities in accordance with Section 24.7;~~ and
- (h) directions for the orderly transfer of client accounts from the Member.

if, in the opinion of the Hearing Panel, the Member:

- (i) has failed to carry out any agreement with the Corporation;
- (j) has failed to meet any liabilities to another Member or to the public;
- (k) has engaged in any business conduct or practice which the Hearing Panel in its discretion considers unbecoming a Member or not in the public interest;
- (l) has ceased to be qualified as a Member by reason of the ownership, integrity, solvency, training or experience of the Member or any of its Approved Persons or other employees or agents, or any person having an ownership interest in the capital or indebtedness of the Member;
- (m) has failed to comply with or carry out the provisions of any of the By-laws, Rules or Policies of the Corporation; or
- (n) has failed to comply with or carry out the provisions of any applicable federal or provincial statute relating to its business or of any regulation or policy made pursuant thereto.

24.2 Costs

A Hearing Panel may in any case in its discretion require that the Member or Approved Person pay the whole or part of the costs of the proceedings before the Hearing Panel pursuant to Section 20 and Section 24.1 or Section 24.3 and any investigations relating thereto.

24.3 ~~Suspensions in Certain Circumstances~~

24.3.1 ~~Power to Suspend~~

~~Notwithstanding anything in this Section 24 or in Section 20, in the event that:~~

- ~~(a) — the registration of a Member as a mutual fund dealer under any securities legislation of any province or territory in which the Member is carrying on business is suspended or cancelled, or a Member fails to renew any such registration which has lapsed; or~~
- ~~(b) — a Member makes a general assignment for the benefit of its creditors or is declared bankrupt or makes an authorized assignment or a proposal to its creditors under the *Bankruptcy and Insolvency Act*, or a winding up order is made in respect of a Member or a receiver or other officer with similar powers is appointed in respect of all or any part of the undertaking and property of a Member; or~~
- ~~(c) — a stock exchange, securities commission, self regulatory organization or other securities regulatory authority suspends the membership or privileges thereof of a Member who is a member of such exchange or self regulatory organization;~~

~~then a Hearing Panel of the applicable Regional Council shall have the power and, with respect to an event referred to in Section 24.3.1(b) above, shall be obliged, forthwith upon receiving notice of such event, to suspend the rights and privileges of the Member for such period and on such terms and conditions as such Hearing Panel may in its discretion determine.~~

24.3 Applications in Exceptional Circumstances

24.3.1 Approved Persons

Notwithstanding anything in Section 20 or Section 24, a Hearing Panel of the applicable Regional Council may, upon application by the Corporation made with or without notice to an Approved Person or any other person under the jurisdiction of the Corporation, impose any of the penalties provided for in Section 24.3.3 upon the person in the event that:

- (a) the registration of the person under any securities legislation in any jurisdiction inside or outside Canada is cancelled, suspended, terminated, subject to terms and conditions or the person fails to renew any such registration which has lapsed;

(b) a securities commission, self-regulatory organization, securities regulatory authority, financial services regulator or professional licensing or registration body in any jurisdiction inside or outside Canada cancels, suspends or terminates the person;

(c) the person fails to cooperate with an examination or investigation conducted pursuant to Section 21;

(d) the person has failed to carry out any agreement with the Corporation;

~~(d)~~(e) the person has failed to comply with the provisions of any By-law, Rule or Policy of the Corporation other than those referred to in Section 24.3.1(c) and

(i) such failure is likely to result in financial loss or imminent harm to the public, other Members or the Corporation; or

(ii) the length of time required to conduct a hearing pursuant to Section 20 and Section 24.1 would be prejudicial to the public interest;

~~(e)~~(f) the person has been charged with a criminal or regulatory offence relating to theft, fraud, misappropriation of funds or securities, forgery, money laundering, market manipulation, insider trading, misrepresentation or unauthorized trading and such charge likely brings the capital markets into disrepute;

~~(f)~~(g) the Corporation receives information regarding the incapacity of the person, by reason of mental or physical illness, other infirmity or addiction to or excessive use of alcohol or drugs and the Hearing Panel determines that the **Error! Hyperlink reference not valid.** cannot continue to conduct securities related business without risk of imminent harm to the public, other Members or the Corporation; or

~~(g)~~(h) the person has failed to comply with any penalties, other than the payment of a fine or costs, imposed pursuant to Section 24.1.1, Section 24.3 or Section 24.4.

24.3.2 Further Suspension, Termination of Rights and Privileges, Expulsion

In any of the events referred to:

(a) ~~in Sections 24.3.1(a) or (c), if the Member fails to take appropriate proceedings within the time provided for by the legislation or stock exchange, securities commission, self-regulatory organization or regulatory authority rules for a review of or by way of appeal from such suspension or cancellation of registration~~

- ~~or membership, or fails within such period as the Hearing Panel may prescribe to renew any such registration which has lapsed, or if, notwithstanding such review and appeal, such suspension or cancellation of registration or membership, is confirmed and becomes final, the Hearing Panel may, either with or without notice to the Member, suspend the Member for a further period, terminate the rights, privileges and Membership of the Member or expel the Member from the Corporation, and such suspension, termination or expulsion shall take immediate effect and there shall be no review or appeal therefrom. If upon review or appeal the registration or membership of a Member under the legislation, stock exchange, self-regulatory organization or regulatory authority rules is reinstated, the Hearing Panel may reinstate the Member and cancel any suspension imposed by it upon the Member.~~
- (b) ~~in Section 24.3.1(b), if the Member fails within such period as the Hearing Panel may prescribe to satisfy the claims of its creditors and/or obtain a discharge under the *Bankruptcy and Insolvency Act* or cause the winding-up order or receivership to be discharged or terminated, the Hearing Panel may, either with or without notice to the Member, suspend the Member for a further period, terminate the rights, privileges and Membership of the Member or expel the Member from the Corporation, and such suspension, termination or expulsion shall take immediate effect. If the Member satisfies its creditors and/or obtains a discharge under the *Bankruptcy and Insolvency Act* or causes the winding-up order or receivership to be discharged or terminated within such period as the Hearing Panel may determine, the Hearing Panel may reinstate the Member upon such terms and conditions as the Hearing Panel may determine and cancel any suspension imposed by it upon the Member.~~

24.3.2 Members

Notwithstanding anything in Section 24 or Section 20, a Hearing Panel of the applicable Regional Council may, upon application by the Corporation made with or without notice to a Member, impose any of the penalties provided for in Section 24.3.3 upon the Member in the event that:

- (a) the registration of the Member as a mutual fund dealer under any securities legislation in any jurisdiction inside or outside Canada is cancelled, suspended, terminated, subject to terms and conditions or the Member fails to renew any such registration which has lapsed;
- (b) the Member makes a general assignment for the benefit of its creditors or is declared bankrupt or makes an authorized assignment or a proposal to its creditors under the *Bankruptcy and Insolvency Act*, or a winding-up order is made in respect of the Member or a receiver or other officer with similar powers is appointed in respect of all or any part of the undertaking and property of the Member;

- (c) a securities commission, self-regulatory organization, financial services regulator or other securities regulatory authority inside or outside Canada cancels, suspends or terminates the Member;
- (d) the Member has:
 - (i) failed to maintain the minimum capital required under any By-law, Rule, Form or Policy of the Corporation;
 - (ii) failed to file with the Corporation a copy of a financial report of the Member as at the end of each fiscal month as required under any By-law, Rule or Policy of the Corporation;
 - (iii) failed to file with the Corporation copies of the annual audited financial statements of the Member as required under any By-law, Rule or Policy of the Corporation;
 - (iv) failed to maintain a Financial Institution Bond or mail insurance as required under any By-law, Rule or Policy of the Corporation;
 - (v) failed to rectify the circumstances causing the Member to be designated in early warning by the Corporation or has failed to comply with terms and conditions imposed on the Member after it was designated in early warning by the Corporation;
 - (vi) failed to cooperate with an examination or investigation conducted pursuant to Section 21; or
 - (vii) failed to carry out any agreement with the Corporation;
- (e) the Member has failed to comply with the provisions of any By-law, Rule or Policy of the Corporation other than those provisions referred to in Section 24.3.2(d) and
 - (i) such failure is likely to result in financial loss or imminent harm to the public, other Members or the Corporation; or
 - (ii) the length of time required to conduct a hearing pursuant to Section 20 and Section 24.1 would be prejudicial to the public interest;
- (f) the Member is in such financial or operating difficulty that a Hearing Panel determines that the Member cannot be permitted to continue to operate without risk of imminent harm to the public, other Members or the Corporation;

- (g) the Member has been charged with a criminal or regulatory offence relating to theft, fraud, misappropriation of funds or securities, forgery, money laundering, market manipulation, insider trading, misrepresentation or unauthorized trading and such charge likely brings the capital markets into disrepute;
- (h) the Member has given notice of its intention to resign or is not carrying on business as a mutual fund dealer;
- (i) the Member has failed to comply with any penalties, other than the payment of a fine or costs, imposed pursuant to Section 24.1.2, Section 24.3 or Section 24.4.

24.3.3 Cause of Financial Loss to the Public

~~Notwithstanding anything in Sections 20 to 24, inclusive, if, as a result of information received by the Chair or any Vice Chair of the applicable Regional Council, such Chair or Vice Chair after consultation with the President or one or more members of the Board of Directors is of the opinion that a Member has breached any By-law, Rule or Policy of the Corporation and that such breach or breaches is likely to result in financial loss to the public, the Chair or Vice Chair may immediately suspend the rights and privileges of such Member and direct such Member to immediately cease dealing with the public. If the Chair or Vice Chair of the Regional Council acts under the provisions of this Section 24.3.3, he or she shall summon the Member to appear before a hearing of the Hearing Panel of the applicable Regional Council to be held within 15 days upon notice to the Member, with such notice and hearing to be in accordance with the provisions of Section 20, as applicable.~~

24.3.3 Powers of a Hearing Panel

A Hearing Panel shall have the power to impose any of the following penalties upon a Member, Approved Person or other person under the jurisdiction of the Corporation in an application made pursuant to Section 24.3.1 and Section 24.3.2:

- (a) suspension of any or all of the rights and privileges of Membership or authority of the person to conduct securities related business on such terms and conditions as the Hearing Panel considers appropriate;
- (b) terms and conditions on Membership or the authority of the person to conduct securities related business;
- (c) direction to immediately cease dealing with the public;
- (d) direction for the orderly transfer of client accounts from the Member;

- (e) termination of Membership or prohibition of the authority of the person to conduct securities related business;
- (f) expulsion of the Member from the Corporation; and
- (g) appointment of a monitor in accordance with Section 24.7.

24.3.4 Failure to Pay Fine or Comply with Condition

~~In the event that a fine or condition imposed by a Hearing Panel pursuant to Section 24.1 is not paid or complied with, respectively, within the time prescribed by the Hearing Panel, the Hearing Panel may, upon application by the Corporation, and without further notice to the Member or person concerned, suspend the authority of such person to conduct securities related business or the rights and privileges of such Member, respectively, until such fine is paid or condition fulfilled.~~

24.3.4 Notice in Certain Circumstances

At any stage of an application pursuant to Section 24.3, a Hearing Panel may in its discretion require notice of the application to be given to a Member or person on such terms and conditions as it considers appropriate.

24.3.5 Other Proceedings

Nothing contained in Section 24.3 shall prevent any other proceedings being taken against a Member, Approved Person or other person under the jurisdiction of the Corporation pursuant to any other provisions of Section 24.

24.3.6 Review of an Application

A Member or person may request a review of any decision made pursuant to Section 24.3 within 30 days of notice of the penalty being given in accordance with Section 24.5.3.

24.3.7 Timing of a Review

A review of an application pursuant to Section 24.3.6 shall be held before a Hearing Panel of the applicable Regional Council no later than 21 days after the request for the review, unless a Hearing Panel directs or the parties agree otherwise.

24.3.8 Review Panel

No Member of a Hearing Panel who participated in an application pursuant to Section 24.3 shall sit on a Hearing Panel constituted for the review of that decision.

24.3.9 Decision is Final Where no Review

If a Member or person does not request a review of an application within the time prescribed in Section 24.3.6, then the decision of the Hearing Panel is final and there shall be no further review or appeal of the decision within the Corporation.

24.3.10 Stay Pending Review of an Application

An order of a Hearing Panel made pursuant to **Error! Hyperlink reference not valid.** 24.3 takes effect upon its issuance and remains in effect pending a review under Section 24.3.6, unless a Hearing Panel directs otherwise.

24.3.11 Powers of a Hearing Panel on a Review of an Application

A Hearing Panel presiding over the review of an application pursuant to Section 24.3.6 may affirm, quash or vary the decision under review and may make any decision that could have been made by a Hearing Panel under [Section 24.3](#).

24.3.12 Open to the Public

An application pursuant to Section 24.3 and the review of an application pursuant to Section 24.3.6 shall be open to the public except where:

- (a) the application proceeds without notice to the Member or person;
- (b) the application or review of the application is conducted in writing or the Hearing Panel determines that it is not practical to conduct the application or review of the application in a manner that is open to the public; or
- (c) the Hearing Panel is of the opinion that intimate financial or personal matters or other matters may be disclosed at the hearing which are of such a nature, having regard to the circumstances, that the desirability of avoiding disclosure thereof in the interests of any person affected or in the public interest outweighs the desirability of adhering to the principle that hearings be open to the public, in which case the Hearing Panel may conduct the application or review of the application *in camera*.

24.3.13 Failure to Pay Fee, Levy, Assessment, Fine or Costs

In the event that:

- (a) a Member fails to pay a fee pursuant to Section 14 or Section 15 within the time prescribed in Section 14.3 or Section 15.2 respectively;
- (b) a Member fails to pay a fee, levy or assessment pursuant to any By-law, Rule or Policy of the Corporation within the time prescribed; or
- (c) a Member or person fails to pay a fine or costs imposed by a Hearing Panel within the time prescribed by the Hearing Panel;

the Corporation may summarily, without further notice, suspend the rights and privileges of the Member or the authority of the person to conduct securities related business until such fee, levy, assessment, fine or costs is paid.

24.5 Publication of Notice and Penalties

24.5.1 Notice Requirements

If and whenever:

~~(a) a Member (except as provided by section 24.5.1(b) hereof), Approved Person or other person is penalized by a Hearing Panel, notice of the penalty shall be given by the Corporation forthwith; or~~

~~(b) the rights and privileges of a Member are suspended or terminated, or a Member is expelled from the Corporation, notice of the penalty and notice of the disposition of any review from the imposition thereof shall be given forthwith by the Corporation. If such penalty is subject to review the notice shall so indicate.~~

24.7 Monitor

24.7.1 Powers of a Monitor

A monitor appointed pursuant to Section 24.1.2(g) or Section 24.3.3(g) shall oversee and report on the Member's activities in accordance with any of the following terms and conditions **Error! Hyperlink reference not valid.** for such specified period as the Hearing Panel may determine:

- (a) to enter and re-enter the Member's premises and to remain on site to conduct day-to-day monitoring of all of the Member's activities, including but not limited to, monitoring and review of accounts receivable, accounts payable, client accounts, the Member's banking, any books or records of the Member,

trading conducted by or on behalf of the Member for its own account or the account of its clients, payment of any debts or the creation of new **Error! Hyperlink reference not valid.** and any reconciliation required to be completed by the Member;

- (b) to make copies of information and to provide copies of such information to the Corporation or any other agency the Hearing Panel determines appropriate;
- (c) to provide ongoing reporting of the monitor's findings or observations to the Corporation or any other agency the Hearing Panel determines appropriate;
- (d) to **Error! Hyperlink reference not valid.** compliance by the Member with any terms or conditions which have been imposed on the Member by the Corporation or any other regulator, including but not limited to, compliance with early warning terms and conditions;
- (e) to verify and assist with the preparation of any regulatory filings, including but not limited to, the calculation of risk adjusted capital;
- (f) to conduct or have conducted an appraisal of the Member's net worth or valuation of any part of the Member's assets;
- (g) to assist the Member with the orderly transfer of client accounts;
- (h) to pre-authorize any issuance of cheques or payments made by or on behalf of the Member or distribution of any of the Member's assets;
- (i) to assist the Member in formulating a process to address deficiencies identified by the Corporation;
- (j) to assist the Member in developing and implementing procedures and internal controls to ensure the Member's compliance with any By-law, Rule or Policy of the Corporation;
- (k) to test and report on the adequacy of the Member's procedures and internal controls; and
- (l) any other terms or conditions that the Hearing Panel may determine.

24.7.2 Expenses of the Monitor

A Hearing Panel may in its discretion require that the Member pay the whole or part of the expenses related to a monitor appointed pursuant to Section 24.1.2(g) or Section 24.3.3(g).

24.8 Suspended Members

Subject to any penalties imposed pursuant to Section 24.1 or Section 24.3, during the period of suspension a suspended Member shall not be entitled to exercise the rights and privileges of Membership and without limiting the generality of the foregoing, the suspended Member:

- (a) shall not be entitled to attend or vote at meetings pursuant to Section 12.2 and Section 12.3;
- (b) shall remove from its premises any reference to its Membership in the Corporation;
- (c) shall no longer use reference to its Membership in the Corporation in its advertisements, letterhead or other material;
- (d) shall be designated as "Suspended" in the Corporation's directory of Members; and
- (e) shall continue to be liable for the payment of its Annual Fee pursuant to Section 14, other fees pursuant to Section 15 and any other fees, levies or assessments pursuant to any By-law, Rule or Policy of the Corporation.