

Re Ferguson

IN THE MATTER OF:

The Mutual Fund Dealer Rules

and

Suzanne Ferguson

2025 CIRO 49

Canadian Investment Regulatory Organization
Hearing Panel (Ontario District)

Heard: October 6, 2025, in Toronto, Ontario (by videoconference)

Decision: October 6, 2025

Reasons for Decision: October 16, 2025

Hearing Panel:

The Honourable Susan Lang, Chair
Lou D'Souza, Industry Representative
Edward Jackson, Industry Representative

Appearances:

Maria Di Clemente, Enforcement Counsel
Zachary Pringle, for Suzanne Ferguson
Suzanne Ferguson, (present)

REASONS FOR DECISION ON ACCEPTANCE OF SETTLEMENT

INTRODUCTION

[1] By Notice of Hearing dated August 22, 2025, the Canadian Investment Regulatory Organization (**CIRO**) initiated a disciplinary proceeding against Suzanne Ferguson (the **Respondent**) for misconduct under Mutual Fund Dealer Rule 2.11, involving improper execution of client documents.

[2] The Respondent entered into a Settlement Agreement with CIRO Enforcement Staff on August 19, 2025. On October 6, 2025, the question of the acceptance of the Settlement Agreement came before this Hearing Panel. At the outset of the hearing, the Panel permitted the session to be heard in camera. The Panel then considered the motion in light of the materials filed, the submissions of counsel, enforcement policies and authorities requested and presented. The enforcement policies included the policy referenced in argument, namely, the Enforcement Staff Policy Statement on Credit for Cooperating. After deliberation, the Panel accepted the Settlement Agreement, which is attached to these reasons, and concluded that the proposed resolution is well within the acceptable range.

SETTLEMENT AGREEMENT

Facts

[3] The relevant agreed-upon facts are set out in the Settlement Agreement, paras. 10 -12. In brief, over a period of approximately two-and-a-half years prior to 2024, the Respondent purported to place the signatures of 92 clients on 167 account forms. She submitted the forged forms to her Dealer Member, together with a false acknowledgement that she had seen the clients sign the forms using an electronic technology her Dealer Member made available to its Representatives

SANCTIONS

[4] In accordance with the Settlement Agreement, the Respondent, who had been a dealing representative with PFSL for nearly 32 years, agreed to:

- (a) pay a fine of \$14,000;
- (b) pay costs in the amount of \$2,500;
- (c) be prohibited from conducting securities related business for six months from the date of the Settlement Agreement.

REASONS

[5] The Hearing Panel determined that the Respondent's conduct breached Rule 2.1.1. In accepting the proposed sanctions, the Panel took into consideration the following factors:

1. The agreed-upon sanctions fell within a reasonable range of appropriateness given the nature and extent of the Respondent's misconduct;
2. The sanctions are consistent with the Sanction Guidelines and the authorities and policies reviewed by the Panel;
3. The sanctions serve the purposes of specific and general deterrence;
4. The Respondent, who is now 69 years old, stated in her materials filed that she is retiring and will not be returning to the securities industry;
5. When confronted by her Dealer Member, the Respondent identified all relevant clients and cooperated in the Dealer Member and CISO's investigations early and fully;
6. No clients identified and contacted reported any concerns or complaints with or arising from the Respondent's misconduct, and no clients suffered any harm;
7. There was no evidence of lack of authorization, and the Respondent explained that she engaged in the misconduct for client convenience and acknowledges that that explanation is no justification for her misconduct;
8. The Respondent has no prior history of MFDA or CISO disciplinary proceedings;
9. Considering the Enforcement Staff Policy Statement on Credit for Cooperating, Enforcement Staff applied a 30% reduction on sanctions that would have otherwise been imposed, taking into account the Respondent's proactive and exceptional early cooperation and her willingness to resolve the matter in a timely manner, thus minimizing the impact of the proceedings on CISO's resources;
10. The Respondent agreed to pay the amounts immediately upon acceptance of the Settlement Agreement by the Panel. If the Respondent fails to comply, Enforcement Staff may bring proceedings against the Respondent under Mutual Fund Dealer Rule 7 as set out in the Settlement Agreement.

CONCLUSION

[6] In these circumstances, the Hearing Panel's acceptance of the disposition of this matter fulfills the overarching objective of protecting the investing public. An Order was issued approving the settlement.

DATED at Toronto, Ontario this 16th day of October 2025.

“Susan Lang”

The Honourable Susan Lang, Chair

“Lou D’Souza”

Lou D’Souza

“Edward Jackson”

Edward Jackson

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Canadian Investment
Regulatory
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Organisme canadien
de réglementation
des investissements

**IN THE MATTER OF
THE MUTUAL FUND DEALER RULES
AND
SUZANNE FERGUSON**

SETTLEMENT AGREEMENT

PART I – INTRODUCTION

1. The Canadian Investment Regulatory Organization (“CIRO”)¹ will issue a Notice of Settlement Hearing to announce a settlement hearing pursuant to Mutual Fund Dealer Rule 7.4.4 and Rules 14 and 15 of the Mutual Fund Dealer Rules of Procedure (“Rules of Procedure”) to consider whether a Hearing Panel should accept this Settlement Agreement between Enforcement Staff and Suzanne Ferguson (the “Respondent”).

PART II – JOINT SETTLEMENT RECOMMENDATION

2. Enforcement Staff and the Respondent jointly recommend that the Hearing Panel accept this Settlement Agreement in accordance with the terms and conditions set out below.

PART III – AGREED FACTS

3. For the purposes of this Settlement Agreement, the Respondent agrees with the facts as set out in Part III of this Settlement Agreement.

Registration History

4. Between August 25, 1992 and May 15, 2024, the Respondent was registered as a dealing representative with PFSL Investments Canada Ltd. (the “Dealer Member”), a Dealer Member of CIRO.
5. On May 15, 2024, the Respondent resigned from the Dealer Member and is not currently registered in the securities industry in any capacity.
6. At all material times, the Respondent conducted business in the St. Thomas, Ontario area.

Signing Electronic Signatures of Clients

7. At all material times, the Dealer Member allowed its Approved Persons to use Turbo Applications (“TurboApps”), a computer software developed by the Dealer Member’s U.S. parent, to obtain clients’ electronic signatures on certain account forms in connection with certain mutual funds.
8. To obtain a client signature with TurboApps, an Approved Person would provide the client with their electronic device or, if meeting the client virtually, share the TurboApps with the client once the account form was complete. The client would need to review the account form and confirm their consent to use an electronic signature, following which the client would sign the account form by either electronically drawing their signature or typing their signature using a keyboard. Once the client electronically signed the account form, TurboApps would capture the signature and the date and time of signing.
9. After the client electronically signed the account form, the Approved Person was also required to electronically sign the account form. As with the client’s signature, TurboApps recorded the date and time of the Approved Person’s signature.
10. TurboApps documents contained an acknowledgment by the Approved Person that they had personally seen the client sign the account form. In addition, the Dealer Member’s policies and procedures, the annual attestations Approved Persons were required to complete, and the bulletins provided to Approved Persons prohibited Approved Persons from signing clients’ signatures.
11. Between September 13, 2021 and February 15, 2024, the Respondent signed the signatures of 92 clients on 167 account forms by typing the clients’ names using TurboApps and submitted the forms to the Dealer Member for processing. The Respondent acknowledged that she had personally seen the clients sign the account forms, which was false.
12. The account forms on which the Respondent signed the clients’ names using TurboApps included new account application forms, subsequent application forms, know-your-client (“KYC”) update forms, address changes, and redemption requests.

The Dealer Member's Investigation

13. The Dealer Member became aware of the Respondent's conduct on November 15, 2023, when her branch manager, who was assisting some of the Respondent's clients while she was away on holiday, learned that one client had not met with the Respondent to complete two contributions, and another client had not signed any account forms to cancel a pre-authorized contribution.
14. When questioned by the Dealer Member, the Respondent identified all of the clients that the Respondent had signed electronic signatures for, as outlined above.
15. As part of its investigation, the Dealer Member sent transaction histories, including KYC information, to clients affected by the Respondent's conduct to determine whether they had any concerns with the information contained in the documents.
16. In response to the above, no clients reported any concerns to the Dealer Member.

Additional Factors

17. There is no evidence of client loss or lack of authorization for the underlying transactions, and no clients have complained to the Dealer Member or CIRO.
18. The Respondent stated that she engaged in the conduct described above for client convenience. The Respondent acknowledges that client convenience is not an acceptable justification for failing to obtain client signatures properly.
19. The Respondent is 69 years old, and states that she is retired and will not be returning to the securities industry.
20. The Respondent has not been the subject of prior MFDA or CIRO disciplinary proceedings.
21. By entering into this Settlement Agreement, the Respondent has saved CIRO the time, resources, and expenses associated with conducting contested hearing on the allegations.

22. Enforcement Staff has agreed to a 30% reduction of the fine it would otherwise have imposed based on the proactive and exceptional cooperation of the Respondent and the Respondent's willingness to resolve this matter in a timely fashion.

PART IV – CONTRAVENTIONS

23. By engaging in the conduct described above, the Respondent committed the following contraventions of CIRO requirements:

Between September 13, 2021 and February 15, 2024, the Respondent failed in her obligations regarding the proper execution of client account documents by electronically signing client signatures on account forms and submitting them to the Dealer Member for processing, contrary to Mutual Fund Dealer Rule 2.1.1.

PART V – TERMS OF SETTLEMENT

24. The Respondent agrees to the following sanctions and costs:
- (i) the Respondent shall pay a fine in the amount of \$14,000, pursuant to Mutual Fund Dealer Rule 7.4.1.1(b);
 - (ii) the Respondent shall pay costs in the amount of \$2,500, pursuant to Mutual Fund Dealer Rule 7.4.2; and
 - (iii) the Respondent shall be prohibited from conducting securities related business in any capacity while in the employ of or associated with any CIRO Dealer Member for a period of six months, commencing the date that this settlement agreement is accepted by a Hearing Panel, pursuant to Mutual Fund Dealer Rule 7.4.1.1(c).
25. The Respondent shall in the future comply with Mutual Fund Dealer Rule 2.1.1.
26. The Respondent shall attend on the date set for the Settlement Hearing.
27. If this Settlement Agreement is accepted by the Hearing Panel, the Respondent agrees to pay the amounts referred to above immediately upon such acceptance, unless otherwise agreed between Enforcement Staff and the Respondent.

PART VI – STAFF COMMITMENT

28. If the Hearing Panel accepts this Settlement Agreement, Enforcement Staff will not initiate any further action against the Respondent in relation to the facts set out in Part III and the contraventions in Part IV of this Settlement Agreement, subject to the provisions of the paragraph below.
29. If the Hearing Panel accepts this Settlement Agreement and the Respondent fails to comply with any of the terms of this Settlement Agreement, Enforcement Staff may bring proceedings under Mutual Fund Dealer Rule 7 against the Respondent. These proceedings may be based on, but not limited to, the facts set out in Part III of this Settlement Agreement.

PART VII – PROCEDURE FOR ACCEPTANCE OF SETTLEMENT

30. This Settlement Agreement is conditional on acceptance by the Hearing Panel.
31. This Settlement Agreement shall be presented to a Hearing Panel at a settlement hearing in accordance with Mutual Fund Dealer Rule 7.4.4, and Rules of Procedure 14 and 15, in addition to any other procedures that may be agreed upon between the parties.
32. Enforcement Staff and the Respondent agree that this Settlement Agreement will form all the agreed facts that will be submitted at the settlement hearing, unless the parties agree that additional facts should be submitted at the settlement hearing. If the Respondent does not appear at the settlement hearing, Staff may disclose additional relevant facts, if requested by the Hearing Panel.
33. If the Hearing Panel accepts this Settlement Agreement, the Respondent agrees to waive all rights under the Rules and By-law No. 1 of CIRO, and any applicable legislation to any further hearing, appeal, and review.
34. If the Hearing Panel rejects this Settlement Agreement, Enforcement Staff and the Respondent may enter into another settlement agreement or Enforcement Staff may proceed to a disciplinary hearing based on the same or related allegations.

35. The terms of this Settlement Agreement are confidential unless and until this Settlement Agreement has been accepted by the Hearing Panel.
36. This Settlement Agreement will become available to the public upon its acceptance by the Hearing Panel and CIRO will post a copy of this Settlement Agreement on the CIRO website. CIRO will publish a notice and news release of the facts, contraventions, and the sanctions agreed upon in this Settlement Agreement and the Hearing Panel’s written reasons for its decision to accept this Settlement Agreement.
37. If this Settlement Agreement is accepted, the Respondent agrees that neither they nor anyone on their behalf, will make a public statement inconsistent with this Settlement Agreement.
38. This Settlement Agreement is effective and binding upon the Respondent and Enforcement Staff as of the date of its acceptance by the Hearing Panel.

PART VIII – EXECUTION OF SETTLEMENT AGREEMENT

39. This Settlement Agreement may be signed in one or more counterparts which together will constitute a binding agreement.
40. An electronic copy of any signature will be treated as an original signature.

DATED this “19” day of “AUG”, 2025.

“Witness”
Witness

“Suzanne Ferguson”
Respondent

“Maria Di Clemente”
Maria Di Clemente
Enforcement Counsel on behalf of
CIRO

The Settlement Agreement is hereby accepted this “6th” day of “October”, 2025 by the following Hearing Panel:

Per: “Susan Lang”
Chair

Per: “Edward Jackson”
Industry Member

Per: “Lou D’Souza”
Industry Member

¹ Where the rules, by-laws, and policies of the Mutual Fund Dealers Association of Canada (the “MFDA”) that were in force immediately prior to amalgamation of the Investment Industry Regulatory Organization of Canada and the MFDA have been incorporated into the Mutual Fund Dealer Rules, Enforcement Staff have referenced the relevant section of the Mutual Fund Dealer Rules.