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October 30, 2009

Brenda Leong  
Chair and Chief Executive Officer  
British Columbia Securities Commission  
701 West Georgia Street  
P.O. Box 10142, Pacific Centre  
Vancouver, B.C. V7Y 1L2

Sent by Email: [bleong@bcsc.bc.ca](mailto:bleong@bcsc.bc.ca)

Dear Ms Leong:

**Subject: Request for BCSC to undertake a review of procedures arising from the MFDA Special Meeting held October 2, 2009**

Independent Financial Brokers of Canada (IFB) is writing to support the request by Partners in Planning that the approving Commissions withhold their approval to amend certain governance provisions in MFDA By-Law No. 1, arising from the special meeting of members held on October 2, 2009.

Independent Financial Brokers of Canada is a voluntary association representing approximately 4,000 licensed financial professionals. Many of our members are mutual fund registrants and subject to MFDA governance as "Approved Persons". Some of our members also operate mutual fund dealerships. As such, our members are greatly affected by regulatory authority of the MFDA. IFB recently contributed extensively to the consultations related to the governance review and recommendations made by the Governance Task Force which arose out of the MFDA 2008 Annual General Meeting.

We are concerned about the allegations which indicate that there have been serious deficiencies in the process followed by the MFDA and its Board this year related to this governance review. Flaws in the process include the participation of apparently ineligible Directors in Board meetings and Committee deliberations, the Board's unresolved conflict of interest in addressing Board eligibility and term limits, and numerous suggestions of what appears to be coercive proxy solicitation by MFDA staff in advance of the October 2<sup>nd</sup> meeting.

We support the request for a hearing and review on the grounds that the process followed by the MFDA in drafting and obtaining Member approval of By-law No. 15 should be investigated to ensure there

were no improprieties. If so, it should be declared invalid and appropriate action taken by the Commissions charged with responsibility for the supervision of the MFDA.

These matters deserve a thorough, public hearing and review by the BCSC and Canadian Securities Administrators.

Yours truly,

A handwritten signature in black ink, appearing to read 'John Whaley', written in a cursive style.

John Whaley  
Executive Director  
Email: [jaw@ifbc.ca](mailto:jaw@ifbc.ca)