



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

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20 Queen Street West
Toronto ON M5H 3S8

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20, rue queen ouest
Toronto ON M5H 3S8

FILE NO.: 2019-19

**IN THE MATTER OF
INTERNATIONAL CAPITAL MARKETS PTY LTD.**

Timothy Moseley, Vice-Chair and Chair of the Panel
Garnet W. Fenn, Commissioner
Raymond Kindiak, Commissioner

July 25, 2019

ORDER

(Sections 127 and 127.1 of the
Securities Act, RSO 1990, c S.5)

WHEREAS on July 24, 2019, the Ontario Securities Commission (the **Commission**) held a hearing at the offices of the Commission, located at 20 Queen Street West, 17th Floor, Toronto, Ontario, to consider the Joint Request for a Settlement Hearing filed by International Capital Markets Pty Ltd (**IC Markets**), and Staff of the Commission (**Staff**) for approval of a settlement agreement dated July 19, 2019 (the **Settlement Agreement**);

ON READING the Statement of Allegations dated July 22, 2019 and the Settlement Agreement, and on hearing the submissions of the representatives for IC Markets, and Staff, and on considering the undertaking of IC Markets dated July 23, 2019 attached as Annex "I" to this Order;

THE COMMISSION ACKNOWLEDGES the following voluntary payments received from IC Markets:

- i. USD \$4,000,000, reflecting approximate amounts received by IC Markets, designated for allocation or use by the Commission in accordance with subparagraph 3.4(2)(b)(i) or (ii) of the Act;
- ii. CAD \$650,000 to advance the Commission's mandate of protecting investors and fostering fair and efficient capital markets, designated for allocation or use by the Commission in accordance with subparagraph 3.4(2)(b)(i) or (ii) of the Act; and
- iii. CAD \$25,000 to reimburse the Commission for costs incurred or to be incurred.

AND IT IS ORDERED THAT the Settlement Agreement is approved.

"Garnet W. Fenn"

"Timothy Moseley"

Timothy Moseley

"Raymond Kindiak"

Garnet W. Fenn

Raymond Kindiak

ANNEX "I"

UNDERTAKING OF INTERNATIONAL CAPITAL MARKETS PTY LTD

**IN THE MATTER OF
INTERNATIONAL CAPITAL MARKETS PTY LTD**

UNDERTAKING TO THE ONTARIO SECURITIES COMMISSION

1. This Undertaking is given in connection with the settlement agreement dated July 19, 2019 (the **Settlement Agreement**) between International Capital Markets Pty Ltd (**IC Markets**) and Staff of the Commission (**Staff**). All terms shall have the same meanings in this Undertaking as in the Settlement Agreement.
2. IC Markets undertakes to the Commission to:
 - a. provide email reminders to all remaining Ontario account holders on each of August 1, 2019, October 1, 2019 and January 1, 2020 in relation to the unreturned funds or until all funds are returned (whichever occurs first) and return all funds remaining in the dormant accounts held in the names of Ontario residents, totalling approximately **USD \$73,000**, without charging any fees;
 - b. donate, if IC Markets has not obtained instructions regarding the return of any remaining funds in the Ontario Accounts by March 1, 2020, the remaining funds to the charitable organization "The Junior Achievement of Canada Foundation" or similar Canadian registered charity as may exist as at that date, and provide confirmation to Staff within 30 days of making the donation;
 - c. confirm the IB program has been fully terminated in Canada; and.
 - d. deliver to Staff annually, for a period of three years from the date of this Settlement Agreement, affidavits sworn or affirmed by a senior officer of IC Markets confirming that:

1. IC Markets did not have any accounts opened for clients resident in Ontario, nor any Ontario IBs onboarded during the prior twelve-month period; and
2. Enhanced policies and procedures remain in place at IC Markets designed to prevent accounts from being opened by residents of Ontario.

DATED at _____, this **23rd** day of **July, 2019**.

"Robert Bubalovski"

"Andrew Budzinski"

Witness:

ANDREW BUDZINSKI