

## Chapter 837

## (House Bill 1149)

AN ACT concerning

**Maryland Securities Act – Vulnerable Adults**

FOR the purpose of establishing the Securities Act Registration Fund as a special, nonlapsing fund; specifying the purpose of the Fund; requiring the Securities Commissioner of the Division of Securities to administer the Fund; requiring the State Treasurer to hold the Fund and the Comptroller to account for the Fund; specifying the contents of the Fund; specifying the purpose for which the Fund may be used; providing for the investment of money in and expenditures from the Fund; altering the authority of the Commissioner to define by rule certain unlawful practices; altering a requirement that a certain person must have certain knowledge in order for certain statements to be unlawful; providing that it is unlawful for a person engaged in certain businesses to engage in dishonest or unethical practices; requiring, under certain circumstances, that certain individuals who believe that certain eligible adults are being subjected to financial exploitation to notify certain entities and individuals; requiring that a certain notification be given within a certain time period or, under certain circumstances, immediately; providing for the construction of certain provisions of this Act; prohibiting certain individuals, under certain circumstances, from notifying certain individuals; authorizing, under certain circumstances, certain broker-dealers or investment advisers to delay disbursements from the accounts of certain eligible adults; requiring a broker-dealer or an investment adviser that delays a certain disbursement to provide certain notices and continue a certain review; requiring a broker-dealer or an investment adviser to provide, ~~within a certain number of days after a disbursement request,~~ on request, a status report of a certain internal review to the Securities Commissioner of the Division of Securities and a certain local department; providing that a delay of a certain disbursement request will continue for a certain period of time; providing certain qualified individuals, broker-dealers, and investment advisers certain immunity from liability; requiring a broker-dealer or an investment adviser, under certain circumstances, to provide certain records to certain entities; providing that certain records may not be considered public records; providing that certain federal exempt broker-dealers are not required to register as broker-dealers; providing that a federal exempt broker-dealer is not subject to certain prohibitions and requirements that apply to certain broker-dealers; providing that it is unlawful for certain broker-dealers and certain issuers to employ or associate with certain individuals; requiring a person, before acting as a certain private fund adviser, to file certain documents and pay a certain fee; authorizing the Commissioner to publish a certain announcement in a certain manner; increasing and imposing certain fees; providing for the distribution of a certain fee; authorizing the Commissioner to perform a certain audit or inspection in a certain manner; authorizing the Commissioner to deny, suspend, or revoke a certain individual's registration if the individual is the subject of certain orders, barred by certain

entities, subject to certain requests, or refuses to allow or impedes certain actions of the Commissioner; altering a certain limitation on the time within which the Commissioner may institute a certain suspension or revocation; repealing a requirement that the Commissioner provide the State Department of Assessments and Taxation with a certain list; authorizing a certain issuer that fails to timely file certain items to file the items late and pay a certain late fee; providing that an issuer that complies with certain provisions will terminate certain rights and liabilities; establishing certain late fees; altering the types of securities that are exempt from certain provisions of the Maryland Securities Act; authorizing the Commissioner to take certain action against a certain person the Commissioner determines is in violation of certain laws; providing that an action for certain remedies is not subject to a certain statute of limitations; defining certain terms; altering certain definitions; and generally relating to vulnerable adults and the Maryland Securities Act.

BY repealing and reenacting, with amendments,

Article – Corporations and Associations

Section 11–101, 11–302(a) and (c), 11–401(a) and (d), 11–402(a) and (c), 11–405(c) through (f), 11–407(a) and (b), 11–411(f), 11–412(a)(6), (10), and (11) and (b), 11–503.1, 11–506(b), 11–510.1, 11–601(11), 11–701.1, and 11–702

Annotated Code of Maryland

(2014 Replacement Volume and 2016 Supplement)

BY adding to

Article – Corporations and Associations

Section 11–208, 11–306, 11–307, 11–401(d), 11–402(c), 11–405(c), and 11–412(a)(12), (13), and (14)

Annotated Code of Maryland

(2014 Replacement Volume and 2016 Supplement)

BY repealing and reenacting, without amendments,

Article – Corporations and Associations

Section 11–411(a)

Annotated Code of Maryland

(2014 Replacement Volume and 2016 Supplement)

BY repealing

Article – Corporations and Associations

Section 11–418

Annotated Code of Maryland

(2014 Replacement Volume and 2016 Supplement)

BY repealing and reenacting, without amendments,

Article – Family Law

Section 14–101(a) and (q), 14–201, 14–302(c), and 14–309

Annotated Code of Maryland

(2012 Replacement Volume and 2016 Supplement)

BY repealing and reenacting, with amendments,  
 Article – Family Law  
 Section 14–101(j)  
 Annotated Code of Maryland  
 (2012 Replacement Volume and 2016 Supplement)

SECTION 1. BE IT ENACTED BY THE GENERAL ASSEMBLY OF MARYLAND,  
 That the Laws of Maryland read as follows:

**Article – Corporations and Associations**

11–101.

(a) In this title, unless the context requires otherwise, the following words have the meanings indicated.

(b) (1) “Agent” means an individual other than a broker–dealer who represents a broker–dealer or issuer in effecting or attempting to effect the purchase or sale of securities.

(2) “Agent” includes a partner, officer, or director of a broker–dealer or issuer, or a person occupying a similar status or performing similar functions, only if the person otherwise comes within this definition.

(3) “Agent” does not include an individual who represents:

(i) An issuer in:

1. Effecting a transaction in a security exempted by § 11–601(1), (2), (3), (9)(i), (10), (11), or (14)(i) of this title;

2. Effecting a transaction exempted by § 11–602 of this title;

3. Effecting a transaction with an existing employee, partner, or director of the issuer if no commission or other remuneration is paid or given directly or indirectly for soliciting a person in this State; or

4. Effecting a transaction in a federal covered security under § 18(b)(3) or § [18(b)(4)(D)] ~~18(B)(4)(E)~~ **18(B)(4)(F)** of the Securities Act of 1933 if no commission or other remuneration is paid or given directly or indirectly for soliciting a person in this State; or

(ii) A broker–dealer in effecting a transaction described in § 15(h)(2) of the Securities Exchange Act of 1934.

(c) (1) “Broker–dealer” means a person engaged in the business of effecting transactions in securities for the account of others or for his own account.

(2) “Broker–dealer” does not include:

- (i) An agent;
- (ii) An issuer;
- (iii) A bank, savings institution, or trust company; or
- (iv) A person who has no place of business in this State if:

1. He effects transactions in this State exclusively with or through the issuer of the securities involved in the transactions, another broker–dealer, or a bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit–sharing trust, or other financial institution or institutional buyer, whether acting for itself or as trustee; or

2. During any period of 12 consecutive months, he does not direct more than 15 offers to sell or buy into the State in any manner, other than to the persons specified in paragraph (2)(iv)1 of this subsection, whether or not the offeror or any offeree is then present in the State.

(d) “Commissioner” means the Securities Commissioner of the Division of Securities.

(e) “Federal covered adviser” means a person who is registered under § 203 of the Investment Advisers Act of 1940.

(f) “Federal covered security” means a covered security under § 18(b) of the Securities Act of 1933.

**(G) “FEDERAL EXEMPT BROKER–DEALER” MEANS A PERSON WHO WOULD QUALIFY FOR THE EXEMPTION FROM REGISTRATION AS A BROKER OR DEALER UNDER § 4(C) OF THE SECURITIES ACT OF 1933.**

**[(g)] (H)** “Guaranteed” means guaranteed as to payment of principal, interest, or dividends.

**[(h)] (I)** (1) “Investment adviser” means a person who, for compensation:

(i) Engages in the business of advising others, either directly or through publications or writings, as to the value of securities or as to the advisability of investing in, purchasing, or selling securities, or who, for compensation and as a part of a regular business, issues or promulgates analyses or reports concerning securities; or

(ii) 1. Provides or offers to provide, directly or indirectly, financial and investment counseling or advice, on a group or individual basis;

2. Gathers information relating to investments, establishes financial goals and objectives, processes and analyzes the information gathered, and recommends a financial plan; or

3. Holds out as an investment adviser in any way, including indicating by advertisement, card, or letterhead, or in any other manner indicates that the person is, a financial or investment “planner”, “counselor”, “consultant”, or any other similar type of adviser or consultant.

(2) “Investment adviser” does not include:

(i) An investment adviser representative;

(ii) A bank, savings institution, or trust company;

(iii) A lawyer, certified public accountant, engineer, insurance producer, or teacher whose performance of investment advisory services is solely incidental to the practice of the profession, provided that the performance of such services is not solely incidental unless:

1. The investment advisory services rendered are connected with and reasonably related to the other professional services rendered;

2. The fee charged for the investment advisory services is based on the same factors as those used to determine the fee for other professional services; and

3. The lawyer, certified public accountant, engineer, insurance producer, or teacher does not hold out as an investment adviser;

(iv) A broker–dealer or its agent whose performance of these services is solely incidental to the conduct of business as a broker–dealer and who receives no special compensation for them;

(v) A publisher of any bona fide newspaper, news column, newsletter, news magazine, or business or financial publication or service, whether communicated in hard copy form, or by electronic means, or otherwise, that does not consist of the rendering of advice on the basis of the specific investment situation of each client;

(vi) A federal covered adviser; or

(vii) Any other person not within the intent of this subsection as the Commissioner by rule or order designates.

**[(i)] (J)** (1) “Investment adviser representative” or “representative” means any partner, officer, director of (or a person occupying a similar status or performing similar functions) or other individual who is employed by or associated with an investment adviser, or who has a place of business located in this State and is employed by or associated with a federal covered adviser, and who:

(i) Makes any recommendations or otherwise renders investment advice to clients;

(ii) Represents an investment adviser in rendering the services described under subsection (h)(1) of this section;

(iii) Manages accounts or portfolios of clients;

(iv) Determines which recommendation or investment advice should be given with respect to a particular client account;

(v) Solicits, offers or negotiates for the sale of or sells investment advisory services;

(vi) Directly supervises employees who perform any of the foregoing;  
or

(vii) Holds out as an investment adviser.

(2) “Investment adviser representative” or “representative” does not include:

(i) Any other person not within the intent of this subsection as the Commissioner designates by rule or order; or

(ii) Clerical or ministerial personnel.

**[(j)] (K)** “Investment Company Act of 1940” and “Investment Advisers Act of 1940” mean the federal statutes of those names, as amended.

**[(k)] (L)** “Issuer” means any person who issues or proposes to issue a security, except that:

(1) With respect to certificates of deposit, voting–trust certificates, or collateral–trust certificates or with respect to certificates of interest or shares in an unincorporated investment trust not having a board of directors or persons performing similar functions or of the fixed, restricted management, or unit type, the term “issuer”

means the person performing the acts and assuming the duties of depositor or manager under the provisions of the trust or other agreement or instrument under which the security is issued; and

(2) With respect to certificates of interest or participation in oil, gas, or mining titles or leases or in payments out of production under the titles or leases, there is not considered to be any “issuer”.

**[(l)] (M)** “Nonissuer distribution” and “nonissuer transaction” mean a distribution or transaction, as the case may be, not directly or indirectly for the benefit of the issuer.

**[(m)] (N)** “Offer” or “offer to sell”, except as provided in § 11–102(a) of this subtitle, includes every attempt or offer to dispose of or solicitation of an offer to buy, a security or interest in a security for value.

**[(n)] (O)** “Person” means an individual, a corporation, a partnership, an association, a joint-stock company, a trust where the interests of the beneficiaries are evidenced by a security, an unincorporated organization, a government, or a political subdivision of a government.

**[(o)] (P)** “Public Utility Holding Company Act of 1935” means the federal statute of that name, as amended.

**[(p)] (Q)** “Sale” or “sell”, except as provided in § 11–102(a) of this subtitle, includes every contract of sale of, contract to sell, or disposition of a security or interest in a security for value.

**[(q)] (R)** “Securities Act of 1933” and “Securities Exchange Act of 1934” mean the federal statutes of those names, as amended.

- [(r)] (S)**
- (1) “Security” means any:
    - (i) Note;
    - (ii) Stock;
    - (iii) Treasury stock;
    - (iv) Bond;
    - (v) Debenture;
    - (vi) Evidence of indebtedness;

- agreement;
- (vii) Certificate of interest or participation in any profit-sharing agreement;
  - (viii) Collateral-trust certificate;
  - (ix) Preorganization certificate or subscription;
  - (x) Transferable share;
  - (xi) Investment contract;
  - (xii) Voting-trust certificate;
  - (xiii) Certificate of deposit for a security;
  - (xiv) Certificate of interest or participation in an oil, gas, or mining title or lease or in payments out of production under the title or lease;
  - (xv) In general, any interest or instrument commonly known as a “security”; or
  - (xvi) Certificate of interest or participation in, temporary or interim certificate for, receipt for, guarantee of, or warrant or right to subscribe to or purchase any of the preceding.

(2) “Security” does not include any insurance or endowment policy or annuity contract under which an insurance company promises to pay money either in a lump sum, periodically for life, or some other specified period.

[(s)] (T) “State” means any state, territory, or possession of the United States, the District of Columbia, and Puerto Rico.

#### 11-208.

**(A) IN THIS SECTION, “FUND” MEANS THE SECURITIES ACT REGISTRATION FUND.**

**(B) THERE IS A SECURITIES ACT REGISTRATION FUND.**

**(C) THE PURPOSE OF THE FUND IS TO HELP FUND THE DIRECT AND INDIRECT COSTS OF ADMINISTERING AND ENFORCING THE MARYLAND SECURITIES ACT.**

**(D) THE COMMISSIONER SHALL ADMINISTER THE FUND.**

**(E) (1) THE FUND IS A SPECIAL, NONLAPSING FUND THAT IS NOT SUBJECT TO § 7-302 OF THE STATE FINANCE AND PROCUREMENT ARTICLE.**

**(2) THE STATE TREASURER SHALL HOLD THE FUND SEPARATELY, AND THE COMPTROLLER SHALL ACCOUNT FOR THE FUND.**

**(F) THE FUND CONSISTS OF:**

**(1) FEES DISTRIBUTED TO THE FUND UNDER § 11-407(A)(2) OF THIS TITLE;**

**(2) MONEY APPROPRIATED IN THE STATE BUDGET TO THE FUND; AND**

**(3) ANY OTHER MONEY FROM ANY OTHER SOURCE ACCEPTED FOR THE BENEFIT OF THE FUND.**

**(G) THE FUND MAY BE USED ONLY TO ADMINISTER AND ENFORCE THE MARYLAND SECURITIES ACT.**

**(H) (1) THE STATE TREASURER SHALL INVEST THE MONEY OF THE FUND IN THE SAME MANNER AS OTHER STATE MONEY MAY BE INVESTED.**

**(2) ANY INTEREST EARNINGS OF THE FUND SHALL BE CREDITED TO THE GENERAL FUND OF THE STATE.**

**(I) EXPENDITURES FROM THE FUND MAY BE MADE ONLY IN ACCORDANCE WITH THE STATE BUDGET.**

**(J) MONEY EXPENDED FROM THE FUND USED TO ADMINISTER AND ENFORCE THE MARYLAND SECURITIES ACT IS SUPPLEMENTAL TO AND IS NOT INTENDED TO TAKE THE PLACE OF FUNDING THAT OTHERWISE WOULD BE APPROPRIATED TO ADMINISTER AND ENFORCE THE MARYLAND SECURITIES ACT.**

11-302.

(a) It is unlawful for any person who receives, directly or indirectly, any consideration from another person for advising the other person as to the value of securities or their purchase or sale, or for acting as an investment adviser or representative under [§ 11-101(h) and (i)] **§ 11-101(I) AND (J)** of this title, whether through the issuance of analyses, reports, or otherwise, to:

(1) Employ any device, scheme, or artifice to defraud the other person;

(2) Engage in any act, practice, or course of business which operates or would operate as a fraud or deceit on the other person;

(3) Engage in dishonest or unethical practices [as the Commissioner may define by rule]; or

(4) When acting as principal for the person's own account knowingly sell any security to or purchase any security from a client, or when acting in an agency capacity for a person other than such client knowingly effect any sale or purchase of any security for the account of such client, without disclosing to such client in writing before the completion of such transaction the capacity in which the person is acting and obtaining the consent of the client to such transaction.

(c) In the solicitation of or in dealings with advisory clients, it is unlawful for any person [knowingly] **WILLFULLY** to make any untrue statement of a material fact, or omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which they are made, not misleading.

### **11-306.**

**A PERSON WHO ENGAGES IN THE BUSINESS OF EFFECTING TRANSACTIONS IN SECURITIES FOR THE ACCOUNT OF OTHERS OR FOR THE PERSON'S OWN ACCOUNT OR WHO ACTS AS A BROKER-DEALER OR AGENT MAY NOT ENGAGE IN DISHONEST OR UNETHICAL PRACTICES IN THE SECURITIES OR INVESTMENT ADVISORY BUSINESS.**

### **11-307.**

**(A) (1) IN THIS SECTION THE FOLLOWING WORDS HAVE THE MEANINGS INDICATED.**

**(2) "ELIGIBLE ADULT" MEANS AN INDIVIDUAL WHO RESIDES IN THE STATE AND IS:**

**(I) AT LEAST 65 YEARS OLD; OR**

**(II) A VULNERABLE ADULT.**

**(3) "FINANCIAL EXPLOITATION" MEANS:**

**(I) THE WRONGFUL OR UNAUTHORIZED TAKING, WITHHOLDING, APPROPRIATION, OR USE OF MONEY, ASSETS, OR PROPERTY OF AN ELIGIBLE ADULT; OR**

(II) AN ACT OR OMISSION BY A PERSON, INCLUDING THROUGH THE USE OF A POWER OF ATTORNEY, GUARDIANSHIP, OR CONSERVATORSHIP OF AN ELIGIBLE ADULT, TO:

1. OBTAIN CONTROL, THROUGH DECEPTION, INTIMIDATION, OR UNDUE INFLUENCE, OVER THE ELIGIBLE ADULT’S MONEY, ASSETS, OR PROPERTY IN ORDER TO DEPRIVE THE ELIGIBLE ADULT OF THE OWNERSHIP, USE, BENEFIT, OR POSSESSION OF THE MONEY, ASSETS, OR PROPERTY; OR

2. CONVERT MONEY, ASSETS, OR PROPERTY OF THE ELIGIBLE ADULT IN ORDER TO DEPRIVE THE ELIGIBLE ADULT OF THE OWNERSHIP, USE, BENEFIT, OR POSSESSION OF THE MONEY, ASSETS, OR PROPERTY.

(4) “LAW ENFORCEMENT AGENCY” MEANS A STATE, COUNTY, OR MUNICIPAL POLICE DEPARTMENT, BUREAU, OR AGENCY.

(5) “LOCAL DEPARTMENT” HAS THE MEANING STATED IN § 14-101 OF THE FAMILY LAW ARTICLE.

(6) “QUALIFIED INDIVIDUAL” MEANS AN AGENT, AN INVESTMENT ADVISER REPRESENTATIVE, OR A PERSON WHO SERVES IN A SUPERVISORY, COMPLIANCE, OR LEGAL CAPACITY FOR A BROKER-DEALER OR AN INVESTMENT ADVISER.

(7) “VULNERABLE ADULT” HAS THE MEANING STATED IN § 14-101 OF THE FAMILY LAW ARTICLE.

(B) (1) A BROKER-DEALER, AN INVESTMENT ADVISER, OR A QUALIFIED INDIVIDUAL THAT REASONABLY BELIEVES THAT AN ELIGIBLE ADULT HAS BEEN, IS CURRENTLY, OR WILL BE THE SUBJECT OF FINANCIAL EXPLOITATION OR ATTEMPTED FINANCIAL EXPLOITATION:

~~(1)~~ (I) SHALL ~~PROMPTLY~~ NOTIFY:

~~(1)~~ 1. THE COMMISSIONER; AND

~~(1)~~ 2. A LOCAL DEPARTMENT UNDER § 14-302 OF THE FAMILY LAW ARTICLE; AND

~~(2)~~ (II) MAY NOTIFY A THIRD PARTY DESIGNATED BY THE ELIGIBLE ADULT AND ANY OTHER THIRD PARTY PERMITTED UNDER STATE OR FEDERAL LAWS OR REGULATIONS, OR THE RULES OF A SELF-REGULATORY ORGANIZATION, IF THE

THIRD PARTY IS NOT SUSPECTED OF FINANCIAL EXPLOITATION, ABUSE, NEGLECT, OR OTHER EXPLOITATION OF THE ELIGIBLE ADULT.

**(2) THE NOTICE REQUIRED UNDER PARAGRAPH (1)(I) OF THIS SUBSECTION SHALL BE GIVEN:**

**(I) WITHIN 5 DAYS AFTER THE BROKER-DEALER, INVESTMENT ADVISER, OR QUALIFIED INDIVIDUAL DEVELOPS THE REASONABLE BELIEF THAT THE ELIGIBLE ADULT HAS BEEN, IS CURRENTLY, OR WILL BE THE SUBJECT OF FINANCIAL EXPLOITATION OR ATTEMPTED FINANCIAL EXPLOITATION; OR**

**(II) IMMEDIATELY ON CONFIRMATION THAT THE ELIGIBLE ADULT HAS BEEN, IS CURRENTLY, OR WILL BE THE SUBJECT OF FINANCIAL EXPLOITATION OR ATTEMPTED FINANCIAL EXPLOITATION IF THE CONFIRMATION IS MADE BEFORE THE 5-DAY PERIOD SPECIFIED IN ITEM (I) OF THIS PARAGRAPH EXPIRES.**

**(3) THIS SUBSECTION MAY NOT BE CONSTRUED TO REQUIRE MORE THAN ONE NOTIFICATION UNDER PARAGRAPH (1)(I) FOR EACH OCCURRENCE.**

**(c) (1) A BROKER-DEALER OR AN INVESTMENT ADVISER MAY DELAY A DISBURSEMENT FROM AN ACCOUNT OF AN ELIGIBLE ADULT OR AN ACCOUNT ON WHICH AN ELIGIBLE ADULT IS A BENEFICIARY IF:**

**(I) THE BROKER-DEALER, THE INVESTMENT ADVISER, OR A QUALIFIED INDIVIDUAL REASONABLY BELIEVES, AFTER INITIATING AN INTERNAL REVIEW OF THE REQUESTED DISBURSEMENT AND ANY SUSPECTED FINANCIAL EXPLOITATION, THAT THE REQUESTED DISBURSEMENT MAY RESULT IN THE FINANCIAL EXPLOITATION OF AN ELIGIBLE ADULT; AND**

**(II) THE BROKER-DEALER, THE INVESTMENT ADVISER, OR A QUALIFIED INDIVIDUAL:**

**1. WITHIN 2 BUSINESS DAYS AFTER THE REQUESTED DISBURSEMENT:**

**A. SUBJECT TO PARAGRAPH (2) OF THIS SUBSECTION, PROVIDES WRITTEN NOTICE OF THE REASON FOR THE DELAY TO ALL PARTIES AUTHORIZED TO TRANSACT BUSINESS ON THE ACCOUNT; AND**

**B. NOTIFIES THE COMMISSIONER AND THE LOCAL DEPARTMENT UNDER § 14-302 OF THE FAMILY LAW ARTICLE; AND**

**2. CONTINUES AN INTERNAL REVIEW OF THE SUSPECTED FINANCIAL EXPLOITATION OF THE ELIGIBLE ADULT.**

**(2) THE BROKER-DEALER, INVESTMENT ADVISER, OR QUALIFIED INDIVIDUAL:**

**(I) MAY NOT PROVIDE THE WRITTEN NOTICE REQUIRED UNDER PARAGRAPH (1) OF THIS SUBSECTION TO A PARTY THE BROKER-DEALER, INVESTMENT ADVISER, OR QUALIFIED INDIVIDUAL REASONABLY BELIEVES OR SUSPECTS IS ENGAGING IN OR ATTEMPTING TO ENGAGE IN THE FINANCIAL EXPLOITATION OF THE ELIGIBLE ADULT; AND**

**(II) SHALL PROVIDE, ~~WITHIN 7 BUSINESS DAYS AFTER THE DATE OF THE DISBURSEMENT REQUEST, THE RESULT~~ ON REQUEST, A STATUS REPORT OF THE INTERNAL REVIEW REQUIRED UNDER PARAGRAPH (1) OF THIS SUBSECTION TO THE COMMISSIONER AND THE LOCAL DEPARTMENT.**

**(D) (1) A DELAY OF A DISBURSEMENT AUTHORIZED UNDER THIS SECTION SHALL EXPIRE:**

**(I) ON A DETERMINATION BY THE BROKER-DEALER OR INVESTMENT ADVISER THAT THE DISBURSEMENT WILL NOT RESULT IN THE FINANCIAL EXPLOITATION OF THE ELIGIBLE ADULT; OR**

**(II) SUBJECT TO PARAGRAPH (2) OF THIS SUBSECTION, 15 BUSINESS DAYS AFTER THE DATE OF THE DISBURSEMENT REQUEST.**

**(2) (I) THE COMMISSIONER OR THE LOCAL DEPARTMENT MAY REQUEST THE DELAY OF A DISBURSEMENT FOR UP TO 25 BUSINESS DAYS AFTER THE DATE OF THE DISBURSEMENT REQUEST.**

**(II) IF A REQUEST IS MADE UNDER THIS PARAGRAPH, THE DELAY SHALL CONTINUE FOR 25 BUSINESS DAYS AFTER THE DATE OF THE DISBURSEMENT REQUEST ~~OR UNTIL~~ UNLESS THE COMMISSIONER, THE LOCAL DEPARTMENT, OR A COURT OF COMPETENT JURISDICTION ENTERS AN ORDER THAT TERMINATES OR EXTENDS THE DELAY, ~~WHICHEVER HAPPENS FIRST.~~**

**(E) (1) A BROKER-DEALER, AN INVESTMENT ADVISER, OR A QUALIFIED INDIVIDUAL THAT IN GOOD FAITH AND EXERCISING REASONABLE CARE PROVIDES NOTICE UNDER SUBSECTION (B) OF THIS SECTION SHALL HAVE IMMUNITY FROM ANY ADMINISTRATIVE OR CIVIL LIABILITY THAT MIGHT OTHERWISE ARISE FROM THE NOTICE.**

**(2) A BROKER-DEALER OR INVESTMENT ADVISER THAT IN GOOD FAITH AND EXERCISING REASONABLE CARE DELAYS A DISBURSEMENT UNDER SUBSECTION (C) OF THIS SECTION SHALL HAVE IMMUNITY FROM ANY ADMINISTRATIVE OR CIVIL LIABILITY THAT MIGHT OTHERWISE ARISE FROM THE DELAY.**

**(F) (1) A BROKER-DEALER OR AN INVESTMENT ADVISER SHALL PROVIDE ACCESS TO OR COPIES OF RECORDS THAT ARE RELEVANT TO THE SUSPECTED FINANCIAL EXPLOITATION OF AN ELIGIBLE ADULT:**

**(I) AS PART OF THE REFERRAL TO THE COMMISSIONER AND A LOCAL DEPARTMENT UNDER SUBSECTION (C) OF THIS SECTION; OR**

**(II) AT THE REQUEST OF THE COMMISSIONER, A LOCAL DEPARTMENT, OR A LAW ENFORCEMENT AGENCY.**

**(2) THE RECORDS UNDER PARAGRAPH (1) OF THIS SUBSECTION MAY INCLUDE HISTORICAL RECORDS AND RECORDS THAT RELATE TO THE MOST RECENT TRANSACTIONS THAT MAY DEMONSTRATE THE FINANCIAL EXPLOITATION OF AN ELIGIBLE ADULT.**

**(3) A RECORD MADE AVAILABLE UNDER THIS SUBSECTION IS NOT A PUBLIC RECORD UNDER TITLE 4 OF THE GENERAL PROVISIONS ARTICLE.**

**(4) THIS SUBSECTION MAY NOT BE INTERPRETED TO LIMIT THE AUTHORITY OF THE COMMISSIONER TO ACCESS OR EXAMINE THE BOOKS OR RECORDS OF A BROKER-DEALER OR INVESTMENT ADVISER.**

11-401.

**(a) [A] EXCEPT AS PROVIDED IN SUBSECTION (D) OF THIS SECTION, A person may not transact business in this State as a broker-dealer or agent unless the person is registered under this subtitle.**

**(D) A PERSON THAT TRANSACTS BUSINESS IN THIS STATE AS A FEDERAL EXEMPT BROKER-DEALER IS NOT REQUIRED TO REGISTER UNDER SUBSECTION (A) OF THIS SECTION.**

**[(d)] (E)** By rule or order, the Commissioner may modify the requirements of this section or exempt any broker-dealer, investment adviser, or federal covered adviser from the requirements of this section if the Commissioner determines that:

**(1) Compliance with this section is not necessary or appropriate for the protection of investors; and**

(2) The exemption is consistent with the public interest and within the purposes fairly intended by the policy and provisions of this title.

11-402.

(a) (1) **[A] EXCEPT AS PROVIDED IN PARAGRAPH (3) OF THIS SUBSECTION, A broker-dealer or issuer may not employ or associate with an agent unless the agent is registered.**

(2) **[When] EXCEPT AS PROVIDED IN PARAGRAPH (3) OF THIS SUBSECTION, WHEN an agent terminates a connection with a broker-dealer or issuer or terminates those activities which make the individual an agent, the agent and the broker-dealer or issuer shall promptly notify the Commissioner.**

**(3) THIS SUBSECTION DOES NOT APPLY TO A FEDERAL EXEMPT BROKER-DEALER.**

**(C) (1) IT IS UNLAWFUL FOR A BROKER-DEALER OR ISSUER ENGAGED IN OFFERING, OFFERING TO PURCHASE, PURCHASING, OR SELLING SECURITIES IN THIS STATE OR AN INVESTMENT ADVISER OFFERING OR PROVIDING INVESTMENT ADVICE IN THIS STATE, DIRECTLY OR INDIRECTLY, TO EMPLOY OR ASSOCIATE WITH AN INDIVIDUAL WHO IS PARTICIPATING IN THE SECURITIES TRANSACTION OR INVESTMENT ADVICE IN THIS STATE IF:**

**(I) THE REGISTRATION OF THE INDIVIDUAL IS SUSPENDED OR REVOKED; OR**

**(II) THE INDIVIDUAL IS BARRED FROM EMPLOYMENT OR ASSOCIATION WITH A BROKER-DEALER, AN ISSUER, AN INVESTMENT ADVISER, OR A FEDERAL COVERED ADVISER BY AN ORDER OF THE COMMISSIONER UNDER THIS TITLE, THE SECURITIES AND EXCHANGE COMMISSION, OR A SELF-REGULATORY ORGANIZATION.**

**(2) A BROKER-DEALER, AN INVESTMENT ADVISER, OR AN ISSUER MAY NOT BE CONSIDERED TO HAVE VIOLATED THIS SUBSECTION IF THE BROKER-DEALER, INVESTMENT ADVISER, OR ISSUER DID NOT KNOW, AND IN THE EXERCISE OF REASONABLE CARE COULD NOT HAVE KNOWN, OF THE SUSPENSION, REVOCATION, OR BAR.**

**(3) ON REQUEST FROM A BROKER-DEALER, AN INVESTMENT ADVISER, OR AN ISSUER AND FOR GOOD CAUSE, THE COMMISSIONER, BY ORDER UNDER SUBSECTION (D) OF THIS SECTION, MAY MODIFY OR WAIVE, IN WHOLE OR IN PART, THE PROHIBITIONS OF THIS SUBSECTION.**

**[(c)] (D)** By rule or order, the Commissioner may modify the requirements of this section or exempt any broker–dealer, agent, investment adviser, federal covered adviser, or investment adviser representative from the requirements of this section if the Commissioner determines that:

(1) Compliance with this section is not necessary or appropriate for the protection of investors; and

(2) The exemption is consistent with the public interest and within the purposes fairly intended by the policy and provisions of this title.

11–405.

**(C) (1) FOR PURPOSES OF THIS SUBSECTION, “PRIVATE FUND ADVISER” MEANS AN INVESTMENT ADVISER THAT PROVIDES ADVICE SOLELY TO ONE OR MORE QUALIFYING PRIVATE FUNDS, AS DEFINED IN SECURITIES AND EXCHANGE COMMISSION RULE 203(M)–1 (17 C.F.R. 275.203(M)–1).**

**(2) BEFORE ACTING AS A PRIVATE FUND ADVISER, A PERSON WHO IS NOT A FEDERAL COVERED ADVISER SHALL PAY THE FEE REQUIRED UNDER § 11–407 OF THIS SUBTITLE AND SHALL FILE THE FOLLOWING DOCUMENTS AS THE COMMISSIONER MAY REQUIRE BY RULE OR ORDER:**

**(I) THE DOCUMENTS THAT THE PERSON FILED WITH THE SECURITIES AND EXCHANGE COMMISSION; AND**

**(II) A CONSENT TO SERVICE OF PROCESS UNDER § 11–802(A) OF THIS TITLE.**

**[(c)] (D)** Notwithstanding the provisions of subsection (a) of this section, a registered broker–dealer who is also a registered investment adviser in this State may effect the initial registration of any or all of its registered agents in this State as investment adviser representatives by the filing of:

(1) A notice with the Commissioner designating the registered agents as representatives of the investment adviser;

(2) A consent to service of process under § 11–802(a) of this title; and

(3) Such other information as the Commissioner by rule or order may require.

**[(d)] (E)** Notwithstanding the provisions of subsection (a) of this section, a registered broker–dealer who is also a federal covered adviser that has filed a notice under

subsection (b) of this section may effect the initial registration of its registered agents with a place of business in this State as investment adviser representatives by the filing of:

- (1) A notice with the Commissioner designating the registered agents as representatives of the federal covered adviser;
- (2) A consent to service of process under § 11–802(a) of this title; and
- (3) Such other information as the Commissioner by rule or order may require.

**[(e)] (F)** The Commissioner in the Commissioner's discretion may publish an announcement of the applicants for registration in the **[newspapers] MEDIA** the Commissioner determines.

**[(f)] (G)** If a denial order is not in effect and a proceeding is not pending under §§ 11–412 through 11–414 of this subtitle, registration becomes effective at noon of the 30th day after an application is filed. The Commissioner by rule or order may specify an earlier effective date, and the Commissioner by order may defer the effective date until noon of the 30th day after the filing of any amendment.

11–407.

(a) (1) An applicant for initial or renewal registration as a broker–dealer shall pay a fee of \$250.

(2) **(I)** An applicant for initial or renewal registration or transfer of registration as an agent shall pay a fee of **[\$35] \$50**.

**(II) FROM THE FEE PAID UNDER THIS PARAGRAPH, \$15 SHALL BE DISTRIBUTED TO THE SECURITIES ACT REGISTRATION FUND ESTABLISHED UNDER § 11–208 OF THIS TITLE.**

(b) (1) An applicant for initial or renewal registration as an investment adviser shall pay a fee of \$300.

(2) A federal covered adviser filing notice under § 11–405(b) of this subtitle shall pay an initial fee of \$300 and a renewal fee of \$300.

**(3) A PRIVATE FUND ADVISER FILING NOTICE UNDER § 11–405(C) OF THIS SUBTITLE SHALL PAY AN INITIAL FEE OF \$300 AND A RENEWAL FEE OF \$300.**

**(4)** An applicant for initial or renewal registration or transfer of registration as an investment adviser representative shall pay a fee of \$50.

11–411.

(a) (1) A registered broker–dealer shall make and keep correspondence, memoranda, papers, books, and other records that the Commissioner requires by rule.

(2) The Commissioner’s authority to adopt rules under paragraph (1) of this subsection is subject to the limitations of § 15 of the Securities Exchange Act of 1934.

(3) A registered investment adviser shall make, keep, and preserve accounts, correspondence, memoranda, papers, books, and other records that the Commissioner requires by rule.

(4) The Commissioner’s authority to adopt rules under paragraph (3) of this subsection is subject to the limitations of § 222 of the Investment Advisers Act of 1940.

(f) (1) **(I)** All the records referred to in subsection (a) of this section are subject at any time or from time to time to the reasonable periodic, special, or other examinations by representatives of the Commissioner, within or without this State, which the Commissioner considers necessary or appropriate in the public interest or for the protection of investors.

**(II) THE COMMISSIONER MAY PERFORM AN AUDIT OR INSPECTION AT ANY TIME AND WITHOUT PRIOR NOTICE.**

**(III) THE COMMISSIONER MAY COPY AND REMOVE FOR AUDIT OR INSPECTION COPIES OF ALL RECORDS THE COMMISSIONER REASONABLY CONSIDERS NECESSARY OR APPROPRIATE TO CONDUCT THE AUDIT OR INSPECTION.**

(2) For the purpose of avoiding unnecessary duplication of examinations, the Commissioner, to the extent the Commissioner considers it practicable in administering this subsection, may cooperate with the securities administrators of other states, the Securities and Exchange Commission, and any national securities exchange or national securities association registered under the Securities Exchange Act of 1934.

11–412.

(a) The Commissioner by order may deny, suspend, or revoke any registration if the Commissioner finds that the order is in the public interest and that the applicant or registrant or, in the case of a broker–dealer or investment adviser, any partner, officer, or director, any person occupying a similar status or performing similar functions, or any person directly or indirectly controlling the broker–dealer or investment adviser:

(6) Is the subject of an order entered within the past five years by the securities administrator or any other financial services regulator of any state or by the Securities and Exchange Commission denying, **SUSPENDING**, or revoking registration as a broker–dealer, investment adviser, investment adviser representative, or agent or the

substantial equivalent of those terms as defined in this title, or any other financial services license or registration, or is the subject of an order by the Commodity Futures Trading Commission denying, suspending, or revoking registration under the Commodity Exchange Act, or is suspended [or], expelled, **OR BARRED** from a national securities exchange or national securities association registered under the Securities Exchange Act of 1934 either by action of a national securities exchange or national securities association, the effect of which action has not been stayed by appeal or otherwise, or by order of the Securities and Exchange Commission, or is the subject of a United States post office fraud order, but:

(i) The Commissioner may not institute a revocation or suspension proceeding under this item (6) more than one year from the date of the order or action relied on; and

(ii) The Commissioner may not enter an order under this item (6) on the basis of an order under another state act unless that order was based on facts which would currently constitute a ground for an order under this section;

(10) Has failed reasonably to supervise the broker–dealer’s agents, if the person is a broker–dealer, or the investment adviser’s representatives, if the person is an investment adviser; [or]

(11) Has failed to pay the proper fee, but the Commissioner may enter only a denial order under this item (11), and the Commissioner shall vacate the order when the deficiency is corrected;

**(12) IS SUBJECT TO A REQUEST FROM THE CHILD SUPPORT ENFORCEMENT ADMINISTRATION TO SUSPEND OR REVOKE A REGISTRATION BASED ON FAILURE TO PAY SUPPORT OBLIGATIONS;**

**(13) REFUSES TO ALLOW THE COMMISSIONER TO CONDUCT OR OTHERWISE IMPEDES THE COMMISSIONER IN CONDUCTING AN AUDIT OR INSPECTION UNDER § 11–411(F) OF THIS SUBTITLE OR REFUSES ACCESS TO A REGISTRANT’S OFFICE TO CONDUCT AN AUDIT OR INSPECTION UNDER § 11–411(F) OF THIS SUBTITLE; OR**

**(14) IS THE SUBJECT OF A CEASE AND DESIST ORDER ISSUED BY THE SECURITIES AND EXCHANGE COMMISSION OR ISSUED UNDER THE SECURITIES, COMMODITIES, INVESTMENT, FRANCHISE, BANKING, FINANCE, OR INSURANCE LAWS OF A STATE.**

(b) (1) In this subsection, “final administrative order” does not include an order that is stayed or subject to further review or appeal.

(2) If an applicant for initial registration discloses the existence of a final judicial or administrative order to the Commissioner before the effective date of the initial

registration, the Commissioner may not institute a suspension or revocation proceeding based solely on the judicial or administrative order unless the proceeding is initiated within [90 days immediately following] **ONE YEAR AFTER** the effective date of the applicant's initial registration.

[11-418.

(a) By August 31 of each year, the Commissioner shall provide to the Department of Assessments and Taxation a list of broker-dealers and investment advisers registered as broker-dealers or investment advisers during the previous fiscal year, to assist the Department of Assessments and Taxation in identifying new businesses within the State.

(b) The list provided under this section shall:

(1) Be provided free of charge; and

(2) Include, for each person on the list:

(i) The name and mailing address of the person; and

(ii) The federal tax identification number of the person or, if the person does not have a federal tax identification number, the Social Security number of the person.]

11-503.1.

(a) A person may not offer or sell a federal covered security in this State unless the documents required by this section are filed and the fees required by § 11-506 or § 11-510.1 of this subtitle are paid.

(b) With respect to a federal covered security specified in § 18(b)(2) of the Securities Act of 1933, the Commissioner may require, by rule, order, or otherwise, the filing of the following documents:

(1) Before the initial offer of the federal covered security in this State:

(i) A notice in a form that the Commissioner requires or the documents filed with the Securities and Exchange Commission under the Securities Act of 1933;

(ii) A consent to service of process signed by the issuer; and

(iii) The fee required under § 11-510.1 of this subtitle; and

(2) After the initial offer of the federal covered security in this State:

(i) Any document that is part of an amendment filed with the Securities and Exchange Commission under the Securities Act of 1933; and

(ii) As necessary to compute fees, an annual or periodic report of the value of the federal covered securities offered or sold in this State together with any fee required under § 11–510.1(b) and (c) of this subtitle.

(c) With respect to a security that is a federal covered security specified in § 18(b)(3) or (4) of the Securities Act of 1933, the Commissioner may require, by rule, order, or otherwise, the issuer to file:

(1) A consent to service of process signed by the issuer;

(2) The fee required under § 11–506 of this subtitle; and

(3) Any document filed with the Securities and Exchange Commission under the Securities Act of 1933.

**(D) (1) IF AN ISSUER FAILS TO TIMELY FILE THE ITEMS UNDER SUBSECTION (B) OR (C) OF THIS SECTION AND A STOP ORDER HAS NOT BEEN ISSUED UNDER SUBSECTION (E) OF THIS SECTION, THE ISSUER MAY SATISFY THE REQUIREMENTS OF SUBSECTION (B) OR (C) OF THIS SECTION, AS APPLICABLE, BY MAKING A LATE FILING AND PAYING THE FEES REQUIRED FOR A LATE FILING UNDER § 11–506 OR § 11–510.1 OF THIS SUBTITLE.**

**(2) AN ISSUER THAT MAKES A LATE FILING IN ACCORDANCE WITH PARAGRAPH (1) OF THIS SUBSECTION WILL TERMINATE ANY RIGHT OR LIABILITY THAT ACCRUES BASED ON THE FAILURE TO SATISFY THE REQUIREMENTS OF SUBSECTION (B) OR (C) OF THIS SECTION IF:**

**(I) THERE IS NO ACTION PENDING UNDER SUBSECTION (E) OF THIS SECTION OR ANY OTHER PROVISION OF THIS TITLE;**

**(II) A PERSON WITH THE RIGHT HAS NOT RELIED DETRIMENTALLY ON THE ABSENCE OF THE FILING; AND**

**(III) THE LATE FILING IS MADE WITHIN 1 YEAR OF THE ORIGINAL DUE DATE OF THE FILING.**

**[(d)] (E)** Except for a federal covered security specified in § 18(b)(1) of the Securities Act of 1933, the Commissioner may issue a stop order suspending the offer and sale of a federal covered security, if the Commissioner finds that:

(1) The order is in the public interest; and

(2) There is a failure to comply with any condition established under this section.

**[(e)] (F)** The Commissioner may waive, by rule, order, or otherwise, the filing of any document required under this section.

11-506.

(b) (1) Except as provided in paragraph (2) of this subsection, a person required to submit a filing in accordance with an exemption granted under this title shall pay a fee of \$400 for each filing.

(2) A person required to submit a filing in accordance with the exemption granted under § 11-601(16) of this title shall pay a fee of \$100 for each filing.

(3) A person required to submit a notice of the offer or sale of federal covered securities under § 11-503.1(c) of this subtitle shall pay:

**(I) [a] A fee of \$100 for each filing; AND**

**(II) AN ADDITIONAL FEE OF \$150 FOR EACH FILING MADE AFTER THE FILING DUE DATE.**

11-510.1.

(a) A face-amount certificate company, an open-end management company, a closed-end management company that is not a federal covered security under § 18(b)(1) of the Securities Act of 1933, or a unit investment trust, as those terms are defined in the Investment Company Act of 1940, shall comply with the requirements of this section, if the company or trust files:

(1) A notice under § 11-503.1 of this subtitle of the offer or sale in this State of an indefinite amount of federal covered securities specified in § 18(b)(2) of the Securities Act of 1933; or

(2) An application to register under § 11-503 of this subtitle the offer and sale in this State of an indefinite amount of securities.

(b) (1) **[A] EXCEPT AS PROVIDED IN PARAGRAPH (3) OF THIS SUBSECTION,** A face-amount certificate company or an open-end management company, at the time of filing, shall pay an initial fee of \$500 and within 60 days after the issuer's fiscal year end during which its registration statement is effective or notice required by § 11-503.1(b) of this subtitle is filed:

(i) Pay a fee of \$1,300; or

(ii) 1. File a report on a form the Commissioner by rule adopts, reporting all sales of securities to persons within this State during the fiscal year; and

2. Pay a fee of 0.1 percent of the maximum aggregate offering price at which the securities were sold in this State.

(2) (i) When calculating the fee in accordance with paragraph (1)(ii)2 of this subsection, the initial fee of \$500 shall be deducted from the aggregate fee due.

(ii) Except as provided in **PARAGRAPH (3) OF THIS SUBSECTION AND** subsection (d) of this section, the aggregate fee due under this paragraph may not exceed \$1,500.

(iii) **[If] EXCEPT AS PROVIDED IN PARAGRAPH (3) OF THIS SUBSECTION AND SUBSECTION (D) OF THIS SECTION, IF** the amount due under paragraph (1)(ii)2 of this subsection is less than \$500, no additional amount may be payable, and no credit or refund may be allowed or returned.

**(3) IF A FILING REQUIRED UNDER SUBSECTION (A) OF THIS SECTION AND § 11-503.1 OF THIS SUBTITLE IS NOT RECEIVED BY THE COMMISSIONER BY THE DEADLINE ESTABLISHED, THE ISSUER, IN ADDITION TO THE FEE REQUIRED UNDER THIS SECTION, SHALL PAY A LATE FEE OF \$500.**

(c) (1) **[At] EXCEPT AS PROVIDED IN PARAGRAPH (4) OF THIS SUBSECTION, AT** the time of filing, a unit investment trust, or a closed-end management company that is not a federal covered security under § 18(b)(1) of the Securities Act of 1933, shall pay an initial fee of \$500.

(2) Within 60 days after the anniversary of the date on which the issuer's offer became effective or its notice filed under § 11-503(b) of this subtitle was accepted, a unit investment trust, or a closed-end management company that is not a federal covered security under § 18(b)(1) of the Securities Act of 1933, shall:

(i) Pay a fee of \$1,300; or

(ii) 1. File a report on a form the Commissioner by rule adopts, reporting all sales of securities to persons within this State during the effective period of the registration statement or the acceptance period of the notice filed under § 11-503.1(b) of this subtitle; and

2. Pay a fee of 0.1 percent of the maximum aggregate offering price at which the securities were sold in this State.

(3) (i) When calculating the fee in accordance with paragraph (1)(ii)2 of this subsection, the initial \$500 fee shall be deducted from the aggregate fee due.

(ii) Except as provided in **PARAGRAPH (4) OF THIS SUBSECTION AND** subsection (d) of this section, the aggregate fee due under this paragraph may not exceed \$1,500.

(iii) Except as provided in **PARAGRAPH (4) OF THIS SUBSECTION AND** subsection (d) of this section, if the amount due under paragraph (1)(ii)2 of this subsection is less than \$500, no additional amount may be payable, and no credit or refund may be allowed or returned.

**(4) IF A FILING REQUIRED UNDER SUBSECTION (A) OF THIS SECTION AND § 11-503.1 OF THIS SUBTITLE IS NOT RECEIVED BY THE COMMISSIONER BY THE DEADLINE ESTABLISHED IN PARAGRAPH (2) OF THIS SUBSECTION, THE ISSUER, IN ADDITION TO THE FEE REQUIRED UNDER THIS SECTION, SHALL PAY A LATE FEE OF \$500.**

(d) (1) The Commissioner, by rule, order, or otherwise, may extend the length of the renewal period to a period not exceeding 2 years for the effectiveness of a registered offering or for a notice filed under § 11-503.1 of this subtitle.

(2) If the Commissioner extends a renewal period in excess of 1 year, the fee shall be prorated to the extended renewal period.

11-601.

The following securities are exempted from §§ 11-205 and 11-501 of this title:

(11) [Any investment contract or other security issued in connection with an employee's stock purchase, savings, pension, profit-sharing, or similar benefit plan if, in the case of plans which are not qualified under § 401 of the Internal Revenue Code and which provide for contributions by employees, the Commissioner is notified in writing 30 days before the inception of the plan in this State] **ANY INVESTMENT CONTRACT OR OTHER SECURITY ISSUED IN CONNECTION WITH AN EMPLOYEE'S STOCK PURCHASE, SAVINGS, PENSION, PROFIT-SHARING, STOCK OPTION, EQUITY COMPENSATION, OR SIMILAR BENEFIT PLAN IF:**

**(I) NO COMMISSION OR OTHER REMUNERATION IS PAID IN CONNECTION WITH THE OFFERING; AND**

**(II) 1. THE PLAN IS QUALIFIED UNDER THE INTERNAL REVENUE CODE;**

**2. THE PLAN COMPLIES WITH RULE 701 UNDER THE SECURITIES ACT OF 1933; OR**

**3. THE SECURITY IS EFFECTIVELY REGISTERED UNDER §§ 6 THROUGH 8 OF THE SECURITIES ACT OF 1933 AND IS OFFERED AND SOLD IN COMPLIANCE WITH THE PROVISIONS OF § 5 OF THE SECURITIES ACT OF 1933;**

11-701.1.

(a) Whenever the Commissioner determines that a person has engaged or is about to engage in any act or practice constituting a violation of any provision of this title or any rule or order under this title **OR THAT A PERSON HAS ~~MATERIALLY AIDED, IS MATERIALLY AIDING, OR IS ABOUT TO MATERIALLY AID~~ KNOWINGLY OR RECKLESSLY PROVIDED SUBSTANTIAL ASSISTANCE, IS KNOWINGLY OR RECKLESSLY PROVIDING SUBSTANTIAL ASSISTANCE, OR IS ABOUT TO KNOWINGLY OR RECKLESSLY PROVIDE SUBSTANTIAL ASSISTANCE TO ANOTHER PERSON IN CONNECTION WITH AN ACT, A PRACTICE, OR A COURSE OF BUSINESS CONSTITUTING A VIOLATION OF THIS TITLE OR A RULE ADOPTED OR AN ORDER ISSUED UNDER THIS TITLE**, and that immediate action against such person is in the public interest, the Commissioner may in his discretion issue, without a prior hearing, a summary order directing such person to cease and desist from engaging in such activity, provided that the summary cease and desist order gives the person:

(1) Notice of the opportunity for a hearing before the Commissioner to determine whether the summary cease and desist order should be vacated, modified, or entered as final; and

(2) Notice that the summary cease and desist order will be entered as final if such person does not request a hearing within 15 days of receipt of the summary cease and desist order.

(b) Whenever the Commissioner determines after notice and a hearing (unless the right to notice and a hearing is waived) that a person has engaged in any act or practice constituting a violation of any provision of this title or any rule or order under this title **OR THAT A PERSON HAS ~~MATERIALLY AIDED~~ KNOWINGLY OR RECKLESSLY PROVIDED SUBSTANTIAL ASSISTANCE TO ANOTHER PERSON IN CONNECTION WITH AN ACT, A PRACTICE, OR A COURSE OF BUSINESS CONSTITUTING A VIOLATION OF THIS TITLE OR A RULE ADOPTED OR AN ORDER ISSUED UNDER THIS TITLE**, the Commissioner may in his discretion and in addition to taking any other action authorized under this title:

(1) Issue a final cease and desist order against such person;

(2) Censure such person if such person is registered under this title;

(3) Bar such person from engaging in the securities business or investment advisory business in this State;

(4) Issue a penalty order against such person imposing a civil penalty up to the maximum amount of \$5,000 for any single violation of this title; or

(5) Take any combination of the actions specified in this subsection.

11-702.

(a) Whenever it appears to the Commissioner that any person is about to engage in any act or practice constituting a violation of any provision of this title or any rule or order under this title **OR THAT THE PERSON IS ABOUT TO KNOWINGLY OR RECKLESSLY PROVIDE SUBSTANTIAL ASSISTANCE TO ANOTHER PERSON IN CONNECTION WITH AN ACT, A PRACTICE, OR A COURSE OF BUSINESS CONSTITUTING A VIOLATION OF THIS TITLE OR A RULE ADOPTED OR AN ORDER ISSUED UNDER THIS TITLE**, he may in his discretion bring an action to obtain 1 or more of the following remedies:

(1) A temporary restraining order; or

(2) A temporary or permanent injunction.

(b) Whenever it appears to the Commissioner that any person has engaged in any act or practice constituting a violation of any provision of this title or any rule or order under this title **OR THAT A PERSON HAS ~~MATERIALLY AIDED, IS MATERIALLY AIDING, OR IS ABOUT TO MATERIALLY AID~~ KNOWINGLY OR RECKLESSLY PROVIDED SUBSTANTIAL ASSISTANCE, IS KNOWINGLY OR RECKLESSLY PROVIDING SUBSTANTIAL ASSISTANCE, OR IS ABOUT TO KNOWINGLY OR RECKLESSLY PROVIDE SUBSTANTIAL ASSISTANCE TO ANOTHER PERSON IN CONNECTION WITH AN ACT, A PRACTICE, OR A COURSE OF BUSINESS CONSTITUTING A VIOLATION OF THIS TITLE OR A RULE ADOPTED OR AN ORDER ISSUED UNDER THIS TITLE**, the Commissioner may in the Commissioner's discretion bring an action to obtain one or more of the following remedies:

(1) A temporary restraining order;

(2) A temporary or permanent injunction;

(3) A civil penalty up to a maximum amount of \$5,000 for any single violation of this title;

(4) A declaratory judgment;

(5) The appointment of a receiver or conservator for the defendant or the defendant's assets;

(6) A freeze of the defendant's assets;

(7) Rescission;

(8) Restitution; [and]

**(9) DISGORGEMENT;**

**(10) PAYMENT OF PREJUDGMENT AND POSTJUDGMENT INTEREST;**

AND

**[(9)] (11)** Any other relief as the court deems just.

(c) **AN ACTION UNDER THIS SECTION IS NOT SUBJECT TO THE PROVISIONS OF § 5–107 OF THE COURTS AND JUDICIAL PROCEEDINGS ARTICLE.**

(D) The Commissioner may not be required to post a bond in any action under this section.

### Article – Family Law

14–101.

(a) In this title the following words have the meanings indicated.

(j) Except as provided in §§ 14–201, 14–402, and 14–403 of this title, “local department” means the local department that has jurisdiction in the county:

(1) where the vulnerable adult lives; [or]

(2) **FOR PURPOSES OF A NOTICE RECEIVED UNDER § 11–307 OF THE CORPORATIONS AND ASSOCIATIONS ARTICLE, WHERE AN INDIVIDUAL WHO IS AT LEAST 65 YEARS OLD LIVES; OR**

(3) where the abuse is alleged to have taken place.

(q) “Vulnerable adult” means an adult who lacks the physical or mental capacity to provide for the adult’s daily needs.

14–201.

To implement the policy set out in § 14–102 of this title, the Secretary, with the advice of the Secretary of Health and Mental Hygiene and the Secretary of Aging, shall develop, supervise, and cause each local department to implement a program of protective services for disabled individuals and vulnerable adults.

14–302.

(c) Any individual other than a health practitioner, human service worker, or police officer who has reason to believe that an alleged vulnerable adult has been subjected to abuse, neglect, self-neglect, or exploitation may file with the local department an oral or written report of the suspected abuse, neglect, self-neglect, or exploitation.

14-309.

Any person who makes or participates in making a report under this subtitle or participates in an investigation or a judicial proceeding resulting from a report under this subtitle shall have the immunity from liability described under § 5-622 of the Courts and Judicial Proceedings Article.

SECTION 2. AND BE IT FURTHER ENACTED, That this Act shall take effect October 1, 2017.

**Enacted under Article II, § 17(c) of the Maryland Constitution, May 27, 2017.**