

## **Andrew Gordon Walker**

Vancouver, BC

Called to the bar: May 10, 1984; Ontario 1980

Ceased membership: November 28, 2008

### **Facts**

Andrew Gordon Walker practised at a number of firms and has specialized in securities law. Between December 2003 and April 2006 he acted as corporate legal counsel to a Calgary-based junior oil company, P Corp. Walker was also an officer and director of P Corp., a public company listed on the TSX Venture Exchange.

### **Misappropriated funds**

In February 2005, Walker and two other directors of P Corp. caused \$86,000 of the company's funds to be deposited to Walker's trust account. The money was used to buy privately held P Corp. shares which were divided among Walker and the two directors. This use of the funds was not disclosed in P Corp.'s interim financial statements, which were signed by Walker. In mid-2005, P Corp.'s new CEO and new CFO questioned Walker about the \$86,000 expenditure. Walker returned the funds in 2006 and took the position that the money had been a loan, albeit unauthorized and undocumented.

### **Assisting in dishonesty, crime or fraud**

In early 2005, a P Corp. director, GT, advised Walker that 278,462 shares of P Corp. were to be issued to SM as "finder's fee" shares. Permission was granted by TSX to issue these shares. Walker subsequently discovered that SM was not a "finder" but rather a neighbour and personal lawyer of GT. Instead of advising the TSX and having the shares returned to treasury, Walker, GT and SM devised a plan to transfer the shares to a fourth individual, with the intention that the shares be sold and the proceeds divided among them.

Walker continues to be the subject of proceedings by TSX and the BC Securities Commission.

A citation was issued against Andrew Walker on February 12, 2008, and amended August 28, 2008, alleging misappropriation, conflict of interest, and assisting dishonesty, crime or fraud.

### **Admission and Penalty**

In October 2008, Walker admitted that his conduct constituted professional misconduct, conduct unbecoming a lawyer, and incompetent performance of his duties. He resigned his membership with the Law Society, effective November 28, 2008. Under Rule 4-21, the Discipline Committee accepted Walker's admission and his undertakings:

1. not to reapply for reinstatement for at least 10 years;
2. not to apply for membership in any other Canadian law society without notifying the Law Society of BC; and
3. not to work for any lawyer or law firm, or allow his name to appear on any lawyer's or law firm's letterhead, without the Law Society of BC's written consent.

