

In the Matter of the

FINANCIAL INSTITUTIONS ACT, RSBC 1996, c.141
(the “Act”)

and the

INSURANCE COUNCIL OF BRITISH COLUMBIA
 (“Council”)

and

APOLLO INSURANCE SOLUTIONS LTD.
 (“AIS”)

and

APOLLO INSURANCE AGENCY LTD.
 (“AIA”)

and

RANDY DAVID CARROLL
(the “Nominee”)

ORDER

As Council made an intended decision on January 28, 2025, pursuant to sections 231, 236, and 241.1 of the Act; and

As Council, in accordance with section 237 of the Act, provided the Nominee, AIS, and AIA with written reasons and notice of the intended decision dated April 23, 2025; and

As the Nominee, AIS, and AIA have not requested a hearing of Council’s intended decision within the time period provided by the Act;

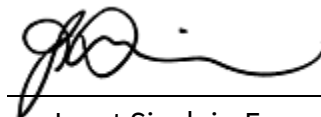
Under authority of sections 231, 236, and 241.1 of the Act, Council orders that:

- 1) The Nominee is fined \$5,000, to be paid by September 3, 2025;
- 2) The Nominee’s level 3 general agent licence is downgraded to a level 2 general agent licence commencing on June 5, 2025, and Council will not consider any application

from the Nominee for a level 3 general agent licence for a period of 12 months, commencing on June 5, 2025, and ending at midnight on June 4, 2026;

- 3) The Nominee is required to complete the following courses, by September 3, 2025:
 - i. the Council Rules Course for General Insurance Agents, Salespersons and Adjusters; and
 - ii. the Nominee Responsibilities and Best Practice Course for General Insurance Agents & Adjusters;(collectively, the “Courses”)
- 4) AIS and AIA are fined jointly and severally in the amount of \$20,000, to be paid by September 3, 2025;
- 5) AIS and AIA are jointly and severally assessed Council’s investigation costs in the amount of \$1,337.50, to be paid by September 3, 2025;
- 6) A condition is imposed on the Nominee’s general agent licence that failure to complete the Courses and pay the fine by September 3, 2025, will result in the automatic suspension of the Nominee’s general agent licence and the Nominee will not be permitted to complete the Nominee’s 2027 annual licence renewal until such time as the Nominee has successfully completed the Courses and paid the fine in full; and
- 7) A condition is imposed on each of AIS and AIA’s general insurance licences that their failure to pay the fine and the investigation costs by September 3, 2025, will result in the automatic suspension of each of their general insurance licences and they will not be permitted to complete their 2027 annual renewal licence until such time as they have paid the fine and investigation costs in full.

This order takes effect on the **5th day of June, 2025.**



Janet Sinclair, Executive Director
Insurance Council of British Columbia

INTENDED DECISION

of the

INSURANCE COUNCIL OF BRITISH COLUMBIA
(“Council”)

respecting

APOLLO INSURANCE SOLUTIONS LTD.
(“AIS”)

and

APOLLO INSURANCE AGENCY LTD.
(“AIA”)

and

RANDY DAVID CARROLL
(the “Nominee”)

1. Pursuant to section 232 of British Columbia’s *Financial Institutions Act* (the “Act”), Council conducted an investigation to determine whether AIS and AIA (collectively, the “Agencies”) as well as the Nominee, acted in compliance with the requirements of the Act, Council Rules, and Code of Conduct in connection with concerns that the Agencies had held themselves out inappropriately. Specifically, the concerns were that, at various times, the Agencies had represented themselves on their publicly accessible website as being an “insurance company” in circumstances where they have not been licensed or authorized to underwrite or transact as insurers.
2. As part of Council’s investigation, on November 5, 2024, a Review Committee (the “Committee”) met by videoconference to discuss this matter. Prior to the meeting, a copy of an investigation report prepared by Council staff was provided to the Agencies and the Nominee. Part of the meeting was attended by the Nominee and M.A., an officer of AIS, who had asked to attend the meeting on behalf of the Agencies. At the outset of the meeting, the Nominee confirmed that he was not aware of any inaccuracies in the investigation report. Then, M.A. and the Nominee provided information on the history and operations of the Agencies, and they responded to questions of the Committee relating to the issues discussed in the investigation report. After the Nominee and M.A. had left the meeting, the Committee deliberated on this matter and on its recommendations to Council.
3. The Committee’s report, along with the aforementioned investigation report prepared by Council staff, were reviewed by Council at its meeting on January 28, 2025, where it was determined that the matter should be disposed of in the manner set out below.

PROCESS

4. Pursuant to section 237 of the Act, Council must provide written notice to the Agencies and the Nominee of the action it intends to take under sections 231, 236, and 241.1 of the Act before taking such action. The Agencies and the Nominee may then accept Council's decision or request a formal hearing. This intended decision operates as written notice of the action Council intends to take against each of the Agencies and the Nominee in this matter.

FACTS

5. The Agencies are licenced by Council as insurance agencies. AIS has held an active corporate general insurance licence with Council since May 1, 2019, and AIA has held an active corporate general insurance licence with Council since March 18, 2021.
6. The Nominee has been licensed with Council since September 15, 2020 as a level 3 general insurance agent. The Nominee's licence is currently active and he is authorized to represent AIS, AIA, and another corporation. In addition to his licensure in British Columbia, the Nominee also holds general insurance licences in Alberta, Saskatchewan, Manitoba, Ontario, Nova Scotia, New Brunswick, Prince Edward Island, and Newfoundland and Labrador.

Prior Files

7. Before opening the investigation file that has led to the making of this intended decision, Council opened two prior files based on two separate complaints that Council received in 2021 concerning inappropriate holding out by the Agencies.
8. By email dated April 13, 2021, a complainant brought to Council's attention that the Agencies had represented themselves as an "insurance company" on their publicly accessible website, as well as in other locations on the internet. The complainant specifically raised the concern that the Agencies' representations were misleading given that the Agencies did not appear to be a true insurance company.
9. After receipt of this complaint, Council staff contacted the Nominee and advised him that revisions to the Agencies' advertising and public representations were necessary to avoid any statement or implication that the Agencies were insurance companies or insurers.
10. After the Agencies had revised their website, by letter dated May 6, 2021, Council reminded the Agencies and the Nominee of their responsibilities to read, understand, and comply with their regulatory obligations under Council's Code of Conduct and Rules. The letter advised that Council had elected not to further pursue that file (the "First Reminder Letter").

11. On May 27, 2021, Council received a second complaint regarding the Agencies holding themselves out as an insurance company. This second complaint alleged that the Agencies had called themselves an online insurance company even though they appeared to be an insurance broker and not an insurer.
12. Council opened a new file because of the second complaint. Based on a fresh review of the Agencies' website, Council staff identified statements published on the website that had the potential to mislead the public into believing that the Agencies were underwriters of insurance policies.
13. Council staff once again contacted the Agencies and requested revisions to the Agencies' website. Specifically, it was requested that the Agencies remove statements that suggested that they were underwriters of any insurance product. The Nominee and the Agencies agreed to make the requested revisions to their website.
14. After it appeared that the Agencies had made the requested revisions to their website, by letter dated September 22, 2021, Council staff advised the Agencies and the Nominee that having had considered their cooperation, Council had elected not to further pursue the matter raised in the second complaint file. However, the letter again reminded the Agencies and the Nominee of their regulatory responsibilities, and it warned them that any future concerns of the same nature would be reviewed with consideration of the letter (the "Second Reminder Letter").

The Present Matter

15. The investigation file for the present matter was opened when, on or about August 14, 2023, Council staff discovered based on their own initiative that the Agencies' website was at that time publicly representing the Agencies as "a new kind of insurance company".
16. By letter dated November 27, 2023, Council's investigator advised the Agencies and the Nominee of a new concern that the Agencies were inappropriately holding themselves out on their website. The letter requested for the Agencies and the Nominee to provide information regarding their updating of the Agencies' website and when the updates had been made.
17. By email dated December 15, 2023, the Nominee advised Council's investigator that the Agencies' website had been updated to utilize a new website platform and that the updating had occurred in November 2023.
18. By email dated May 16, 2024, Council's investigator noted to the Nominee that on two occasions prior to 2023, Council had raised with the Agencies concerns about their inappropriate holding out of themselves.
19. In May 2024, the Agencies website had been revised and statements to the effect that the Agencies were "a new kind of insurance company" had been changed to state that they were "a new kind of insurance provider".

Review Committee Meeting

20. On November 5, 2024, at the Committee's meeting with the Nominee and M.A., the Committee referred them to a page on the Agencies' website that was publicly accessible as of the date of the meeting, which included the following statement:

With APOLLO Insurance, Canada's leading online insurance company, you can find custom coverage for your business within minutes.

21. At their meeting with the Committee, both the Nominee and M.A. admitted that the abovementioned statement on the Agencies' website was inappropriate.
22. When it was put to the Nominee that he was the nominee of the Agencies and responsible for them, the Nominee readily agreed. When the Nominee was then asked why the Agencies had repeated their inappropriate holding out of themselves as an insurance company, the Nominee stated that after concerns were raised by Council in 2021, he had discussed with the marketing department of the Agencies on how the Agencies ought to describe themselves publicly. The Nominee blamed the inappropriate representations published on the Agencies' website on the overzealousness of the Agencies' marketing department, but he said that any regulatory breaches committed by the Agencies were unintentional. The Nominee stated that he was unaware of whether the representations on the Agencies' website as of November 5, 2024, to the effect that the Agencies were "Canada's leading online insurance company," were newly published on the website or whether they had been published prior to 2024.
23. M.A. offered the explanation that the founders of the Agencies had started operations in a basement like a "tech company" and that the operations of the Agencies have evolved over time, including during the challenging period of the COVID pandemic.
24. The Nominee stated that he did not know whether AIS, AIA, or both of them owned the domain name where the Agencies' website is published. He said that he did not know exactly how many pages there were on the Agencies' website, but he thought that there were more than 100 pages.
25. The Nominee said that the Agencies' website was updated regularly, about every month. He stated that he is a member of a committee that is consulted on intended updates to the Agencies' website, but that he does not personally review and approve every update or change on the Agencies' website.
26. The Nominee and M.A. confirmed that it was their understanding that the Agencies are not insurance companies.

ANALYSIS

27. The FIA provides the following definition of the term ‘insurance company’ as used in that statute:

The Act

Section 1 of the FIA provides the following definition for the term “insurance company” as used in that statute:

- (a) a company incorporated under the *Business Corporations Act* (“BCA”) for the purpose of carrying on insurance business,
- (b) an insurer incorporated by or under another Act, or
- (c) a pre-existing insurance company,

and includes

- (d) a special Act insurance company that has been converted into a company under section 266 of the BCA for the purpose of carrying on insurance business,
- (e) an extraprovincial insurance corporation that has been continued into British Columbia as a company under section 303 of the BCA,
- (f) a company that results from an amalgamation referred to in section 20 (2), and
- (g) a society that is named in an order of the superintendent made under section 193 (2) of [the FIA] to which society section 59 applies because of section 193 (3),

but does not include

- (h) a corporation continued under the laws of another jurisdiction,
- (i) a society deemed under section 191 to have a business authorization issued under Division 5 of Part 6,
- (j) a mutual fire insurance company as defined in section 188 or a grandparented insurance society as defined in section 200,
- (k) a corporation that
 - (i) is licensed under Division 2 of Part 6 as an insurance agent or insurance adjuster, and

(ii) carries on insurance business only in the corporation's capacity as an insurance agent or insurance adjuster, or

(l) a corporation that is registered as a captive insurance company under the *Insurance (Captive Company) Act*;

[underlining added]

28. Council is troubled by the repeated instances in which the Agencies have held out themselves as an insurance company on their publicly accessible website. After the Agencies had received the First Reminder Letter and the Second Reminder Letter, they did not cease and desist in publicly representing themselves as an insurance company. As late as November 5, 2024, on the date on which the Committee met with the Nominee and M.A. to discuss the matter raised in the investigation report, the Agencies were still publicly representing themselves on their website as being “Canada’s leading online insurance company.”
29. The definition for “insurance company,” as provided at section 1 of the FIA, does not include a corporation, such as either of the Agencies, which is licensed as an insurance agency and carries on insurance business only in that capacity. Under the FIA and as conventionally understood by the public, an insurance company is an insurer who underwrites or enters into a contract of insurance.
30. Each of the two complainants who contacted Council in 2021 specifically raised the concern that the Agencies’ representations to the effect that they were an insurance company was misleading. The difference between an insurance company and an insurance agency was quite clear to the complainants.
31. At all material times, the Nominee knew that the Agencies were not an insurance company. After the Nominee and the Agencies had received the First Reminder Letter and the Second Reminder Letter, they knew that it was inappropriate for the Agencies to publicly represent themselves as being an insurance company, and that any further holding out by the Agencies that they were an insurance company would give rise to a serious regulatory controversy.
32. Notwithstanding any operational challenges that the Agencies may have experienced in setting up and improving their operations during the COVID pandemic, Council believes that the Agencies breached their obligations under section 10 of Council’s Code of Conduct, based on the repeated and continued public representations by the Agencies in 2023 and 2024, to the effect that they were an insurance company.
33. Furthermore, Council believes that the Nominee breached his obligations under section 5 of Council’s Code of Conduct because he failed to properly supervise the Agencies’ website publications to ensure that the Agencies held themselves out appropriately to the public. In this connection, Council also believes that the Nominee failed to take seriously Council’s reminders and warnings in the First Reminder Letter and the Second Reminder Letter.

34. Given the Nominee's role as nominee of each of the Agencies, and having regard to the aforementioned facts and analysis, the Nominee also breached Council Rule 7(6).

PRECEDENTS

35. Prior to making its intended decision in this matter, Council took into consideration the following precedent cases.
36. [Tuoi Thi \(Julie\) Ngo](#) (February 2023): concerned a life agent former licensee who published online marketing materials emphasizing investment services which were determined to include misrepresentations by the former licensee and unlicensed companies controlled by the former licensee. It was determined that the former licensee's misrepresentations posed an ongoing public risk, because if members of the public were misled into engaging in investment or other business activities with the former licensee based on the claims made online, then financial harm could result. In its Intended Decision, Council stated concern that there were competency issues with the former licensee, in addition to problems of intentional dishonesty. The former licensee voluntarily cancelled her life agent licence prior to Council making an order. Council ordered that it will not consider an application for any insurance licence from the former licensee for a period of five years. Council further imposed a fine in the amount of \$12,500, and also assessed costs against the former licensee.
37. [Michael Anthony Edwin Crowe and Advantage Benefits Plus Inc.](#) (April 2020): concerned a licensee and agency that purchased domain names referring to a competitor and made them redirect to the agency's website. The licensee was the nominee of the agency. Prior discipline history of two instances of distributing improper or misleading marketing materials resulted in consideration of progressive discipline. Council issued an Intended Decision in which it determined that the licensee and the agency had, among other things, misled the public in contravention of section 10 of the Code of Conduct. The licensee and the agency did not dispute the facts or findings in the Intended Decision, but they requested a hearing to challenge the fine against the agency, in the amount of \$20,000, provided in the Intended Decision. Council imposed a fine of \$10,000 against the licensee and a fine of \$20,000 against the agency. Furthermore, costs were jointly and severally assessed against the licensee and the agency.
38. [Grant Sheldon Persall](#) (May 2014): concerned a life agent licensee who promoted a particular strategy to potential clients by creating brochures and distributing them. One brochure included the provincial government's logo along with the slogan "The Best Place on Earth," as well as the logos of the Royal Bank of Canada ("RBC") and B2B Bank. The brochure stated, "In partnership with the Royal Bank of Canada Insurance & the Ministry of Finance in BC, Customplan has put together a program to save clients up to 47% on their annual property tax bill." The logos of the provincial government, RBC, and B2B Bank, as well as the name of Customplan, were all used without authorization. Additionally, the licensee used the designation "MBA" in connection his name and called himself a "Property Tax & Investment Specialist" on his business cards. The licensee did not have an undergraduate degree, and his "MBA" was received from a two-month online course. Council also determined that the promoted

strategy was not practical for clients. Council determined that a three-year licence suspension was appropriate, but decided to decrease it to two years, due to the licensee having been inactive for about a year prior to the decision. The licensee was also required to complete the LLQP program before the lifting of the suspension, and was required to be supervised for two years following the suspension. The licensee was also assessed investigative costs.

39. [Michael Anthony Edwin Crowe](#) (September 2012): concerned a life agent licensee who was found to have “created and distributed misleading marketing materials that contain an unfair portrayal of a competitor’s insurance coverage intended primarily to reflect negatively on the competitor,” and to have breached clients’ confidentiality by distributing marketing materials that contained their confidential information, without their approval. The licensee also continued to distribute the marketing materials in question after being advised to stop by Council staff. The licensee was fined \$10,000 (of which \$2,000 was specifically intended by the Hearing Committee to be for the licensee’s “use of incomplete information intended to mislead the public”), and a condition was placed on his licence that prohibited him from using marketing materials in the solicitation of insurance unless specifically provided to the licensee by the insurance company whose product he is soliciting. The licensee was also assessed investigative costs.
40. Council gave consideration to relevant mitigating and aggravating factors prior to making its determination. The mitigating factors were that the Agencies and the Nominee were cooperative in the investigation; they acknowledged that the impugned public representations by the Agencies were inappropriate; and to some extent they remedied their breaches when the breaches were pointed out to them. The aggravating factors were that the breaches were repeated; the Agencies and the Nominee demonstrated flagrant disregard of their regulatory obligations despite prior reminders and warnings; it appeared that the Agencies had intended to derive benefit from the misleading and inaccurate public representations of themselves; and there was potential for real harm to the public due to the breaches in this matter even though there was no evidence of actual harm.
41. In reaching its intended decision in this matter, Council considered the necessity to specifically deter both of the Agencies from further breaches of their obligations to hold themselves out appropriately to the general public.
42. Under section 231 of the FIA, the maximum amount that Council may fine a corporation that is a licensee is \$50,000, which is an amount higher than the maximum fine that Council was able to impose at the time that it fined the insurance agency licensee in the case of [Michael Anthony Edwin Crowe and Advantage Benefits Plus Inc.](#), discussed above. In the instant case, Council has formulated its intended decision as regards penalty so that it is proportionate, having regard to the increase in the maximum fine that Council may impose under the FIA.
43. After weighing all of the relevant considerations, Council made the intended decision set out below. Additionally, Council warns the Agencies that their continuation or repeating of the breaches that are the subject of this intended decision will require further and progressive discipline by Council, and to avoid such outcomes, the Agencies must ensure that they do not make inaccurate public representations of themselves going forward.

INTENDED DECISION

44. Pursuant to sections 231, 236, and 241.1. of the Act, Council made an intended decision to:
- a. fine the Nominee in the amount \$5,000, to be paid within 90 days of the date of Council's order;
 - b. downgrade the Nominee's level 3 general agent licence to a level 2 general agent licence as of the date of Council's order, and to not consider any application from the Nominee for a level 3 general agent licence for a period of 12 months after the date of Council's order;
 - c. require the Nominee to complete the following courses, within 90 days of the date of Council's order:
 - i. the Council Rules Course for General Insurance Agents, Salespersons and Adjusters; and
 - ii. the Nominee Responsibilities and Best Practice Course for General Insurance Agents & Adjusters;(collectively, the "Courses")
 - d. fine the Agencies jointly and severally in the amount of \$20,000, to be paid within 90 days of the date of Council's order;
 - e. assess Council's investigation costs of \$1,337.50 against the Agencies jointly and severally, to be paid within 90 days of the date of Council's order;
 - f. impose a condition on the Nominee's general agent licence that failure to successfully complete the Courses and pay the fine within 90 days of the date of Council's order will result in the automatic suspension of the Nominee's general agent licence and the Nominee will not be permitted to complete the Nominee's 2027 annual licence renewal until such time as the Nominee has successfully completed the Courses and paid the fine in full; and
 - g. impose a condition on each of the Agencies' general insurance licences that their failure to pay the fine and the investigation costs within 90 days of the date of Council's order will result in the automatic suspension of each of their general insurance licences and they will not be permitted to complete their 2027 annual renewal licence until such time as they have paid the fine and investigation costs in full.
45. Subject to the right of the Licensee to request a hearing before Council pursuant to section 237 of the Act, the intended decision will take effect after the expiry of the hearing period.

ADDITIONAL INFORMATION REGARDING COSTS

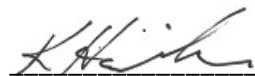
46. Council may take action or seek legal remedies against the Licensee to collect outstanding costs, should these not be paid by the 90-day deadline.

RIGHT TO A HEARING

47. If any of the Agencies or the Nominee wishes to dispute Council's findings or intended decision, they may have legal representation and present a case at a hearing before Council. Pursuant to section 237(3) of the Act, to require Council to hold a hearing, either one of the Agencies or the Nominee who may require a hearing must give notice to Council by delivering to its office written notice of this intention **within 14 days of receiving this intended decision**. A hearing will then be scheduled for a date within a reasonable period of time from receipt of the notice. Please direct written notice to the attention of Executive Director. If none of the Agencies or the Nominee requests a hearing **within 14 days of receiving this intended decision**, the intended decision of Council will take effect.
48. Even if this decision is accepted by the Agencies and the Nominee, pursuant to section 242(3) of the Act, the British Columbia Financial Services Authority ("BCFSA") still has a right of appeal to the Financial Services Tribunal ("FST"). The BCFSA has 30 days to file a Notice of Appeal, once Council's decision takes effect. For more information respecting appeals to the FST, please contact them by telephone at 250-387-3464, visit their website at www.fst.gov.bc.ca or view their appeal guide at <https://www.bcfst.ca/app/uploads/sites/832/2021/06/guidelines.pdf>.

Dated in Vancouver, British Columbia on the **23rd day of April, 2025**.

For the Insurance Council of British Columbia



Per Janet Sinclair
Executive Director