October 2, 2002

Five Year Review Committee
c/o Purdy Crawford, Chair
Osler, Hoskins & Harcourt LLP
Barristers & Solicitors
Box 50, 1st Canadian Place
Toronto, Ontario M5X 1B8

Dear Mr. Crawford:

We appreciate the opportunity to comment on your Draft Report, particularly at this time of national debate on the best approach to securities regulation.

The British Columbia Securities Commission, in its own review of securities regulation, has considered many of the same issues that you have. We refer you to our discussion paper, New Proposals for Securities Regulation, which is on our website at *www.bcsc.bc.ca/bcproposals*. There is much common ground between your thinking and ours, although there are some areas where we have reached different conclusions.

This letter does not comment on all of your recommendations. Where we have not commented, it should not be taken as agreement or disagreement with your recommendation.

National regulator
(Recommendations 1, 2)

You believe that the need for a single Canadian securities regulator is the most pressing securities regulation issue in Canada. We believe the biggest current threat to our markets is not multiple regulators or differences in securities legislation, but over-regulation. Despite a strong trend to uniformity and regulatory cooperation over the past few years, the burden of regulation has increased. The growing burden is indicated by the fact that the volume of regulation has increased 65%, much of which is attributable to the adoption of lengthy and complex national instruments.

Much has been said and written on the question of whether we should have a national regulator. Ultimately, governments will decide this question but there is no indication there will be a resolution any time soon.

In the meantime, we agree with you that we should:

- harmonize securities laws within Canada,

- authorize Canadian securities regulators to delegate their powers to each other and actively exercise that power, and

- permit mutual recognition – so that compliance by a market participant with the securities laws of another Canadian jurisdiction constitutes compliance with the securities laws of the regulator's jurisdiction.

We believe our attention in Canada should not be focused on trying to create a single regulator but on the more urgent task of streamlining and simplifying our regulatory requirements. Even if governments agreed on the desirability of a single regulator, which at present they do not, the time and effort involved in creating one would be considerable. That effort would be counterproductive if the result were to entrench the complex and burdensome requirements we have today. We suggest we devote our efforts instead to developing a simpler, more effective set of rules for the Canadian capital markets.

Thinking globally
(Recommendation 3)

We agree with your recommendation that both foreign and Canadian companies be permitted to prepare their financial statements in accordance with US GAAP. Canadian issuers who choose to report using US GAAP should not also be required to report under Canadian GAAP.

We agree with the reasoning of the commenter you quote that the driving factor should be that a competent body has developed the standards. This is consistent with our proposal that issuers who are regulated by the SEC or other acceptable foreign regulators, and whose securities primarily trade on a market or markets outside Canada, could use their home jurisdiction documents to satisfy Canadian disclosure requirements.

Throughout the Draft Report, you have emphasized the need for increased regulatory harmonization, especially with the US, except where specific policy objectives preclude it. We disagree with this approach insofar as it implies that our default position is that we emulate US regulation.

Certainly we should pay attention to developments in US regulation and consider them carefully to see if they suggest areas of improvement that are appropriate for our markets in Canada. But we think we should be very cautious about simply duplicating US rules in Canada in the name of cross-border harmonization.

The US system is much more costly for market participants than the Canadian system. By US standards, most of our market participants are small, and cannot afford the costs of a US-style system designed for its much bigger markets and players.

We need to recognize that our Canadian system of regulation is robust and offers investor protection just as effective as that in the US. Indeed, several of the recent changes in the US simply bring their standards up to where Canadian standards have been for years.

We believe Canada needs to preserve and enhance its competitive advantage. We should be looking for ways to make our markets distinctive and attractive to foreign capital. We know we can have well-regulated markets with lower costs of compliance than the US, because we have that now. Why would we throw that away?

We both seem to agree that effective regulation is not measured by the thickness of the rulebook. What is important is to have a system of regulation that is effective, efficient and adaptable to new threats to investor protection and market integrity. We believe that governments, regulators and industry in Canada should be embracing innovation to foster healthy capital markets that meet the needs of Canadian businesses and investors in the long term. If instead we simply copy US requirements, we effectively delegate rule making for Canadian markets to the SEC, and surrender the opportunity to develop a competitive operating environment for Canadian businesses.

Our Proposals eliminate duplicate requirements for market participants who operate in well-regulated environments elsewhere, while retaining Canadian securities regulation for Canadian issuers who choose not to access the larger US market.

Rewriting the Act: uniformity is not enough
(Recommendations 9, 10)

We agree with you that Canadian securities regulation has turned into a fragmented scheme that is accessible only to highly specialized practitioners and that securities law should be written in a style that is clear and easy to understand. We agree with you that securities law needs to be re-written, in plain language, so that it is flexible and will enable regulators to quickly respond to changing circumstances.

Currently the Canadian Securities Administrators are engaged in the Uniform Securities Law Project (USL). The OSC and the BCSC are full participants in the project. The project has committed itself to present new securities legislation and

rules to governments by December 31, 2003. This is the same date by which the BCSC has committed to our provincial government to present new securities legislation and rules that reflect an effective, efficient and adaptable regime of regulation that imposes the minimum burden on industry necessary for investor protection and market integrity.

We are urging our colleagues on the USL Steering Committee to seize this opportunity to implement significant streamlining and simplification as part of the harmonizing effort. This is the time to do it: public attention is focused on securities regulatory issues. It would be a shame to squander this opportunity. It is not likely to come again for another 15 to 20 years.

As for the format of the new legislation, we agree with you that the Act should be skeletal in nature with the details left to the rules, so that regulators can respond more quickly to changing circumstances in the marketplace – remembering that securities regulators should consider all of the tools at their disposal, in addition to rule making, in responding to new threats to investor protection and market integrity.

We would also urge you to recommend that both the legislation and rules favour a principles-based approach rather than a rules-based approach. Some prescription will always be necessary but we believe that in Canadian securities regulation the pendulum has swung too far towards prescriptive regulation. Prescriptive regulation has led to long, complicated rules that take too long to adopt and become stale-dated quickly. More important, this approach leads to a loophole-mentality, where people ask “where does it say I cannot do this?”.

On the other hand, principles-based regulation encourages industry to think about compliance in terms of what is right for investors and markets and establishes a system that is flexible and more likely to cover new forms of abuse.

An example of this is our Proposal for a Code of Conduct approach to many aspects of registrant regulation. The Code replaces existing provisions relating to registrants’ qualifications, ongoing proficiency, “know your client” and “suitability”, fair dealing, conflicts of interest, compliance systems, and client complaints. (It does not replace provisions that relate to capital requirements and other matters that are well suited to prescriptive rules.) We have drafted guidelines to assist registrants in applying the principles in the Code. Principles are enshrined and guidance is flexible and can be updated relatively quickly to address concerns that arise.

Pick the most important problems and fix them
(Recommendations 8, 15, 16)

Your observations about the Commission's overcrowded policy agenda and your recommendations in this regard are directed at the OSC, as that is your mandate, but your comments and recommendations apply to CSA generally.

We agree with you that our policy agenda is too crowded, that rules take years to complete, and that we should be focusing our resources on fewer, critical policy issues.

In British Columbia, we have adopted an approach to regulation designed to deal with these issues. This includes the risk-based problem identification and solving methodology described by Professor Malcolm K. Sparrow in his book, *The Regulatory Craft*, which is familiar to those at the senior levels of the OSC. In addition to picking important problems and fixing them, our approach includes making the rules few, simple and clear, fostering a culture of compliance in industry, and acting decisively against misconduct. It appears to us that similar themes run through your Draft Report, and we would encourage you to emphasize this approach in your final report.

We also agree that we should undertake cost benefit analysis to assess the effectiveness of proposed regulations, and that the results should be published. We are in the process of conducting cost-benefit analyses of our Proposals, and will publish the results as they are completed.

Registration of Market Participants
(Recommendation 24)

In your Draft Report you recommend that the registration requirement relating to trading should be moved to a model where the requirement is triggered for persons or companies that are in the business of trading, from a model where the registration requirement is triggered simply by a trade. This issue is being considered as part of the USL Project. Our preliminary analysis led us to the conclusion that this approach would not result in significant simplification compared to the current regime. By narrowing the scope of the requirement, some exemptions could be eliminated, but this would be offset by the need to specify other circumstances where registration would be required that would not be caught by the "carrying on business" definition. Given that the change would also carry the risk of creating unintended loopholes, the benefits do not outweigh the risks.

We do agree that the system would benefit from simplification. We think an effective way of doing so would be to move to a "firm-only" registration regime. Under our Proposal, only firms would need to register. Firms would be required

to keep regulators informed of those representing the firm in trading or advising capacities, and of changes in registration information.

We have concluded that almost all of the benefits of individual registration could be preserved in a firm-only registration system. The information currently provided to the public through the registration system would be continued to be made available to the public, securities regulators would continue to set proficiency standards, and securities regulators would continue to be empowered to suspend or ban inappropriate or unqualified individuals from the market, or place terms and conditions on their participation. While regulators would not be in position to prevent a person becoming a representative, firms will have access to relevant information about applicants that are presently available to regulators, and in view of their responsibility for their employees conduct, we expect they will take their responsibilities to hire and supervise employees very seriously.

SROs
(Recommendation 32)

We note your concern about the co-existence of the trade representation function and the disciplinary function in the same SRO. However, in the absence of evidence that this apparent conflict has resulted in the actual impairment of the disciplinary function, we question whether it is appropriate to direct SROs how to structure their businesses. The conflict arising from this issue, it seems to us, is no greater than the inherent conflict in self-regulation.

Importance of continuous disclosure
(Recommendations 34, 35)

We agree that Canada must be perceived as a fair and safe place to invest, and that this depends in part on the integrity of our continuous disclosure system. We also agree that in order for investors to purchase securities in the secondary market they must be confident that the public record will provide them with the information they need on a timely basis and that the information will be reliable.

Our existing system already does so, and when proposed national instruments 51-102 *Continuous Disclosure Obligations* and 71-102 *Continuous Disclosure and Other Exemptions Relating to Foreign Issuers* are finalized, our system will be enhanced and harmonized nationally.

In your Draft Report you note that the current securities act does not offer the same protection to those who purchase securities in the secondary market as it does to those who purchase securities in a public offering. We think that all public investors should be treated the same – whether they purchase directly from the issuer or in the open market. This means having the same level of

information when they make an investment decision and the same remedies if that information is not accurate.

Continuous disclosure review programs, such as those already established in Ontario and British Columbia, are an important new development in this area, and CSA is working on a national mutual reliance system for continuous disclosure review. The new system is expected to be operational by mid-2004, when the legislation recommended by the USL Project is expected to come into force.

We are pleased to see that you support CSA's proposal to create a statutory civil liability regime for continuous disclosure. However, we think that the statutory civil liability regime for continuous disclosure should be put into effect concurrently with an integrated disclosure system, as discussed below. In addition, the remedies for misrepresentation in the primary market should be amended, so that they are the same as the remedies for misrepresentation in the secondary market.

It is time for a new offering system based on continuous disclosure

In your Draft Report, you briefly describe the Integrated Disclosure System (IDS) that CSA proposed in its 2000 Concept Paper and the Company Registration Model proposed by the Wallman Report in the US. You note that both these approaches have merit, although you do not go so far as to recommend that CSA develop and adopt this type of system.

We believe strongly that the time has come for a system like IDS or the Company Registration model, which permit issuers access to the public markets based on their continuous disclosure. About 98% of securities trading occurs in the secondary market, yet over 25% of our rules are aimed at the remaining 2% of trading in primary distributions. This is why we are proposing the Continuous Market Access system.

CSA has now resumed working on an integrated disclosure system on the instructions of the USL Steering committee in order to ensure that the new legislation can accommodate an integrated disclosure system. However, the USL Steering Committee has not committed to including such a system in the new legislation.

We believe strongly that this is the time to do so. There is strong support all across the country for such a system. We will have imposed on issuers the additional burdens of enhanced continuous disclosure and civil liability for continuous disclosure; we must also give them the offsetting benefits of faster and cheaper access to markets. These benefits are not small. Our preliminary research shows that our CMA Proposal would reduce the time it takes for

companies to get to market by up to 70% and reduce IPO disclosure costs by 15% to 20%, depending on the size of the company.

We urge you to recommend that the CSA develop and adopt an integrated disclosure system as part of the USL project.

The closed system
(Recommendations 36-39, 41)

We agree that the closed system is inefficient, complex, and cries out for simplification. We would go further and say it is time to eliminate it for public companies.

We agree with your observation that the rationales for hold periods and seasoning periods are no longer compelling. With enhanced continuous disclosure obligations, timely disclosure requirements and a statutory civil remedies regime, the rationales for hold periods and seasoning periods disappear. We urge you to recommend that hold periods and seasoning periods be eliminated.

We agree that the closed system should continue to apply to non-reporting issuers.

Materiality standard and disclosure trigger
(Recommendations 42, 43, 47)

In your Draft Report, you recommend that the timely disclosure provisions should not be amended to require disclosure of material information. This keeps the material fact/material change distinction in our current legislation in place. You also recommend changing from the current market impact test for materiality to a reasonable investor test.

We have come to different conclusions. We are proposing that we require issuers to make timely disclosure of material information and that we retain the "market impact" test for whether a matter is material.

In an integrated disclosure system, where an issuer has access to the public markets based on its continuous disclosure, making a distinction between material facts and material changes no longer makes sense. All investors should have the right to the same information when they make an investment decision.

Canadian public companies and their management operate under a material information standard today – Canadian exchanges require them to make timely disclosure of "material information". When they are making timely disclosure

decisions they think in terms whether information is material – and not in terms of whether that information is a fact or a change.

Furthermore, a material information standard enhances disclosure for all investors – as it results in continuous "real time" disclosure to the market of all information that is material, rather than information "pulses" with a higher standard for prospectuses when and if an issuer prepares and files a long form prospectus, and a lower standard for updating that information.

Your Draft Report identifies some specific concerns about moving to a material information standard.

Our Proposals address the concern that issuers would find it more difficult to determine when disclosure must be made if issuers were required to make timely disclosure of material information – rather than material changes – as follows:

- We are proposing that the timely disclosure provisions recognize that there are certain circumstances where an issuer may defer disclosure: while it is establishing the material information, when an event is uncertain, and when there is undue detriment (on making a confidential filing).

- We are proposing to remove the retroactive portion of the material fact definition and to test management decisions on disclosure on the basis of the business judgment rule.

- We are proposing to provide a safe harbour for release of material information.

We address the concern that disclosure of material information would impose a significant burden on issuers to continually monitor matters external to them for the purpose of informing investors as follows:

- We do not believe that issuers would need to behave any differently than they do today. Our Proposals assume that the market processes information that is public. Therefore external events will be processed by the market and be reflected in the issuer's share price whether or not the issuer discloses those events. The only time an issuer would need to consider disclosure in light of publicly known external events is if the effect on the issuer is material and inconsistent with the general impact on issuers in its sector.

We do not agree with your proposed solution to gaps in disclosure (material information that should be disclosed in a timely fashion but that would not be because it is not a "material change"). You have suggested making rules promulgating disclosure requirements in specific circumstances, like the SEC's 8-K approach.

- We think this approach would lead to unnecessary, prescriptive legislation and that it would be a challenge for regulators to keep a "step ahead" to ensure the list included all of the items we think an issuer should disclose on a timely basis. We suspect this is an issue for the SEC, which has recently proposed to add additional items to the 8-K list for required disclosure. Furthermore, the move to "real time" disclosure in the Sarbanes-Oxley Act suggest that the US is moving closer to a timely disclosure regime similar to what we have today.

- We prefer to retain a principles-based approach that focuses management's attention on the reasonably foreseeable impact of the information – as opposed to whether the information is a change or a fact.

We are proposing that the market impact test under our current legislation be retained to determine whether information is material, as opposed to changing to the US reasonable investor test you recommend, because:

- It is the information investors need to know. Our role as regulators is to protect investors from economic harm. The reasonable investor test may well include information beyond the information that would affect price or value. That other information may be interesting or even important – but unless it is reasonable to expect that information will result in a significant change in the market price or value of the issuer's securities, the investor suffers no economic harm if the information is not disclosed. This is particularly important once issuers are facing civil liability for misrepresentations in continuous disclosure. One could argue that if there has been no economic harm there would be no damages, but often the costs of defence rival the ultimate liability, particularly where there are liability caps in place. If civil liability is going to flow from misrepresentations in continuous disclosure, it is important to ensure that issuers are not put to the expense of defending actions based on a standard that includes misstatements and omissions that do not affect the price or value of their securities.

- The market impact test is practical. Issuers and their management who will have civil liability for misrepresentations should not have to guess what a reasonable investor would consider important.

- In the US there is a line of insider trading cases that have used the market impact test to decide whether facts are material under the reasonable investor test – seemingly concluding that a reasonable investor cares about facts that are likely to affect the value of a security, and it is these facts that are material. However, this reasoning has not been applied in other circumstances, leaving the meaning of materiality uncertain. We refer you to an article by Jeffry L. Davis, *Materiality and SEC Disclosure Filings* 24 Securities Law Journal 180 (1996) in which Mr. Davis argues that the market impact test followed by the courts in the insider trading cases is the proper

standard for materiality and there should be no other standard. Mr. Davis was Director, Economic and Policy Research at the SEC from 1982 to 1995.

- A reasonable investor standard may be "easy to apply" – because the answer to whether a reasonable investor would consider the matter important can always be yes. This can lead to an avalanche of trivia and obscure meaningful disclosure. Even the US Supreme Court warned against this possibility in the leading case of *TSC Industries Inc. v. Northway, Inc.* 426 US 438 (1976) – the case that established the US reasonable investor test.

- Damages can be more easily determined based on the market impact of the misrepresentation using standard market models developed by financial economists.

These matters are discussed more fully in our Proposals (pages 13-16, 23-24 and Appendix F).

The problem with retaining the material fact/material change distinction is well-illustrated by the discussion on pages 93 –94 in your Draft Report about press releases that contain earnings information in advance of the release of an issuer's financial statements. You observe that issuers may not characterize the information in the press release as a "material change" (because the information is not a change in the business, operations or capital of an issuer). If the information is not a material change, the issuer is not required to file on SEDAR a material change report containing that information. This leads you to your recommendation that the securities legislation be amended to contain a specific requirement that press releases containing financial information or earnings information must be filed on SEDAR, and to your request for any other definable categories of press releases that reporting issuers should be required to file on SEDAR.

Under our Proposals, no special rule is required to achieve the desired result. Press releases containing material information are required to be filed on SEDAR and become part of the issuer's continuous disclosure record for which the issuer and its management are liable.

Of course, whether we stick with the material fact/material change distinction or move to a material information standard, and whether we stick with the market impact test or move to a reasonable investor test, are matters on which reasonable people can differ. But we are concerned that the differences may have root in what we regard as a popular misunderstanding.

We are concerned that the association of "material fact" with prospectus level disclosure has led to a popular, but incorrect, view that material fact disclosure is equal to prospectus level disclosure and therefore, too onerous for issuers. In

fact, the prospectus form requires disclosure of much information that is not "material", as defined.

If we couple the obligation for issuers to disclose all information that could reasonably be expected to have a significant impact on the market price or value of an issuer's securities with civil liability for failing to do so, we can achieve a simple, effective disclosure system that minimizes the burdens on industry, allows for focused and appropriate regulatory intervention, provides adequate investor protection and supports a fair and efficient capital market. We urge you to reconsider your recommendations in this regard.

Selective Disclosure
(Recommendation 44)

We agree with your conclusion that legislative change is not required to address the issue of selective disclosure. We are pleased that you support the CSA's policy statement and agree with your recommendation for an increased emphasis on enforcement in this area. However, with the introduction of civil liability for failure to make timely disclosure, we think it is appropriate to provide a defence where the selective disclosure was unintentional and it is quickly corrected.

Our Proposals include a defence where an issuer has inadvertently made selective disclosure. Neither the issuer nor its management would be liable to investors if the issuer publishes a clarifying news release within 24 hours. The defence would not be available to anyone who has engaged in tipping, insider trading, fraud or market manipulation. This would encourage issuers to correct the situation quickly and strikes a good balance, dealing fairly with an issuer and its management when the disclosure is unintentional and they have not taken advantage of the situation.

Corporate governance/auditor independence issues
(Recommendations 46, 49-51)

You have recommended that commissions be given rule making authority relating to the functioning and responsibilities of audit committees and for the CSA to work together on an expedited basis to establish standards for audit committees that will make Canadian audit committees "best in class" internationally. You have urged the OSC to monitor ongoing US developments relating to auditor independence and to consider reforms to ensure that Canada does not lag behind international standards. You have also recommended that external auditor review of quarterly financial statements be mandated.

We believe strong corporate governance practices should be encouraged. Indeed, it appears that regulators may need to do little to make this happen. The

recent scandals in the US have focused Canadian and US investor attention on corporate governance issues as never before. In a recent McKinsey & Company survey, 57% of North American institutional investors said they regard a company's corporate governance practices as equal to, or more important than, its financial performance in making their investment decision.

We think that regulators should be very cautious about prescribing how companies must exercise their governance responsibilities. Under the existing regime, the duties of the directors and officers of issuers are clear. They are required to act honestly, in good faith and in the best interests of the company. Imposing officer certification requirements and mandating roles for board committees risks diluting the duties now owed to the company by its officers and directors. This approach also carries the risk of all prescriptive regulation: officers and directors will focus on compliance with the letter of the requirements, rather than the spirit of existing principles that requires them to consider the interests of the company and its shareholders.

We think a preferable approach would be along the lines of that described by the Toronto Stock Exchange in its letter of September 17, 2002 to the Ontario Securities Commission, responding to the Commission's earlier letter about the new requirements recently imposed in the US under the NYSE listing rules and Sarbanes-Oxley.

Mutual fund governance
(Recommendations 56-61)

In your Draft Report, you recommend that all publicly offered mutual funds be required to have an independent governance body.

We agree with you on the principle that there must be a compelling reason to introduce regulation. You acknowledge that there have been virtually no publicly reported cases of abuse in the mutual fund industry arising from self-dealing or conflict of interest allegations. You say that the cost of establishing and maintaining an independent governance body should be recouped by its vigilance on behalf of the unitholders. We understand that work is being done on a cost-benefit analysis to demonstrate this, and we look forward to seeing the results.

We are not convinced that the case has been made to make independent fund governance mandatory. There is a generally heightened focus on governance these days, and there were some indications, even before these issues came to the forefront, that some funds saw benefits in improved governance. This appears to be an area where market-based solutions are worth considering – they are already at work.

We think that encouraging an improvement in governance practices is a good idea, and it is probably a good idea to encourage some degree of uniformity in the area, but this can be achieved by working with industry to develop a set of good practices guidelines. If we are to mandate anything, perhaps all we need to mandate is disclosure of the fund's governance practices compared to the guidelines.

We agree with your recommendation not to register fund managers, particularly if we adopt a code of conduct approach for regulation of market participants in the mutual fund industry, similar to the approach described in the Code of Conduct we published in June 2002 for investment dealers. The code would apply to fund managers; between that and the existing portfolio management registration requirements, we doubt there is enough incremental benefit left to justify the costs of a new registration regime.

It may be that the code of conduct approach could largely address the same issues as mandatory fund governance but at a lower cost. For example, a code of conduct approach might well offer the opportunity for significant relief on the product regulation side, without having to tie that relief to mandatory fund governance.

We will be publishing one or more Codes of Conduct for market participants in the mutual fund industry next month. Investor protection will be enhanced through the usual benefits associated with principles-based regulation (e.g., lower costs, compliance systems created and tailored to reflect the needs of the particular fund organization, and avoidance of the loophole mentality), and regulatory burden would be reduced through the elimination of many of the provisions relating to sales practices, business conduct and similar matters. Our preliminary review indicates that a code could replace about 120 pages of prescriptive regulation.

Enforcement and civil liability
(Recommendations 62, 65, 75, 83, 85)

Many of your recommendations are consistent with enforcement provisions we currently have in British Columbia.

As to your other recommendations:

- We agree with your recommendation that the OSC have the power to order disgorgement of profits to deprive wrongdoers of their ill-gotten gains. We have included a commission power to order disgorgement in our Proposals.

- We agree with your recommendation to monitor the FSA's exercise of its new restitution power with a view to revisiting in the future whether a power to

order restitution would be an appropriate remedy for the OSC. We will be doing the same. We will also be monitoring the Manitoba Securities Commission's experience as it has recently received this power as well.

- We agree with your recommendation that cease trade orders extend to the purchase as well as the sale of securities.

- We agree with your recommendation that CSA consider broadening the civil liability provisions for insider trading by eliminating the privity requirement.

- We agree with your recommendation that insiders be required to report any effective change in, or disposition of, their economic interest in an issuer – equity monetization transactions are dispositions that insiders should report.

We hope you will find these comments useful as you formulate your final report.

Yours very truly,

Brent W. Aitken
Vice Chair

cc: Douglas M. Hyndman
Chair