

NATIONAL INSTRUMENT 31-103 REGISTRATION REQUIREMENTS AND EXEMPTIONS AND CONSEQUENTIAL AMENDMENTS TO RELATED INSTRUMENTS

NOTICE OF NATIONAL INSTRUMENT 31-103 REGISTRATION REQUIREMENTS AND EXEMPTIONS

CSA NOTICE OF RULE, COMPANION POLICY AND CONSEQUENTIAL AMENDMENTS TO RELATED INSTRUMENTS

Introduction

The Canadian Securities Administrators (the CSA or we) have approved National Instrument 31-103 *Registration Requirements and Exemptions* (the Rule), Companion Policy 31-103CP *Registration Requirements and Exemptions* (the Companion Policy) and amendments to related instruments, policies and forms. We refer to the Rule and Companion Policy as the Instrument. Subject to Ministerial approval requirements, the Instrument will come into force on September 28, 2009 (the Implementation Date).

Adopting the Instrument is the last phase of the CSA registration reform project to create a flexible and efficient national registration regime. In addition to the development and implementation of the Instrument, the project has three other phases:

- the National Registration System (implemented in 2005), which will be replaced on the Implementation Date by the passport system under Multilateral Instrument 11-102 *Passport System* (MI 11-102) and passport interface with Ontario under National Policy 11-204 *Process for Registration in Multiple Jurisdictions* (NP 11-204)
- amendments to the registration application process and the use of the National Registration Database (NRD) (implemented in 2007), and
- implementing the core client relationship model (CRM) principles through by-laws of the Investment Industry Regulatory Organization of Canada (IIROC) and the Mutual Fund Dealers Association of Canada (MFDA) (collectively, the self-regulatory organizations or SROs) (published for comment in 2008 and 2009)

Contents of this Notice

This Notice gives an overview of the new CSA registration regime and information about the transition to the new regime. The Notice consists of the following 10 sections:

1. Purpose of the Instrument
2. Feedback on the 2008 Proposal
3. Changes to the 2008 Proposal
4. The registration regime
5. The registration process
6. Transition
7. SRO rule amendments
8. Legislative amendments and adoption of the Instrument

9. Consequential amendments
10. Where to find more information

The Notice also contains the following appendices:

- Appendix A *Summary of comments and responses on the 2008 Proposal*
- Appendix B *Summary of changes to the 2008 Proposal*
- Appendix C *Concordance of changes to the 2008 Proposal*
- Appendix D *Alternative approach to regulating exempt market intermediaries in certain jurisdictions*
- Appendix E *CSA Staff Notice 31-311 Proposed National Instrument 31-103 Registration Requirements and Exemptions – Transition into the new registration regime*
- Appendix F *Adoption of the Instrument and consequential amendments*
- Appendix G *Consequential changes to national instruments, multilateral instruments and companion policies*
- Appendix H *Consequential Changes to local regulations, rules, instruments, notices, and policies*

A blackline version of the Rule reflecting changes to the 2008 Proposal is available on some CSA websites.

1. Purpose of the Instrument

The Instrument and related amendments harmonize, streamline and modernize registration requirements across Canada for firms and individuals who sell securities (and exchange contracts in some jurisdictions), offer investment advice or manage investment funds. The Instrument is intended to strike an appropriate balance between providing an efficient system for registrants and protecting investors.

We think that the Instrument will help create a more efficient business environment for approximately 2,000 firms and 130,000 individuals currently registered under securities legislation. This should result in cost savings for industry and ultimately, for investors. We also expect to see a reduction in the regulatory burden for industry through the adoption of a permanent registration regime and streamlined transfer procedures.

At the same time, more comprehensive requirements should benefit investors and allow us to more effectively regulate market participants. We have expanded the requirement to register to include investment fund managers and exempt market dealers. The Instrument sets out higher proficiency standards for some registrants and introduces requirements relating to complaint handling and dispute resolution. The Instrument also addresses conflicts of interest and enhances solvency requirements. A key emphasis in the Instrument is compliance oversight at firms, including individuals who are responsible for the firm's overall compliance with regulatory requirements.

We recognize that the registration regime must accommodate a wide variety of business models, scales of operation, clients and products. To create flexible regulation, the Rule combines principles, supported by guidance in the Companion Policy, with prescriptive elements, where appropriate.

We reorganized the Instrument since we last published it to allow registrants to better understand, and comply with, the registration requirements. We now clearly distinguish between the requirements applicable to individuals and to firms. We also reordered and renumbered the Companion Policy in accordance with the Rule. The section numbers in the Companion Policy match those of the corresponding provisions in the Rule, to allow for easy reference.

We will monitor the implementation of the Instrument, and we will propose amendments to the Instrument if investor protection, market efficiency or other regulatory concerns arise.

2. Feedback on the 2008 Proposal

The Instrument and related amendments were published for comment on February 20, 2007 (the 2007 Proposal) and on February 29, 2008 (the 2008 Proposal). We received more than 300 comment letters on the 2008 Proposal. We thank everyone who provided comments. You can find a summary of the comments we received on the 2008 Proposal, together with our responses, in Appendix A of this Notice.

Copies of the comment letters are posted on the following websites:

www.lautorite.qc.ca
www.osc.gov.on.ca

3. Changes to the 2008 Proposal

We considered all comments received on the 2008 Proposal and have made changes to the Instrument. We concluded that these changes do not require the CSA to publish the Instrument for another comment period. You can find a description of the key changes we made to the 2008 Proposal in Appendix B of this Notice.

4. The registration regime

The new registration regime includes the Instrument, the passport system and passport interfaces with Ontario, and securities legislation and instruments in all the provinces and territories.

The Instrument provides that if on the day before the Implementation Date an individual or firm is entitled to rely on discretionary relief from a requirement that is substantially similar to a requirement in the Rule, they can continue to rely on that relief, to the same extent and on the same conditions.

This section provides an overview of the registration regime.

a) Requirement to register

The requirement to register is found in the securities legislation of each province and territory. Firms must register if they are in the business of trading in, or advising on, securities, or if they act as an underwriter or manage an investment fund.

Individuals must register if they trade, underwrite or advise on behalf of a registered dealer or adviser, or act as the ultimate designated person (UDP) or chief compliance officer (CCO) of a registered firm. Individuals who act on behalf of a registered investment fund manager do not have to register.

Individuals and firms must apply for registration in the applicable categories and demonstrate that they have met the requirements for registration in those categories. These requirements are designed to ensure that individuals and firms are fit for registration.

Business trigger for dealers and advisers

Under the new regime, dealer and adviser registration is required when an individual or firm conducts trading or advising activity as a business. We call this the “business trigger” for registration. To determine whether registration is required, a firm or individual must consider whether their activities amount to trading or advising, and then determine whether they are carrying out those activities as a business.

In general, we consider factors such as whether the individual or firm is engaging in activities similar to a registrant, intermediating trades between sellers and purchasers, conducting the activity repeatedly, receiving compensation or soliciting clients. The Companion Policy discusses how we apply the business trigger in Part 1, *Fundamental concepts*.

The business trigger provides a more focused framework for registration. This eliminates the need for certain exemptions and we expect it will reduce the need for discretionary relief applications. For example, the exemption for trades between an individual and their RRSP is not necessary because the individual is not in the business of trading in securities.

As a result of adopting a business trigger for dealer registration, some industry participants who are currently required to register will not be required to register.

Implementation of the business trigger for dealers

The business trigger for dealer registration is new. In most provinces and territories, the business trigger will be implemented by legislative amendments. The Securities Acts in these provinces and territories will require dealer registration only when an individual or firm is in the business of trading.

In Alberta, the legislation will require an individual or firm that is in the business of *dealing* in securities to register as a dealer. However, the Alberta Securities Commission (ASC) will implement, concurrently with the Instrument, ASC Rule 31-504 *Dealer Registration Requirement – Scope of Application* to specify the scope of application of the dealer registration requirement in the *Securities Act* (Alberta) and to harmonize the registration requirement with the other jurisdictions.

The legislation in British Columbia, Manitoba and New Brunswick will not include a business trigger for dealer registration. However, to achieve the same result, the Rule includes an exemption in those provinces for a firm or individual that is not in the business of trading.

The effect of all these approaches is the same.

Registration trigger for investment fund managers

There is no business trigger for registration as an investment fund manager. If a firm engages in investment fund manager activities, it must register.

Individuals carrying out activities on behalf of a registered investment fund manager do not have to register. The Instrument provides an exemption for these individuals. However, an investment fund manager's UDP and CCO must be registered.

All provinces and territories have amended their Securities Acts to require a firm or individual that manages an investment fund to register as an investment fund manager.

b) Registration categories

Categories of registration serve two main purposes:

- to specify the types of registerable activity a firm or individual may conduct, and
- to provide specific requirements for each category

"Registerable activity" means any activity requiring registration as a dealer, adviser or investment fund manager.

Although we have introduced a few new categories, overall the number of individual and firm categories has been significantly reduced. We expect that this will simplify the application process for registration and reduce regulatory burden.

Firm categories

The table below sets out the firm registration categories under the new regime.

Firm registration categories		
Dealers	Advisers	Investment fund managers
<ul style="list-style-type: none"> • Investment dealer • Mutual fund dealer • Scholarship plan dealer • Exempt market dealer (new) • Restricted dealer (new) 	<ul style="list-style-type: none"> • Portfolio manager • Restricted portfolio manager (new) 	<ul style="list-style-type: none"> • Investment fund manager (new)

Exempt market dealer

In Ontario and in Newfoundland and Labrador, this category replaces the category of limited market dealer. In all other jurisdictions, this is a new category of registration. The existing registration exemptions for capital raising will be repealed.

The exempt market dealer category restricts an individual or firm to acting as a dealer in the "exempt market". The permitted activities of an exempt market dealer are determined with reference to National Instrument 45-106 *Prospectus and Registration Exemptions* (NI 45-106). The key permitted activities for an exempt market dealer are trades of prospectus-exempt securities to specified clients, including "accredited investors", trades in securities to clients who purchase a minimum of \$150,000 of a security in one transaction, and, where permitted, trades in securities distributed under an offering memorandum.

Alberta, British Columbia, Manitoba, the Northwest Territories, Nunavut and the Yukon Territory will introduce an order exempting individuals and firms from the dealer registration requirement when they trade in securities that have been distributed under one of the following prospectus exemptions in NI 45-106:

- accredited investor
- family, friends and business associates
- offering memorandum, or
- minimum \$150,000 purchase of a security in one transaction

To rely on this order, an individual or firm in one of those provinces or territories must:

- not be registered in any category of registration in any jurisdiction
- not provide suitability advice about the trade to the purchaser
- except in British Columbia, not otherwise provide financial services to the purchaser
- not hold or have access to the purchaser's assets
- provide risk disclosure in the prescribed form to the purchaser, and
- file an information report with the securities regulatory authority

See Appendix D of this Notice for more information about this order.

Saskatchewan is considering whether it will adopt this exemption and will release a separate notice when it has made its decision.

Restricted dealer

This new category of registration is intended to accommodate firms that carry out limited dealing activities and do not fall under any other firm categories. This provides us with flexibility to recognize unique business models, including certain existing local registration categories that will be converted into this category. The regulator will attach terms and conditions on the firm's registration restricting that dealer's proposed activity.

Underwriting

Underwriting is permitted for certain dealer categories. Investment dealers may underwrite any securities. Exempt market dealers may underwrite securities in limited circumstances.

Restricted portfolio manager

This new category of registration is intended to accommodate specialist advisers. These advisers have specialized expertise, but they may not have the proficiency required for full portfolio manager registration. The regulator will impose terms and conditions on a restricted portfolio manager's registration to restrict it to advising on specified securities, types or classes or securities, or specified industries.

Investment fund manager

This is a new category of registration for all jurisdictions, although National Instrument 81-102 *Mutual Funds* already imposes conditions on some investment fund managers. This category is intended to ensure that investment fund managers have sufficient proficiency, integrity and solvency (including prescribed capital), to adequately carry out their functions.

The registration requirement will apply as of the Implementation Date to new investment fund managers with a head office in Canada. They will be required to register in the province or territory where their head office is located. Existing investment fund managers with a Canadian head office will have a one-year transition period to register in the jurisdiction where their head office is located and two years to register in other jurisdictions in which they operate. Existing and new investment fund managers without a Canadian head office will have a two-year transition period. You can find more information about these transition periods in Appendix E to this Notice.

We expect to publish a proposal for comment in the next year to explain circumstances under which an investment fund manager that does not have a Canadian head office will need to register, and in what additional provinces and territories an investment fund manager with a head office in Canada will need to register.

Advisers and investment funds

Some CSA members previously took the view that advice to an investment fund “flows through” to the investors in the fund. The effect of this interpretation was that the adviser to a fund was required to register, or be exempted, in that jurisdiction, if any units of the fund were sold there. This applied even if the adviser was located outside the jurisdiction and the fund was established outside the jurisdiction. We have not continued with this interpretation.

Under the Instrument, the adviser to a fund must register as a portfolio manager in the province or territory where the fund is established, regardless of where the fund’s investors are located. This is because the fund is the client receiving the advice, and advice is given in both the jurisdiction where the advice is received and where the adviser is located.

If the fund is established outside a jurisdiction where units are sold and the adviser is also located outside the jurisdiction, the advice to the fund is not given in the jurisdiction. In this case, the adviser does not have to register in that jurisdiction.

Firms registered in more than one category

In general, firms carrying on more than one type of activity requiring registration must register in each applicable category. They will have to comply with the requirements of all categories in which they are registered.

However, we have made registering in multiple categories as efficient as possible for firms. For example, capital and insurance requirements are not cumulative, and a firm is required to have only one chief compliance officer, who must meet the most stringent of the proficiency requirements for the firm’s various categories of registration.

Non-resident firms

The Rule does not require registered firms to incorporate in Canada. However, SRO rules may impose this requirement through their own rules on their members.

Non-resident registered firms must provide notice to clients that the firm is not resident in Canada. Restrictions on how non-resident firms may hold client assets also apply.

Québec regulatory framework for mutual fund dealers and scholarship plan dealers

In Québec, firms and individuals in the mutual fund and scholarship plan sectors are subject to a specific regulatory framework:

- Mutual fund dealers registered only in Québec are not required to be members of the MFDA.
- Mutual fund dealers and scholarship plan dealers registered only in Québec are under the direct supervision of the Autorité des marchés financiers.
- Individual representatives of mutual fund dealers and scholarship plan dealers registered in Québec are required to be members of the Chambre de la sécurité financière.
- Mutual fund dealers and scholarship plan dealers registered in Québec and their individual representatives registered in Québec must maintain professional liability insurance.
- Mutual fund dealers and scholarship plan dealers registered in Québec must contribute to the Fonds d’indemnisation des services financiers, which provides financial compensation to investors who are victims of fraudulent tactics or embezzlement committed by these firms or individuals.
- Individuals who are representatives of an investment dealer cannot be employed by a financial institution and carry on business at the same time as a representative in a Québec branch of a financial institution unless they specialize in mutual funds or scholarship plans.

Individual categories

Registered firms must conduct registerable activity through registered individuals. We substantially reduced the number of registration categories for individuals by harmonizing the existing categories for dealing and advising representatives. We also added three new individual registration categories:

- ultimate designated person (UDP)
- chief compliance officer (CCO)
- associate advising representative

The UDP and CCO are instrumental to an effective compliance system. Depending on the size and structure of the firm, the UDP and CCO may be the same or different people. The categories of UDP and CCO build on previous requirements for certain registration categories and on requirements of the IIROC.

UDP

The UDP is responsible for promoting compliance at the firm and overseeing the effectiveness of the firm's compliance system. The UDP must be the chief executive officer of the firm, sole proprietor or equivalent. There are no proficiency requirements for the UDP.

CCO

The CCO is an operating officer responsible for monitoring and overseeing the firm's compliance system, including establishing policies and procedures, and reporting on the firm's compliance with securities legislation. The CCO reports to the UDP of the firm. There are proficiency requirements for the CCO.

Associate advising representative

This is a new registration category for some provinces and territories. It is primarily intended to be an apprentice category for individuals who are working toward full adviser registration but do not yet meet all the experience or education requirements. It will also accommodate individuals who do not intend to become full advising representatives.

All associate advising representatives must be supervised by an advising representative. Any advice they give must be pre-approved by a designated supervisor.

Individuals registered in more than one category

Individuals carrying on more than one type of activity requiring registration must register in each applicable category and comply with the requirements of each category. However, proficiency requirements are not cumulative: the most stringent of the relevant requirements will apply.

Permitted individuals

Permitted individuals are not registered, but they are subject to review by the regulator as part of our oversight of a firm's fitness for registration. They are therefore required under National Instrument 33-109 *Registration Information* (NI 33-109) to submit regulatory filings to regulators. The definition of *permitted individual* in NI 33-109 has been amended to capture only the "mind and management" of the firm, such as senior executives and directors, or their functional equivalents, who have direct influence or control of the firm.

Individuals who have officer titles but do not influence the overall direction of the firm are no longer permitted individuals. This allows us to focus on the individuals who have direct influence or control of the firm.

c) Exemptions from registration

The exemptions from registration reflect the adoption of the business trigger for dealers. We retained or added exemptions for activities that are subject to another regulatory regime or that we believe do not pose risks to investors or the integrity of the markets.

Dealer exemptions

The table below is a summary of previous exemptions for dealers that have been retained, or exemptions that were previously categories of registration in some provinces, as well as new exemptions.

Retained exemptions	New exemptions
<ul style="list-style-type: none"> • Exemptions where another regulatory regime applies. Examples include exemptions for mortgages, personal property security legislation, insurance companies dealing in variable insurance contracts, and Schedule III banks. • Exemptions based on investor relationship. Some exemptions have been retained, for example, for reinvestment plans. • Exemptions based on low relative risk and/or public policy. Some exemptions have been retained, for example, specified debt. • Exemption for trades through or to a registered dealer. 	<ul style="list-style-type: none"> • Portfolio managers. A portfolio manager may trade units of its in-house non-prospectus qualified funds with its managed accounts without registering as a dealer. • International dealers. Previously, this was a category of registration in Ontario and in Newfoundland and Labrador. This exemption allows non-resident dealers to operate in Canada, with limitations. Non-resident dealers that want to have wider access to Canadian markets should seek the appropriate registration.

Adviser exemptions

Since the registration requirement for advisers was already based on the business trigger, we have retained substantially the same exemption, and added some new exemptions.

Retained exemption	New exemptions
<ul style="list-style-type: none"> • IIROC discretionary advisers. This exemption allows designated IIROC members to provide discretionary advice in accordance with IIROC by-laws. 	<ul style="list-style-type: none"> • Dealers who provide non-discretionary advice. This exemption allows registered dealers to provide non-discretionary advice that is necessary to support their trading activities. • Generic advice. This exemption allows firms to provide generic advice, which is not tailored to the needs and circumstances of the recipient. Generic advice is usually delivered through investment newsletters and articles in general circulation newspapers, magazines, television, radio and the Internet. • International advisers. Similar to the international dealer exemption, this exemption allows non-resident advisers to operate in Canada, with limitations. Non-resident advisers that seek wider access to Canadian investors must register.

New dealing and advising exemptions

The following sections describe new exemptions that are available to dealers and advisers.

Exemptions relating to permitted clients

Permitted client is a new concept. It is largely a subset of “accredited investor”, which is defined in NI 45-106. Permitted clients primarily include institutional and corporate investors, and very high net worth individuals.

Registrants that trade with, or advise, permitted clients may be exempt from certain conduct obligations, including the requirement to make a suitability determination and provide relationship disclosure information, if the permitted client has waived these requirements. International dealers and international advisers trading on behalf of, or advising, permitted clients have a conditional exemption from the requirement to register.

Mobility exemption

This exemption allows registrants in a Canadian province or territory to continue dealing with clients who move to a different province or territory, without registering in that other province or territory. Under this exemption, registered individuals can deal with up to five clients and registered firms can deal with up to 10 clients in another province or territory.

d) Fitness for registration

We assess an individual’s or firm’s fitness for registration at the time of their initial application for registration. The individual or firm must continue to satisfy the fitness criteria to retain their registration status. The fitness requirements are based on three fundamental principles: proficiency, integrity and solvency.

The regulator can impose terms and conditions on a registration at any time if the regulator has concerns about an individual’s or firm’s fitness for registration. In addition, the regulator or the securities regulatory authority in Québec can suspend a registration at any time.

Proficiency

Proficiency requirements are meant to ensure that registered individuals have a sufficient level of knowledge before providing dealing or advising services to clients, or compliance functions for their firms. The general proficiency principle requires an individual to have the education, training and experience that a reasonable person would consider necessary to competently perform an activity that requires registration. This includes knowledge about the products they sell.

Individuals are required to pass examinations, not courses. However, they are responsible for completing the necessary preparation to pass the required examination. Individuals registered in more than one category are required to meet the highest level of proficiency for those categories.

We have taken into account relevant industry experience in determining whether the passing of an examination is sufficiently recent. In addition, we recognize that individuals can gain relevant experience in various ways.

The proficiency requirements for investment dealers are, and will continue to be, set by IIROC.

Integrity

Registered individuals and firms should conduct themselves with integrity and in an honest manner. The regulator will assess the integrity of firms and individuals through the information that registrants are required to provide and update on registration forms and compliance reviews. In addition, applicants are required to undergo certain background checks, including criminal record and bankruptcy checks.

Solvency

Capital and insurance requirements are designed to ensure that firms are solvent and can meet their obligations on a daily basis.

Capital requirements

All registered firms should be able to demonstrate their ability to manage their business as a going concern. We require firms to maintain a minimum amount of capital to ensure they can meet their financial obligations when they become due.

Insurance requirements

All registered firms must maintain a minimum amount of insurance coverage to protect the firm against property loss. We revised the method of determining the minimum amount of coverage to better reflect the operational risks of a registrant.

Financial reporting

Financial reporting helps regulators to monitor a registered firm's compliance with ongoing solvency requirements.

All registered firms must deliver audited annual financial statements. In addition, all dealers other than exempt market dealers, and investment fund managers, must deliver unaudited quarterly (interim) statements.

Investment fund managers must also provide a description of any net asset value adjustment made to the investment fund by the investment fund manager during each quarter.

Acquisition of registrants

A registrant must notify the regulator before it acquires a registered firm's securities or assets. In addition, if a registered firm's securities are to be acquired, the registered firm must notify the regulator. This notice gives the regulator the opportunity to address ownership issues that could affect a firm's continued fitness for registration, before transactions are completed.

e) Client relationships**General principles**

Dealers and advisers must deal fairly, honestly and in good faith with their clients. Similarly, investment fund managers must exercise the powers and discharge the duties of their office honestly, in good faith and in the best interests of the investment fund.

Know your client (KYC) and suitability

The obligations to "know your client" and to determine whether an investment is suitable are fundamental to investor protection. KYC information can also help us identify violations of trading rules and ensure that trades are completed in accordance with securities laws.

In general, dealers and advisers must collect KYC information and make a suitability determination for all clients. Registrants are not required to collect KYC information necessary to make a suitability determination for permitted clients who have provided a waiver. However, registrants who manage investment portfolios of permitted clients on a discretionary basis must collect this information.

Client relationship model (CRM)

The CSA and the SROs have been working to create harmonized requirements in a number of areas related to a client's relationship with a registrant. This is referred to as the CRM project. It includes:

- relationship disclosure
- conflicts of interest disclosure
- cost and compensation disclosure
- performance reporting

The Instrument contains requirements for relationship and conflicts disclosure.

Relationship disclosure

An outcome-based provision in the Rule requires a registered firm to provide clients, other than permitted clients, with all information that a reasonable investor would consider important about their relationship with the firm. It also sets out the minimum information that must be delivered to clients.

Conflicts of interest

Firms must identify and respond to existing and potential conflicts of interest by avoiding, controlling or disclosing them. There are also restrictions on certain managed account transactions and limitations on recommendations by registered firms.

Continuing work on CRM

In the next couple of years, we expect to propose amendments to the Instrument that would add requirements or guidance for cost disclosure and performance reporting to clients. Our goal is to ensure that clients of all registered firms, whether or not they are SRO members, will be equally well-provided with clear and complete disclosure of all costs associated with the products and services they receive, and meaningful reporting on how their investments perform.

The SROs have both published for comment proposals in these two areas. If the requirements of the SROs are consistent with the principles we articulate for cost disclosure and performance reporting, we anticipate providing an exemption for SRO members from any detailed provisions that are eventually included in the Instrument.

Referral arrangements

Referral arrangements are regulated nationally for the first time. These requirements are intended to address the abuse, misuse or misinterpretation of referral arrangement relationships involving registrants.

Registrants must disclose to their clients details about all referral arrangements, whether or not they relate to registerable activities or financial services. Referral fees include shared or split commissions. Parties cannot avoid regulatory obligations, including the obligation to assess the suitability of a trade or recommendation for a client, through a referral arrangement.

Complaint handling

The Rule includes outcome-based requirements for complaint-handling. This is a new requirement outside Québec. All registered dealers and advisers must:

- document, and effectively and fairly respond to each complaint made about any product or service offered by the firm or its representatives, and
- ensure that independent dispute resolution services or mediation services are made available at the firm's expense

We are working with the SROs to harmonize the complaint-handling regime. When this work is completed and the SROs adopt their regime, we will amend the Instrument to provide detailed requirements for firms that are not members of an SRO. We anticipate providing an exemption for SRO members from any detailed provisions that are eventually included in the Instrument.

In Québec, registrants are subject to the complaint handling regime that is provided in the *Securities Act* (Québec).

Account activity reporting

Registered dealers must send confirmations of purchases and sales of securities to their clients. In general, firms other than investment fund managers and scholarship plan dealers must deliver client statements every three months. This information enables clients to monitor services that their firm provides. Client statements must include details of every security transaction during the three months and a summary of the security portfolio at the end of the period.

Client assets

Client assets are protected with requirements for segregating and safekeeping those assets. Client assets held in trust must be separate from the firm's own assets. Non-resident firms that hold client assets are subject to restrictions to ensure the assets are held appropriately. A registered firm that holds a client's securities under a safekeeping agreement must segregate the securities, identify them appropriately and release them only on client instructions.

We will consider proposing expanded custodial requirements when the Rule is amended in the future.

Margin

Only IIROC members are permitted to provide margin to clients. The credit risk to a firm's solvency and the risk to clients of over-leveraging are addressed under IIROC rules.

f) Compliance

Compliance is a cornerstone of the registration system. Every registered firm must establish a compliance system. Compliance is a firm-wide responsibility.

A registered firm must have a system of controls and supervision to:

- provide reasonable assurance that the firm and each individual acting on its behalf complies with securities legislation, and
- manage risks in conformity with prudent business practices

While this general compliance obligation is outcome-based, firms also have specific requirements to have a UDP and CCO to oversee and manage the firm's compliance system. We no longer impose specific compliance obligations for branch managers, apart from applicable SRO rules.

Record-keeping

Registered firms must maintain an effective record-keeping system. This includes maintaining records relating to their business activities, financial affairs, client transactions and compliance with securities legislation.

We do not prescribe specific records or methods of record-keeping because we recognize that records and methods that are relevant for one firm may not be relevant for another. However, we provide guidance in the Companion Policy.

5. The registration process

This section outlines key aspects of the registration process.

Applying for registration

An individual or firm that wants to register must file an application form. Under NI 33-109 and National Instrument 31-102 *National Registration Database* (NI 31-102), individuals file the individual application form, Form 33-109F4, on the National Registration Database (NRD). Firms file the application form, Form 33-109F6, as a paper filing, by fax, or scanned in an e-mail.

We significantly changed the individual and firm application forms to make them easier to understand and simpler for applicants to use. Where possible, we have streamlined the information required in the registration forms to avoid unnecessary regulatory burden. We anticipate a simpler, more efficient registration process for both applicants and regulators.

We intend to further review these and other forms related to registration. We may make changes to further improve the registration process and in response to developments in the capital markets.

Terms and conditions on registration

We may grant registration subject to terms and conditions. For example, we may impose terms and conditions to restrict an individual's or firm's activities or require supervision of those activities. When we impose terms and conditions on a registration, the individual or firm has the right to an opportunity to be heard before the regulator.

Registering in more than one province or territory

The requirements and procedures for applying for registration in more than one province or territory are currently set out in the National Registration System (NRS). That system will be replaced with the passport system for registrants when the Instrument comes into force. The passport system allows individuals and firms to register in more than one province or territory by dealing only with the individual's or firm's principal regulator and meeting the requirements of one set of harmonized laws.

Although Ontario is not adopting the passport system, it can be a principal regulator under that system, giving firms and individuals in Ontario access to the capital markets in other jurisdictions by dealing only with the OSC.

A new national policy setting out the process for registration in multiple jurisdictions (National Policy 11-204) includes an interface similar to NRS for firms or individuals in passport jurisdictions to register in Ontario.

You can find additional information in the CSA Notice about the passport system, which is also being published today.

Updating registration information

A registered individual or firm must keep up to date the information they provide to us. They must also notify us when, for example:

- the individual ceases employment with a registered firm
- certain information included in their application form changes
- the firm changes its financial year end

Suspending registration

If an individual's or firm's registration is suspended, they remain registered but must stop their registerable activities.

An individual's or firm's registration may be suspended if we have serious concerns about their continued fitness for registration or we determine that it is no longer in the public interest for them to be registered.

Registration will be automatically suspended when:

- an individual no longer works for a registered firm
- the registration of the firm for which the individual works is suspended
- an SRO suspends or revokes the approval of an individual or firm, or
- the regulator accepts a request from a firm to surrender their registration

Reinstating registration

If an individual's or firm's registration has been suspended, we may reinstate their registration if they make an application to us and they comply with the Instrument.

Automatic transfers

Individuals can have their registration automatically transferred from one registered firm to another within 90 days of leaving a sponsoring firm without having to re-apply for registration. They may do this only if they do not change their registration category and the new sponsoring firm is registered in the same category and province or territory as the former sponsoring firm.

The automatic transfer does not apply if the individual was dismissed, or was asked by the firm to resign, following an allegation of criminal activity or a breach of securities legislation or SRO rules.

Revoking registration

If an individual's or firm's registration has been suspended but not reinstated, it will be automatically revoked on the second anniversary of the suspension. "Revoked" means a registration is ended. An individual or firm whose registration has been revoked must submit a new application if they want to be registered again.

6. Transition

On June 12, 2009, we published CSA Staff Notice 31-311 Proposed National Instrument 31-103 *Registration Requirements and Exemptions - Transition into the new registration regime*. It provides guidance on how the CSA will convert firms and individuals from the existing registration regime to the new registration regime under NI 31-103. You can find the Notice in Appendix E of this Notice.

7. SRO rule amendments

SROs have a critical role in setting registration requirements and standards for their members. We are working with both SROs to harmonize the Instrument and SRO rules. SRO rules will be amended as of the Implementation Date to reflect the changes brought about by the new registration regime.

IROC registration reform rule amendments

IROC is publishing today amendments to its Dealer Member Rules that are related to the implementation of the CSA's registration reform project. The IROC rule amendments were approved by the IROC Board on June 25, 2009 and are subject to final approval by applicable CSA members.

IIROC and its predecessor, the Investment Dealers Association of Canada, have also been involved in the CSA's registration reform project to provide policy recommendations and ensure that there are no inconsistencies between CSA and IIROC regulations regarding registration requirements. The IIROC registration reform related amendments seek to modernize registration related requirements applicable to Dealer Members, moving to the extent reasonable to a more principles-based approach. IIROC has also sought to harmonize as far as possible to NI 31-103.

On April 24, 2009, IIROC published for second comment proposed amendments to its Dealer Member Rules to establish substantive requirements developed under the Client Relationship Model (CRM) Project (IIROC Notice 09-0120 – Rules Notice – Request for Comments – Dealer Member Rules – Client Relationship Model).

MFDA registration reform rule amendments

The Mutual Fund Dealers Association of Canada (MFDA) will be publishing amendments to its rules that are related to the implementation of the CSA's registration reform project. The MFDA will issue guidance to its members on the requirements that apply during the interim period between the implementation of the Instrument and the adoption of consequential MFDA rule amendments.

8. Legislative amendments and adoption of the Instrument

Appendix F to this Notice lists the legislative amendments that are being made to legislation in each province and territory so we can implement the Instrument. It also indicates how the Instrument is implemented or adopted in each province or territory.

9. Consequential amendments

Appendices G and H to this Notice summarize the changes we are making to national instruments and securities laws in your province or territory as a result of implementing the Instrument and the passport system. The amendment instruments mostly reflect new terminology used in, and the relocation of subject matter to, the Rule. The revocation instruments eliminate instruments and policies because the subject matter is now addressed in the Rule.

We anticipate publishing a CSA notice of remaining local exemptions at a later date.

10. Where to find more information

The Instrument and related consequential amendments are available on websites of CSA members, including:

www.lautorite.qc.ca
www.albertasecurities.com
www.bcsc.bc.ca
www.gov.ns.ca/hssc
www.nbsc-cvmnb.ca
www.osc.gov.on.ca
www.sfsc.gov.sk.ca

NI 33-109, NI 31-102 and MI 11-102 are also being published today. You can find more information about the amendments made to those instruments in the notices and published instruments.

Questions

Please refer your questions to any of the following CSA staff:

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July 17, 2009

APPENDIX A**SUMMARY OF COMMENTS AND RESPONSES ON THE 2008 PROPOSAL**

This appendix summarizes the written public comments we received on proposed National Instrument 31-103 *Registration Requirements* (the Rule), Companion Policy 31-103CP (the Companion Policy) and the proposed forms under National Instrument 33-109 *Registration Information* (the NRD Forms) as published on February 29, 2008 (the 2008 Proposal). It also sets out our responses to those comments.

Drafting suggestions

We received a number of drafting comments on the Rule, the Companion Policy and related forms. While we incorporated many of the suggestions, this document does not include a summary of the drafting changes we made.

Topics outside the scope of the registration reform project

We have not provided responses to the comments we received on topics that are outside the scope of the registration reform project, including:

- developing a documented process or structure to facilitate regulatory harmonization between provinces, securities administrators and self-regulatory organizations (SROs)
- registering financial planners
- allowing salespersons to direct commissions to personal corporations
- adopting a uniform definition of the term “security”
- registration fees
- delegation of the registration function to SROs
- resale restrictions on exempt securities
- harmonizing the regulatory treatment of securities and insurance products, such as segregated funds
- creating a registration category for small firms, with reduced requirements
- the regulatory framework for registration with regard to principal protected notes
- mutual recognition or special exemption regimes for foreign-based entities

Categories of comments and single response

In this document, we have consolidated and summarized the comments and our responses by theme. In general, we have not included comments already addressed in our summary of the comments on the proposal published on February 23, 2007 (the 2007 Proposal).

Responses to comments received on the Rule**General comments**

Harmonization issues

All jurisdictions are adopting the Rule, which harmonizes the registration requirements. However, several commenters expressed concern about a fractured regulatory environment for registration across Canada, including:

- the business trigger for dealer registration
- the regulation of trading in exempt securities

- the proposed amendments to the *Securities Act* (Ontario)
- the treatment of federally regulated financial institutions

Business trigger for dealer registration

The jurisdictions have consulted each other on any legislative amendments needed to support the Rule to ensure that it operates the same way in all jurisdictions. The CSA believes that functional harmonization has been reached since anyone who is in the business of trading in securities must register. However, members of the CSA have used different techniques to implement the business trigger for dealer registration, which do not result in any difference in the trigger itself:

- Most jurisdictions are implementing the business trigger for registration by way of legislative amendments. The legislation in those jurisdictions will require a person or company who is in the business of trading in securities to register as a dealer.
- Manitoba, British Columbia and New Brunswick are exempting from registration anyone who is not in the business of trading in securities.
- In Alberta, the legislation will require a person or company that is in the business of dealing in securities to register as a dealer. However, the Alberta Securities Commission (ASC) will implement, concurrently with the Rule, ASC Rule 31-504 *Dealer Registration Requirement - Scope of Application* to specify the scope of application of the dealer registration requirement in the *Securities Act* (Alberta) and to harmonize the registration requirement with the other jurisdictions.

Regulation of trading in exempt securities

The requirements applicable to registered exempt market dealers (EMDs) are the same in all jurisdictions. However, Alberta, British Columbia, Manitoba, Nunavut, Northwest Territories and Yukon (Northwestern Jurisdictions) are providing an exemption from EMD registration that imposes a targeted obligations regime on a person or company who is in the business of trading in the exempt market and is not otherwise registered with any securities regulatory authority.

A more detailed discussion of this exemption is set out in Appendix D of this Notice. The text of the order setting out the terms and conditions of this exemption is available in a separate notice on the following websites:

www.albertasecurities.com
www.bcsc.bc.ca

Saskatchewan is considering whether it will adopt this exemption and will release a separate notice when it has made its decision.

Securities Act (Ontario)

Commenters expressed concern that moving some of the provisions in the Rule to the *Securities Act* (Ontario) will detract from the harmonization of the Canadian securities regulatory regime. The Ontario government has decided to insert a number of provisions from the Rule into the *Securities Act* (Ontario). As a result, certain provisions of the Rule are stated not to apply in Ontario and explanatory notes have been inserted in the Rule. However, the provisions that will be adopted in the *Securities Act* (Ontario) are not materially different from those that appear in the Rule.

Federally regulated financial institutions

It has been suggested that a federally regulated financial institution should be exempted from dealer, adviser, and investment fund manager registration. The securities-related activities of federally regulated financial institutions are not separately addressed in the Rule. The CSA is maintaining the status quo on the requirements applicable to these institutions.

Definition of "permitted client"

We received several comments on the proposed definition of "permitted client." The commenters asked us to expand the definition of "permitted clients" by including certain entities. We also received comments on the monetary thresholds for shareholders' equity of corporations and for financial assets of individuals.

We agree with the commenters on some but not all of their comments and have amended the definition of "permitted client" to include:

- investment funds that are managed by a person or company registered as an investment fund manager under the securities legislation of a jurisdiction of Canada
- wholly-owned subsidiary companies of Canadian pension plans
- corporations having net assets of least \$25 million (from \$100 million of shareholders' equity in the 2008 Proposal)
- non-incorporated companies, partnerships and trusts

Further, we have designated as permitted clients other types of vehicles that other permitted clients may use for their investing, as long as no non-permitted client also uses that vehicle for investing.

We believe that registered charities that do not have an "eligibility adviser", family trusts and individuals with less than \$5 million in financial assets should have the benefit of a suitability determination. They have therefore not been included in the "permitted clients" definition.

We have also made selected conforming changes to elements of the definition of "permitted client" that derive from the definition of "accredited investor" in NI 45-106 *Prospectus and Registration Exemptions*.

Categories of registration - firms

Investment fund manager

We were asked to provide clarification on some of the circumstances in which registration in the investment fund manager (IFM) category is required:

- Registered portfolio managers using their own pooled funds (which we now refer to as *non-prospectus qualified investment funds*) as portfolio management tools are required to register in the IFM category since the regulatory concerns relevant to IFM registration apply to these activities. Portfolio managers are therefore not exempt from IFM registration. However, we have eliminated the cumulative capital requirement if the firm is registered as both a portfolio manager and IFM.
- A general partner of a limited partnership investment vehicle acting in the capacity of investment fund manager of a pooled investment vehicle may be required to register in the IFM category, but only if the pooled investment vehicle is organized and invests in a manner that falls within the definition of investment fund in securities legislation. We have added in the Companion Policy discussion of IFMs of limited partnerships.
- We have provided a temporary two-year exemption in the Rule for IFMs whose head office is located outside Canada. See the Notice for a discussion of the CSA's ongoing policy development for foreign IFMs.
- For IFMs with a head office in Canada, we have provided a temporary two-year exemption in the Rule from registering in other Canadian jurisdictions as long as they are registered in the jurisdiction where their head office is located.
- We have provided a specific exemption from IFM registration for capital accumulation plans in the Rule. It will be available to the extent the plan is only required to be registered as an IFM because the investment fund is an investment option in a capital accumulation plan. The CSA is reviewing its policy approach with regard to IFM registration for capital accumulation plans. The CSA may therefore amend or revoke this exemption.

Exempt market dealer

KYC and suitability requirements

We received several comment letters stating that EMDs should be exempt from the know your client (KYC) and suitability requirements, and that clients should be permitted to waive KYC and suitability.

The CSA believes that KYC and suitability are fundamental requirements of the registration regime. However, the extent of KYC information that will be sufficient for a registrant to determine suitability will depend on the circumstances of the client, the transaction, the client's relationship with the registrant and the registrant's business model. We have amended the Companion Policy to include more detailed guidance on this issue.

Permitted clients can waive suitability determinations where the registrant is not providing discretionary portfolio management.

We received numerous letters from individuals indicating that investors purchasing under the offering memorandum exemption would resist providing EMDs with information that is necessary to assess suitability. The commenters perceived this as an invasion of privacy. As noted above, an exemption from the EMD registration requirement is available on certain terms and conditions in the Northwestern Jurisdictions.

Proprietary pooled funds and location of client assets

One commenter expressed the view that fund issuers who are not portfolio managers that sell their own proprietary pooled funds pursuant to a prospectus exemption should not have to register as an EMD, provided that client assets are held by an independent custodian. Our view is that the location of client assets is not a valid policy rationale for requiring or not requiring registration.

Foreign EMDs

One commenter expressed the opinion that foreign EMDs that are subject to regulation in their home jurisdiction should be exempt from the capital, insurance, chief compliance officer (CCO), ultimate designated person (UDP), relationship disclosure, suitability, margin, and borrowed money disclosure provisions in the Rule, and that the CSA should not impose "redundant" requirements on exempt market firms that are registered in foreign jurisdictions. The commenter also stated that the CSA should consider a mutual recognition system for these firms.

We believe that the location of the EMD is not in itself a valid policy rationale for requiring or not requiring registration. A mutual recognition system is beyond the scope of this project.

Sale of mutual fund securities

We received comments that EMDs should not be permitted to sell prospectus qualified mutual funds without mutual fund dealer registration. The EMD category contemplates sales of a wide range of securities to qualified purchasers and we can see no investor protection reason why this should not include sales of prospectus qualified mutual funds. We will nonetheless monitor the situation in case regulatory concerns arise.

Mutual fund dealer

We received comments to the effect that the CSA should permit mutual fund dealers that are members of the Mutual Fund Dealers Association of Canada (MFDA) to sell exempt securities, including non-prospectus qualified mutual funds, without requiring registration as an EMD.

The definition of mutual fund does include prospectus-exempt mutual funds and as such, mutual fund dealers are already permitted to trade in these pooled funds without the requirement to register as an EMD. There are also certain exempt securities that do not trigger the dealer registration requirement (e.g., specified debt) and can therefore be sold by mutual fund dealers that are not also registered as EMDs.

Some commenters suggested that mutual fund dealers should be permitted to sell exchange traded funds (ETFs) that do not fit within the definition of "mutual fund". We disagree. Such ETFs are fundamentally different from conventional mutual funds. There are specific market regulation issues pertaining to ETFs that are distinct from those pertaining to retail mutual fund distribution activity.

Advisers and investment funds

Some CSA members previously took the view that advice to an investment fund "flows through" to the investors in the fund. The effect of this interpretation was that the adviser to a fund must register, or be exempted, in that jurisdiction, if any units of the fund are sold there. This applies even if the adviser is located outside the jurisdiction and the fund is established outside the jurisdiction. We have not continued with this interpretation.

Under the Rule, the adviser to a fund that is constituted in a jurisdiction must be a registered portfolio manager in that jurisdiction, regardless of where the fund's investors are located. This is because the fund is the client receiving the advice, so advice is given in the jurisdiction where the advice is received and where the adviser is located.

If the fund is established outside a jurisdiction where units are sold and the adviser is also located outside the jurisdiction, the advice to the fund is not given in the jurisdiction. In this case, the adviser does not have to register in that jurisdiction.

Categories of registration – individuals***Ultimate designated person***

We received comments that role of UDP is overly broad as stated in the Rule and Companion Policy, and should be made consistent with IIROC Rule 38, which provides that the UDP is responsible for the conduct of the firm and the supervision of its employees. Further, it was suggested that the definition of UDP should be expanded to allow firms to designate this function to any of the senior officers permitted under IIROC By-law 1 (CEO, President, COO, CFO, or such other officer that has been approved by IIROC).

We have not changed the definition of UDP or the description of the role of the UDP. We remain convinced that the importance of the registered firm's compliance system and the UDP's role within it is such that only the most senior officer is appropriate to fill that role. We have clarified the UDP-CCO distinction in the Companion Policy discussion. IIROC Rule 38 will be amended to conform to the Rule.

Another commenter suggested that the firm should have the ability to designate more than one UDP. We disagree. The status and the role of the UDP preclude that position being filled by more than one individual.

Chief compliance officer

We received comments stating that certain circumstances could warrant the designation of several CCOs, such as for large registrants that have registerable activities carried out through various operating divisions. We will consider applications for exemptions on a case-by-case basis for these types of arrangements, but we have not changed the Rule. These arrangements may be appropriate only in limited circumstances.

Associate advising representative

We disagree with the comment stating that advisers should not be required to notify the regulator when the adviser designates an associate advising representative. The regulators need to be in a position to determine that the conditions that apply to the activities of the associate advising representative are met. An adviser must always pre-approve the advice given by an associate advising representative. The form of the pre-approval will depend on the circumstances, such as the associate advising representative's level of experience.

Exceptions for members of self regulatory organizations (SROs)

In response to comments requesting that the Rule comprise a broader list of requirements that would not apply to SRO members, we have made changes to include in the exemption the subordination agreement notice requirement, global financial institution bonds and the detailed requirements of relationship disclosure information.

However, we have not included an exemption from the following requirements:

- complaint handling and referral arrangements because there is substantial ongoing harmonization of the SRO Rules and the Rule
- the conflicts of interest provisions because these are outcome-based requirements that apply to registrants in all categories, whether or not they are SRO members
- the requirements relating to statements of account and portfolio because these set out the frequency of statement delivery and apply to registrants in all categories, including SRO members

We have deleted the reference to the dispute resolution service (sub-paragraph (p) of section 3.3(1) of the 2008 Proposal) since this was only intended as a technical exception for Québec registrants.

Solvency and financial reporting requirements***General comments on calculation of excess working capital******Where assets are held***

We received a comment that where a third-party custodian holds client assets, there should be no working capital or insurance requirements. We disagree. Where the client assets are held, whether or not at a third-party custodian, is not a sufficient policy rationale for exempting a firm from the capital or insurance requirement. The solvency requirements are designed not only to protect client assets, but also to ensure a firm has the financial capacity to meet its day-to-day operations.

Margin rules and market risk

One commenter believed that using the margin rules of the Investment Industry Regulatory Organization of Canada (IIROC) does not necessarily provide an accurate assessment of market risk and that the proposed 50% margin rate for mutual funds is too high in respect of mutual funds that only invest in bonds.

We disagree. The calculation of market risk is based on the nature of the underlying security using the margin rates that are common to the investment industry today. We have updated the margin rates in schedule 1 to Form 31-103F1 *Calculation of excess working capital*.

A commenter stated that registrants that prepare financial statements in accordance with GAAP should not have to calculate market risk (line 9) in accordance with the principles set out in Schedule 1. We disagree. Market risk is designed to capture any adverse movement in securities prices, and the fact that a financial statement is prepared in accordance with Canadian GAAP may not necessarily reflect market risk.

Long-term related party debt

We received a suggestion that registrants should not have to add back 100% of long-term debt owed to a related party (line 5) of Form 31-103F1 if the related party debt is not due in the next 12 months. We disagree. The calculation of excess working capital is done on a conservative basis.

Long-term related party debt is treated as a current liability because it is easier for a related party to change the terms of repayment if the registrant is experiencing financial difficulty. If a registrant executes a subordination agreement, the treatment of the related party debt changes.

Guarantees

A commenter expressed the view that where a registrant guarantees the debt of an affiliated registrant, the calculation should not include both the debt for one registrant and the guarantee of that debt by the other registrant. Our response is that the calculation of excess working capital is done on a conservative basis. This is a conservative adjustment in the capital formula, as a registrant may be called at any time to make a payment related to a guarantee.

The capital formula does not differentiate between short-term or long-term guarantees. If the amount of the guarantee has been included in the balance sheet as a current liability, it does not need to be included again on line 11 of Form 31-103F1.

We have simplified the form of the subordination agreement in Appendix B to the Rule.

Application of solvency and financial reporting requirements to IFMs*NAV corrections and adjustments*

It was suggested that a materiality threshold should be in place for net asset value (NAV) corrections and adjustments, which is currently 50 basis points or \$50. Otherwise, the reporting could become an administrative burden and the costs of reporting may be onerous.

Our response is that a firm is required to have policies and procedures in place to cover all the major functional areas of its business. This includes dealing with NAV adjustments, should they occur.

A firm may use the IFIC Bulletin 22 – *Correcting Portfolio NAV Errors* or establish a more stringent policy which would include a materiality threshold.

One commenter considered the requirement to report NAV adjustments on a quarterly basis to be unnecessary and unduly onerous. We disagree and have added additional guidance in the Companion policy on how to comply with the NAV reporting requirements.

Capital requirement for IFMs

A commenter suggested that IFMs, particularly those in investment fund complexes with various fund families, should be permitted to either take on additional insurance to satisfy regulatory concerns or use a graduated capital requirement based on the amount of assets invested. Alternatively, the CSA should require IFMs to hold a minimum \$500,000 investment in their funds until they reach a threshold of assets under management.

Our response is that it is a basic requirement in Canada and in similar jurisdictions that registrants should be able to demonstrate that they are adequately capitalized and financially solvent. The prescribed amounts in the proposed Rule are minimums and fund managers may determine that their business model requires a greater amount to adequately manage their business.

Insurance requirements for IFMs

One commenter advocated that the insurance requirement should be limited to 1% of assets under management and that small fund managers who use independent custodians should be exempt from the insurance requirement.

We disagree. Insurance requirements are meant to protect the firm against property loss. The amount of insurance required for fund managers is formula-based and is linked to assets under management. We believe these requirements are appropriate in view of the activities undertaken by IFMs. Further, we believe there are other activities carried on by the fund manager that require insurance coverage. The Financial Institution Bond (FIB) Clauses A to E provide coverage for various types of losses.

Financial reporting requirement for IFMs

A commenter stated that IFMs that do not handle, hold or have access to client assets should be exempt from the requirement to file quarterly financial statements. However, the CSA believes that a fund manager, as trustee, has access to client assets. Client funds are continually "in transit" to and from the custodian as new investments are made or existing investments are redeemed. We therefore do not agree with the comment.

A commenter considered that the quarterly reporting requirements for IFMs, which do not apply to advisers, are excessive. We disagree. The operations of IFMs and advisers are different. An IFM has the responsibilities associated with fund accounting, transfer agency and trust accounting and must ensure that these functions are being properly performed (including when they have outsourced these duties).

Trade confirmations

It was suggested that in cases where securities in client name are maintained by the client with the IFM, the client may communicate directly with the IFM in order to redeem the securities. In such cases, the client would not receive a trade confirmation since that requirement would not apply to the IFM, which does not seem appropriate. We agree and have amended the Rule to provide that the IFM will be required to send trade confirmations in such cases.

Application of solvency and financial reporting requirements to advisers

Capital requirement

It was suggested that investments in an adviser's pooled funds should not be subject to a reduction for market risk. Alternatively, they should be subject to a 50% reduction provided the investment is in a fund managed by an IFM, there are no restrictions on the ability of the IFM to redeem its investment, and the investment can be redeemed or sold within two months of the date of the redemption notice. This would be consistent with mutual funds offered by prospectus. Alternatively, advisers who use independent custodians and whose investment fund assets comprise less than 25% of assets under management should have a \$25,000 minimum capital requirement.

We disagree. We believe the proposed capital requirement for advisers is appropriate. The calculation of market risk is based on the nature of the underlying security using the margin rates that are common to the investment industry today. Mutual funds offered by prospectus have a lower market risk than pooled funds because they are regulated by NI 81-102 *Mutual Funds*.

Insurance requirement

One commenter believed that the new insurance requirement for advisers will diminish investment returns for investors. We disagree. Insurance requirements are meant to protect firm assets. The amount of insurance required is formula based. If an adviser does not hold or have access to client assets, the amount of insurance required is a single loss limit of \$50,000, which is not an increase in some jurisdictions.

Application of solvency and financial reporting requirements to EMDs

According to some commenters, EMDs that do not hold or have access to client assets should be exempt from the solvency and insurance requirements in the Rule. We revised many of the requirements applicable to EMDs to eliminate the distinction between dealers that handle, hold, or have access to client assets and those that do not, which was introduced in the 2008 Proposal.

On reconsideration, we are not persuaded that this distinction is meaningful. The requirements applicable to EMDs will apply equally to all registrants in that category, consistent with the 2007 Proposal.

Proficiency requirements

Proficiency principle

We were asked to further explain the proficiency principle. The CSA views the proficiencies specified in the Rule as baseline requirements for registration, which apply to all registrants. Education and experience are ongoing requirements. We have provided clarification on the proficiency principle in the Companion Policy, in which we state that registered firms should ensure that registered individuals acting on their behalf meet the proficiency requirement at all times.

We also note in the Companion Policy that firms should perform their own analysis of all products they recommend to clients and provide product training to ensure their registered representatives have a sufficient understanding of the products and their risks to meet their suitability obligations. Similarly, registered individuals should have a thorough understanding of a product before they recommend it to a client.

Examination-based model

The CSA has maintained its decision to use an examination-based model to establish the baseline level of knowledge necessary to register as a representative. The CSA believes that passing examinations is sufficient to demonstrate knowledge, and that representatives should be free to follow the courses or other educational options to assist them in passing the examinations.

General comments on required examinations

The CSA will assess new examinations that are submitted for approval. We will review the Rule on a periodic basis and codify the recognition of additional examinations as they are approved by the CSA.

Time limits for applying for registration after completing examinations

We received several comments to the effect that the 36-month deadline to apply for registration after completing examinations should be removed entirely in situations where the individual has been continuously employed in the securities industry.

The Rule now provides that the 36-month deadline does not apply if the individual was registered in the same category in a jurisdiction of Canada or if the individual gained 12 months of relevant securities industry experience during the 36-month period before the date the individual applied for registration.

Proficiency exemptions

We received comments on what constitutes adequate experience and whether we should codify relief in this regard. In our view, it is not possible to determine and codify all of the possibilities relative to relevant experience in the Rule. This forms part of the review of each individual's fitness for registration.

As stated in the Companion Policy, we will consider granting an exemption from any of the prescribed proficiency requirements if we are satisfied that an individual has qualifications or relevant experience that are equivalent to, or more appropriate in the circumstances than, those proficiency requirements. We will make every effort to ensure consistency and transparency in granting or denying exemptions.

Representatives of EMDs

We received several comments on the requirement that EMD representatives pass the Canadian Securities Course (CSC) examination. We have added the IFSE Institute *Exempt Market Products Exam* as an alternative to the CSC examination for these representatives, with an extended transition period of 12 months [OSC Web Editor's Correction Note dated 2009-08-07: Corrected to '12 months' from previously published '24 months'] for passing either of these examinations. We will assess new examinations submitted to us for approval and will amend the Rule if and when we approve new examinations.

Representatives of mutual fund dealers

We have been asked to further explain the inclusion in the Rule of the proficiency requirements for representatives of mutual fund dealers. The proficiency requirements in the Rule and those of the MFDA are identical for mutual fund dealer representatives. We have included them in the Rule because the registration of these representatives has not been delegated to the MFDA, and the MFDA does not review proficiency for dealing representatives of mutual fund dealers.

Delegation of registration duties by the CSA to the SROs is outside the scope of this project. Further, the MFDA is not recognized in Québec and some mutual fund dealers in other Canadian jurisdictions have been exempted from MFDA membership.

IFM CCO

The 2008 Proposal provided that the IFM CCO must have worked for a registered IFM for a number of consecutive years (either three or five). We have removed the qualifier “consecutive” with regard to work experience of IFM CCOs, since this is not included in the requirement for portfolio managers. We have also deleted the word “registered” in the requirement that the CCO have prior experience at an IFM, since IFMs are not currently required to be registered.

We were asked to make the proficiency requirements identical for both the portfolio manager CCO and the investment fund manager CCO. The functions of the portfolio manager CCO and the IFM CCO are different, and the proficiency requirements, including where the CCO has acquired experience, are therefore different. We have, however, harmonized the requirements to the fullest extent possible.

KYC and suitability

It was suggested that the CSA should prescribe a standard KYC form, drafted in consultation with market participants. However, the Rule does not prescribe any forms that registrants must use in order to satisfy the KYC and suitability provisions. The requirements are outcome-based and intended to be flexible. The amount of information collected and the manner in which the information is collected will vary depending on the circumstances of each case.

The proposed KYC provision requires registrants to ascertain if the client is an insider of an issuer (and not only “reporting issuers”). One commenter stated that it was not clear what a registrant is to do with “non-reporting” insider information. We have revised the Rule to provide that a registrant must take reasonable steps to ascertain whether a client is an insider of a reporting issuer or any other issuer whose securities are publicly traded, and we have added guidance in the Companion Policy regarding this aspect of the KYC obligation.

One commenter asked us to explain to what extent a registrant must determine a client’s reputation. In this context, the word “reputation” should be interpreted according to the normal sense of the word. The registrant must make all reasonable inquiries necessary to resolve concerns about a client, including making a reasonable effort to determine, for example, the nature of the client’s business.

Relationship disclosure information

We received several comments on the relationship disclosure information provisions and confirm that they will not apply to managed accounts of permitted clients who waive the relationship disclosure requirement, regardless of the firm’s registration category.

We are working with the SROs to harmonize the Rule with the SROs’ client relationship model (CRM). At this stage of the registration reform project, the CSA will retain an outcome-based framework in the Rule to accommodate the adoption of CRM by the SROs.

Complaint handling

Complaint handling provisions and guidance

We received several comments on the complaint handling provisions in the Rule. We are working with the SROs to harmonize the complaint handling regime with a view to implementing substantially identical provisions, both in the Rule and in the SRO rules and policies.

At this stage of the registration reform project, the CSA has retained an outcome-based complaint handling requirement in the Rule but we provide no detailed guidance in the Companion Policy. When this harmonization work is completed, the CSA will prepare amendments to the Rule and the Companion Policy giving effect to the harmonized framework for handling complaints for non-SRO members. We have deleted the portions of the 2008 Proposal that are not harmonized with the complaint handling framework.

We also received comments asking us to clarify whether clients must exhaust all internal complaint handling mechanisms before pursuing independent dispute resolution. The CSA will address this issue in its development of the harmonized framework for complaint handling.

In response to a request to clarify the complaint handling requirement for firms registered in Québec, we note that these firms are subject to the same complaint handling regime, and are not exempt from the requirements provided in the *Securities Act* (Québec). The fact that they remain subject to the provisions of the Act is reflected in the Rule.

Dispute resolution service

A commenter suggested that registrants and their clients should be permitted to choose whether or not to participate in a dispute resolution service. We have redrafted the provision to clarify our intention that registrants can use the dispute resolution service provider of their choice. They are not required to “participate” in a specific dispute resolution program. However, a registrant must provide clients with independent dispute resolution or mediation services at the registrant’s expense.

Record-keeping

A commenter was of the opinion that the records that firms are expected to retain should be based on a prescriptive list. We have moved away from prescriptive lists to an outcome-based approach. We expect registrants to maintain accurate records of any element of communication with the client that may have an impact on the client’s account, including suitability and relationship information, which may evolve and change over time.

We have not prescribed specific records or methods of record-keeping because we recognize that records and methods that are relevant for one firm may not be relevant for another. However, we have provided guidance in the Companion Policy.

It was suggested that we should eliminate the distinction between activity and relationship records. We agree and have eliminated that distinction.

A commenter stated that maintaining relationship records for seven years from the date the client ceases to be a client could be onerous and costly to firms. As stated above, we have eliminated the distinction between activity and relationship records and as a result, we believe the technological costs for maintaining the records prescribed in the Rule are not excessive.

As requested by commenters, we have provided additional guidance in the Companion Policy on record keeping in respect of e-mail, electronic and other forms of communication.

Client account reporting

Trade confirmations

A commenter recommended that the Rule be amended to create an exemption for confirmations of trades for or on behalf of another foreign or domestic registrant and institutional clients, when the participant and client are using an automated trade matching system that complies with NI 24-101. We agree and have made the change.

Quarterly (interim) statements of account

A commenter believed that the requirement for quarterly statements of account (and monthly statements on the client’s request) is a new requirement that will impose significant additional burdens on dealers, primarily mutual fund dealers and scholarship plan dealers that currently have an annual reporting requirement and have provided their clients with electronic, password protected access to their accounts on a real-time basis. It was suggested that the additional costs to dealers outweigh the benefits to clients and that statements of account should be sent annually, not quarterly.

We agree as far as scholarship plan dealers are concerned, given their business model. They may send annual statements of accounts only. Mutual fund dealers must send quarterly (interim) statements of account, but we have provided a 24-month transition period to meet the new requirement.

A commenter expressed the view that it is unnecessary to require an adviser to provide monthly statements of portfolio in instances where clients have consented to having their dealer send written trade confirmations to the adviser. However, we believe that where a client does not receive a trade confirmation, it is even more important for that client to receive a statement of portfolio. This position is consistent with multijurisdictional relief that is granted on a standard basis.

Conflicts of interest

We received several comments on the conflicts of interest provisions of the Rule. We have made changes to the 2008 Proposal on conflicts in response to comments, in some cases to return to proposals in the 2007 Proposal, and in some cases for clarification.

The objectives of the changes are to ensure that:

- clients receive meaningful disclosure about conflicts of interest
- unnecessary regulatory burdens are not imposed on registrants

More specifically, our responses to the comments are as follows:

- The definition of conflicts of interest should be included in the Rule and should be consistent with that of the IDA. We disagree, since this provision of the Rule is outcome-based and is not inconsistent with IIROC's requirements.
- The CSA should add a materiality threshold to the conflicts of interest provisions. We agree and have amended the Rule.
- The CSA should adopt a more prescriptive approach to conflicts of interest. The CSA believes that the blended approach of both principles and specific requirements is appropriate and will therefore remain. An outcome-based approach allows firms to determine how they will handle conflicts of interest according to their business model, size and types of clients. Prescriptive requirements are also necessary to indicate how certain conflicts situations must be dealt with.
- The CSA should expand the definition of "affiliate" to include trusts and limited partnerships, or add a reference to "associate" to ensure the Rule applies to all types of investment funds. We agree and have made the change within the confines of this section. "Affiliate" is not defined in all jurisdictions, and changing its meaning is beyond the scope of this project.
- The CSA should revise the provisions relating to prohibitions on managed account transactions, the prohibition on cross-trades and inter-fund trades, and the issuer disclosure statement provision. We have revised these provisions. See Appendix B of this Notice for a full description of the changes made.
- The 10% threshold for change of control pre-approval is too restrictive and should be raised to 25%. We disagree. Based on our experience with the existing notice provisions and the structure of most registrants, we believe the threshold is appropriate.

Referral arrangements

In response to a comment that the definition of referral arrangements is too broad, we note that this definition is intended by the CSA to be broad. We have added guidance in the Companion Policy on the purpose of the referral arrangement provisions, which is to deal with the abuse, misuse or misinterpretation of referral arrangement relationships involving registrants. We also describe in the Companion Policy the main areas that have been problematic.

One commenter believed that the requirements relating to referral arrangements among affiliates should be removed. Another commenter stated that the CSA should provide a simplified regime for referral arrangements within large financial groups and that only the method of determining the commission should be included. We disagree. Referral arrangements between affiliates must also be disclosed to clients. However, referrals within the same firm are not subject to these provisions because the firm would need to consider their conflicts of interest obligations.

One commenter expressed the view that referral arrangements should only be allowed between firms or individuals who are regulated by the CSA or the SROs. Our response is that situations where only one of the parties to a referral is a registrant have raised regulatory concerns, and we intend for all referral arrangements that involve a registrant be regulated.

It was suggested that the Rule should outline how the CSA will take steps to ensure that investment products are appropriately vetted to prevent unsuitable and fraudulent products from entering the market before they are inadvertently sold or referred by financial advisors. Our response is that as part of a registrant's KYC and suitability obligations, a registrant should fully understand the product recommended to clients prior to performing an assessment of suitability.

We received a recommendation that only material changes to referral arrangements be communicated to affected clients. However, we believe that all of the items that must be disclosed to clients are sufficiently important that any change in this information warrants disclosure to clients.

Exemptions

Location of exemptions

We agree with the comment that all registration exemptions should be located in one instrument and have moved most registration exemptions into the Rule.

New exemption for banks, hedge funds, and pension funds

A commenter suggested that those who conduct their securities trading business through a registered dealer should not be required to themselves register as a dealer consistent with current securities laws. We have restored this exemption in the Rule.

Private investment clubs

One commenter suggested that the current dealer registration exemption for investment funds operating as private investment clubs should be added to the Rule. We agree and have done so.

Dealer registration exemption for portfolio managers of pooled funds

We have not extended the dealer registration exemption for portfolio managers of non-prospectus qualified funds to funds of affiliates or sales outside of fully managed accounts. This exemption is intentionally narrow, as we believe dealer registration is appropriate in most other situations. Discretionary relief will be considered on a case-by-case basis for cases that fall outside this exemption. This might include the integrated operations of certain affiliated groups.

Registration exemption for registered mortgage brokers who trade in syndicated mortgages (Alberta)

A commenter stated that Alberta should not have removed the registration exemption for registered mortgage brokers who trade in syndicated mortgages and that the Real Estate Council of Alberta (RECA) should regulate arm's length syndicated mortgages.

Our response is that Alberta Securities Commission (ASC) staff became aware that the use of the mortgages exemption had expanded beyond the scope of the original policy rationale underlying this exemption. As a result, ASC staff were concerned that the distribution of securities in connection with syndicated mortgages was, essentially, unregulated.

Mortgage brokers who trade in syndicated mortgages currently have, and will continue to have, access to a variety of prospectus exemptions, such as the accredited investor, offering memorandum, and minimum amount exemptions, under which they may distribute debt obligations that are associated with syndicated mortgages.

Mobility exemption

One commenter asserted that the mobility exemption is too onerous and does not reflect the realities of a more mobile Canadian population. Specifically, limiting the number of eligible clients to 10 (for firms) and five (for individuals) is unreasonable. We disagree. Once a person or company has more than a minimal presence in a local jurisdiction, the person or company should register in that jurisdiction.

International dealers and advisers

One commenter indicated that the definition of international dealer set out in the Rule should include international dealers that are exempt from registration in their home jurisdiction. We disagree. For dealer activities, the CSA believes that registration in the home jurisdiction is an important feature of investor protection.

We received a comment to the effect that an international dealer should be permitted to trade in any security with an investment dealer without further restriction. We disagree. International dealers remain restricted from trading in securities of Canadian issuers. We have not, as suggested by the commenter, limited the international dealer restrictions to trades on Canadian marketplaces.

We also disagree with comments to the effect that the CSA should permit international dealers to trade in interlisted securities on non-Canadian markets. We disagree with these suggestions because they are not consistent with the policy of restricting international dealers from trading in securities of Canadian issuers.

Another commenter suggested that international advisers should be permitted to provide investment management services to a *de minimis* number of clients who would not fall within the definition of "permitted client", analogous to the mobility exemption. We disagree. The sophistication and financial resources of permitted clients is an important basis for the exemption for international advisers.

Automatic transfers

In response to a comment we received, we confirm that the automatic transfer process is only available where a registrant transfers in the same category, the new sponsoring firm is registered in the same category and in the same jurisdiction as the previous firm.

Subject to certain conditions set out in NI 33-109 *Registration Information*, an individual's registration may be automatically reinstated if they:

- transfer from one sponsoring firm to another registered firm
- join the new sponsoring firm within 90 days of leaving registered employment
- seek registration in the same category as the one previously held, and complete and file Form 33-109F7 *Reinstatement of Registered Individuals and Permitted Individuals*

This allows an individual to engage in activities requiring registration from their first day with the new sponsoring firm. There are some restrictions on automatic transfers where an individual's conduct might cause regulatory concerns.

Transition

See CSA Staff Notice 31-311 Proposed National Instrument 31-103 *Registration Requirements and Exemptions: Transition into the new registration regime* for a detailed description of transition periods. We have generally lengthened the transition periods and have included in the Rule a provision on the protection of existing relief.

Responses to comments received on 31-103 CP

Business trigger factors

We received comments to the effect that the business trigger guidance in the Companion Policy is inconsistent with the *Securities Act* (Ontario) amendments that were proposed in April 2008. The business trigger factors have been removed from the amendments to the *Securities Act* (Ontario).

We have amended the guidance on the business trigger factors, as follows:

Acting as an “intermediary” and acting as a “market maker”

We have clarified the guidance, which now indicates that we will not automatically assume that a person or company acting in either of those capacities is necessarily in the business of trading in securities. The totality of a person's activities will be considered in each case. We have not expanded on the “market maker” concept since this is a generally understood term in the securities industry.

Venture capital and private equity

We were asked to provide more guidance concerning venture capital and private equity in the Companion Policy. We have substantially revised the discussion of venture capital in the business trigger part of the Companion Policy. There are, however, a wide variety of venture capital and private equity business models, so we anticipate providing supplemental guidance at a later date.

Asset allocation activities

We were asked to re-insert the original asset allocation discussion in section 2.5 of the first draft of the Companion Policy, in order to provide clarity to the industry on whether pure asset allocation is considered generic advice. That discussion was removed in the 2008 Proposal following a review by CSA, which had concluded that financial planning activities are outside the scope of the registration reform project.

We maintain that position. Whether pure asset allocation activities are to be considered generic, non-specific advice, will have to be considered on a case-by-case basis by the person or company performing the asset allocation activity.

IFM marketing and wholesaling activities

We were asked to confirm whether dealer registration should be required where marketing and wholesaling activities are limited to funds that are distributed through a third-party dealer, or funds that are managed by an affiliate of the IFM. We have clarified the guidance in the Companion Policy.

Guidance on risk management

One commenter indicated that the Companion Policy contains guidance on assuring compliance with securities law but contains no guidance on managing business risks, and believes that we should add more guidance, including a description of the types of risks that a firm should consider and a discussion of “prudent business practices.”

We have added some guidance in the Companion Policy but caution each registrant that it must identify its own specific risks and put in place monitoring and reporting procedures to address those risks.

Outsourcing

A commenter believed that the statement that registered firms are “fully liable and accountable for all functions that they outsource to a service provider” is inappropriate and imposes a standard of liability that does not exist in the marketplace today. We disagree. A registrant that chooses to outsource to a service provider should take appropriate measures to ensure that the quality of service provided meets the requirements with which the registrant must comply.

Responses to comments received on NRD FORMS

Form 33-109F1 – Notice of termination

Some commenters asked us to clarify the two-step filing procedure for firms filing this form, to remove subjective elements from the questions in Part E and to confirm answering those questions will not contravene Canadian privacy legislation. Our response is as follows:

- The first four parts of the form must be answered within seven days of the effective date of termination, and the questions in Part E (now item 5), if applicable, must be answered within 40 days.
- A single submission on NRD can be made to complete the entire form if all details are available within the initial seven-day period.
- Alternatively, to answer the questions in Part E at a later date, a filer will update the initial filing by making an NRD submission to be renamed “Update / Correct Termination Information.”
- In jurisdictions that charge late filing fees, those fees could apply to late filings for both seven-day and 40-day deadlines.
- In Part E, we agreed with some comments by revising questions 3 and 8 to make them less subjective and we deleted proposed question 10.

When individuals apply for registration, they provide consent to the collection by the regulator of personal information, including “employment records” (see item 20 of Form 33-109F4). Accordingly, the provision and collection of this information does not contravene Canadian privacy legislation.

Form 33-109F2 – Change or surrender of individual category

A commenter suggested that the form should include a field for the effective date of the change or surrender. We disagree. The effective date is the date the regulator approves the application for change or surrender of categories and, therefore, we do not require an effective date field for this form.

Form 33-109F3 – Business locations other than head office

In response to a comment, we have added a Branch Transit/Cost Centre or Unique Identification Number field to this form. We do not agree that the term “sub-branch” should be deleted from this form, as the MFDA will continue to use branches and sub-branches as descriptions of business locations.

Form 33-109F4 – Application for registration of individuals and review of permitted individuals

We were asked to make the following changes to Form 33-109F4:

- Business names should be dealt with outside NRD as a function of the firm’s internal compliance and, therefore, the question regarding business names should be deleted from this form. We disagree. There are business names

associated with individuals and not the firm, and requesting this information ensures the information can be searched for the individual's associations, as Item 1 is a "searchable field" on NRD.

- Remove the requirement to disclose eye colour, hair colour, height, and weight. Since photographs are not required to be submitted for individual applicants, the CSA will continue to request this information for identification purposes.
- Revise the proficiency section to limit disclosure to post-secondary education, degrees and diplomas that are relevant to, or required for, the application. We will continue to require full details of all post-secondary education, since this information is a matter of record at the post-secondary institutions attended by the applicant and is not difficult to obtain.
- Include a separate reference guide for this form. We may provide in future a reference guide for this form.

Form 33-109F6 – Application for registration as dealer, adviser or investment manager

We have reorganized and revised the Form 33-109F6 (F6) in a manner that we believe addresses the comments received. The revised F6 provides clarity and guidance within a logically structured framework. These changes are intended to create a more user friendly registration form that provides the regulator with the information necessary to determine whether a firm is suitable for registration.

In response to comments, we have provided extensive instructions for completing the F6 and added a "definition" section of terms used throughout the form. Collectively, these defined terms provide clarity to the filers. The form permits firms that are already registered in at least one jurisdiction of Canada to file an abbreviated F6. We have also revised the list of documents required to be submitted to the regulator, along with the F6.

Form 33-109F7 – Notice of reinstatement of registered individuals and transfer of permitted individuals

A condition for using the Form 33-109F7 is that, since the individual leaving their former sponsoring firm, there have been no changes to the information previously provided in respect of Items 13 (Regulatory Disclosure), 14 (Criminal Disclosure), 15 (Civil Disclosure) and 16 (Financial Disclosure) of Form 33-109F4.

A commenter pointed out that there will always be a change in Item 13 – Regulatory Disclosure, as firms will end-date an individual's registration history with the previous sponsoring firm. In response to this comment, we have reworded Item 13.1(a) and 13.2(a) to address this concern.

List of commenters

Private individuals are not included in this list.

<p>Advocis Agri-Growth International Inc. Alberta Land & Investment Brokers Inc. Alberta Providence Financial Inc. Alta Gas Ltd. Alternative Investment Management Association Arrow Hedge Partners Inc. Assante Wealth Management Barometer Capital Management Inc. Becher McMahon Capital Markets Inc. Bick Financial Security Corporation Blaney McMurtry LLP BMO Mutual Funds BMO Nesbitt Burns Inc. Borden Ladner Gervais LLP Borden Ladner Gervais LLP on behalf of Orbis Investment Management Limited Brandes Investment Partners & Co. CAL-GAS Inc. Canada's Venture Capital & Private Equity Association Canadian Advocacy Council Canadian Bankers Association Canadian Life and Health Insurance Association Inc. Capital Street Group Cardinal Capital Management, Inc. CareVest Capital Inc. Chambre de la sécurité financière CIBC Citrine Investment Services Clearview School Division No. 71 Cornerstone Group of Companies Cornerstone Investment Strategies Inc. Crosbie & Company Inc. Crown Properties International Corporation CSI Global Education Inc. Desjardins Fédération des caisses du Québec Edward Jones Fasken Martineau DuMoulin LLP Federation of Mutual Fund Dealers Fleming LLP Focused Money Solutions Inc. Foundation Capital Corporation Franklin Templeton Investments Corp. Goodmans LLP Greystone Managed Investments Inc. Hanbury Management Ltd Healthbridge Capital Management Ltd. Highstreet Asset Management IFSE Institute IGM Financial Inc. Independent Financial Brokers of Canada</p>	<p>Independent Planning Group Inc. Investment Adviser Association Investment Counsel Association of Canada Investment Dealers Association of Canada Investment Industry Association of Canada Investment Technology Group Irwin, White & Jennings Jarislowsky Fraser Limited Keystone Real Estate Investments KMC Capital Inc. La Banque Nationale du Canada Limited Market Dealers Association Managed Funds Association MC2 Consulting Inc. McLean Budden Limited McMillan MD Funds Management Inc. MGI Securities Nexus Investment Management Inc. Olympia Trust Company Ontario Bar Association Ontario Teachers' Pension Plan Osler, Hoskin & Harcourt LLP Osler, Hoskin & Harcourt LLP on behalf of The Goldman Sachs Group, Inc. Paragon Capital Corporation Ltd. PFSL Investments Canada Ltd. Prestigious Properties Group Proforma Capital Inc. R.A. Floyd Capital Management Inc. Royal Bank Financial Group Rolute Funds Limited RESP Dealers Association of Canada Schinnour Matkin & Baxter Scotia Cassels Securities Industry and Financial Markets Association Shire International Real Estate Investments Ltd SHSC Financial Inc. Signature Capital Inc. Société Générale Corporate & Investment Banking Stikeman Elliott LLP TD Bank Financial Group TD Securities (USA) LLC The Canadian Institute of Chartered Accountants The Investment Funds Institute of Canada The Lucid Group of Companies Tikka Financial Torys LLP Tradex Management Inc. VenGrowth Asset Management Inc. Worldsource Financial Management Inc.</p>
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APPENDIX B

SUMMARY OF CHANGES TO THE 2008 PROPOSAL

This appendix describes the key changes we made to the 2008 Proposal. References to changes are to NI 31-103, unless otherwise noted. The blackline of changes in Appendix C sets out all of the changes we made to the 2008 Proposal.

REORGANIZATION OF THE INSTRUMENT

We reorganized the Instrument to allow registrants to better understand, and comply with, the registration requirements. We now clearly distinguish between the requirements applicable to individuals and to firms. This should allow individuals and firms to more easily answer the following two key questions:

1. Do I need to be registered?
2. If so, what requirements do I have to meet?

We reorganized the Rule into four functional areas:

- individual registration
- firm registration
- business operations
- client relationships

We also reordered and renumbered the Companion Policy in accordance with the Rule. The section numbers in the Companion Policy are identical to those of the Rule, to allow for easy reference.

COMPANION POLICY GUIDANCE ON BUSINESS TRIGGER

We revised the guidance on the business trigger for dealer registration to better articulate our interpretation of what it means to be in the business of trading. We made the following changes.

Changes to Companion Policy guidance on the business trigger		
Deletions	Addition	Clarifications
<ul style="list-style-type: none"> • Reference to the business trigger test for investment fund managers because the business trigger is not part of the legislative trigger for investment fund manager registration. • Discussion of trading for one's own account. This reflects the addition of an exemption for trades through a registered dealer. • Discussion of principal trading at registered firms. The concerns expressed in our previous publication are more appropriately managed by the registered firm's internal controls. • Discussion of mortgage investment companies. 	<ul style="list-style-type: none"> • Expanded guidance on venture capital. 	<ul style="list-style-type: none"> • The list of business trigger factors is not exhaustive. • Some of the business trigger factors apply only to trading activities. • We will not automatically assume that an individual or firm acting as an intermediary is necessarily in the business of trading in securities.

DEFINITIONS

We added or revised the following definitions.

Changes to definitions	
New definitions	Revised definition
<ul style="list-style-type: none"> • Debt security • Eligible client • Sponsoring firm • Subsidiary 	<ul style="list-style-type: none"> • Permitted client – see discussion below.

Permitted client

We made selected conforming changes to elements of the definition of “permitted client” that derive from the definition of “accredited investor” in NI 45-106 *Prospectus and Registration Exemptions* (NI 45-106).

We also broadened the permitted client definition by:

- changing the threshold for corporations from shareholders’ equity of least \$100 million, to a person or company other than an individual or an investment fund, that has net assets of at least \$25 million as shown on its most recently prepared financial statements
- including partnerships and other business organizations (we now use the language “person or company” instead of “corporation”), foreign governments and agencies, and wholly-owned subsidiaries of Canadian pension plans
- designating as a permitted client vehicles that other permitted clients may use for their investing, as long as no non-permitted client also uses that vehicle for investing
- adding guidance to the Companion Policy that is derived from Companion Policy 45-106 CP about matters such as when and how to assess qualification as a permitted client

INDIVIDUAL REGISTRATION**Proficiency requirements**

We made the following changes to the proficiency requirements:

Changes to proficiency requirements		
Deletion	Additions	Clarifications
<ul style="list-style-type: none"> • 36-month time limit on examinations for individuals who have been continuously employed in the securities industry. • A portfolio manager chief compliance officer can no longer qualify for that category by having been previously registered as a portfolio manager advising representative. 	<ul style="list-style-type: none"> • Training is included in the proficiency principle. • Proficiency requirements for chief compliance officers of exempt market dealers. • The Exempt Market Products Exam, an alternative examination for representatives of exempt market dealers. It is also available to chief compliance officers of exempt market dealers. 	<ul style="list-style-type: none"> • The 36-month time limit on examinations applies to Québec representatives of mutual fund dealers and scholarship plan dealers who have passed the examinations prescribed by Policy Q-9, <i>Dealers, Advisers and Representatives</i>. • Experience timelines have been clarified and unified. They may be cumulative.

	<ul style="list-style-type: none"> • The Mutual Fund Dealers Compliance Exam, an alternative examination, for chief compliance officers of mutual fund dealers. • The PDO Exam plus the qualifications of a portfolio manager advising representative for a portfolio manager chief compliance officer • A portfolio manager chief compliance officer qualifies to be an investment fund manager chief compliance officer 	<ul style="list-style-type: none"> • Chief compliance officers are subject to the proficiency principle.
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Exemption for individuals carrying out investment fund manager activities

We have never contemplated that individuals other than UDPs and CCOs of investment fund managers would have to register for activities carried out on behalf of a registered investment fund manager. However, for technical reasons, we added an exemption in the Instrument for these individuals.

FIRM REGISTRATION

Exempt market dealers

We eliminated the distinction between exempt market dealers that handle, hold, or have access to client assets and those that do not. We believe that all of the capital, insurance and conduct requirements are relevant and necessary whether or not an exempt market dealer handles, holds, or has access to client assets.

All exempt market dealers are required to submit annual financial statements to regulators. In recognition of their different business model, exempt market dealers are not required to submit interim financial statements to regulators.

Investment fund managers

We made the following changes to investment fund manager registration:

Changes to investment fund manager registration	
Deletion	Additions
<ul style="list-style-type: none"> • The cumulative capital requirement if the firm is registered as both a portfolio manager and an investment fund manager that trades its own non-prospectus qualified funds. 	<ul style="list-style-type: none"> • A temporary two-year exemption for investment fund managers whose head office is located outside Canada. • For investment fund managers whose head office is located in Canada, a temporary two-year exemption from registration in any province or territory where the head office is not located. • An exemption from the investment fund manager registration requirement for capital accumulation plans. This exemption will be available on a temporary basis while we monitor the situation. It will be available to the extent the plan is only required to be registered as an investment fund manager because the investment fund is an investment option in a capital accumulation plan.

Exemptions from the requirement to register

General changes to exemptions regime

For ease of reference, most of the registration exemptions are in the Rule. We have renamed the Rule to *Registrant Requirements and Exemptions* to reflect this change. NI 45-106 will become primarily a prospectus exemption rule.

Dealer exemptions

We have added a number of new exemptions since the 2008 Proposal, most of which re-state exemptions that existed in NI 45-106:

- individuals acting for investment fund managers - this exemption is new, and has no predecessor exemption in NI 45-106
- person or company not in the business of trading in British Columbia, Manitoba and New Brunswick
- trades through or to a registered dealer
- additional investments in investment funds if initial purchase before September 14, 2005
- private investment club
- exchange contracts - applicable in Alberta, British Columbia, Saskatchewan and New Brunswick
- small security holders selling and purchase arrangements
- capital accumulation plan exemption - this exemption is new, and has no predecessor exemption in NI 45-106
- private investment fund - loan and trust pools - this exemption is new, and has no predecessor exemption in NI 45-106

Sub-adviser exemption

We have not carried forward the sub-adviser exemption in the final version of the Rule. This change is temporary. The exemption will remain in section 7.3 of OSC Rule 35-502 *Non Resident Advisers*, and discretionary relief on a similar basis will still be granted in other jurisdictions. We made this change to give us an opportunity to review the exemption taking into account the regulatory responses to cross-border activity.

Portfolio managers trading their own pooled funds

We clarified the Companion Policy discussion about the dealer exemption for portfolio managers trading their own non-prospectus qualified funds.

International dealers and advisers

Firms relying on the international dealer and international adviser exemptions will have to provide annual notice to regulator that they are using the exemption instead of notice when they stop using the exemption.

In Ontario, the requirement for international advisers acting as the portfolio manager of an investment fund to disclose in offering documents the difficulty of relying on enforcement rights will remain in OSC Rule 35-502. We will monitor its use and may propose its adoption in a National Instrument at a later date.

BUSINESS OPERATIONS

Record-keeping

We made the following changes to record-keeping requirements:

Changes to record-keeping requirements	
Deletion	Clarification
<ul style="list-style-type: none"> • The distinction between activity records and relationship records. A single retention period of seven years from the date a record is created applies to these records. 	<ul style="list-style-type: none"> • Guidance in the Companion Policy on the records that must be kept and on electronic storage of records.

Account opening documentation

We deleted the requirement to maintain account opening documentation. It was redundant because registered firms are required to maintain this information under the record keeping provision in the Rule.

Acquisition of a registered firm's securities or assets

We revised the requirement to provide notice of the intention to acquire a registered firm's securities or assets. This is to ensure that acquisitions with the potential to give rise to regulatory concerns, including holding companies of registered firms, are reviewed.

Solvency

We made the following changes to the solvency requirements:

Changes to solvency requirements	
Deletions	Addition
<ul style="list-style-type: none"> Requirement to calculate working capital monthly. Cumulative capital requirement for firms that are registered as both portfolio managers and investment fund managers that trade their own non-prospectus qualified investment funds. 	<ul style="list-style-type: none"> Guidance in the Companion Policy on factors that can affect how frequently a firm should calculate its working capital.

Audits and financial reporting

We made the following changes to audit and financial reporting requirements:

Changes to audit and financial reporting requirements	
Deletion	Revision
<ul style="list-style-type: none"> Requirement for a registered firm to direct an auditor to conduct an audit or review. 	<ul style="list-style-type: none"> "Quarterly financial information" changed to "interim financial information", to ensure consistency with International Financial Reporting Standards (IFRS).

CLIENT RELATIONSHIPS**KYC and suitability****Identification of insiders**

We limited the requirements to identify insiders to those who are insiders of reporting issuers and issuers whose securities are publicly traded.

Identification of partnerships and trusts

In addition to corporations, registrants must now establish the identity of partnerships and trusts, in accordance with section 13.2(3) of the Rule. We revised the Rule to provide SRO members with an exemption from the requirement in that section because SRO rules set out similar requirements for their members.

KYC information in support of suitability

Registrants do not have to collect this information from permitted clients for the purpose of suitability determination if the client has waived the suitability determination. However, if the registrant is managing the permitted client’s investment portfolio on a discretionary basis, they must collect this information.

KYC and suitability guidance in the Companion Policy

We revised the guidance in the Companion Policy to clarify that:

- “gate-keeper” KYC is always required to establish the client’s identity, even if a permitted client waives a suitability determination
- depending on the client relationship, the extent of KYC information that a registrant should obtain in support of suitability may differ
- all registrants must know the product they are recommending for the client or on which they are advising the client

Conflicts of interest

The conflict of interest provisions have evolved since they were first published in 2007. We made further changes in response to comments on the 2008 Proposal. In some cases, we returned to proposals in the 2007 Proposal.

Other changes are consistent with the conflicts of interest principle. We have also made some clarifications. The objectives of the changes are to ensure that:

- clients receive meaningful disclosure about conflicts of interest
- unnecessary regulatory burdens are not imposed on registrants

Changes to conflict of interest provisions		
Items moved	Additions	Clarifications
<ul style="list-style-type: none"> • Materiality threshold for the principle moved from the Companion Policy to the Rule. • Disclosure about related and connected issuers is now an example of disclosure in the Companion Policy. This is to ensure that the articulated best practices of disclosure will apply. • Registered advisers must deliver a client-friendly description of how opportunities are allocated fairly, and not the actual fairness policies, which may be difficult for clients to understand. Moved within Rule to Part 14 <i>Handling client accounts – firms</i>. 	<ul style="list-style-type: none"> • Guidance in the Companion Policy on individuals disclosing material conflicts to their sponsoring firms. • Guidance on managed account transactions in the Companion Policy. • Exemptions from limitations on recommendations include recommendations about investment funds for which a registered firm is an adviser or investment fund manager. 	<ul style="list-style-type: none"> • Used clearer language for the provisions of the section on limitations on certain managed account transactions. We included “investment fund managed by the adviser” in the concept of “investment portfolio managed by the adviser” to ensure we implement the existing interpretation of that section. We also restored the existing idea of “knowingly cause” in that section. • Guidance in the Companion Policy on disclosure to clients clarifies that for disclosure to be meaningful, it should be made “in a timely manner”.

Complaint handling

New framework for complaint handling

The CSA is currently working with the SROs on a harmonized framework for the complaint handling regime. This framework is expected to:

- set out standards and timelines for acknowledging, investigating and responding to client complaints, and
- require firms to monitor and report on complaints, so they can detect frequent and repetitive complaints that may, on a cumulative basis, indicate a problem

At this time, we included in the Rule only the provisions that are harmonized according to the framework. We will incorporate the remainder of the complaint handling framework through amendments to the Instrument. The SROs published their proposals in the spring of 2009.

Dispute resolution

We removed the requirement to “participate in an independent dispute resolution service” and we broadened the dispute resolution provision to include “mediation”.

Relationship disclosure

We aim to achieve harmonization between CSA and SRO client relationship requirements. Since that project is not yet complete, we included in the Rule only the provisions that are harmonized.

Changes to relationship disclosure provisions	
Addition	Clarifications
<ul style="list-style-type: none"> • A general exemption for all dealers from delivering relationship disclosure information to permitted clients who waive the requirement. 	<ul style="list-style-type: none"> • The relationship disclosure principle has been refined. It will apply to all dealers and advisers. • The detailed relationship disclosure requirements are the minimum to be disclosed by registrants that are not SRO members. SRO rules set out essentially harmonized details for their members.

Nominee name accounts

We added guidance to the Companion Policy that it is good business practice for non-SRO members to hold client assets in client name and not in nominee name. The capital requirements for non-SRO members are not designed to reflect the added risk of holding client assets in nominee name. SRO rules add extra capital requirements and specify approved custodians to address these risks.

Account activity reporting

We made the following changes to the account activity reporting requirements:

Changes to account activity reporting requirements		
Deletions	Addition	Clarification
<ul style="list-style-type: none"> • Requirement to report trades otherwise than in trade confirmations. • Mutual fund dealers do not have to provide monthly statements, even if a transaction takes place in the month. • SRO members are not subject to the CSA requirement to deliver trade confirmations because they are subject to SRO rules instead. 	<ul style="list-style-type: none"> • Scholarship plan dealers will deliver annual client statements. 	<ul style="list-style-type: none"> • The contents of all client statements have been harmonized.

Reduction of debit balances

We deleted the requirement on reducing debit balances.

Transition

We extended certain transition periods where it was appropriate to provide registrants with more time to comply with certain sections of the Rule. We have not shortened any of the transition periods published in the 2008 Proposal.

APPENDIX C
CONCORDANCE OF CHANGES TO THE 2008 PROPOSAL
NATIONAL INSTRUMENT 31-103
REGISTRATION REQUIREMENTS AND EXEMPTIONS
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APPENDIX D

ALTERNATIVE APPROACH TO REGULATING EXEMPT MARKET INTERMEDIARIES IN CERTAIN JURISDICTIONS

The Alberta Securities Commission, British Columbia Securities Commission, Manitoba Securities Commission, Government of the Northwest Territories (Department of Justice), Government of Nunavut (Department of Justice), and Government of the Yukon Territory (Community Services) will each issue an order exempting a person from the dealer registration requirement when the person trades in securities relying on one of the following prospectus exemptions in National Instrument 45-106: (i) accredited investor (section 2.3); (ii) family, friends, and business associates (section 2.5); offering memorandum (section 2.9); and (iv) minimum investment amount (section 2.10). To rely on this order, a person must meet each of the following conditions:

- not be otherwise registered
- not provide suitability advice leading to the trade
- not otherwise provide financial services to the purchaser
- not hold or have access to the purchaser's assets
- provide a risk disclosure in prescribed form to the purchaser, and
- file an information report with the securities regulatory authority

These conditions preserve and enhance the current framework in the participating CSA jurisdictions for using the dealer registration exemptions for capital raising found in NI 45-106 today. In addition, they were part of the BCSC and MSC 2008 proposal for regulating exempt market dealers, with two exceptions. We describe both the differences between today's regime and this regime, and the 2008 proposals by the BCSC and the MSC, below.

Today, no person trading in these prospectus-exempt securities in these jurisdictions is required to register. The order will limit those who can rely on it to those who are not otherwise registered so that investors will get the same level of protection from a person who is registered in every trade. This was part of the 2008 BCSC and MSC proposal.

Today, it is implicit in the registration exemptions for capital raising that the person relying on the exemption will not provide suitability advice as that is a registrable activity. Although this condition was not articulated in the 2008 BCSC and MSC proposal, we do not think it is a change but, rather, makes explicit that which was implicit.

Today, there is no prohibition when relying on the registration exemptions for capital raising when the person has previously provided financial services. Nor was this condition part of the 2008 BCSC and MSC proposals. The participating jurisdictions think that this condition will avoid the risk that a purchaser who has previously had financial services advice from the exempt market intermediary will not understand that he or she cannot rely on that same person for advice on this occasion. In British Columbia, the order will not include this condition but the BCSC will consult in the coming year to understand whether it should also impose this condition.

Today, there is no prohibition on holding or having access to the purchaser's assets. From consultations with exempt market dealers in certain jurisdictions, including British Columbia, Alberta, and Manitoba, we believe that this activity is not an activity that exempt market dealers generally engage in. So, although this condition is both a change from today's regime and a change from the 2008 BCSC and MSC proposals, we do not think that this new condition imposes a new burden on this community of exempt market intermediaries.

Today, there is no requirement that a separate risk disclosure, describing the risks of dealing with the market intermediary rather than the risks of the prospectus-exempt securities, go to the purchaser. The 2008 BCSC and MSC proposal, however, included this condition. The participating jurisdictions think this clear disclosure about the risks of purchasing through the exempt market intermediary will increase the purchaser's chance of understanding that the purchaser is not represented and cannot get advice about the purchase from the intermediary.

Today there is no requirement imposed on exempt market dealers to file an information report to disclose their dealing in the prospectus-exempt market and provide the securities regulatory authorities with contact information. However, the 2008 BCSC and MSC proposal did include this condition. Participating jurisdictions believe that collecting this information will facilitate their communication with market participants in the prospectus-exempt market and allow them to better understand their businesses.

This order will be issued into force and effect contemporaneously with the implementation of NI 31-103.

APPENDIX E

CSA STAFF NOTICE 31-311

**PROPOSED NATIONAL INSTRUMENT 31-103
REGISTRATION REQUIREMENTS AND EXEMPTIONS
TRANSITION INTO THE NEW REGISTRATION REGIME**

Proposed National Instrument 31-103 *Registration Requirements and Exemptions (NI 31-103)* was last published for comment on February 29, 2008 and has not yet been approved by the securities regulatory authorities. Over the next month, staff of the Canadian Securities Administrators (the **CSA**) will seek final approval of NI 31-103 and expect to publish it in its final form, on or about July 17, 2009. Subject to ministerial approvals in some jurisdictions, NI 31-103 would come into force on or about September 28, 2009 (the **effective date**).

Accordingly, this notice only reflects what CSA staff is recommending to the relevant securities regulatory authorities and ministries.

Introduction

This notice describes how staff of the CSA and the Investment Industry Regulatory Organization (**IIROC**) foresee transitioning firms and individuals from the existing registration regime to the new registration regime under NI 31-103. The CSA and IIROC staff are committed to making the transition as smooth and efficient as possible for all registrants. IIROC plans to publish its own notice regarding the conversion of registration categories as a supplement to this notice.

This notice discusses a number of issues concerning the planned implementation of NI 31-103:

- **National Registration Database (NRD) freeze period.** Subject to further notification, NRD would be shut down from 5:00 p.m. Eastern Time, September 25, 2009 to 11:59 p.m. Eastern Time, October 12, 2009.
- **Conversion.** Staff propose to convert existing categories of registration for firms and individuals to new categories of registration. In some cases, conversion would not take place if a firm's category of registration no longer exists under NI 31-103. Certain designations of unregistered individuals would not be converted (see section on Conversion below for more detail).
- **Transition timelines.** Staff propose transition periods that would give sufficient time for firms and individuals to adjust to, and comply with, certain new requirements.

NRD freeze period

NRD would be shut down for two weeks from 5:00 p.m. Eastern Time, September 25, 2009 to 11:59 p.m. Eastern Time, October 12, 2009.

It would be necessary to shut down NRD in order to convert

- existing categories of registration to the new categories of registration for firms and individuals under NI 31-103; and
- existing forms to the proposed revised forms under proposed revised National Instrument 33-109 *Registration Information (NI 33-109)*.

Would firms have access to NRD during the freeze period?

Authorized firm representatives (**AFRs**) would be unable to create new submissions via NRD. Firms would have read-only access to NRD during the freeze period.

Would firms be required to make submissions during the freeze period?

Firms would be required to submit the following material information during the freeze period:

- Reinstatements: Using the paper version of the Form 33-109F7 *Reinstatement of Registered Individuals and Permitted Individuals*
- Termination notices for individuals who resign or are dismissed for cause: Using the paper version of the Form 33-109F1 *Notice of Termination of Registered Individuals and Permitted Individuals*
- Notices of changes to civil, criminal and financial information: Using the paper version of the Form 33-109F5 *Change of Registration Information*

These submissions would be made on paper using the forms under NI 33-109 that would also come into effect on September 28, 2009. Firms would have to re-file these notices on NRD after the freeze period is over, for recording purposes, **no later than November 10, 2009**.

Firms would be required to submit all other notices that should have otherwise been submitted during the freeze period **no later than November 24, 2009**.

Firms may continue to make applications on paper during the freeze period with the understanding that these applications may not be processed and would therefore have to be re-filed on NRD once the freeze period is over. For an application that is approved during the freeze period, it must be re-filed on NRD **no later than November 10, 2009**.

Would firms be charged for making submissions on paper during the freeze period?

Firms would not be required to pay any fees during the freeze period for filings made on paper that they would normally make through NRD. These fees would be payable when the filing is made on NRD after the freeze period ends.

What would happen to applications (including NRD submissions) submitted to the regulator before NI 31-103 comes into force?

CSA staff would use their best efforts to process applications submitted before NI 31-103 comes into force. However, if an application has been submitted but not approved by the effective date, the following would apply:

- NRD submissions would not be processed. The outstanding NRD submissions would be withdrawn from NRD. We anticipate that reports would be generated for these withdrawn submissions and the principal regulator would provide each firm with a list of these submissions.
- Firms and individuals would have to re-apply using the new forms as prescribed under revised NI 33-109.
- Firms and individuals applying for registration would be required to comply with the new requirements under NI 31-103 in order to be registered. For example, a firm would have to file Form 33-109F6 *Firm Registration (F6)* and comply with the new capital, insurance and proficiency requirements to obtain approval. **No transition is available.**

What would happen to submissions in a firm's work in progress as of the freeze period?

The applications that are in progress but not yet submitted to the regulator would be deleted by the system. We anticipate that reports would be generated for these deleted submissions and the principal regulator would provide each firm with a list of these submissions.

Would firms be charged fees again for submissions re-filed after they are withdrawn during the freeze?

The fees would be automatically withdrawn from NRD for individual applications and therefore it is recommended that firms use the "related to deficiency" function of NRD to avoid having fees withdrawn a second time. The regulator would, however, refund any duplicate fee withdrawals. There would be no new application fee for a firm registration.

How can firms increase the likelihood that applications are processed before NI 31-103 comes into force?

Applications should be submitted well in advance according to the following schedule:

Type of application	Submission date
Firm	On or before June 26, 2009
Individual – registration with adviser	On or before July 15, 2009
Individual – registration with an existing firm in any category other than adviser	On or before August 14, 2009

What about notices of reinstatement where a notice of termination was filed prior to the freeze period?

After the freeze period is over, NRD would prevent a reinstatement from being filed if an individual was terminated prior to the freeze period. In this case, a reactivation on Form 33-109F4 *Registration of Individual and Review of Permitted Individuals* must be filed. As fees would be automatically withdrawn for this submission, they would be refunded if the individual was moving from one firm to another within 90 days.

Summary of NRD freeze period

The following table describes how the freeze period would work:

NRD freeze period September 28, 2009 to October 12, 2009	After NRD freeze period ends From October 13, 2009 onwards
<i>NRD would be shut down at 5:00 p.m. eastern time on Friday, September 25, 2009.</i>	
<ul style="list-style-type: none"> Conversion of existing categories of registration to new categories of registration takes place. All outstanding submissions in a firm's/AFR's work in progress would be deleted and those not yet processed by regulators would be withdrawn from NRD. A firm's/AFR's submissions would be deleted on September 28, 2009 whereas the regulators' submissions would be withdrawn on October 5, 2009. Firms/AFRs would be unable to create new submissions via NRD. Firms/AFRs would have read-only access during the freeze period. Firms would only be required to continue to file material information (all reinstatements, terminations for cause, changes in civil, criminal and financial information). The filings would be made: <ul style="list-style-type: none"> (i) on paper, (ii) using the new forms, and (iii) fees are not required until material information re-filed on NRD. 	<ul style="list-style-type: none"> No later than November 10, 2009, firms would need to re-file the material information filed on paper during the freeze period (i.e. all reinstatements, terminations for cause, changes in civil, criminal and financial information). No later than November 24, 2009, firms would have to file all other notices not filed during the freeze period that would otherwise have been required. If an application for registration is filed during the freeze period on paper and not approved during the freeze, firms would have to re-file it on NRD after the freeze period to receive regulatory approval. If an application was approved, it must also be re-filed on NRD no later than November 10, 2009. Firms would have to re-file all submissions that were withdrawn from NRD during the freeze period in order to receive regulatory approval. The principal regulator would provide each firm with a list of these submissions. Fees would be withdrawn from a firm's NRD account for individual submissions re-filed and therefore firms should relate any re-filed submissions with those withdrawn to avoid being charged again. There would be no new application fee for a firm registration if application was made prior to September 28, 2009 and not approved by then.

Conversion

Staff propose to convert existing categories of registration for firms and individuals to new categories of registration, where applicable. Please refer to Appendix A for the accompanying tables.

During the freeze period, existing categories of registration would be converted to new categories of registration as shown in the tables in Appendix A.

Some categories of registration would no longer exist under NI 31-103. These categories are set out in the tables in Appendix A. For example, the registration category of Security/Securities Issuer would be eliminated under NI 31-103. This would mean the firm is no longer registered.

Conversion to permitted individual status

Under NI 33-109, permitted individuals would include a director, chief executive officer, chief financial officer, chief operating officer or those performing the functional equivalent of any of those positions. In addition it would include shareholders who are the beneficial owners of, or exercise direct or indirect control or direction over, 10 percent or more of the voting securities of the firm. This is meant to capture only the mind and management that directly influence the firm. Junior officers are no longer required to seek approval. All individuals who meet the current definition of permitted individual (i.e. the more restricted group) under NI 33-109 would be converted during the freeze period.

All officers that would not be captured by the revised definition of permitted individuals should surrender the permitted activity or be terminated as permitted individuals after the effective date. However, firms should not make these surrender or termination filings during the freeze period. These individuals should be removed from NRD by December 31, 2009, otherwise the firm would be charged NRD user fees for these individuals. **These fees are non-refundable.**

Lists of officers would be generated by CDS Clearing and Depository Services Inc. (CDS). The regulator would send these lists to firms after the effective date to assist firms with removing officers that are not permitted individuals.

Firms can avoid NRD user fees by doing any one of the following:

- ***File a separate submission for each individual by December 1, 2009***

Firms may file a separate notice of termination (Form 33-109F1 *Notice of Termination of Registered Individuals and Permitted Individuals*) or change/surrender (Form 33-109F2 *Change or Surrender of Individual Categories*) on NRD for each individual no longer captured by the definition of permitted individual under NI 31-103 by December 1, 2009.

Notices of termination are required for individuals surrendering their last category or permitted activity on NRD. Change/surrender submissions are required for individuals who would remain active on NRD after removing the permitted activity no longer captured by NI 33-109.

CSA staff cannot guarantee that submissions filed after December 1, 2009 would be approved by December 31, 2009.

- ***File a bulk submission for firms with more than 10 officers***

CDS would provide assistance to firms with more than 10 officers that are no longer required to be on NRD. Lists of officers would be generated by CDS and would be sent to firms after the effective date with instructions. We expect that, after receiving this list, firms would provide their principal regulator with confirmation of the officers that need to be removed from NRD.

For more information, IIROC-member firms may contact Lisa Mullen at registration@iirc.ca. All other firms may contact Helen Walsh of the CSA Systems Office at inquiries@nrd-info.ca.

- ***File an annual fee exclusion by December 31, 2009***

Firms may file an annual fee exclusion submission on NRD by December 31, 2009 for any individual that is no longer captured by the definition of permitted individual under NI 31-103 and is required to submit a notice of termination. Firms can only use this process if the individual is only approved in one category. For example, firms cannot use this process if an individual is both an officer and a representative.

The filing of an annual fee exclusion would avoid NRD fees being pulled from the firm's NRD account for that individual. It does not however, exempt the firm from filing a notice of termination to remove the individual as a permitted individual. See the NRD Information website for instruction on filing an annual fee exclusion <http://www.nrd-info.ca/using/hint8.jsp?lang=en>

Transition timelines

CSA staff have recommended transition periods to allow for firms and individuals to comply with the new requirements. Refer to Appendix B for a chart on transition timelines.

If a firm fails to meet the prescribed timelines set out for a transition period, it must cease to carry on business until all the requirements under NI 31-103 are met.

We anticipate that the following transition periods would apply to firms and individuals registered before the effective date. All times listed below are from the effective date.

For firms registered before the effective date

Generally:

- 3 months for firms to designate an individual in the category of Ultimate Designated Person (**UDP**) and to apply for registration for the registered individual as the UDP of the firm
- 3 months for firms to designate an individual in the category of Chief Compliance Officer (**CCO**) and to apply for registration of the individual as the CCO of the firm
- 6 months for firms to satisfy bonding or insurance requirements and notify the regulator of a change, claim or cancellation to an insurance policy – current bonding and insurance must be maintained until the new requirements are satisfied
- 6 months for firms to comply with the referral arrangements requirement
- 12 months for firms to deliver relationship disclosure information to clients
- 12 months for firms to satisfy capital requirements and notify the regulator of a subordination agreement – current capital must be maintained until the new requirements are satisfied
- 24 months for firms to ensure that independent dispute resolution or mediation services are made available to clients to resolve complaints¹

A firm that obtained discretionary relief relating to registration requirements existing before the effective date would be exempt from any substantially similar provision of NI 31-103

Mutual Fund Dealer:

- 24 months for firms registered in the category of mutual fund dealer to comply with the requirement to deliver client statements

International Dealer:

- 1 month for firms registered in the category of international dealer² to submit a completed Form 31-103F2 *Submission to Jurisdiction and Appointment of Agent for Service* – the firm's registration in the category of international dealer is revoked immediately

International Adviser:

- 12 months for firms registered in the category of international adviser³ to submit a completed Form 31-103F2 *Submission to Jurisdiction and Appointment of Agent for Service*

During the 12 month transition period, international advisers may continue to operate under the conditions of OSC Rule 35-502 *Non-Resident Advisers* while considering whether their business would operate under the conditions of the exemption in NI 31-103 or whether they wish to be registered as a portfolio manager. If a firm currently registered as

¹ Except in Québec, where a transition period is not required.

² Ontario and Newfoundland and Labrador category only.

³ Ontario category only.

an international adviser would operate under the conditions of the exemption, it must file a completed Form 31-103F2 *Submission to Jurisdiction and Appointment of Agent for Service* within 12 months of the effective date. The firm's registration category of international adviser would be converted to portfolio manager during the freeze but would be revoked in 12 months.

Portfolio Manager & Investment Counsel (Foreign):

- 12 months for firms registered in the category of portfolio manager & investment counsel (foreign)⁴ to submit a completed Form 31-103F2 *Submission to Jurisdiction and Appointment of Agent for Service*

During the 12 month transition period, firms registered as portfolio manager & investment counsel (foreign) may continue to operate under the conditions of their registration and should consider whether their business would operate under the conditions of the exemption in NI 31-103 or whether they wish to be registered as a portfolio manager. If the firm would operate under the conditions of the exemption, it must file a completed Form 31-103F2 *Submission to Jurisdiction and Appointment of Agent for Service* within 12 months of the effective date. The firm's registration category of portfolio manager & investment counsel (foreign) would be converted to portfolio manager during the freeze but would be revoked in 12 months.

In some jurisdictions, although there is no category of international adviser, foreign advising firms may have been registered as portfolio managers with terms and conditions restricting their activities similar to the restrictions imposed on firms that are registered in the category of international adviser in other jurisdictions. These firms should consider using the international adviser registration exemption in NI 31-103 and surrender their registration in these jurisdictions. They should submit a completed Form 31-103F2 *Submission to Jurisdiction and Appointment of Agent for Service*.

For individuals registered before the effective date:

Generally:

- If an individual is registered in one of the following categories, that individual would not be required to satisfy formal proficiency requirements of the category so long as the individual remains registered in the category:
 - A dealing representative of a mutual fund dealer
 - An advising representative of a portfolio manager
 - An associate advising representative of a portfolio manager
 - An advising representative with terms and conditions on that registration that are equivalent to the scope of authority of an associate advising representative under NI 31-103

Except:

- For an individual registered as a dealing representative of a scholarship plan dealer or of an exempt market dealer transitioning from the limited market dealer category in Ontario (**ON**) and Newfoundland and Labrador (**NL**), the individual has 12 months to satisfy formal proficiency requirements and the NRD record must be updated to reflect that proficiency requirements have been met.
- An individual who was entitled to rely on an exemption granted by a regulator relating to registration requirements existing before the effective date would be exempt from any substantially similar proficiency requirements in NI 31-103

Exempt market dealers (transitioning from limited market dealer category in ON and NL):

- 12 months for an individual designated as the CCO to satisfy proficiency requirements and the NRD record must be updated to reflect that proficiency requirements have been met.

Portfolio Manager (Pre-approval of advice for associate advising representatives)

⁴ Alberta category only.

- Staff has not recommended a transition for the requirement to pre-approve advice of an associate advising representative. A registered adviser must designate an advising representative to review the advice of the associate advising representative (or advising representative with equivalent terms and conditions). A firm must advise the regulator of the names of the advising representative and the associate advising representative subject to this designation on the seventh day after the designation. If your firm has already advised the regulator of this, there is no need to do this again unless there is a change.

The following transition periods apply to firms and individuals not required to register before the effective date, but that would be required to register under NI 31-103. All times listed below are from the effective date.

All requirements must be met at the time of the firm's application for registration. For example, if an application to register is made by a firm six months after the effective date, all requirements under NI 31-103 must be met at that time. For example, if an application to register is made by a firm on March 28, 2010, all requirements under NI 31-103 must be met by March 28, 2010.

Exempt market dealers (other than ON and NL):

- No transition for firms not active prior to the effective date. Regulatory approval must be obtained prior to carrying on business after the effective date.
- 12 months to apply for registration and comply with requirements if the firm is acting as a dealer in the exempt market prior to the effective date.

Investment fund managers with a head office in Canada:

- No transition for firms not active prior to the effective date. Regulatory approval must be obtained prior to carrying on business after the effective date.
- 12 months, for firms active prior to the effective date, to apply for registration in the jurisdiction where its head office is located
- 24 months, for firms active prior to the effective date, to apply for registration in other applicable Canadian jurisdictions*

Investment fund managers whose head office is outside Canada:

- 24 months to apply for registration if active prior to the effective date*
- 24 months to apply for registration if not active prior to the effective date*

* The CSA plans to publish a proposal for comment during the next year to explain under what circumstances an investment fund manager that has a head office outside Canada would need to register. This proposal would also indicate under what circumstances an investment fund manager that has a head office in Canada and is registered in that jurisdiction, would need to register in other Canadian jurisdictions.

The following chart summarizes the transition for investment fund managers

Head office in Canada?	Active as of the effective date?	Transition Period
Y	N	<ul style="list-style-type: none"> • None – regulatory approval must be obtained prior to carrying on business
Y	Y	<ul style="list-style-type: none"> • 12 months – to apply in the jurisdiction where its head office is located • 24 months – to apply in other applicable Canadian jurisdictions where it operates
N	Y	<ul style="list-style-type: none"> • 24 months – to apply for registration
N	N	<ul style="list-style-type: none"> • 24 months – to apply for registration

If an investment fund manager is registered in another category prior to the effective date, only certain items of the F6 need to be completed (these items are identified on the F6) to add this category to the existing registration.

Questions

Please refer your questions to any of the following CSA staff:

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British Columbia

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Manitoba

Isilda Tavares
Registration Officer, Deputy Director
Manitoba Securities Commission
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New Brunswick

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Newfoundland & Labrador

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June 12, 2009

APPENDIX A

Conversion of dealer firms

	Existing Category	New Category
Alberta	Investment Dealer	Investment Dealer
	Mutual Fund Dealer	Mutual Fund Dealer
	Scholarship Plan Dealer	Scholarship Plan Dealer
	Dealer	Restricted Dealer
	Dealer (Exchange Contracts)	Restricted Dealer
	Dealer (Restricted)	Restricted Dealer
	Security Issuer	--
British Columbia	Investment Dealer	Investment Dealer
	Mutual Fund Dealer	Mutual Fund Dealer
	Scholarship Plan Dealer	Scholarship Plan Dealer
	Exchange Contracts Dealer	Restricted Dealer
	Special Limited Dealer	Restricted Dealer
	Security Issuer	--
	Real Estate Securities Dealer	Restricted Dealer
Manitoba	Investment Dealer	Investment Dealer
	Mutual Fund Dealer	Mutual Fund Dealer
	Scholarship Plan Dealer	Scholarship Plan Dealer
	Securities Issuer	--
	Underwriter	Investment Dealer
	Specific Securities Dealer	Restricted Dealer
New Brunswick	Investment Dealer	Investment Dealer
	Mutual Fund Dealer	Mutual Fund Dealer
	Scholarship Plan Dealer	Scholarship Plan Dealer
Newfoundland & Labrador	Broker	Investment Dealer
	Investment Dealer	Investment Dealer
	Mutual Fund Dealer	Mutual Fund Dealer
	Scholarship Plan Dealer	Scholarship Plan Dealer
	Financial Intermediary Dealer	--
	Foreign Dealer	--
	International Dealer	--
	Limited Market Dealer	Exempt Market Dealer *
	Securities Dealer	Investment Dealer
	Securities Issuer	--
Northwest Territories	Investment Dealer	Investment Dealer
	Mutual Fund Dealer	Mutual Fund Dealer
	Scholarship Plan Dealer	Scholarship Plan Dealer
	Restricted Dealer	Restricted Dealer
Nova Scotia	Broker	Investment Dealer
	Investment Dealer	Investment Dealer
	Mutual Fund Dealer	Mutual Fund Dealer
	Scholarship Plan Dealer	Scholarship Plan Dealer
	Real Estate Securities Dealer	Restricted Dealer
	Securities Dealer	Investment Dealer

	Security Issuer	--
Nunavut	Investment Dealer	Investment Dealer
	Mutual Fund Dealer	Mutual Fund Dealer
	Scholarship Plan Dealer	Scholarship Plan Dealer
	Restricted Dealer	Restricted Dealer
Ontario	Investment Dealer	Investment Dealer
	Mutual Fund Dealer	Mutual Fund Dealer
	Scholarship Plan Dealer	Scholarship Plan Dealer
	Limited Market Dealer	Exempt Market Dealer *
	International Dealer	--
	Securities Issuer	--
Prince Edward Island	Investment Dealer	Investment Dealer
	Mutual Fund Dealer	Mutual Fund Dealer
	Scholarship Plan Dealer	Scholarship Plan Dealer
	Restricted Dealer	Restricted Dealer
Québec	Unrestricted Practice Dealer	Investment Dealer
	Unrestricted Practice Dealer (introducing broker)	Investment Dealer
	Unrestricted Practice Dealer (International Financial Centre)	Investment Dealer
	Discount Broker	Investment Dealer
	Firm in Group-Savings Plan Brokerage	Mutual Fund Dealer
	Scholarship Plan Dealer	Scholarship Plan Dealer
	Québec Business Investment Company (QBIC)	Restricted Dealer
	Debt Securities Dealer	Restricted Dealer
	Restricted Practice Dealer	Restricted Dealer
	Firm in Investment Contract Brokerage	Restricted Dealer
	Unrestricted Practice Dealer (NASDAQ)	Restricted Dealer
Saskatchewan	Investment Dealer	Investment Dealer
	Mutual Fund Dealer	Mutual Fund Dealer
	Scholarship Plan Dealer	Scholarship Plan Dealer
	Security Issuer	--
Yukon	Broker - Securities	Investment Dealer
	Broker - Mutual Funds	Mutual Fund Dealer
	Broker - Scholarship Plan Dealer	Scholarship Plan Dealer
	Broker - Security Issuer	--

* Limited market dealers would be converted to exempt market dealer and would not be required to submit an application seeking registration as an exempt market dealer.

Conversion of adviser firms

	Existing Category	New Category
Alberta	Investment Counsel	Portfolio Manager
	Portfolio Manager	Portfolio Manager
	Portfolio Manager/Investment Counsel	Portfolio Manager
	Portfolio Manager/Investment Counsel (Foreign)	Portfolio Manager (operating under existing terms and conditions)
	Portfolio Manager/Investment Counsel (Exchange Contracts)	Portfolio Manager
	Securities Adviser	--
British Columbia	Investment Counsel	Portfolio Manager
	Portfolio Manager	Portfolio Manager
	Securities Adviser	--
Manitoba	Investment Counsel	Portfolio Manager
	Portfolio Manager	Portfolio Manager
	Securities Adviser	--
New Brunswick	Portfolio Manager and Investment Counsel	Portfolio Manager
	Securities Adviser	--
Newfoundland & Labrador	Investment Counsel	Portfolio Manager
	Portfolio Manager	Portfolio Manager
	Financial Adviser	--
	Securities Adviser	--
Northwest Territories	Investment Counsel	Portfolio Manager
	Portfolio Manager	Portfolio Manager
	Investment Counsel / Portfolio Manager	Portfolio Manager
Nova Scotia	Investment Counsel	Portfolio Manager
	Portfolio Manager	Portfolio Manager
	Securities Adviser	--
Nunavut	Investment Counsel	Portfolio Manager
	Portfolio Manager	Portfolio Manager
	Investment Counsel / Portfolio Manager	Portfolio Manager
Ontario	Investment Counsel	Portfolio Manager with applicable conditions on a case-by-case basis
	Portfolio Manager	Portfolio Manager
	Extra Provincial Investment Counsel & Portfolio Manager	Portfolio Manager
	Non-Canadian Investment Counsel & Portfolio Manager	Portfolio Manager
	International Adviser	Portfolio Manager (operating under OSC Rule 35-502 conditions for International Advisers)
	Securities Adviser	--
Prince Edward Island	Investment Counsel	Portfolio Manager
	Portfolio Manager	Portfolio Manager
	Securities Adviser	--

Québec	Unrestricted Practice Adviser	Portfolio Manager
	Unrestricted Practice Adviser (International Financial Centre)	Portfolio Manager
	Restricted Practice Adviser	Restricted Portfolio Manager
Saskatchewan	Investment Counsel	Portfolio Manager
	Portfolio Manager	Portfolio Manager
	Securities Adviser	--
Yukon	Broker - Investment Counsel	Portfolio Manager

Conversion of individuals

Under NI 31-103, if an individual is trading or advising, this registration category would be either dealing representative or advising representative. If the individual also holds the position of an officer or partner of the firm, this position would be reflected on NRD as a separate designation (see column on far right of chart).

	Existing Category	New Category	Position
Alberta	Officer (trading)	Dealing Representative	Officer
	Partner (trading)	Dealing Representative	Partner
	Salesperson	Dealing Representative	
	Officer (advising)	Advising Representative	Officer
	Partner (advising)	Advising Representative	Partner
	Advising Employee	Advising Representative	
	Junior Officer (advising)	Associate Advising Representative	Officer
British Columbia	Salesperson	Dealing Representative	
	Trading Partner	Dealing Representative	Partner
	Trading Director	Dealing Representative	Director
	Trading Officer	Dealing Representative	Officer
	Advising Employee	Advising Representative	
	Advising Partner	Advising Representative	Partner
	Advising Director	Advising Representative	Director
	Advising Officer	Advising Representative	Officer
Manitoba	Salesperson	Dealing Representative	
	Branch Manager	Dealing Representative	
	Trading Partner	Dealing Representative	Partner
	Trading Director	Dealing Representative	Director
	Trading Officer	Dealing Representative	Officer
	Advising Employee	Advising Representative	
	Advising Officer	Advising Representative	Officer
	Advising Director	Advising Representative	Director
	Advising Partner	Advising Representative	Partner
	Associate Advising Officer	Associate Advising Representative	Officer
	Associate Advising Director	Associate Advising Representative	Director
	Associate Advising Partner	Associate Advising Representative	Partner
	Associate Advising Employee	Associate Advising Representative	

New Brunswick	Salesperson	Dealing Representative	
	Officer (trading)	Dealing Representative	Officer
	Partner (trading)	Dealing Representative	Partner
	Representative (advising)	Advising Representative	
	Officer (advising)	Advising Representative	Officer
	Partner (advising)	Advising Representative	Partner
	Sole Proprietor (advising)	Advising Representative	
	Associate Officer (advising)	Associate Advising Representative	Officer
	Associate Partner (advising)	Associate Advising Representative	Partner
	Associate Representative (advising)	Associate Advising Representative	
Newfoundland & Labrador	Salesperson	Dealing Representative	
	Officer (trading)	Dealing Representative	Officer
	Partner (trading)	Dealing Representative	Partner
	Officer (advising)	Advising Representative	Officer
	Partner (advising)	Advising Representative	Partner
Northwest Territories	Salesperson	Dealing representative	
	Officer (trading)	Dealing representative	Officer
	Partner (trading)	Dealing representative	Partner
	Representative (advising)	Advising Representative	
	Officer (advising)	Advising Representative	Officer
	Partner (advising)	Advising Representative	Partner
Nova Scotia	Salesperson	Dealing Representative	
	Officer - trading	Dealing Representative	Officer
	Partner - trading	Dealing Representative	Partner
	Director - trading	Dealing Representative	Director
	Officer - advising	Advising Representative	Officer
	Officer - counselling	Advising Representative	Officer
	Partner - advising	Advising Representative	Partner
	Partner - counselling	Advising Representative	Partner
	Director - advising	Advising Representative	Director
	Director - counselling	Advising Representative	Director
Nunavut	Salesperson	Dealing representative	
	Officer (trading)	Dealing representative	Officer
	Partner (trading)	Dealing representative	Partner
	Representative (advising)	Advising Representative	
	Officer (advising)	Advising Representative	Officer
	Partner (advising)	Advising Representative	Partner
Ontario	Salesperson	Dealing representative	
	Officer (trading)	Dealing representative	Officer
	Officer (non-trading)	--	Officer
	Partner (trading)	Dealing representative	Partner
	Partner (non-trading)	--	Partner

Ontario	Advising Representative	Advising Representative	
	Officer (advising)	Advising Representative	Officer
	Officer (non-advising)	--	Officer
	Partner (advising)	Advising Representative	Partner
	Partner (non-advising)	-- eliminated under NI 31-103 --	Partner
	Associate Advising Representative	Associate Advising Representative	
	Associate Advising Officer	Associate Advising Representative	Officer
	Director	--	Director
	Sole Proprietor	Dealing representative or Advising Representative	
Prince Edward Island	Salesperson	Dealing representative	
	Officer (trading)	Dealing representative	
	Partner (trading)	Dealing representative	
	Counselling Officer (officer)	Advising Representative	
	Counselling Officer (partner)	Advising Representative	
	Counselling Officer (other)	Advising Representative	
Québec	Representative	Dealing representative	
	Representative - Group-Savings Plan (salesperson)	Dealing representative	
	Representative - Scholarship Plan (salesperson)	Dealing representative	
	Representative (portfolio manager)	Advising Representative	
	Representative (advising)	Advising Representative	
	Representative Options	Advising Representative	
	Representative Futures	Advising Representative	
Saskatchewan	Officer (trading)	Dealing representative	Officer
	Partner (trading)	Dealing representative	Partner
	Salesperson	Dealing representative	
	Officer (advising)	Advising Representative	Officer
	Partner (advising)	Advising Representative	Partner
	Employee (advising)	Advising Representative	
	Junior Advising Representative (under Saskatchewan Local Policy 34-701 <i>Registration of Individuals as Investment Counsel</i>)	Associate Advising Representative	
Yukon	Salesperson	Dealing representative	
	Officer (trading)	Dealing representative	Officer
	Partner (trading)	Dealing representative	Partner
	Sole proprietor (trading)	Dealing representative	
	Representative (advising)	Advising Representative	
	Officer (advising)	Advising Representative	Officer
	Partner (advising)	Advising Representative	Partner

APPENDIX B - TRANSITION TIMELINES

Firms registered prior to September 28, 2009 (Effective Date of NI 31-103)

Requirement	Investment Dealer (IIROC members)	Mutual Fund Dealer (MFDA members ¹)	Scholarship Plan Dealer	Exempt Market Dealer (ON & NL only)	Portfolio Manager
Firms must apply for registration for their Ultimate Designated Person	3 months	3 months	3 months	3 months	3 months
Firms must apply for registration for their Chief Compliance Officer	3 months	3 months	3 months	3 months	3 months
Firms must satisfy new insurance requirements	SRO rules apply	SRO rules apply ²	6 months ³	6 months	6 months
Firms must have policies for referral arrangements	6 months	6 months	6 months	6 months	6 months
Firms must satisfy new capital requirements	SRO rules apply	SRO rules apply ²	12 months	12 months	12 months
Firms must provide clients with relationship disclosure information	SRO rules apply	SRO rules apply ⁴	12 months	12 months	12 months
Firms must satisfy requirement for client statements	No exemption for IIROC and no transition	24 months	No transition available	No transition available	No transition available
Firms must have policies and procedures for complaint handling ⁵	24 months	24 months	24 months	24 months	24 months
Representatives must satisfy new proficiency requirements	SRO rules apply	Grandfathered	12 months	12 months	Grandfathered
Chief Compliance Officers must satisfy new proficiency requirements	SRO rules apply	Grandfathered	Grandfathered	12 months	Grandfathered

¹ Mutual fund dealers registered in Québec only are not required to be MFDA members.

² N/A for mutual fund dealers registered in Québec only.

³ The new insurance requirements do not apply to scholarship plan dealers registered in Québec only.

⁴ Mutual fund dealers registered in Québec only must comply with the requirement in Regulation 31-103.

⁵ No transition applies in Québec in respect of complaint handling.

APPENDIX F**ADOPTION OF THE INSTRUMENT AND CONSEQUENTIAL AMENDMENTS**

The Instrument will constitute the primary means for regulating registration requirements. However, other instruments – including NI 33-109 and NI 33-102 (referred to below), which relate to the national instrument database (NRD) – also apply to registrants. Registrants should refer to the securities legislation of their local jurisdiction and to other CSA instruments for additional requirements that may apply to them.

Adoption of the Rule

The Rule will be implemented as:

- a rule in each of Alberta, British Columbia, Manitoba, Newfoundland and Labrador, Nova Scotia, New Brunswick, Ontario and Prince Edward Island
- a regulation in each of Québec, the Northwest Territories, Nunavut and the Yukon Territory
- a commission regulation in Saskatchewan

The Companion Policy will be adopted as a policy in each of the jurisdictions represented by the CSA.

In Ontario, the Rule, consequential amendments and other required materials were delivered to the Minister of Finance on July 15, 2009. The Minister may approve or reject the Rule or return it for further consideration. If the Minister approves the Rule (or does not take any further action) and the relevant part of Schedule 26 of the *Budget Measures Act, 2009* is proclaimed in force by September 28, 2009, the consequential amendments will come into force on that date.

In Québec, the Instrument is a regulation made under section 331.1 of *The Securities Act* (Québec) and must be approved, with or without amendment, by the Minister of Finance. The Instrument will come into force on the date of its publication in the *Gazette officielle du Québec* or on any later date specified in the regulation. It is also published in the Bulletin of the Autorité des marchés financiers.

In British Columbia, the implementation of the Instrument and consequential amendments are subject to ministerial approval. Provided all necessary approvals are obtained, British Columbia expects the Rule and consequential amendments to come into force on September 28, 2009.

Concurrently with the Instrument, we are publishing consequential amendments to certain related instruments.

Legislative amendments

Some core elements of the registration regime are set out in the securities legislation in each jurisdiction.

In Ontario, related amendments to the *Securities Act* (Ontario) contained in Schedule 26 of the *Budget Measures Act, 2009*, including amendments that are required to implement the Rule, come into force on proclamation. Certain provisions of the *Securities Act* (Ontario), as amended, apply instead of provisions in the Rule. These provisions are thus stated in the Rule to not apply in Ontario. Effectively, these provisions become law in Ontario through amendments to the *Securities Act* (Ontario) and not through the Rule, and are identified by the text boxes in the Rule.

Consequential amendments to national instruments

CSA instruments and local rules governing registration and registrants will be repealed or amended as necessary as described in Appendix G and Appendix H. In addition to the consequential amendments described in this Notice,

- we are publishing, by way of a separate notice being published concurrently with this Notice, accessible at www.osc.gov.on.ca, amendments to the instruments relating to NRD, namely National Instrument 31-102 *National Registration Database* (NI 31-102) and Companion Policy 31-102CP, and National Instrument 33-109 *Registration Requirements* (NI 33-109) and Companion Policy 33-109CP, as well as several forms
- we are amending NI 45-106, which is being published under a separate notice (CSA 45-106 Notice) concurrently with this Notice, accessible at www.osc.gov.on.ca, to reflect, among other things, the adoption of the business trigger for dealer registration and the transition from the exemptions regime under NI 45-106 to the exemptions regime under the Rule

We are amending and revoking, rescinding or repealing national instruments, multilateral instruments and companion policies as set out in Appendix G, effective upon the coming into force of the Rule.

Consequential amendments to Ontario Securities Commission (OSC) instruments

Amendments and revocations, rescissions or repeals of OSC instruments and an explanation of proposed changes to Ontario Regulation 1015, are set out in Appendix H. These changes will generally be effective upon the coming into force of the Rule.

APPENDIX G

**CONSEQUENTIAL CHANGES TO NATIONAL INSTRUMENTS,
MULTILATERAL INSTRUMENTS AND COMPANION POLICIES****Substance and purpose of consequential changes to national instruments, multilateral instruments and companion policies**

The amendment instruments provide for changes that mostly reflect new terminology used in, and the relocation of subject matter to, the Rule. The revocation instruments provide for the elimination of instruments and policies on the basis that the subject matter of the instrument or policy is now addressed in the Rule. This summary does not provide a complete list of all changes. The following summarizes the more significant changes.

The full text of the corresponding Amending and Revoking Instruments is set out in the Schedule to this Appendix.

Summary of amendments to national instruments, multilateral instruments and companion policies***National Instrument 14-101 Definitions***

The new term “investment fund manager registration requirement” is added to reflect the adoption of a registration requirement for investment fund managers. The terms “dealer registration requirement” and “registration requirement” are changed to reflect the adoption of a “business trigger” in the dealer registration requirement of most jurisdictions.

National Instrument 24-101 Institutional Trade Matching and Settlement and Companion Policy 24-101CP

The term “registrant, which is re-termed “registered firm”, has been revised so that it continues to refer to just registered dealers and advisers (and does not include the new category of registered investment fund manager).

National Instrument 33-105 Underwriting Conflicts and Companion Policy 33-105CP Underwriting conflicts

The term “registrant”, which is re-termed “specified firm registrant”, has been revised so that it does not refer to persons or companies registered, or required to be registered, in the new category of “registered investment fund manager”.

Multilateral Policy 34-202 Registrants Acting as Corporate Directors

Sections 1.3 and 1.4 are revised to refer to agency relationships. Section 1.6 is also repealed.

National Instrument 81-102 Mutual Funds

The amendments to this instrument update relevant cross-references.

National Instrument 81-107 Independent Review Committee for Investment Funds

The amendments to this instrument update relevant section references.

Revocation or rescission of national instruments, multilateral instruments and companion policies

The following instruments are revoked or rescinded on the date that the Rule comes into force, on the basis that their subject matter is subsumed in the Rule:

- Multilateral Instrument 11-101 Principal Regulator System
- Companion Policy 11-101CP Principal Regulator System.
- National Instrument 33-102 Regulation of Certain Registrant Activities
- Companion Policy 33-102CP Regulation of Certain Registrant Activities
- National Policy 34-201 Breach of Requirements of Other Jurisdictions

**Schedule to Appendix G
Consequential Changes to National Instruments,
Multilateral Instruments And Companion Policies**

AMENDING AND REVOKING OR RESCINDING INSTRUMENTS

Amendments to national instruments, multilateral instruments and companion policies

Amendments to National Instrument 14-101 Definitions

1. National Instrument 14-101 Definitions is amended by this Instrument.

2. Section 1.1(3) is amended

a. by repealing the definition of “dealer registration requirement” and substituting the following:

“dealer registration requirement” means:

- (a) in every jurisdiction except British Columbia, Manitoba and New Brunswick, the requirement in securities legislation that prohibits a person or company from acting as a dealer unless that person or company is registered in the appropriate category of registration under securities legislation, and
- (b) in British Columbia, Manitoba and New Brunswick, the requirement in securities legislation that prohibits a person or company from trading in a security unless that person or company is registered in the appropriate category of registration under securities legislation,;

b. by adding the following after the definition of “insider reporting requirement”:

“investment fund manager registration requirement” means the requirement in securities legislation that prohibits a person or company from acting as an investment fund manager unless the person or company is registered in the appropriate category of registration under securities legislation,;

c. by repealing the definition of “person or company” and substituting the following:

“person or company”, for the purpose of a national instrument or multilateral instrument, means,

- (a) in British Columbia, a “person” as defined in section 1(1) of the *Securities Act* (British Columbia);
- (b) in New Brunswick, a “person” as defined in section 1(1) of the *Securities Act* (New Brunswick);
- (c) in the Northwest Territories, a “person” as defined in section 1 of the *Securities Act* (Northwest Territories);
- (d) in Prince Edward Island, a “person” as defined in section 1 of the *Securities Act* (Prince Edward Island);
- (e) in Québec, a “person” as defined in section 5.1 of the *Securities Act* (Québec); and
- (f) in Yukon Territory, a “person” as defined in section 1 of the *Securities Act* (Yukon territory)., **and**

d. by repealing the definition of “registration requirement” and substituting the following:

“registration requirement” means all of the following:

- (a) the adviser registration requirement,
- (b) the dealer registration requirement,
- (c) the investment fund manager registration requirement, and
- (d) the underwriter registration requirement; .

3. **Appendix B is amended by replacing the paragraph opposite Québec with the following:**

Securities Act, An Act respecting the Autorité des marchés financiers (R.S.Q., c. A-33.2), Derivatives Act (S.Q. 2008, c. 24), the regulations under those Acts, and the blanket rulings and orders issued by the securities regulatory authority.
4. **Appendix C is amended by replacing the paragraph opposite Northwest Territories with the following:**

Superintendent of Securities, Northwest Territories
5. **Appendix D is amended by replacing the paragraph opposite Northwest Territories with the following:**

Superintendent, as defined under section 1 of the *Securities Act* (Northwest Territories).
6. **This Instrument comes into force on the day National Instrument 31-103 Registration Requirements and Exemptions comes into force.**

Amendments to National Instrument 24-101 Institutional Trade Matching and Settlement

1. **National Instrument 24-101 Institutional Trade Matching and Settlement is amended by this Instrument.**
2. **Section 1.1 is amended by adding the following after the definition of “matching service utility”:**

“registered firm” means a person or company registered under securities legislation as a dealer or adviser.
3. **The term “registrant” is struck out wherever it occurs and is replaced by “registered firm”.**
4. **This Instrument comes into force on the day National Instrument 31-103 Registration Requirements and Exemptions comes into force.**

Amendments to Companion Policy 24-101 CP Institutional Trade Matching and Settlement

1. **Companion Policy 24-101CP Institutional Trade Matching and Settlement is amended by this Instrument.**
2. **The term “registrant” is struck out wherever it occurs and is replaced by “registered firm”.**
3. **This Instrument comes into force on the day National Instrument 31-103 Registration Requirements and Exemptions comes into force.**

Amendments to National Instrument 33-105 Underwriting Conflicts

1. **National Instrument 33-105 Underwriting Conflicts is amended by this Instrument.**
2. **Section 1.1 is amended**
 - a. **in the definition of “connected issuer” by striking out “registrant” wherever it occurs and substituting “specified firm registrant”,**
 - b. **in the definition of “influential securityholder” by striking out “registrant” and substituting “specified firm registrant”,**
 - c. **in the definition of “professional group” by striking out “registrant” wherever it occurs and substituting “specified firm registrant”,**
 - d. **by repealing the definition of “registrant”,**
 - e. **in the definition of “related issuer” by striking out “, and” and substituting “,”,**
 - f. **in the definition of “special warrant” by striking out “distribution of the other security” and substituting “distribution of the other security; and”, and**

g. by adding the following after the definition of “special warrant”:

“specified firm registrant” means a person or company registered, or required to be registered, under securities legislation as a registered dealer, registered adviser or registered investment fund manager. .

3. ***In the following provisions, the term “registrant” is struck out wherever it occurs and “specified firm registrant” is substituted:***
 - a. ***section 1.2,***
 - b. ***section 2.1, and***
 - c. ***section 3.1.***
4. ***Appendix C is amended by striking out “registrant” wherever it occurs and substituting “specified firm registrant”.***
5. ***This Instrument comes into force on the day National Instrument 31-103 Registration Requirements and Exemptions comes into force.***

Amendments to Companion Policy 33-105CP Underwriting Conflicts

1. ***Companion Policy 33-105CP Underwriting Conflicts is amended by this Instrument.***
2. ***In the following provisions of the Companion Policy “registrant” is struck out wherever it occurs and “specified firm registrant” is substituted:***
 - a. ***section 2.1,***
 - b. ***section 2.2,***
 - c. ***section 2.4,***
 - d. ***section 4.1,***
 - e. ***section 4.2,***
 - f. ***section 4.3,***
 - g. ***section 5.1, and***
 - h. ***section 6.1.***
3. ***Appendix A-1 is amended by striking out “registrant” wherever it occurs and substituting “specified firm registrant”.***
4. ***Appendix A-2 is amended by striking out “registrant” wherever it occurs and substituting “specified firm registrant”.***
5. ***Appendix A-3 is amended by striking out “registrant” wherever it occurs and substituting “specified firm registrant”.***
6. ***Appendix A-4 is amended by striking out “registrant” wherever it occurs and substituting “specified firm registrant”.***
7. ***This Instrument comes into force on the day National Instrument 31-103 Registration Requirements and Exemptions comes into force.***

Amendments to Multilateral Policy 34-202 Registrants Acting As Corporate Directors

1. ***Multilateral Policy 34-202 Registrants Acting as Corporate Directors is amended by this Instrument.***

2. **Section 1.3 is amended by striking out** “Any director of a reporting issuer who is a partner, director, officer or employee of a registrant should, in the view of the Canadian securities regulatory authorities, recognize that the director's first responsibility in this area is to the reporting issuer on whose board the director serves. A director should meticulously avoid any disclosure of inside information to partners, directors, officers and employees of the registrant or to its clients.” **and substituting** “Any director of a reporting issuer who is a partner, director, officer, employee or agent of a registrant should, in the view of the Canadian securities regulatory authorities, recognize that the director's first responsibility in this area is to the reporting issuer on whose board the director serves. A director should meticulously avoid any disclosure of inside information to partners, directors, officers, employees or agents of the registrant or to its clients.”
3. **Section 1.4 is amended by striking out** “If a representative of a registrant” **and substituting** “If a partner, director, officer, employee or agent of a registrant”.
4. **Section 1.6 is repealed.**
5. **This Instrument comes into force on the day National Instrument 31-103 Registration Requirements and Exemptions comes into force.**

Amendments to National Instrument 81-102 Mutual Funds

1. **National Instrument 81-102 Mutual Funds is amended by this Instrument.**
2. **Section 1.1. is amended in the definition of “specified dealer” by striking out** “limited market dealer” **and substituting** “exempt market dealer”.
3. **Appendix C is amended**
 - a. **in the column “Jurisdiction”**
 - i. **by striking out** “Alberta”,
 - ii. **by striking out** “Ontario”, **and**
 - iii. **by striking out** “Quebec”.
 - b. **in the column “Securities Legislation Reference”**
 - i. **by striking out** “Section 9 of ASC Policy 7.1”,
 - ii. **by striking out** “Section 227 of Reg. 1015”, **and**
 - iii. **by striking out** “Article 236 and 237.1 of the Securities Regulation”.
4. **This Instrument comes into force on the day National Instrument 31-103 Registration Requirements and Exemptions comes into force.**

Amendments to National Instrument 81-104 Commodity Pools

1. **National Instrument 81-104 Commodity Pools is amended by this Instrument.**
2. **In section 1.1.(1), the definition of “mutual fund restricted individual” is amended by striking out** “salesperson, partner, director or officer of a dealer” **and substituting** “dealing representative of a registered dealer”.
3. **This Instrument comes into force on the day National Instrument 31-103 Registration Requirements and Exemptions comes into force.**

Amendments to National Instrument 81-105 Mutual Fund Sales Practices

1. **National Instrument 81-105 Mutual Fund Sales Practices is amended by this Instrument.**
2. **Section 1.1. is amended by repealing the definition of “representative” and substituting the following:**
“representative” means, for a participating dealer,

- (a) a partner, director, officer or employee of the participating dealer,
- (b) an individual who trades securities on behalf of the participating dealer, whether or not the individual is employed by the dealer, and
- (c) any company through which a person referred to in paragraphs (a) or (b) carries on activities in connection with services provided to the participating dealer.

3. Section 1.2 is repealed and the following is substituted:

1.2 Interpretation – Terms defined in National Instrument 81-102 *Mutual Funds* and used in this Instrument have the respective meanings ascribed to them in National Instrument 81-102 *Mutual Funds*.

4. This Instrument comes into force on the day National Instrument 31-103 Registration Requirements and Exemptions comes into force.

Amendments to Companion Policy 81-105 CP Mutual Fund Sales Practices

1. **Companion Policy 81-105CP Mutual Fund Sales Practices is amended by this Instrument.**
2. **Part 3 is amended by repealing section 3.1(1).**
3. **This Instrument comes into force on the day National Instrument 31-103 Registration Requirements and Exemptions comes into force.**

Amendments to National Instrument 81-107 Independent Review Committee for Investment Funds

1. **National Instrument 81-107 Independent Review Committee for Investment Funds is amended by this Instrument.**
2. **Section 6.2 is amended by deleting subsection (4).**
3. **Appendix A is amended**
 - a. **by adding** “Northwest Territories” **after** “New Brunswick” **under the heading** “Jurisdiction”,
 - b. **by adding** “Part 11 – Insider Reporting and Early Warning of the *Securities Act* (Northwest Territories)” **under the heading** “Securities Legislation Reference” **opposite** “Northwest Territories”, **and**
 - c. **by adding** “and section 13.5 of National Instrument 31-103 – Registration Requirements and Exemptions” **after** “Part 4 of National Instrument 81-102 Mutual Funds”.
4. **Appendix B is repealed and the following is substituted:**

JURISDICTION	LEGISLATION REFERENCE
Alberta	Section 13.5(2)(b) of National Instrument 31-103 <i>Registration Requirements and Exemptions</i>
British Columbia	Section 127(1)(b) of the <i>Securities Act</i> (British Columbia) Section 13.5(2)(b) of National Instrument 31-103 <i>Registration Requirements and Exemptions</i>
Manitoba	Section 13.5(2)(b) of National Instrument 31-103 <i>Registration Requirements and Exemptions</i>
New Brunswick	Section 144(1)(b) of the <i>Securities Act</i> (New Brunswick) Section 11.7(6) of Local Rule 31-501 <i>Registration Requirements</i> Section 13.5(2)(b) of National Instrument 31-103 <i>Registration Requirements and Exemptions</i>

Newfoundland and Labrador	Section 119(2)(b) of the <i>Securities Act</i> (Newfoundland and Labrador) Section 103(6) of Reg. 805/96 Section 13.5(2)(b) of National Instrument 31-103 <i>Registration Requirements and Exemptions</i>
Northwest Territories	Section 13.5(2)(b) of National Instrument 31-103 <i>Registration Requirements and Exemptions</i>
Nova Scotia	Section 126(2)(b) of the <i>Securities Act</i> (Nova Scotia) Section 32(6) of the General Securities Rules Section 13.5(2)(b) of National Instrument 31-103 <i>Registration Requirements and Exemptions</i>
Nunavut	Section 13.5(2)(b) of National Instrument 31-103 <i>Registration Requirements and Exemptions</i>
Ontario	Section 13.5(2)(b) of National Instrument 31-103 <i>Registration Requirements and Exemptions</i>
Prince Edward Island	Section 38.1(6) of Securities Act Regulations Section 13.5(2)(b) of National Instrument 31-103 <i>Registration Requirements and Exemptions</i>
Quebec	Section 13.5(2)(b) of National Instrument 31-103 <i>Registration Requirements and Exemptions</i>
Saskatchewan	Section 13.5(2)(b) of National Instrument 31-103 <i>Registration Requirements and Exemptions</i>
Yukon	Section 13.5(2)(b) of National Instrument 31-103 <i>Registration Requirements and Exemptions</i>

5. This Instrument comes into force on the day National Instrument 31-103 *Registration Requirements and Exemptions* comes into force.

Revocation or rescission of national instruments, multilateral instruments and companion policies

Revocation of Multilateral Instrument 11-101 Principal Regulator System

Multilateral Instrument 11-101 *Principal Regulator System* is revoked on the day National Instrument 31-103 *Registration Requirements and Exemptions* comes into force.

Rescission of Companion Policy 11-101CP Principal Regulator System

Companion Policy 11-101CP *Principal Regulator System* is rescinded on the day National Instrument 31-103 *Registration Requirements and Exemptions* comes into force.

Revocation of National Instrument 33-102 Regulation of Certain Registrant Activities

National Instrument 33-102 *Regulation of Certain Registrant Activities* is revoked on the day National Instrument 31-103 *Registration Requirements and Exemptions* comes into force.

Rescission of Companion Policy 33-102CP Regulation of Certain Registrant Activities

Companion Policy 33-102CP *Regulation of Certain Registrant Activities* is rescinded on the day National Instrument 31-103 *Registration Requirements and Exemptions* comes into force.

Revocation of National Policy 34-201 Breach of Requirements of Other Jurisdictions

National Policy 34-201 *Breach of Requirements of Other Jurisdictions* is revoked on the day National Instrument 31-103 *Registration Requirements and Exemptions* comes into force.

APPENDIX H**CONSEQUENTIAL CHANGES
OSC INSTRUMENTS AND ONTARIO REGULATIONS****Substance and purpose of consequential changes to OSC instruments and Ontario regulations**

The amendments to OSC instruments and Ontario regulations provide for changes that mostly reflect new terminology used in, and the relocation of subject matter to, the Rule.

Summaries of these amendments are provided below. The full text of the corresponding amending and revoking or rescinding instrument is set out in the Schedule to this Appendix, except in the case of the proposed amendments to Ontario Regulation 1015.

Summary of amendments to OSC instruments**Ontario Securities Commission Rule 13-502 – Fees and Companion Policy 13-502CP**

On March 10, 2009, the Commission adopted a new version of OSC Rule 13-502, which was subsequently approved by the Ontario Minister of Finance and became effective as of June 1, 2009. In March 2009, the Commission also indicated that participation fee and activity fee levels established in 2006 would be maintained for one year in light of economic conditions.

Under the amendments, the fees proposed to be charged for filing relating to NI 31-103 are equal to the fees currently charged for similar filings. Further, no fees are imposed in the amendments in connection with new filings associated with NI 31-103, despite the costs for the Commission associated with these filings. Over the next year, the Commission will further review its fee model. The Commission's goal is to develop a more predictable fee structure that will allow full recovery of its costs in a way that is fair and transparent to market participants. One of the areas that requires further review in this context are the fees associated with new requirements under NI 31-103.

The amendments to OSC Rule 13-502 and its Companion Policy also contemplate the introduction of the new "investment fund manager registration requirement" for persons and companies that act as investment managers.

The amendments also reflect the new exemptions in NI 31-103 from the registration requirement available to "international dealers" and "international advisers" for certain activities for which these dealers and advisers may now be registered as "registered international dealers" and "international advisers". Under the amendments to OSC Rule 13-502, international dealers and international advisers that rely upon the above-referenced exemptions in NI 31-103 will continue to pay participation fees on the same basis they currently pay as registrants.

Firms that currently pay fees as "unregistered investment fund managers," and obtain registration in the new registration category of "investment fund manager" under NI 31-103, will be obliged under the amendments to continue paying participation fees. Any investment fund manager that continues to operate on an unregistered basis (in accordance with an exemption from the investment fund manager registration requirement) will be obliged to continue to pay participation fees on the same basis as it currently pays.

Under the amendments, the existing structure of fees for applications for exemptions from proficiency requirements is maintained in section E of Appendix C of OSC Rule 13-502, with section references updated to reflect NI 31-103. As set out in item 3 of section E of that Appendix, the activity fee for applications for relief associated with new proficiency requirements in NI 31-103 is nil, in keeping with the Commission's one year freeze on fees. In addition, the \$3,000 fee for pre-filing in section F of that Appendix, including pre-filings in respect of exemptions from proficiency requirements, is capped under the amendments at the amount of the corresponding filing fee.

Other amendments update text, delete redundant text, and include certain minor clarifying changes.

Ontario Securities Commission Rule 13-503 – (Commodity Futures Act) Fees

The change to OSC Rule 13-503 adds a reference to new Form 33-506F6 so that late fees for registration information are applied on a consistent basis with respect to existing and new registration applications.

Ontario Securities Commission Rule 14-501 Definitions

The amendments to this instrument eliminate definitions that are no longer relevant because they refer to categories of registration that no longer exists or define terms that are used in other provisions that are to be repealed. The amendments also include the full text of certain defined terms, now set out in Part XI of Ontario Regulation 1015, which will remain relevant for certain other instruments, upon the proposed repeal of that Part.

Ontario Securities Commission Rule 31-505 *Conditions of Registration*

The amendments to this instrument provide for the repeal of Parts 1 and 3 on the basis that the subject matter is now addressed in the Rule. The general duties described in Part 2 of this instrument are maintained, with minor changes to reflect the adoption of the Rule.

Ontario Securities Commission Rule 31-509 *National Registration Database*

The amendments to this instrument reflect similar amendments being made to National Instrument 31-102 *National Registration Database*.

Ontario Securities Commission Rule 33-506 *Registration Information*

This instrument is being revoked and restated to reflect similar actions being taken to National Instrument 33-109 *Registration Information*.

Ontario Securities Commission Rule 35-502 *Non-Resident Advisers*

OSC Rule 35-502 is being amended to reflect: (i) a different treatment of international advisers under NI 31-103, including a transition period for the continued registration of advisers, that are registered as international advisers on the day NI 31-103 comes into force; (ii) a discontinuation of the view that advice to an investment fund “flows through” to the investors in the fund; and (iii) other subject matter of the Rule 35-502 being addressed in NI 31-103.

Under NI 31-103, “international adviser” is being discontinued as a category of adviser registration, with a subset of the activities previously authorized under that category now addressed in exemption from the adviser registration in section 8.26 of NI 31-103.

Under section 16.19 of NI 31-103, persons or companies that are already registered in the category of international adviser, upon the coming into force of NI 31-103, will be permitted to continue to operate under this category of registration for a transition period of one year (to permit these persons or companies to transition into a new category of registration or limit their activities to those for which there is an exemption). During this transition period, relevant parts of OSC Rule 35-502 and Ontario Regulation 1015 that governed registered international advisers, before the coming into force of the Rule, will continue to apply.

OSC Rule 35-502 is being amended to delete exemptions from the adviser registration requirement contained in Part 7 which are premised on a position that advice to an investment fund “flows through” to the investors in the fund. As noted in Appendix A, the effect of this interpretation, which is not being continued by the Commission, was that an adviser to a fund would need to be registered, or exempt from registration, under the *Securities Act* if any units of the fund were sold in Ontario, and that this would apply even if the adviser were located outside of Ontario and the fund were established outside of Ontario.

The exemptions contained in sections 7.2 [*Commodity Pool Programs*], 7.3 [*Sub-Adviser for a Registrant*] and 7.6 [*Advising Pension Funds of Affiliates*] are, however, being retained. As a result of comments that were received on the 2008 Proposal, the exemptions in section 7.2 and 7.6 were reconsidered and it was determined that these exemptions are applicable to circumstances outside of the “flow through situation” that are not otherwise addressed by exemptions in NI 31-103.

As noted in Appendix B, the sub-adviser exemption, which was previously proposed for inclusion in NI 31-103 (as section 8.17 in the 2008 Proposal), was not carried forward in the final version of NI 31-103. This change is temporary and is intended to give us an opportunity to review the exemption in the context of the current market turmoil and regulatory responses to cross-border activity. In the meantime, however, the exemption currently in section 7.3 of OSC Rule 35-502 is being retained, together with the related disclosure requirement in section 7.11 [*Disclosure in Offering Documents*].

After the expiry of the one-year transition period for advisers that are registered as international advisers on the coming into force of NI 31-103, the amendments to OSC Rule 35-502 provide for the repeal of most of that Rule.

Ontario Securities Commission Rule 91-501 – *Strip Bonds and Companion Policy 91-501CP*

The amendments to these instruments largely reflect amendments to the *Securities Act* made under the *Budget Measures Act, 2009* (Bill 162). Upon proclamation of the relevant amendments, the Commission does not have rule-making authority to eliminate prospectus and registration exemptions in connection with debt issued or guaranteed by the Government of Canada or a province or territory. Consequently, the measures in OSC Rule 91-501 withdrawing registration and prospectus exemptions are amended so that they do not apply in connection with debt of this nature. Amendments to OSC Rule 91-501 also update cross-references to the relevant dealer registration and prospectus exemptions.

The Companion Policy has also been amended to update text and delete redundant text.

Ontario Securities Commission Rule 91-502 *Trades in Recognized Options*

The amendments to this instrument update location references in other instruments for the relevant dealer registration exemption referred to in subsection 2.2(1) of the instrument.

Summary of revocations or rescissions of OSC instruments

The revocation or rescission of the following OSC Rules and Policies is on the basis that the subject matter is addressed in the Rule.

- (i) Ontario Securities Commission Rule 31-501 – *Registrant Relationships* and Companion Policy 31-501CP *Registrant Relationships*;
- (ii) Ontario Securities Commission Rule 31-502 – *Proficiency Requirements for Registrants* and Companion Policy 31-502CP;
- (iii) Ontario Securities Commission Rule 31-503 – *Limited Market Dealers*;
- (iv) Ontario Securities Commission Rule 31-504 – *Dealer and Adviser Applications for Registrations*;
- (v) Ontario Securities Commission Rule 31-506 – *SRO Membership – Mutual Fund Dealers*;
- (vi) Ontario Securities Commission Rule 31-507 – *SRO Membership – Securities Dealers and Brokers*;
- (vii) Ontario Securities Commission Rule 33-501 – *Surrender of Registration*;
- (viii) Ontario Securities Commission Rule 33-502 – *Exceptions to Conflict Rules in the Sale of Mutual Fund Securities*;
- (ix) Ontario Securities Commission Policy 34-601 – *Registration – Declaration of Personal Bankruptcy*;
- (x) Ontario Securities Commission Policy 34-602 – *Suspension of Registration-Criminal Charges Pending*; and
- (xi) Ontario Securities Commission Policy 35-601 – *Registration of Non-Resident Salesmen, Partners or Officers of Registered Dealers*.

Other amendments to OSC instruments

In connection with the Rule, the OSC has made amendments to OSC Rule 45-501 *Ontario Prospectus and Registration Exemptions* and Companion Policy 45-501CP. Further information regarding the amendments is set out in the Ontario notice appended to the CSA 45-106 Notice.

Amendments to Ontario Regulation 1015 under the Securities Act

OSC staff plans to seek the following changes to the provisions of Ontario Regulation 1015 on the basis that the changes are necessary or advisable to effectively implement the Rule:

- The revocation of the definitions of “debt security”, “insurance company” and “natural resource company” in subsection 1(2);
- The revocation of sections 95 to 109;
- An amendment to section 110 to refer to an “exempt dealer” under the Rule, rather than a “security issuer”;
- The revocation of sections 111 to 113, 115 to 123, 127 and 130 to 133;
- The revocation of sections 139 to 146, subsection 147(2) and sections 204, 205, 208 to 220, 223, 225 to 228 and 230 to 233; and
- The revocation of Forms 3, 5, 6, 9 and 10.

It is proposed that these changes come into force on the day the Rule comes into force.

**Schedule to Appendix H
Consequential changes, OSC instruments and Ontario regulations**

Amending and revoking or rescinding instruments

Amendments to Ontario Securities Commission Rule 13-502 Fees

1. ***Ontario Securities Commission Rule 13-502 Fees is amended by this Instrument.***
2. ***The Table of Contents is amended by striking out “Adjustment of Fee for Registrant Firms” and substituting “Adjustment of Fee for Registrant Firms and Unregistered Exempt International Firms”.***
3. ***Part I is amended***
 - a. ***by striking out the words “and, where context requires, includes the Investment Dealers Association of Canada” in the definition of “IROC” in section 1.1,***
 - b. ***by adding the following after the definition of “MFDA” in section 1.1:***

“NI 31-103” means National Instrument 31-103 *Registration Requirements and Exemptions*;
 - c. ***by repealing the definition of “registrant firm” in section 1.1 and substituting the following:***

“registrant firm” means a person or company registered under the Act as a dealer, adviser or investment fund manager;
 - d. ***by repealing the definition of “specified Ontario revenues” in section 1.1 and substituting the following:***

“specified Ontario revenues” means, for a registrant firm or an unregistered capital markets participant, the revenues determined under section 3.3, 3.4 or 3.5;
 - e. ***by striking out “and” in the definition of “subsidiary entity” in section 1.1,***
 - f. ***by adding the following after the definition of “subsidiary entity” in section 1.1:***

“unregistered capital markets participant” means,

 - (a) an unregistered investment fund manager; or
 - (b) an unregistered exempt international firm;

“unregistered exempt international firm” means a dealer or adviser that is not registered under the Act and is

 - (a) exempt from the dealer registration requirement and the underwriter registration requirement only because of section 8.18 [*International dealer*] of NI 31-103;
 - (b) exempt from the adviser registration requirement only because of section 8.26 [*International adviser*] of NI 31-103; or
 - (c) exempt from each of the dealer registration requirement, the underwriter registration requirement and the adviser registration requirement only because of sections 8.18 [*International dealer*] and 8.26 [*International adviser*] of NI 31-103; and
 - g. ***by repealing the definition of “unregistered investment fund manager” in section 1.1 and substituting the following:***

“unregistered investment fund manager” means a person or company that acts as an investment fund manager and is not registered under the Act.
4. ***Part 2 is amended by striking out “amount paid” in subsection 2.6.1(3) and substituting “amount”.***

5. Part 3 is amended**a. by repealing subsection 3.1(1) and substituting the following:**

- (1) On December 31, registrant firms and unregistered exempt international firms must pay the participation fee shown in Appendix B opposite the firm's specified Ontario revenues for its previous fiscal year, as those revenues are calculated under section 3.3, 3.4 or 3.5.

b. in subsection 3.2(1) by striking out "a registrant firm must file" and substituting "registrant firms and unregistered exempt international firms must file",**c. in section 3.4****(i) by repealing subsection (1) and substituting the following:**

- (1) The specified Ontario revenues of a registrant firm for its previous fiscal year that was not a member of IIROC or the MFDA at the end of the previous fiscal year or of an unregistered exempt international firm for its previous fiscal year is calculated by multiplying
- (a) the firm's gross revenues, as shown in the audited financial statements prepared for the previous fiscal year, less deductions permitted under subsection (3), by
- (b) the firm's Ontario percentage for the previous fiscal year.

(ii) by repealing subsection (4) and substituting the following:

- (4) Despite subsection (1), a registrant firm or an unregistered exempt international firm may calculate its gross revenues using unaudited financial statements, if it is not required to prepare, and does not ordinarily prepare, audited financial statements.

d. in section 3.5**(i) by striking out "of a registrant firm" in subsection (1) and substituting "of a registrant firm or unregistered exempt international firm",****(ii) by striking out the reference to "the registrant firm" in subsection (1) and substituting "the firm",****(iii) by striking out "A registrant firm that estimated its specified Ontario revenues" in subsection (2) and substituting "A registrant firm or unregistered exempt international firm that estimated its specified Ontario revenues",****(iv) by striking out the reference to "the registrant firm" in subsection (2) and substituting "the firm",****(v) by repealing subsection (3) and substituting the following:**

- (3) If a registrant firm or unregistered exempt international firm paid an amount under subsection (1) that exceeds the corresponding participation fee determined without reference to this section, the firm is entitled to a refund from the Commission of the excess.

6. Section E of Appendix C is amended**a. by striking out item 1 (not including the note) in the column titled "Document or Activity" and substituting the following:**

1. Any application for relief, approval or recognition to which section H does not apply that is under an eligible securities section, being for the purpose of this item any provision of the Act, the Regulation or any Rule of the Commission not listed in item E(2), E(3) or E(4) below.

b. by striking out paragraphs (b) to (f) of item 2 in the column titled “Document or Activity” and substituting the following:

- (b) NI 31-102 *National Registration Database*;
- (c) NI 33-109 *Registration Information*;
- (d) section 3.11 [*Portfolio manager – advising representative*] of NI 31-103;
- (e) section 3.12 [*Portfolio manager – associate advising representative*] of NI 31-103;
- (f) section 3.13 [*Portfolio manager – chief compliance officer*] of NI 31-103;
- (g) section 9.1 [*IIROC membership for investment dealers*] of NI 31-103;
- (h) section 9.2 [*MFDA membership for mutual fund dealers*] of NI 31-103.

c. by striking out item 3 in the column titled “Document or Activity” and substituting the following:

- 3. An application for relief from any of the following:
 - (a) section 3.3 [*Time limits on examination requirements*] of NI 31-103;
 - (b) section 3.5 [*Mutual fund dealer – dealing representative*] of NI 31-103;
 - (c) section 3.6 [*Mutual fund dealer – chief compliance officer*] of NI 31-103;
 - (d) section 3.7 [*Scholarship plan dealer – dealing representative*] of NI 31-103.

d. in item 4

- (i) **by striking out “section 27” in the column titled “Document or Activity” and substituting “section 30”,**
- (ii) **by striking out “and” at the end of paragraph (b) in that column and adding “and” at the end of paragraph (c) in that column,**
- (iii) **by adding the following after paragraph (c) in that column:**
 - (d) section 3.8 [*Scholarship plan dealer – chief compliance officer*], 3.9 [*Exempt market dealer – dealing representative*], 3.10 [*Exempt market dealer – chief compliance officer*] or 3.14 [*Investment fund manager – chief compliance officer*] of NI 31-103.

7. Section F of Appendix C is repealed and the following substituted:

<p>F. Pre-Filings</p> <p><i>Note: The fee for a pre-filing under this section will be credited against the applicable fee payable if and when the corresponding formal filing (e.g., an application or a preliminary prospectus) is actually proceeded with; otherwise, the fee is non-refundable.</i></p>	<p>The fee for each pre-filing is equal to the lesser of:</p> <ul style="list-style-type: none"> (a) \$3,000; and (b) the applicable fee that would be payable if the corresponding formal filing had proceeded at the same time as the pre-filing.
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8. **Section H of Appendix C is amended**a. **in Item 3**

(i) **by striking out** “director, officer or partner (trading or advising), salesperson or representative” **and substituting** “representative on behalf of a registrant firm”,

(ii) **by striking out note (i) and substituting the following:**

(i) *Filing of a Form 33-109F4 for a permitted individual as defined in NI 33-109 does not trigger an activity fee.,*

b. **in Item 4 by striking out** “a non-trading or non-advising capacity to a trading or advising capacity” **and substituting** “not being a representative on behalf of a registrant firm to being a representative on behalf of the registrant firm”,

c. **by adding the following as Item 4.1:**

4.1 Registration as a chief compliance officer or ultimate designated person of a registrant firm, if the individual is not registered as a representative on behalf of the registrant firm	Nil
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9. **Section I of Appendix C is amended by striking out** “to Director under section 104 of the Regulation” **and substituting** “under section 11.9 [*Registrant acquiring a registered firm’s securities or assets*] of NI 31-103”.

10. **Section A of Appendix D is amended**

a. **by repealing paragraph (d) in the column titled** “Document” **and substituting the following:**

(d) Notice under section 11.9 [*Registrant acquiring a registered firm’s securities or assets*] of NI 31-103,

b. **by striking out** “Form 33-109F4” **in paragraph (e) in the column titled** “Document” **and substituting** “Form 33-109F4 or Form 33-109F6”,

c. **by repealing item (ii) in the column titled** “Late Fee” **and substituting the following:**

(ii) for a registrant firm or an unregistered capital markets participant, for all documents required to be filed by the firm within a calendar year)

11. **Form 13-502F4 Capital Markets Participation Fee Calculation is amended**

a. **in Instruction 1 of the General Instructions by striking out** “Unregistered investment fund managers” **and substituting** “Unregistered capital markets participants”,

b. **in Note 3 of the Notes for Part 3 by striking out** “or unregistered investment fund manager” **and substituting** “or unregistered capital markets participant”,

c. **in Part III by striking out the heading** “Part III –Other registrant firms and unregistered investment fund managers” **and substituting** “Part III – Advisers, Other Dealers, and Unregistered Capital Markets Participants”.

12. **Form 13-502F5 Adjustment of Fee for Registrant Firms is amended**

a. **by adding** “AND UNREGISTERED EXEMPT INTERNATIONAL FIRMS” **after** “REGISTRANT FIRMS” **in the title of 13-502F5 Adjustment of Fee for Registrant Firms,**

b. **by striking out** “Registrant firm name” **and substituting** “Firm name”.

13. ***This Instrument comes into force on the day National Instrument 31-103 Registration Requirements and Exemptions comes into force.***

Amendments to Companion Policy 13-502CP Fees

1. ***Companion Policy 13-502CP Fees is amended by this Instrument.***

2. ***Part 2 is amended***

- a. ***by repealing subsection 2.2(1) and substituting the following:***

- (1) Reporting issuers, registrant firms and unregistered capital markets participants are required to pay participation fees annually. For the purposes of the Rule, “unregistered capital markets participants” are defined to mean “unregistered investment fund managers” and “unregistered exempt international firms”. The Rule defines an “unregistered investment fund manager” to mean an “investment fund manager” that is not registered under the Act. (The term “investment fund manager” is defined in subsection 1(1) of the Act to mean “a person or company that directs the business, operations or affairs of an investment fund”).

The Rule defines “unregistered exempt international firms” to mean a dealer or adviser that is not registered under the Act and is:

- (a) exempt from the dealer registration requirement and the underwriter registration requirement only because of section 8.18 [*International dealer*] of NI 31-103;
- (b) exempt from the adviser registration requirement only because of section 8.26 [*International adviser*] of NI 31-103; or
- (c) exempt from the each of dealer registration requirement, the underwriter registration requirement and the adviser registration requirement only because of sections 8.18 [*International dealer*] and 8.26 [*International adviser*] of NI 31-103.

The term “dealer” is, in turn, defined in subsection 1(1) of the Act to mean “a person or company engaging in or holding himself, herself or itself out as engaging in the business of trading in securities”. Similarly, an adviser is defined in that subsection to mean “a person or company engaging in or holding himself, herself or itself out as engaging in the business of advising others as to the investing in or the buying or selling of securities”.

- (1.1) Participation fees are designed to cover the Commission’s costs not easily attributable to specific regulatory activities. The participation fee required of a market participant is based on a measure of the market participant’s size, which is used as a proxy for its proportionate participation in the Ontario capital markets. In the case of a reporting issuer, the participation fee is based on the issuer’s capitalization, which is used to approximate its proportionate participation in the Ontario capital markets. In the case of a registrant firm or unregistered capital markets participant, the participation fee is based on the firm’s revenues attributable to its capital markets activity in Ontario.

- b. ***by striking out the words “salesperson, representative, partner or officer” in section 2.4 and substituting “representative”,***
- c. ***by striking out the words “a person or company registered as a dealer or adviser under the Act” in subsection 2.6(1) and substituting “a person or company registered under the Act as a dealer, adviser or investment fund manager”,***
- d. ***by striking out the words “unregistered investment fund manager that loses that status later in the fiscal year for which the fee was paid” in subsection 2.7(1) and substituting “unregistered capital markets participant that loses that status later in the fiscal year in respect of which the fee was paid”.***

3. ***Part 4 is amended***

- a. ***by repealing section 4.1 and substituting the following:***

- 4.1 ***Filing Forms under Section 3.5 of the Rule*** — If the estimated participation fee paid under subsection 3.5(1) of the Rule by a registrant firm or unregistered exempt international firm does not

differ from its true participation fee determined under paragraph 3.5(2)(b) of the Rule, the registrant firm is not required to file either a Form 13-502F4 or a Form 13-502F5 under paragraph 3.5(2)(d) of the Rule.

b. by repealing sections 4.2 and 4.3 and substituting the following:

4.2 Late Fees — Section 3.6 of the Rule prescribes an additional fee if a participation fee is paid late. The Commission and the Director will, in appropriate circumstances, consider tardiness in the payment of fees as a matter going to the fitness for registration of a registrant firm. The Commission may also consider measures in the case of late payment of fees by an unregistered capital markets participant, such as: in the case of an unregistered investment fund manager, prohibiting the manager from continuing to manage any investment fund or cease trading the investment funds managed by the manager; or, in the case of an unregistered exempt international firm, making an order pursuant to section 127 of the Act, that the corresponding exemptions from registration requirements under which the firm acts do not apply to the firm (either permanently or for such other period as specified in the order).

4.3 Form of Payment of Fees — Registrant firms pay through the National Registration Database. Unregistered capital markets participants make filings and pay fees under Part 3 of the Rule by paper copy. The filings and payment for unregistered investment fund managers should be addressed to the Commission (Attention: Manager, Investment Funds). The filings and payments for unregistered exempt international firms should be sent to the Ontario Securities Commission (Attention: Manager, Registrant Regulation).

c. by repealing sections 4.4 and 4.5 and substituting the following:

4.4 “Capital markets activities”

(1) A person or company must consider its capital markets activities when calculating its participation fee. The term “capital markets activities” is defined in the Rule to include “activities for which registration under the Act or an exemption from registration is required”. The Commission is of the view that these activities include, without limitation, carrying on the business of trading in securities, carrying on the business of an investment fund manager, providing securities-related advice or portfolio management services. The Commission notes that corporate advisory services may not require registration or an exemption from registration and would therefore, in those contexts, not be capital markets activities.

(2) The definition of “capital markets activities” also includes activities for which registration or an exemption from registration under the *Commodity Futures Act* is required. The Commission is of the view that these activities include, without limitation, trading in commodity futures contracts, carrying on the business of providing commodity futures contracts-related advice and portfolio management services involving commodity futures contracts.

4.5 Permitted Deductions — Subsection 3.4(3) of the Rule permits certain deductions to be made for the purpose of calculating specified Ontario revenues for unregistered capital markets participants and registrant firms. The purpose of these deductions is to prevent the “double counting” of revenues that would otherwise occur.

4. This Instrument comes into force on the day National Instrument 31-103 Registration Requirements and Exemptions comes into force.

OSC Rule 13-503 Amendments to Ontario Securities Commission Rule 13-503 (Commodity Futures Act) Fees

1. Ontario Securities Commission Rule 13-503 (Commodity Futures Act) Fees is amended by this Instrument.

2. Paragraph (d) of Appendix C under the heading “Document” is replaced by the following:

(d) Filings for the purpose of amending Form 5 or Form 7 under the Regulation to the CFA or Form 33-506F4 or Form 33-506F6 under OSC Rule 33-506, including the filing of Form 33-506F1;

3. This Instrument comes into force on the day National Instrument 31-103 Registration Requirements and Exemptions comes into force.

Amendments to Ontario Securities Commission Rule 14-501 Definitions

1. ***Ontario Securities Commission Rule 14-501 Definitions is amended by this Instrument.***
2. ***Subsection 1.1(2) is amended***
 - a. ***by repealing the definition of “financial intermediary” and substituting the following:***

“financial intermediary” means,

 - (a) a bank listed in Schedule I or II to the Bank Act (Canada),
 - (b) a loan corporation or trust corporation registered under the Loan and Trust Corporations Act,
 - (c) an insurance company licensed under the Insurance Act,
 - (d) a credit union or caisse populaire incorporated or registered under the Credit Unions and Caisses Populaires Act,
 - (e) a co-operative to which the Co-operative Corporations Act applies;
 - b. ***by repealing the definition of “financial intermediary dealer”,***
 - c. ***by repealing the definition of “fully registered dealer”,***
 - d. ***by repealing the definition of “international dealer”,***
 - e. ***by repealing the definition of “investment counsel”,***
 - f. ***by repealing the definition of “limited market dealer”,***
 - g. ***by repealing the definition of “market intermediary” and substituting the following:***

“market intermediary” means a person or company that engages or holds himself, herself or itself out as engaging in Ontario in the business of trading in securities as principal or agent, other than trading in securities purchased by the person or company for his, her or its own account for investment only and not with a view to resale or distribution, and, without limiting the generality of the foregoing, includes a person or company that engages or holds himself, herself or itself out as engaging in the business of,

 - (a) entering into agreements or arrangements with underwriters or issuers, in connection with distributions of securities, to purchase or sell such securities,
 - (b) participating in distributions of securities as a selling group member,
 - (c) making a market in securities
 - (d) trading in securities with accounts fully managed by the person or company as agent or trustee,

whether or not the person or company engages in trading in securities purchased for investment only.
 - h. ***by repealing the definition of “networking arrangement”,***
 - i. ***by repealing the definition of “securities adviser”,***
 - j. ***by repealing the definition of “securities dealer”,***

- k. by repealing the definition of “security issuer”, and**
- l. by repealing the definition of “selling group member” and substituting the following:**

“selling group member” means, in respect of a distribution, a person or company whose interest in the distribution is limited to receiving the usual and customary distributor’s or seller’s commission payable by an underwriter or issuer.

- 3. This Instrument comes into force on the day National Instrument 31-103 Registration Requirements and Exemptions comes into force.**

Revocation of Ontario Securities Commission Rule 31-501 Registrant Relationships

- 1. Ontario Securities Commission Rule 31-501 *Registrant Relationships* is revoked on the day National Instrument 31-103 *Registration Requirements and Exemptions* comes into force.

Rescission of Ontario Securities Commission Companion Policy 31-501CP Registrant Relationships

- 1. Ontario Securities Commission Companion Policy 31-501CP *Registrant Relationships* is rescinded on the day National Instrument 31-103 *Registration Requirements and Exemptions* comes into force.

Revocation of Ontario Securities Commission Rule 31-502 Proficiency Requirements for Registrants

- 1. Ontario Securities Commission Rule 31-502 *Proficiency Requirements for Registrants* is revoked on the day National Instrument 31-103 *Registration Requirements and Exemptions* comes into force.

Rescission of Ontario Securities Commission Companion Policy 31-502CP Proficiency Requirements for Registrants

- 1. Ontario Securities Commission Companion Policy 31-502CP *Proficiency Requirements for Registrants* is rescinded on the day National Instrument 31-103 *Registration Requirements and Exemptions* comes into force.

Revocation of Ontario Securities Commission Rule 31-503 Limited Market Dealers

- 1. Ontario Securities Commission Rule 31-503 *Limited Market Dealers* is revoked on the day National Instrument 31-103 *Registration Requirements and Exemptions* comes into force.

Revocation of Ontario Securities Commission Rule 31-504 Dealer and Adviser Applications for Registration

- 1. Ontario Securities Commission Rule 31-504 *Dealer and Adviser Applications for Registration* is revoked on the day National Instrument 31-103 *Registration Requirements and Exemptions* comes into force.

Amendments to Ontario Securities Commission Rule 31-505 Conditions of Registration

- 1. Ontario Securities Commission Rule 31-505 Conditions of Registration is amended by this Instrument.**
- 2. Part 1 is repealed.**
- 3. Part 2 is amended**
 - a. by repealing subsection 2.1(2) and substituting the following:**
 - (2) A representative of a registered dealer or registered adviser shall deal fairly, honestly and in good faith with his or her clients., **and**
 - b. by repealing subsection 2.1(3).**
- 4. Part 3 is repealed.**
- 5. This Instrument comes into force on the day National Instrument 31-103 Registration Requirements and Exemptions comes into force.**

Revocation of Ontario Securities Commission Rule 31-506 SRO Membership – Mutual Fund Dealers

1. Ontario Securities Commission Rule 31-506 *SRO Membership – Mutual Fund Dealers* is revoked on the day National Instrument 31-103 *Registration Requirements and Exemptions* comes into force.

Revocation of Ontario Securities Commission Rule 31-507 SRO Membership – Securities Dealers and Brokers

1. Ontario Securities Commission Rule 31-507 *SRO Membership – Securities Dealers and Brokers* is revoked on the day National Instrument 31-103 *Registration Requirements and Exemptions* comes into force.

Revocation of Ontario Securities Commission Rule 33-501 Surrender of Registration

1. Ontario Securities Commission Rule 33-501 *Surrender of Registration* is revoked on the day National Instrument 31-103 *Registration Requirements and Exemptions* comes into force.

Revocation of Ontario Securities Commission Rule 33-502 Exceptions to Conflict Rules in the Sale of Mutual Fund Securities

1. Ontario Securities Commission Rule 33-502 *Exceptions to Conflict Rules in the Sale of Mutual Fund Securities* is revoked on the day National Instrument 31-103 *Registration Requirements and Exemptions* comes into force.

Rescission of Ontario Securities Commission Policy 34-601 Registration – Declaration of Personal Bankruptcy

1. Ontario Securities Commission Policy 34-601 *Registration- Declaration of Personal Bankruptcy* is rescinded on the day National Instrument 31-103 *Registration Requirements and Exemptions* comes into force.

Rescission of Ontario Securities Commission Policy 34-602 Suspension of Registration – Criminal Charges Pending

1. Ontario Securities Commission Policy 34-602 *Suspension of Registration – Criminal Charges Pending* is rescinded on the day National Instrument 31-103 *Registration Requirements and Exemptions* comes into force.

Amendments to Ontario Securities Commission Rule 35-502 Non-Resident Advisers

1. ***Ontario Securities Commission Rule 35-502 is amended by this Instrument.***
2. ***Section 1.1. is amended***
 - a. ***by repealing the definition of “extra-provincial adviser”,***
 - b. ***by repealing the definition of “foreign security” and substituting:***

“foreign security” has the meaning ascribed to that term in subsection 204(1) of the Regulation as it read on September 27, 2009;
 - c. ***by repealing the definition of “Form 3”,***
 - d. ***in the definition of “permitted client”***
 - (i) ***in paragraph 15 by striking out “or described in section 7.7 or 7.8”, and***
 - (ii) ***adding the following after paragraph 15:***
 16. A fund that distributes its securities only to persons or companies referred to in sections 7.7. or 7.8 of this Rule as those sections read on September 27, 2009.
 - e. ***in the definition of “submission to jurisdiction and appointment of agent for service of process form” by striking out “an international adviser, the form set out in Appendix A to this Rule and, for”.***
3. ***Section 2.1 is repealed.***
4. ***Subsection 2.2(1) is amended by striking out “and is listed in item 9 of the international adviser’s Form 3”.***

5. **Subsection 2.2(2) is amended by striking out “partner, officer or representative” and substituting “advising representative”.**
6. **Part 3 is amended**
- a. **by repealing section 3.1(1),**
 - b. **in section 3.2 by adding “as it read on September 27, 2009” after “Regulation”,**
 - c. **in subsection 3.3(1) by adding “as they read on September 27, 2009” after “Regulation”,**
 - d. **in section 3.6 by adding “as they read on September 27, 2009” after “Regulation”,**
 - e. **in subsection 3.7(2) by adding “as they read on September 27, 2009” after “Regulation”,**
 - f. **by repealing section 3.8,**
 - g. **by repealing section 3.10,**
 - h. **in section 3.11 by adding “as it read on September 27, 2009” after “Regulation”,**
 - i. **by repealing section 3.14, and**
 - j. **by adding the following:**

3.15 Partial Exemption from National Instrument 31-103 – An international adviser is exempt from the following provisions of National Instrument 31-103:

- (a) sections 11.2 to 11.6;
- (b) section 11.9;
- (c) section 11.10;
- (d) section 12.1;
- (e) section 12.2;
- (f) section 12.4;
- (g) section 12.6 to 12.8;
- (h) section 12.13;
- (i) section 13.4;
- (j) Division 3 of Part 13;
- (k) section 13.16;
- (l) section 14.2;
- (m) section 14.3;
- (n) section 14.6 to 14.9;
- (o) section 14.11;

(p) section 14.14.

k. by adding the following:

3.16 Application of Part XIII of the Regulation – An international adviser is subject to Part XIII of the Regulation, except section 228, as that Part read on September 27, 2009.

7. Part 7 is amended

a. by repealing section 7.1,

b. in subsection 7.3(1)

(i) **by striking out** “an investment counsel or portfolio manager or for a broker or investment dealer acting as a portfolio manager as permitted by subsection 148(1) of the Regulation, if” **and substituting** “a registrant that is a registered adviser or a registered investment dealer acting as an adviser in accordance with section 8.24 of National Instrument 31-103 *Registration Requirements and Exemptions*, if”, **and**

(ii) **in paragraph (d) by striking out** “in the jurisdiction” **and substituting** “in that jurisdiction of Canada”,

c. by repealing section 7.4,

d. by repealing section 7.5,

e. by repealing section 7.7,

f. by repealing section 7.8,

g. by repealing section 7.9,

h. by repealing section 7.10, and

i. in section 7.11 by striking out “or a portfolio adviser in reliance upon the exemption in section 7.5”.

8. Part 8 is repealed.

9. Part 9 is amended

a. by repealing section 9.1 and substituting the following:

9.1 Submission to Jurisdiction - A representative of an international adviser seeking registration under the Act shall file as part of his or her application for registration an executed submission to jurisdiction and appointment of agent for service of process form.,

b. in section 9.2 by striking out “or an extra-provincial adviser”,

c. in section 9.2 by striking out “or extra-provincial adviser”, **wherever it occurs, and**

d. in section 9.3 by striking out “or an extra-provincial adviser” **wherever it occurs.**

10. Appendix A is repealed.

11. Section 1.1, as amended by section 2 of this Instrument, is amended by repealing the following definitions:

a. “book-based system”;

b. “Canadian security”;

- c. “foreign security”;
 - d. “Form 33-109F4”;
 - e. “international adviser applicant”;
 - f. “international adviser”;
 - g. “Ontario client”;
 - h. “permitted client”;
 - i. “submission to jurisdiction and appointment of agent for service of process form”.
12. ***The Rule is amended by striking out the reference to “Multilateral Instrument 33-109”, wherever it occurs outside subsection 2.1(5), and substituting “National Instrument 33-109”.***
 13. ***Sections 1.2 and 2.2 are repealed.***
 14. ***Part 3, as amended by section 6 of this Instrument, is repealed.***
 15. ***Sections 4.1, 4.2, 5.1 and 6.1 to 6.5 are repealed.***
 16. ***Part 9 of the Rule, as amended by section 9 of this Instrument, is repealed***
 17. ***Appendix B is repealed.***
 18. ***Except as provided by section 19 of this Instrument, this Instrument comes into force on the day National Instrument 31-103 Registration Requirements and Exemptions comes into force.***
 19. ***Sections 13 to 17 of this Instrument come into force one year after National Instrument 31-103 Registration Requirements and Exemptions comes into force.***

Rescission of Ontario Securities Commission Policy 35-601 Registration of Non-Resident Salesmen, Partners or Officers of Registered Dealers

1. Ontario Securities Commission Policy 35-601 *Registration of Non-Resident Salesmen, Partners or Officers of Registered Dealers* is rescinded on the day National Instrument 31-103 *Registration Requirements and Exemptions* comes into force.

Amendments to Ontario Securities Commission Rule 91-501 Strip Bonds

1. ***Ontario Securities Commission Rule 91-501 is amended by this Instrument.***
2. ***Section 1.1 is amended by adding the following:***
“specified strip bond” means a strip bond other than a debt security issued by or guaranteed by the Government of Canada or the government of a province or territory of Canada;
3. ***Section 2.1 is repealed and the following is substituted:***
 - 2.1 ***Removal of Exemptions***
 - (1) The exemptions from the dealer registration requirement contained in paragraph 8.20(2)(b) [*Specified debt*] of National Instrument 31-103 *Registration Requirements and Exemptions* and paragraph 3.34(2)(b) [*Specified debt*] of National Instrument 45-106 *Prospectus and Registration Exemptions* are not available for a trade in a specified strip bond.
 - (2) The exemption from the prospectus requirement contained in paragraph 2.34(2)(b) [*Specified debt*] of National Instrument 45-106 *Prospectus and Registration Exemptions* is not available for a distribution of a specified strip bond.

4. **Section 2.2 is amended by striking out** “Section 25 of the Act does not apply to a trade in a strip bond made by” **and substituting** “The registration requirement does not apply to a trade in a specified strip bond made by”.
5. **Section 2.3 is amended by striking out** “Section 53 of the Act does not apply to a trade in a strip bond” **and substituting** “The prospectus requirement does not apply to a distribution”.
6. **This Instrument comes into force on the day National Instrument 31-103 Registration Requirements and Exemptions comes into force.**

Amendments to Companion Policy 91-501CP Strip Bonds

1. **Companion Policy 91-501CP Strip Bonds is amended by this Instrument.**
2. **Part 3 is amended**
 - a. **by repealing section 3.1 and substituting the following:**
 - 3.1 Removal of Registration Exemptions -- Section 2.1 of the Rule provides that the exemption from the dealer registration requirement and the exemption from the prospectus requirement referred to in that section are not available for a trade in a specified strip bond (as defined in section 1.1 of the Rule). Specified strip bonds are those strip bonds for which a registration or prospectus exemption is not provided in the Act (e.g., foreign government strip bonds).
 - b. **by striking out each reference to** “strip bonds” **in section 3.2 and substituting** “specified strip bonds”,
 - c. **by striking out** “in the business of trading in securities” **in subsection 3.2(2) and substituting** “market intermediaries”,
 - d. **by striking out the first reference to** “government securities” **in subsection 3.2(3) and substituting** “government bonds”,
 - e. **by striking out the second reference to** “government securities” **in subsection 3.2(3) and substituting** “the underlying government bonds”,
 - f. **by repealing subsection 3.2(4) and substituting the following:**
 - (4) The Commission notes that the term "qualified market intermediaries" includes both those market intermediaries that are permitted to trade in government securities pursuant to their registration, or pursuant to an exemption from registration that has not been made unavailable to the intermediary.
3. **Section 6.1 is repealed and the following is substituted:**
 - 6.1 Fees — A submission of a proposed strip bond statement to the Director for acceptance should be accompanied by the fee referred to in item E1 of Appendix C of OSC Rule 13-502 Fees.
4. **This Instrument comes into force on the day National Instrument 31-103 Registration Requirements and Exemptions comes into force.**

Amendments to Ontario Securities Commission Rule 91-502 Trades in Recognized Options

1. **Ontario Securities Commission Rule 91-502 Trades in Recognized Options is amended by this Instrument.**
2. **Part 2 is amended**
 - a. **by repealing subsection 2.2(1) and substituting the following:**
 - (1) The dealer registration exemptions referred to in section 3.1 of NI 45-106 *Prospectus and Registration Exemptions* and section 8.5(a) of NI 31-101 *Registration Requirements and Exemptions* are not available for a trade in a recognized option that is a non-equity accepted option.

- b. in subsection 2.2(2) by striking out “Section 25 of the Act” and substituting “The dealer registration requirement”, and*
 - c. in subsection 2.2(3) by striking out “Section 25 of the Act” and substituting “the adviser registration requirement”.*
- 3. *This Instrument comes into force on the day National Instrument 31-103 Registration Requirements and Exemptions comes into force.***

**Amendments to
Ontario Securities Commission Rule 31-509 National Registration Database
(Commodity Futures Act)**

1. **Ontario Securities Commission Rule 31-509 National Registration Database (Commodity Futures Act) is amended by this Instrument**
2. **The table of contents is amended**
 - (a) **by adding the following after “4.3 Payment of NRD User Fees – Annual”:**
 - 4.4 Payment of Late Filing Fees
 - 4.5 Exemption for Registrants not Resident in Canada, **and**
 - (b) **by striking out the following:**
 - PART 7 TRANSITION
 - 7.1 Definitions
 - 7.2 NRD Enrolment for Transition Firms
 - 7.3 NRD Submissions before NRD Access Date
 - 7.4 Accuracy of Business Location Information
 - 7.5 Individual Included in the Data Transfer
 - 7.6 Individual not included in the Data Transfer
 - 7.7 Changes to Form 7 Information – Registered Individuals
 - 7.8 Changes to Form 7 Information – Non-registered Individuals
 - 7.9 Pending Application to Change Individual’s Registration Category
 - 7.10 Currency of Form 33-506F4
 - 7.11 Termination or Cessation of Relationship
 - PART 8 EFFECTIVE DATE
 - 8.1 Effective Date.
3. **Section 1.1 is amended in the definition of “NRD number” by striking out “, non-registered individual,”.**
4. **Section 2.1 is amended**
 - (a) **in item 4 by striking out “or a change to any information previously submitted in respect of Form 33-506F4.” and substituting “,”, and**
 - (b) **by adding the following after item 4:**
 5. Form 33-506F5 to report a change to any information previously submitted in respect of Form 33-506F4;
 6. Form 33-506F7.
5. **Section 3.1 is amended by striking out “, non-registered individual,” in subparagraph (1)(b).**
6. **Section 3.2 is amended:**
 - (a) **in subsection (d), by striking out “5 business days” and substituting “7 days”;**
 - (b) **in subsection (e), by striking out “5 business days” and substituting “7 days” and by striking out “and”;**
 - (c) **in subsection (f), by striking out “5 business days” and substituting “7 days”, and by adding “and” at the end of the subsection; and**
 - (d) **by adding the following after subsection (f):**
 - (g) submit any change in the phone number, fax number or e-mail address of the chief AFR in NRD format within 7 days of the change.

7. The following is added after section 4.3:

4.4 Payment of Late Filing Fees

- (1) If a firm filer is required to pay late filing fees because of an activity that creates or relates to an NRD submission, the firm filer must pay the required fee by electronic pre-authorized debit through NRD.
- (2) A payment under subsection (1) must be made from the firm filer's NRD account.

4.5 Exemption for Registrants not Resident in Canada - Sections 3.2(c), 4.1, 4.2, 4.3 and 4.4 do not apply to a registered firm that

- (a) has no business office in a jurisdiction of Canada,
- (b) does not have an account with a member of the Canadian Payments Association,
- (c) is not an affiliate of a registered firm resident in a jurisdiction of Canada, and
- (d) pays the fees referred to in sections 4.1, 4.2 and 4.4 within 14 days of the date the payment is due, and
- (e) pays the following fees by submitting a cheque, payable to CDS INC. in Canadian funds, to the Ontario Securities Commission within 14 days of the date the payment is due:
 - (i) NRD user fees required in respect of an NRD submission;
 - (ii) annual NRD user fees; and
- (f) pays any fee referred to in sections 4.1, 4.2 and 4.4, other than an NRD user fee, by submitting a cheque in Canadian funds to the Ontario Securities Commission within 14 days of the date the payment is due.

8. Section 5.1 is amended

- (a) **in subsection (1) by striking out** “in paper format or NRD format no later than 5 business days” **and substituting** “other than through the NRD website or in NRD format no later than 7 days”;
- (b) **in subsection (3) by striking out** “in paper format” **and substituting** “other than through the NRD website”;
- (c) **in subsection (4) by**
 - (i) **striking out** “a paper format submission” **and substituting** “a submission other than through the NRD website”;
 - (ii) **striking out** “IN PAPER FORMAT” **and substituting** “OTHER THAN THROUGH THE NRD WEBSITE”;
- (d) **in subsection (5) by**
 - (i) **striking out** “a paper format submission” **and substituting** “a submission other than through the NRD website”;
 - (ii) **striking out** “10 business days” **and substituting** “14 days”.

9. Part 7 is repealed.**10. Part 8 is repealed.****11. This Instrument comes into force on the day National Instrument 31-103 Registration Requirements and Exemptions, made under the Securities Act, comes into force.**

COMPANION POLICY 31-509CP
NATIONAL REGISTRATION DATABASE

PART 1 PURPOSE

1.1. **Purpose** - The purpose of Ontario Securities Commission Rule 31-509 is to establish requirements for the electronic submission of registration information through NRD. References in this policy to "we" mean the securities regulatory authority and regulator.

PART 2 PRODUCTION OF NRD FILINGS

2.1. The securities legislation of several jurisdictions contains a requirement to produce or make available an original or certified copy of information filed under the securities legislation. We consider that it may satisfy such a requirement in the case of information filed in NRD format by providing a printed copy or other output of the information in readable form that contains or is accompanied by a certification by the securities regulatory authority or regulator that the printed copy or output is a copy of the information filed in NRD format.

PART 3 DATE OF FILING

3.1. We think that information filed in NRD format is, for purposes of securities legislation, filed on the day that the transmission of the information to NRD is completed.

PART 4 OFFICIAL COPY OF NRD FILINGS

4.1. For purposes of securities legislation, securities directions or any other related purpose, we think that the official record of any information filed in NRD format by an NRD filer is the electronic information stored in NRD.

PART 5 AUTHORIZED FIRM REPRESENTATIVE AS AGENT

5.1. We think that when making an NRD submission an AFR is an agent of the firm or individual to whom the filing relates.

PART 6 ONGOING FIRM FILER REQUIREMENTS

6.1. We expect that firm filers will follow the processes set out in the NRD User Guide to

- (a) enrol with the NRD administrator,
- (b) keep their enrolment information current, and
- (c) keep their NRD account information current.

PART 7 COMMODITY FUTURES ACT SUBMISSIONS

7.1. In Ontario, if a person or company is required to make a submission under both National Instrument 31-102 *National Registration Database* and OSC Rule 31-509 (*Commodity Futures Act*) with respect to the same information, the securities regulatory authority is of the view that a single filing on a form required under either rule satisfies both requirements.

**ONTARIO SECURITIES COMMISSION RULE 33-506
(COMMODITY FUTURES ACT)**

REGISTRATION INFORMATION

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**ONTARIO SECURITIES COMMISSION RULE 33-506
REGISTRATION INFORMATION**

PART 1 DEFINITIONS AND INTERPRETATION

1.1 Definitions — In this Rule

“cessation date” means the first day on which an individual ceased to have authority to act as a registered individual on behalf of their sponsoring firm or ceased to be a permitted individual of their sponsoring firm, because of the end of, or a change in, the individual’s employment, partnership, or agency relationship with the firm;

“firm” means a person or company that is registered, or is seeking registration, as a dealer, adviser or investment fund manager;

“Form 33-506F1” means Form 33-506F1 *Notice of Termination of Registered Individuals and Permitted Individuals*;

“Form 33-506F2” means Form 33-506F2 *Change or Surrender of Individual Categories*;

“Form 33-506F3” means Form 33-506F3 *Business Locations other than Head Office*;

“Form 33-506F4” means Form 33-506F4 *Registration of Individuals and Review of Permitted Individuals*;

“Form 33-506F5” means Form 33-506F5 *Change of Registration Information*;

“Form 33-506F6” means Form 33-506F6 *Firm Registration*;

“Form 33-506F7” means Form 33-506F7 *Reinstatement of Registered Individuals and Permitted Individuals*;

“former sponsoring firm” means the registered firm for which an individual most recently acted as a registered individual or permitted individual;

“NI 31-103” means National Instrument 31-103 *Registration Requirements and Exemptions* made under the *Securities Act*;

“NRD submission number” means the unique number generated by NRD to identify each NRD submission;

“permitted individual” means an individual who is not a registered individual and who is

- (a) a director, chief executive officer, chief financial officer, or chief operating officer of a firm, or who performs the functional equivalent of any of those positions, and
- (b) an individual who has beneficial ownership of, or direct or indirect control or direction over, 10 percent or more of the voting securities of a firm;

“registered firm” means a person or company that is registered as a dealer or adviser;

“registered individual” means an individual who is registered to trade or advise on behalf of a registered firm;

“Rule 31-509” means Ontario Securities Commission Rule 31-509 (*Commodity Futures Act*) National Registration Database,

“sponsoring firm” means,

- (a) for a registered individual, the registered firm on whose behalf the individual trades or advises,
- (b) for an individual applying for registration, the firm on whose behalf the individual proposes to trade or advise,
- (c) for a permitted individual of a registered firm, the registered firm, or
- (d) for a permitted individual of a firm that is applying for registration, the applicant firm.

1.2 Interpretation — Terms defined in Rule 31-509 and used in this Rule have the respective meanings ascribed to those terms in Rule 31-509.

PART 2 APPLICATION FOR REGISTRATION AND REVIEW OF PERMITTED INDIVIDUALS

2.1 Dealer and Adviser Registration — Except as provided in subsection 2.5(1), an applicant for registration as a dealer or adviser must submit to the Director,

- (a) in paper format, a completed Form 33-506F6, excluding questions 1.4(a), 2.6 and 6.2; and
- (b) in accordance with Rule 31-509, a completed Form 33-506F3 for each business location of the applicant, other than the applicant's head office.

2.2 Individual Applicants

- (1) An individual who applies for registration under securities legislation must make the application by submitting to the regulator in accordance with Rule 31-509 a completed Form 33-506F4.
- (2) Despite subsection (1), a permitted individual of a registered firm who applies to become a registered individual with the firm must make the application by submitting to the regulator in accordance with Rule 31-509 a completed Form 33-506F2.

2.3 Reinstatement

- (1) An individual who applies for reinstatement of registration must submit a completed Form 33-506F4 to the Director in accordance with Rule 31-509, unless the individual submits a completed Form 33-506F7 in accordance with subsection (2).
- (2) An individual who applies for reinstatement of registration must submit a completed Form 33-506F7 to the Director in accordance with Rule 31-509, if all of the following apply:
 - (a) the Form 33-506F7 is submitted in on or before the 90th day after the cessation date;
 - (b) the individual's employment, partnership or agency relationship with the former sponsoring firm did not end because the individual was asked by the firm to resign, or was dismissed, following an allegation against the individual of any of the following:
 - (i) criminal activity;
 - (ii) a breach of securities legislation;
 - (iii) a breach of a rule of an SRO;
 - (c) after the cessation date there have been no changes to the information previously submitted in respect of any of the following items of the individual's Form 33-506F4:
 - (i) item 13 [*Regulatory disclosure*];
 - (ii) item 14 [*Criminal disclosure*];
 - (iii) item 15 [*Civil disclosure*];
 - (iv) item 16 [*Financial disclosure*];
 - (d) the individual is seeking reinstatement with a sponsoring firm in the same category of registration in which the individual was registered on the cessation date;
 - (e) the new sponsoring firm is registered in the same category of registration in which the individual's former sponsoring firm was registered.

2.4 Permitted Individuals

- (1) Subject to subsection (2), a permitted individual must submit to the Director in accordance with Rule 31-509 a completed Form 33-506F4 within the later of
 - (a) 7 days after becoming a permitted individual; and

- (b) the date the sponsoring firm applies for registration.
- (2) An individual who has ceased to be a permitted individual of a former sponsoring firm may submit to the Director a completed Form 33-506F7 if all of the following apply:
 - (a) the Form 33-506F7 is submitted in accordance with Rule 31-509
 - (i) no more than 7 days after becoming a permitted individual of the new sponsoring firm, and
 - (ii) no more than 90 days after the cessation date;
 - (b) the individual holds the same permitted individual status that they held with the former sponsoring firm;
 - (c) the conditions described in paragraphs (b) and (c) of subsection 2.3(2) apply.

2.5 **Securities Act Registrants**

- (1) If an applicant for registration under section 2.1 is registered under the *Securities Act*, the applicant is not required to submit a completed Form 33-506F3 under subsection 2.1(b) for any business location of the applicant that is recorded on NRD.
- (2) Despite subsection 2.2(1), if an individual applies to become a registered individual and is recorded on NRD with his or her sponsoring firm as registered under the *Securities Act*, the individual must make the application by submitting to the Director, in accordance with Rule 31-509, a completed Form 33-506F2.

PART 3 **CHANGES TO REGISTERED FIRM INFORMATION**

3.1 **Changes to Form 33-506F6 Information**

- (1) Subject to subsections (3), a registered firm must notify the regulator of a change to any information previously submitted in Form 33-506F6 or under this subsection, as follows:
 - (a) for a change previously submitted in relation to part 3 of the Form 33-506F6, within 30 days of the change;
 - (b) for a change previously submitted in relation to any other part of the Form 33-506F6, within 7 days of the change.
- (2) A notice of change referred to in subsection (1) must be made by submitting a completed Form 33-506F5.
- (3) A notice of change is not required under subsection (1) if the change relates to any of the following:
 - (a) a business location other than the head office of the firm if the firm submits a completed Form 33-506F3 under section 3.2;
 - (b) a termination, or a change, of a registered firm's employment, partnership or agency relationship with an officer, partner or director of the registered firm if the firm submits a completed Form 33-506F1 under subsection 4.3(1);
 - (c) the addition of an officer, partner, or director to the registered firm if that individual
 - (i) submits a completed Form 33-506F4 under subsection 2.2(1) or 2.5(1), or
 - (ii) submits a completed Form 33-506F7 under sections 2.3 or 2.5(2);
 - (d) The information in the supporting documents referred to in any of the following items of Form 33-506F6:
 - (i) item 3.3 [*Business documents*];
 - (ii) item 5.1 [*Calculation of excess working capital*];
 - (iii) item 5.7 [*Directors' resolution for insurance*],
 - (iv) item 5.13 [*Audited financial statements*];

- (v) item 5.14 [*Letter of direction to auditors*].

3.2 Changes to Business Locations

- (1) A registered firm must notify the Director of the opening of a business location, other than a new head office, by submitting in accordance with Rule 31-509 a completed Form 33-506F3 within 7 days of the opening of the business location.
- (2) A registered firm must notify the Director of a change to any information previously submitted in Form 33-506F3 by submitting in accordance with Rule 31-509 a completed Form 33-506F3 within 7 days of the change.

3.3 Changes to Other Registration Information — A registered firm must notify the regulator of a change in its auditor or financial year-end within 7 days of the change.

PART 4 CHANGES TO REGISTERED INDIVIDUAL AND PERMITTED INDIVIDUAL INFORMATION

4.1 Changes to Form 33-506F4 Information

- (1) Subject to subsections (2) and (3), a registered individual or permitted individual must notify the regulator of a change to any information previously submitted in Form 33-506F4, in Form 33-506F7, or under this subsection, within 7 days of the change.
- (2) Despite subsection (1), a registered individual or permitted individual must notify the regulator of a change to information previously submitted in Items 4, 8 and 11 of Form 33-506F4, or under this subsection, within 30 days of the change.
- (3) Despite subsection (1), a registered individual or permitted individual is not required to notify the regulator of a change to information previously submitted in Item 3 [*personal information*] of Form 33-506F4.
- (4) A notice of change under subsection (1) or (2) must be made by submitting a completed Form 33-506F5 to the Director in accordance with Rule 31-509.
- (5) Despite subsection (4), a notice of change referred to in this section must be made by submitting a completed Form 33-506F2 to the Director in accordance with Rule 31-509 if the change relates to
- (a) an individual's status as a permitted individual of the sponsoring firm;
 - (b) a registered individual's status as an officer, partner, director or shareholder of the sponsoring firm.

4.2 Application to Change or Surrender Individual Registration Categories — A registered individual of a registered firm who applies to change or surrender his or her registration category with the firm must make the application by submitting to the Director in accordance with Rule 31-509 a completed Form 33-506F2.

4.3 Termination of Employment, etc.

- (1) A registered firm must notify the Director of the end of, or a change in, a sponsored individual's employment, partnership, or agency relationship with a firm if the individual ceases to have authority to act on behalf of the firm as a registered individual or permitted individual by submitting a Form 33-506F1 to the Director in accordance with Rule 31-5091F2 with
- (a) items 1 through 4 completed, and
 - (b) item 5 completed unless the reason for termination under item 4 was death or retirement of the individual or the completion or expiry of an employment or agency contract.
- (2) A registered firm must submit to the Director the information required under
- (a) subsection (1)(a), within 7 days of the cessation date, and
 - (b) subsection (1)(b), within 30 days of the cessation date.

- (3) A person or company must, within 7 days of a request from an individual for whom the person or company was the former sponsoring firm, provide to the individual a copy of the Form 33-506F1 that the person or company submitted under subsection (1) in respect of that individual.
- (4) If a person or company completed and submitted the information in item 5 of a Form 33-506F1 in respect of an individual who made a request under subsection (3) and that information was not included in the initial copy provided to the individual, the person or company must provide to that individual a further copy of the completed Form 33-506F1, including the information in item 5, within the later of
 - (a) 7 days after the request by the individual under subsection (3), and
 - (b) 7 days after the submission pursuant to subsection (2)(b).

PART 5 DUE DILIGENCE AND RECORD-KEEPING

5.1 Sponsoring Firm Obligations

- (1) A sponsoring firm must make reasonable efforts to ensure the truth and completeness of information that is submitted in accordance with this Instrument for any individual.
- (2) A sponsoring firm must obtain from each individual who is registered to act on behalf of the firm, or who is a permitted individual of the firm, a copy of the Form 33-506F1 most recently submitted by the individual's former sponsoring firm in respect of that individual, if any, within 60 days of the firm becoming the individual's sponsoring firm.
- (3) A sponsoring firm must retain all documents used by the firm to satisfy its obligation under subsection (1) as follows:
 - (a) in the case of a registered individual, for no less than 7 years after the individual ceases to be registered to act on behalf of the firm;
 - (b) in the case of an individual who applied for registration but whose registration was refused by the regulator, for no less than 7 years after the individual applied for registration; or
 - (c) in the case of a permitted individual, for no less than 7 years after the individual ceases to be a permitted individual with the firm.
- (4) Without limiting the generality of subsection (3), if a registered individual, an individual applying for registration, or a permitted individual appoints an agent for service, the sponsoring firm must keep the original Appointment of Agent for Service executed by the individual for the period of time set out in paragraph (3)(b).
- (5) A sponsoring firm that retains a document under subsection (3) or (4) in respect of an NRD submission must record the NRD submission number on the first page of the document.

PART 6 TRANSITION

6.1 All registered firms to file Form 33-506F6 – September 30, 2010

A registered firm that was registered before NI 31-103 came into force must submit to the Director a completed Form 33-506F6 on or before September 30, 2010.

6.2 Notice of changes for firms registered before September 28, 2009

- (1) Subject to subsection (2), a registered firm that has not submitted a completed Form 33-506F6 to the Director under section 6.1, must notify the Director of a change to any information previously submitted
 - (a) in a notice of agent and address for service, by submitting to the Director a completed Schedule B to Form 33-506F6, no more than 7 days after the change;
 - (b) in Form 5 or in any notice of change to information in that form submitted to the Director, as follows:
 - (i) for a change of information equivalent to the information referred to in part 3 of Form 33-506F6, within 30 days of the change;

- (ii) for a change of information equivalent to the information referred to in any other part of Form 33-506F6, within 7 days of the change.
- (2) A notice of change is not required under subsection (1) if the change relates to any of the following:
- (a) the addition of an officer, partner, or director to the registered firm if that individual
 - (i) submits a completed Form 33-506F4 under subsection 2.2(1) or 2.4(1), or
 - (ii) submits a completed Form 33-506F7 under section 2.3 or subsection 2.4(2);
 - (b) a termination, or a change, of a registered firm's employment, partnership or agency relationship with an officer, partner or director of the registered firm if the firm submits a completed Form 33-506F1 under subsection 4.3(1);
 - (c) a business location other than the head office of the firm if the firm submits a completed Form 33-506F3 under section 3.2;
 - (d) information equivalent to the information referred to in section 3.1(3)(d).

6.3 National Registration Database transition period

- (1) In this section, "NRD access date" means the first day following September 25, 2009 that an NRD filer has access to NRD to make NRD submissions.
- (2) A notice submitted by an NRD filer before September 25, 2009, and not accepted or denied by the Director by that date, must be resubmitted as if the time required for the submission had fallen within the period commencing on September 25, 2009 and ending on the day before the NRD access date, in accordance with subsections (3), (4) and (6) as applicable.
- (3) Except in the case of a notice referred to in subsection (4), if the time required for making either of the following submissions falls within the period commencing on September 25, 2009 and ending on the day before the NRD access date, the time for making the submission is extended to the 45th day following the NRD access date:
- (a) a notice that is required to be submitted in NRD format;
 - (b) a Form 33-506F4 that is required to be submitted under subsection 2.4(1).
- (4) From September 25, 2009 to the day before the NRD access date
- (a) a notice of termination referred to in subsection 4.3(1) from a sponsoring firm, within the time required under subsection 4.3(2), if the individual's employment, partnership or agency relationship with the firm ended because the individual resigned or was dismissed for cause, and
 - (b) a registered individual must submit to the Director, other than through the NRD website, a notice referred to in subsection 4.1, within the time required that section, if the change relates to previously submitted information about any of the following items of the individual's Form 33-506F4:
 - (i) item 14 [*Criminal disclosure*];
 - (ii) item 15 [*Civil disclosure*];
 - (iii) item 16 [*Financial disclosure*].
- (5) From September 28, 2009 to the day before the NRD access date an individual may submit any of the following to the Director other than through the NRD website:
- (a) Form 33-506F7;
 - (b) Form 33-506F2;
 - (c) Form 33-506F4 other than under subsection 2.4(1).

- (6) If an NRD filer makes a submission other than through the NRD website under subsection (4) or (5), the NRD filer must resubmit the information in NRD format to the Director as follows:
- (a) for a Form 33-506F7 submitted under paragraph (5)(a), by submitting
 - (i) a Form 33-506F7 no later than 30 days after the NRD access date if the cessation date was on or after the coming into force of NI 31-103;
 - (ii) a Form 33-506F4 no later than 30 days after the NRD access date if the cessation date was before the coming into force of NI 31-103;
 - (b) for any other submission, no later than 30 days after the NRD access date.

6.4 Transition – reinstatement under subsections 2.3(2) and 2.4(2)

- (1) Despite subsection 2.3(2), from the NRD access date to December 28, 2009 an individual who seeks reinstatement of registration under subsection 2.3(2) must submit to the Director, in accordance with Rule 31-509, a completed Form 33-506F4 if the cessation date occurred before the coming into force of NI 31-103.
- (2) Subsection 2.4(2) does not apply to a permitted individual whose cessation date occurred before the coming into force of NI 31-103.

PART 7 EXEMPTION

7.1 Exemption — The Director may grant an exemption from this Rule, in whole or in part, subject to such conditions or restrictions as may be imposed in the exemption.

PART 8 REVOCATION AND EFFECTIVE DATE

8.1 Revocation — Ontario Securities Commission Rule 33-506 *Registration Information*, which came into force on February 21, 2003, is revoked.

8.2 Effective Date — This Rule comes into force when NI 31-103 comes into force.

**Companion Policy 33-506CP
Registration Information****TABLE OF CONTENTS**

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Companion Policy 33-506CP
Registration Information

PART 1 GENERAL

1.1 Purpose – This Companion Policy sets out how we interpret and apply OSC Rule 33-506 *Registration Information* (the Rule).

The registration requirement in the *Commodity Futures Act* (CFA) provides protection to investors from unfair, improper or fraudulent practices and enhances capital market integrity and efficiency. The information required under the Rule allows the Director to assess a filer's fitness for registration or for permitted individual status, with regard to their solvency, integrity and proficiency. These fitness requirements are the cornerstones of the registration requirement.

1.2 Overview of the forms

The following forms are submitted by firms

- Form 33-506F6 *Firm Registration* – to apply for registration as a dealer or adviser
- Form 33-506F3 *Business Locations other than Head Office* – to disclose each business location of the firm and any change of location
- Form 33-506F1 *Notice of Termination of Registered Individuals and Permitted Individuals* – to notify the Director that a registered or permitted individual has ceased to have authority to act on behalf of the firm

The following forms are for individuals and are submitted in NRD format:

- Form 33-506F4 *Registration of Individuals and Review of Permitted Individuals* – to apply for registration or review as a permitted individual
- Form 33-506F2 *Change or Surrender of Individual Categories* – to apply for registration or review in an additional category or to surrender a category
- Form 33-506F7 *Reinstatement of Registered Individuals and Permitted Individuals* – to reinstate an individual's registration or a permitted individual status

1.3 Notice requirements – Form 33-506F5 *Change of Registration Information* is used by firms and individuals to notify the Director of any change to their registration information. Under sections 3.1 and 4.1 of the Rule a registrant and a permitted individual must keep their registration information current on an ongoing basis by filing notices of change of information within the required time.

Appendix A summarizes the notice requirements, time periods and the forms under the Rule to notify the Director of a change to a firm's or individual's registration information.

1.4 Contact information – When a firm submits a form F6, supporting documents or a form F5, it can make the submission using e-mail, fax or mail. Appendix A attached to this policy sets out the contact information for the Director and for the Investment Industry Directory Organization of Canada (**IIROC**).

PART 2 FORMS USED BY INDIVIDUALS

2.1 National Registration Database (NRD) – The NRD is the database containing information about all registrants and permitted individuals under securities or commodity futures legislation in each jurisdiction of Canada. The requirement for firms to enrol, and to make certain submissions, on NRD are set out in OSC Rule 31-509 *National Registration Database*. Detailed information about the NRD and the enrolment process is available in the NRD User Guide published at www.nrd-info.ca.

2.2 Form 33-506F4 – The NRD format for submitting a completed form F4 under subsections 2.2(1) or 2.4(1) of the Rule include four distinct NRD submission types that are made in the following circumstances:

- *Initial Registration*, when an individual is seeking registration, or review as a permitted individual, through NRD for the first time

- *Registration in an Additional Jurisdiction*, when an individual is registered or is a permitted individual in a jurisdiction of Canada and is seeking registration, or review as a permitted individual, in an additional jurisdiction
- *Registration with an Additional Sponsoring Firm*, when an individual is registered, or is a permitted individual, on behalf of one sponsoring firm and applies for registration, or seeks review as a permitted individual, to act on behalf of an additional sponsoring firm
- *Reactivation of registration*, when an individual who has an NRD record is applying for registration, reinstatement of registration or is seeking review as a permitted individual and is not eligible under sections 2.3(2) or 2.4(2) of the Rule to submit a Form 33-506F7

Under subsection 2.4(1) of the Rule, within 7 days of becoming a permitted individual, the individual must submit a form F4 for review by the Director. An individual whose registration is suspended may apply to reinstate the registration by submitting a completed form F4 to the Director. This is done with the *Reactivation of registration* submission on NRD. After making this submission the individual may not conduct activities requiring registration unless and until the Director has approved the application. However, an application for reinstatement or review is not required if the individual meets all of the conditions for automatic reinstatement in subsections 2.3(2) or 2.4(2) of the Rule, which include submitting a completed form F7 to the Director as described in section 2.5 below.

2.3 Form 33-506F2 — This form is used by individuals to apply to add or to surrender a registration category or to seek review of a change in their permitted individual category. If an individual has ceased to have authority to act on behalf of their sponsoring firm as a registered or permitted individual in the last jurisdiction of Canada where they were so acting, they cannot submit a form F2. Instead, the individual's sponsoring firm submits a Form 33-506F1 to notify the Director of the termination or cessation of authority to act on behalf of the firm.

2.4 Form 33-506F7 for reinstatement – When an individual leaves a sponsoring firm and joins a new registered firm, they may submit a form F7 to have their registration or permitted individual status reinstated in the same category as before, subject to all of the conditions set out in subsection 2.3(2) or 2.4(2) of the Rule.

2.5 Ongoing fitness for registration – Every registrant must maintain their fitness for registration on an ongoing basis. Under the CFA the Director has discretionary authority to suspend or revoke an individual's registration or to restrict it with terms and conditions at any time. The Director may do this, for example, if it receives information through a notice of termination from an individual's former sponsoring firm or any other source that raises concerns about the individual's continued fitness for registration. Individuals will be given an opportunity to be heard before a decision is made to suspend or revoke registration or to impose terms and conditions.

PART 3 FORMS USED BY FIRMS

3.1 Form 33-506F6 – When a firm submits a form F6 to apply for registration it may pay the regulatory fees by cheque or by using the NRD function called *Resubmit Fee Payment*.

If a firm applies for registration under the CFA only, it is not required to complete questions 1.4(a), 2.6 and 6.2 of form F6. However, if it applies for registration under both the CFA and the *Securities Act*, it will be required to complete the entire form F6 pursuant to National Instrument 33-109 *Registration Information*.

3.2 Form 33-506F3 – A firm must notify the Director of each business location in the Ontario, including a residence, where a firm's registered individuals are based for the purpose of carrying out activities that require registration. Firms submit this form through the NRD website.

3.3 Discretionary exemption for bulk transfers – The Director will consider an application for an exemption from certain requirements in the Rule to facilitate a reorganization or combination of firms which would otherwise require a large number of submissions to change locations and transfer individuals. The information required, and the conditions to obtain, this type of exemption application are described in the attached Appendix C.

3.4 Form 33-506F1 – Under section 4.3 of the Rule, a registered firm must notify the Director no more than 7 days after an individual ceased to have authority to act on behalf of the firm, as a registered or permitted individual. Typically, this occurs due to the termination of the individual's employment, partnership or agency relationship with the firm. However, it also occurs when an individual is re-assigned to a different position at the firm that does not require registration or is not a permitted individual category. The form F1 is submitted through the NRD website to give notice of the cessation date and the reason for the termination or cessation.

Under paragraph 4.3(1)(b) of the Rule, the information in item 5 [*Details about the termination*] of a form F1 must be submitted unless the cessation of authority to act on behalf of the firm was caused by the death or retirement of the individual or the

completion of an employment or agency contract. A firm can submit the information in item 5 either at the time of the making the initial submission on NRD, if the information is available within that 7 day period, or within 30 days of the cessation date, by making an NRD submission entitled *Update / Correct Termination Information*.

PART 4 DUE DILIGENCE BY FIRMS

4.1 Obligations of former sponsoring firm – After submitting a Form 33-506F1 with regard to a former sponsored individual a firm should promptly send the individual a copy of the completed form F1. Under subsections 4.3(3) and (4) of the Rule, within 7 days of a request by a former sponsored individual a firm must provide the individual with a copy of the form F1 that was submitted, and if necessary, a further copy that includes the information in item 5 of the form F1, within 7 days of submitting that information.

4.2 Obligations of new sponsoring firm

In fulfilling its obligations under subsection 5.1(1) of the Rule a firm should make reasonable efforts to do all of the following:

- establish written policies and procedures to verify an individual's information prior to submitting a Form 33-506F4 or Form 33-506F7 on behalf of the individual
- document the firm's review of an individual's information in accordance with the firm's policies and procedures
- regularly remind registered and permitted individuals about their disclosure obligations under the Rule, such as notifying the Director about changes to their registration information

Under subsection 5.1(2) of the Rule, within 60 days of hiring a sponsored individual a firm must obtain a copy of the most recent Form 33-506F1, if any, for the individual. If a sponsoring firm cannot obtain it from the sponsored individual, as a last resort the individual should request it from the Director.

The information referred to above will assist the firm in meeting its obligations under subsection 5.1(1) of the Rule and should inform the firm's hiring decisions. If an individual is hired before a completed Form 33-506F1 is available and if the firm discovers an inconsistency in the individual's disclosure to the firm or the Director, then the firm should take appropriate action. All of the required information should be available within 60 days of hiring the individual, which will often fall within the individual's probation period under their employment or agency contract.

PART 5 SECURITIES ACT SUBMISSIONS

5.1 If a person or company is required to make a submission under both Multilateral Instrument 33-109 and Rule 33-506 with respect to the same information, the Commission is of the view that a single filing on a form required under either rule satisfies both requirements.

Appendix A

Contact Information for the OSC and IIROC

OSC

e-mail: registration@osc.gov.on.ca

fax: (416) 593-8283

Ontario Securities Commission

Suite 1903, Box 55

20 Queen Street West

Toronto, ON M5H 3S8

Attention: Registrant Regulation

IIROC

e-mail: registration@iiloc.ca

fax: (416) 364-9177

Suite 1600,

121 King Street West

Toronto, ON M5H 3T9

Attention: Registration department

Appendix B**Discretionary Exemption for Bulk Transfers of Locations and Individuals**

(1) If a registered firm is acquiring a large number of business locations (for example, as a result of an amalgamation or asset purchase) from one or more other registered firms that are located in Ontario and registered in the same categories as the acquiring firm, and if a significant number of individuals are associated on NRD with the locations, the Director will consider granting an exemption from any or all of the following requirements:

- (a) to submit a notice regarding the termination of each employment, partner, or agency relationship under section 4.3 of the Rule;
- (b) to submit a registration application or a reinstatement notice for each individual seeking to be a registered individual under section 2.2 or 2.3 of the Rule;
- (c) to submit a Form 33-506F4 or Form 33-506F7 for each permitted individual under section 2.4 of the Rule;
- (d) to notify the Director of a change to the business location information in Form 33-506F3 under section 3.2 of the Rule.

(2) The exemption application should be submitted by the registered firm that will acquire control of the business locations at the closing of the transaction and should be submitted well in advance of the date (**transfer date**) on which the business locations will be transferred. It would typically be sufficient if a firm submits the application at least 30 days before the transfer date. An application for this type of exemption should include the following information:

- (a) the name and NRD number of the registered firm that will acquire control of the business locations;
- (b) for each registered firm that is transferring control of the business locations:
 - (i) the name and NRD number of the registered firm,
 - (ii) the address and NRD number of each business location that is being transferred from the registered firm named in (b)(i) to the registered firm named in (a),
 - (iii) the date that the business locations and individuals will be transferred to the registered firm named in (a).

(3) If the exemption is granted, as soon as practicable after the transfer date, the Director will instruct the NRD administrator to record on NRD the transfer of the business locations, registered individuals and permitted individuals.

(4) Bulk transfers involving firms that are registered in different categories or different jurisdictions may need to take additional steps. Firms involved in such a transaction should contact the Director to discuss what steps are required for the firm to be eligible for a bulk transfer exemption as described above.

(5) The firm may set out the information referred to in (2) as follows:

A) Registered firm that will acquire the business locations

Name:

Firm NRD number:

B) Registered firm transferring the business locations

Name:

Firm NRD number:

Business locations that will be transferred

Address of business location:

NRD number of business location:

Address of business location:

NRD number of business location:

(Repeat for each business location as necessary)

C) Date that business locations will be transferred:

FORM 33-506F1
NOTICE OF TERMINATION OF REGISTERED INDIVIDUALS
AND PERMITTED INDIVIDUALS
(section 4.2)

GENERAL INSTRUCTIONS

Complete and submit this form to notify the relevant regulator(s) or, in Québec, the securities regulatory authority, or self-regulatory organization (SRO) that a registered individual or permitted person has left their sponsoring firm.

Terms

In this form, “cessation date” (or “effective date of termination”) means the first day on which an individual ceased to have authority to act as a registered individual on behalf of their sponsoring firm or ceased to be a permitted individual of their sponsoring firm, because of the end of, or a change in, the individual’s employment, partnership, or agency relationship with the firm;

How to submit the form

Submit this form at the National Registration Database (NRD) website in NRD format at www.nrd.ca.

If you are relying on the temporary hardship exemption in section 5.1 of Ontario Securities Commission Rule 31-509 *National Registration Database (Commodity Futures Act)*, you may submit this form in a format other than NRD format.

When to submit the form

You must submit the responses to Item 1, Item 2, Item 3 and Item 4 within five business days of the effective date of termination.

If you are required to complete Item 5, you must submit those responses within 30 days of the termination date. If you are submitting the responses to Item 5, in NRD format, after Items 1 to 4 have been submitted at NRD, use the NRD submission type called “Update/Correct Termination Information” to complete Item 5 of this form.

Item 1 Terminating firm

1. Name _____
2. NRD number _____

Item 2 Terminated individual

1. Name _____
2. NRD number _____

Item 3 Business location of the terminated individual

1. Address _____
2. NRD number _____

Item 4 Date and reason for termination

1. Cessation date / Effective date of termination _____
(YYYY/MM/DD)

This is the first day that the individual ceased to have authority to act in a registerable capacity on behalf of the firm or ceased to be a permitted individual.

2. Reason for termination / cessation (check one):

- Resigned - voluntary
- Resigned - at the firm's request
- Dismissed in good standing
- Dismissed for cause
- Completed temporary employment contract
- Retired
- Deceased
- Other

Item 5 Details about the termination

Complete Item 5 only if the individual resigned, was dismissed (whether or not for cause), or if the reason for termination under Item 4.2 was "Other". In the space below:

- state the reason(s) for the resignation, dismissal or "Other" reason for termination and
- provide details if the answer to any of the following questions is "Yes".

[For NRD Format only:]

- This information will be disclosed within 30 days of the effective date of termination
- Not applicable: completed temporary employment contract, retired or deceased

Answer the following questions to the best of the firm's knowledge.

In the past 12 months:

- | | Yes | No |
|--|--------------------------|--------------------------|
| 1. Was the individual charged with any criminal offence? | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Was the individual the subject of any investigation by any securities or financial industry regulator? | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Was the individual subject to any significant internal disciplinary measures at the firm or at any affiliate of the firm related to the individual's activity as a registrant? | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Were there any written complaints, civil claims and/or arbitration notices filed against the individual or against the firm about the individual's securities-related activities that occurred while the individual was registered or a permitted individual authorized to act on behalf of the firm? | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Does the individual have any undischarged financial obligations to clients of the firm? | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Has the firm or any affiliate of the firm suffered significant monetary loss or harm to its reputation as a result of the individual's actions? | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Did the firm or any affiliate of the firm investigate the individual relating to possible material violations of fiduciary duties, regulatory requirements or the compliance policies and procedures of the firm or any affiliate of the firm? Examples include making unsuitable trades or investment recommendations, stealing or borrowing client money or securities, hiding losses from clients, forging client signatures, money laundering, deliberately making false representations and engaging in undisclosed outside business activity. | <input type="checkbox"/> | <input type="checkbox"/> |

8. Did the individual repeatedly fail to follow compliance policies and procedures of the firm or any affiliate of the firm?
9. Did the individual engage in discretionary management of client accounts or otherwise engage in registerable activity without appropriate registration or without the firm's authorization?

Reasons/Details: _____

Item 6 Notice of collection and use of personal information

The personal information required under this form is collected on behalf of, and used by, the securities regulatory authorities in the jurisdictions set out in Schedule A to administer and enforce certain provisions of their securities legislation or derivatives legislation or both.

The personal information required under this form is also collected by and used by the SROs set out in Schedule A to administer and enforce their respective by-laws, regulations, rules, rulings and policies.

By submitting this form, the individual consents to the collection by the securities regulatory authorities or applicable SRO of this personal information, and any police records, records from other government or non-governmental regulators or SROs, credit records and employment records about the individual that the securities regulatory authorities or applicable SRO may need to complete their review of the information submitted in this form relating to the individual's continued fitness for registration or approval, if applicable, in accordance with the legal authority of the securities regulatory authorities while the individual is registered with or approved by it as the case may be. Securities regulatory authorities or SROs may contact government and private bodies or agencies, individuals, corporations and other organizations for information about the individual.

If you have any questions about the collection and use of this information, contact the securities regulatory authorities or applicable SRO in any jurisdiction in which the required information is submitted. See Schedule A for details. In Québec, you can also contact the Commission d'accès à l'information at 1-888-528-7741 or visit its website at www.cai.gouv.qc.ca.

Item 7 Warning

It is an offence under securities legislation and/or derivatives legislation, including commodity futures legislation to give false or misleading information on this form.

Item 8 Certification

Certification-NRD format:

- I am making this submission as agent for the firm. By checking this box, I certify that the firm provided me with all of the information on this form.

Certification-Format other than NRD format:

By signing below I certify to the regulator or, in Québec, the securities regulatory authority, in each jurisdiction where I am submitting this form for the firm, either directly or through the principal regulator, that:

- I have read this form and understand the questions, and
- all of the information provided on this form is true and complete.

Name of firm _____

Name of authorized signing officer or partner _____

Title of authorized signing officer or partner _____

Signature of authorized signing officer or partner _____

Date signed _____
(YYYY/MM/DD)

Schedule A
Contact information for
Notice of collection and use of personal information

Alberta

Alberta Securities Commission,
4th Floor, 300 - 5th Avenue SW
Calgary, AB T2P 3C4
Attention: Information Officer
Telephone: (403) 355-4151

British Columbia

British Columbia Securities Commission
P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, BC V7Y 1L2
Attention: Freedom of Information Officer
Telephone: (604) 899-6500 or (800) 373-6393 (in BC)

Manitoba

The Manitoba Securities Commission
500 - 400 St. Mary Avenue
Winnipeg, MB R3C 4K5
Attention: Director of Registrations
Telephone (204) 945-2548
Fax (204) 945-0330

New Brunswick

New Brunswick Securities Commission
Suite 300, 85 Charlotte Street
Saint John, NB E2L 2J2
Attention: Director, Regulatory Affairs
Telephone: (506) 658-3060

Newfoundland and Labrador

Securities NL
Financial Services Regulation Division
Department of Government Services
P.O. Box 8700, 2nd Floor, West Block
Confederation Building
St. John's, NL A1B 4J6
Attention: Manager of Registrations
Tel: (709) 729-5661

Nova Scotia

Nova Scotia Securities Commission
2nd Floor, Joseph Howe Building
1690 Hollis Street
P.O. Box 458
Halifax, NS B3J 2P8
Attention: Deputy Director, Capital Markets
Telephone: (902) 424-7768

Northwest Territories

Government of the Northwest Territories
P.O. Box 1320
Yellowknife, NWT X1A 2L9
Attention: Deputy Superintendent of Securities
Telephone: (867) 920-8984

Nunavut

Legal Registries Division
Department of Justice
Government of Nunavut
P.O. Box 1000 Station 570
Iqaluit, NU X0A 0H0
Attention: Deputy Registrar of Securities
Telephone: (867) 975-6590

Ontario

Ontario Securities Commission
Suite 1903, Box 55
20 Queen Street West
Toronto, ON M5H 3S8
Attention: FOI Coordinator
Telephone: (416) 593-8314

Prince Edward Island

Securities Registry
Office of the Attorney General B Consumer, Corporate and
Insurance Services Division
P.O. Box 2000
Charlottetown, PE C1A 7N8
Attention: Deputy Registrar of Securities
Telephone: (902) 368-6288

Québec

Autorité des marchés financiers
800, square Victoria, 22e étage
C.P. 246, tour de la Bourse
Montréal (Québec) H4Z 1G3
Attention: Responsable de l'accès à l'information
Telephone: (514) 395-0337 or (877) 525-0337 (in Québec)

Saskatchewan

Saskatchewan Financial Services Commission
Suite 601, 1919 Saskatchewan Drive
Regina, SK S4P 4H2
Attention: Director
Telephone: (306) 787-5842

Yukon

Yukon Securities Office
Department of Community Services
P.O. Box 2703 C-6
Whitehorse, YT Y1A 2C6
Attention: Superintendent of Securities
Telephone: (867) 667-5225

Self-regulatory organization

Investment Industry Regulatory Organization of Canada
121 King Street West, Suite 1600
Toronto, Ontario M5H 3T9
Attention: Privacy Officer
Telephone: (416) 364-6133
E-mail: PrivacyOfficer@iircoc.ca

FORM 33-506F2
CHANGE OR SURRENDER OF INDIVIDUAL CATEGORIES
(section 4.2 or 2.2(2) or 2.5(2))

GENERAL INSTRUCTIONS

Complete and submit this form to notify the relevant regulator(s) or, in Québec, the securities regulatory authority, or self-regulatory organization (SRO) that a registered individual or permitted individual seeks to add and/or remove individual registration categories or permitted activities.

Terms

In this form, “you”, “your” and “individual” mean the registered individual or permitted individual who is seeking to add and/or remove registration categories or permitted activities.

How to submit this form

Submit this form at the National Registration Database (NRD) website in NRD format at www.nrd.ca.

If you are relying on the temporary hardship exemption in section 5.1 of Ontario Securities Commission Rule 31-509 *National Registration Database (Commodity Futures Act)*, you may submit this form in a format other than NRD format.

Item 1 Individual

Name of individual _____

NRD number of individual _____

Item 2 Registration jurisdictions

1. Are you filing this form under the passport system / interface for registration?

Only choose “no” if you are registered in:

- (a) only one jurisdiction of Canada, or
- (b) more than one jurisdiction of Canada and you are requesting a change or surrender:
 - (i) in a non-principal jurisdiction or jurisdictions, but not in your principal jurisdiction.

Yes No

2. Check each jurisdiction where you are seeking the change or surrender of individual categories of registration.

- Alberta
- British Columbia
- Manitoba
- New Brunswick
- Newfoundland and Labrador
- Northwest Territories
- Nova Scotia
- Nunavut
- Ontario
- Prince Edward Island
- Québec
- Saskatchewan
- Yukon

Item 3 Removing categories

What categories are you seeking to remove?

Item 4 Adding categories

1. What categories are you seeking to add?

2. If you are seeking registration as a representative of a mutual fund dealer or of a scholarship plan dealer in Québec, are you covered by your sponsoring firm's professional liability insurance?

Yes No

If "No", state:

The name of your insurer _____

Your policy number _____

Item 5 Reason for surrender

If you are seeking to remove a category or permitted activity, state the reason for the surrender in the local jurisdiction.

Item 6 Notice of collection and use of personal information

The personal information required under this form is collected on behalf of, and used by, the securities regulatory authorities in the jurisdictions set out in Schedule A to administer and enforce certain provisions of their securities legislation or derivatives legislation or both.

The personal information required under this form is also collected by and used by the SROs set out in Schedule A to administer and enforce their respective by-laws, regulations, rules, rulings and policies.

By submitting this form, the individual consents to the collection by the securities regulatory authorities or applicable SRO of this personal information, and any police records, records from other government or non-governmental regulators or SROs, credit records and employment records about the individual that the securities regulatory authorities or applicable SRO may need to complete their review of the information submitted in this form relating to the individual's continued fitness for registration or approval, if applicable, in accordance with the legal authority of the securities regulatory authorities while the individual is registered with or approved by it. Securities regulatory authorities or SROs may contact government and private bodies or agencies, individuals, corporations and other organizations for information about the individual.

If you have any questions about the collection and use of this information, contact the securities regulatory authorities or applicable SRO in any jurisdiction in which the required information is submitted. See Schedule A for details. In Québec, you can also contact the Commission d'accès à l'information at 1-888-528-7741 or visit its website at www.cai.gouv.qc.ca.

Item 7 Warning

It is an offence under securities legislation and/or derivatives legislation, including commodity futures legislation to give false or misleading information on this form.

Item 8 Certification**Certification-NRD format:**

I confirm I have discussed the questions in this form with an officer, branch manager or supervisor of my sponsoring firm. To the best of my knowledge and belief, the officer, branch manager or supervisor was satisfied that I fully understood the questions. I will limit my activities to those permitted by my category of registration.

I am making this submission as agent for the individual identified in this form. By checking this box, I certify that the individual provided me with all of the information on this form.

Certification-Format other than NRD format:

By signing below:

1. I certify to the regulator or, in Québec, the securities regulatory authority, in each jurisdiction where I am submitting this form, either directly or through the principal regulator, that:
 - I have read this form and understand the questions, and
 - all of the information provided on this form is true, and complete.
2. I confirm I have discussed the questions in this form with an officer, branch manager or supervisor of my sponsoring firm. To the best of my knowledge and belief, the officer, branch manager or supervisor was satisfied that I fully understood the questions. I will limit my activities to those permitted by my category of registration.

Signature of individual _____

Date signed _____
(YYYY/MM/DD)

By signing below, I certify to the regulator or, in Québec, the securities regulatory authority, in each jurisdiction where I am submitting this form for the individual, either directly or through the principal regulator, that:

1. the individual identified in this form will be engaged by the firm as a registered individual, or a non registered individual, and
2. I have, or a branch manager or supervisor or another officer or partner has, discussed the questions set out in this form with the individual. To the best of my knowledge and belief, the individual fully understands the questions.

Name of firm _____

Name of authorized signing officer or partner _____

Title of authorized signing officer or partner _____

Signature of authorized signing officer or partner _____

Date signed _____
(YYYY/MM/DD)

Schedule A
Contact information for
Notice of collection and use of personal information

Alberta

Alberta Securities Commission,
 4th Floor, 300 - 5th Avenue SW
 Calgary, AB T2P 3C4
 Attention: Information Officer
 Telephone: (403) 355-4151

British Columbia

British Columbia Securities Commission
 P.O. Box 10142, Pacific Centre
 701 West Georgia Street
 Vancouver, BC V7Y 1L2
 Attention: Freedom of Information Officer
 Telephone: (604) 899-6500 or (800) 373-6393 (in BC)

Manitoba

The Manitoba Securities Commission
 500 - 400 St. Mary Avenue
 Winnipeg, MB R3C 4K5
 Attention: Director of Registrations
 Telephone (204) 945-2548
 Fax (204) 945-0330

New Brunswick

New Brunswick Securities Commission
 Suite 300, 85 Charlotte Street
 Saint John, NB E2L 2J2
 Attention: Director, Regulatory Affairs
 Telephone: (506) 658-3060

Newfoundland and Labrador

Securities NL
 Financial Services Regulation Division
 Department of Government Services
 P.O. Box 8700, 2nd Floor, West Block
 Confederation Building
 St. John's, NL A1B 4J6
 Attention: Manager of Registrations
 Tel: (709) 729-5661

Nova Scotia

Nova Scotia Securities Commission
 2nd Floor, Joseph Howe Building
 1690 Hollis Street
 P.O. Box 458
 Halifax, NS B3J 2P8
 Attention: Deputy Director, Capital Markets
 Telephone: (902) 424-7768

Northwest Territories

Government of the Northwest Territories
 P.O. Box 1320
 Yellowknife, NWT X1A 2L9
 Attention: Deputy Superintendent of Securities
 Telephone: (867) 920-8984

Nunavut

Legal Registries Division
 Department of Justice
 Government of Nunavut
 P.O. Box 1000 Station 570
 Iqaluit, NU X0A 0H0
 Attention: Deputy Registrar of Securities
 Telephone: (867) 975-6590

Ontario

Ontario Securities Commission
 Suite 1903, Box 55
 20 Queen Street West
 Toronto, ON M5H 3S8
 Attention: FOI Coordinator
 Telephone: (416) 593-8314

Prince Edward Island

Securities Registry
 Office of the Attorney General B Consumer, Corporate and
 Insurance Services Division
 P.O. Box 2000
 Charlottetown, PE C1A 7N8
 Attention: Deputy Registrar of Securities
 Telephone: (902) 368-6288

Québec

Autorité des marchés financiers
 800, square Victoria, 22e étage
 C.P. 246, tour de la Bourse
 Montréal (Québec) H4Z 1G3
 Attention: Responsable de l'accès à l'information
 Telephone: (514) 395-0337 or (877) 525-0337 (in Québec)

Saskatchewan

Saskatchewan Financial Services Commission
 Suite 601, 1919 Saskatchewan Drive
 Regina, SK S4P 4H2
 Attention: Director
 Telephone: (306) 787-5842

Yukon

Yukon Securities Office
 Department of Community Services
 P.O. Box 2703 C-6
 Whitehorse, YT Y1A 2C6
 Attention: Superintendent of Securities
 Telephone: (867) 667-5225

Self-regulatory organization

Investment Industry Regulatory Organization of Canada
 121 King Street West, Suite 1600
 Toronto, Ontario M5H 3T9
 Attention: Privacy Officer
 Telephone: (416) 364-6133
 E-mail: PrivacyOfficer@iircoc.ca

FORM 33-506F3
BUSINESS LOCATIONS OTHER THAN HEAD OFFICE
(section 3.2)

GENERAL INSTRUCTIONS

Complete and submit this form to notify the relevant regulator(s) or, in Québec, the securities regulatory authority, or self-regulatory organization (SRO) that a business location has opened or closed, or information about a business location has changed.

Check one of the following and complete the entire form:

- Opening this business location
- Closing this business location
- Change to the information previously submitted about this business location. Clearly specify the information that has changed.

How to submit this form

Submit this form at the National Registration Database (NRD) website in NRD format at www.nrd.ca.

If you are relying on the temporary hardship exemption in section 5.1 of Ontario Securities Commission Rule 31-509 *National Registration Database (Commodity Futures Act)*, you may complete and submit this form in a format other than NRD format.

Item 1 Type of business location

Branch or Business Location

Sub-branch

Item 2 Supervisor or branch manager

Name of designated supervisor or branch manager _____

NRD number of the designated supervisor or branch manager _____

Item 3 Business location information

Business address _____

Mailing address (if different from business address) _____

Telephone number (_____) _____

Fax number (_____) _____

Item 4 Notice of collection and use of personal information

The personal information required under this form is collected on behalf of, and used by, the securities regulatory authorities in the jurisdictions set out in Schedule A to administer and enforce certain provisions of their securities legislation or derivatives legislation or both.

The personal information required under this form is also collected by and used by the SROs set out in Schedule A to administer and enforce their respective by-laws, regulations, rules, rulings and policies.

By submitting this form, the individual consents to the collection by the securities regulatory authorities or applicable SRO of this personal information, and any police records, records from other government or non-governmental regulators or SROs, credit records and employment records about the individual that the securities regulatory authorities or applicable SRO may need to complete their review of the information submitted in this form relating to the individual's continued fitness for registration or approval, if applicable, in accordance with the legal authority of the securities regulatory authorities while the individual is registered with or approved by it. Securities regulatory authorities or SROs may contact government and private bodies or agencies, individuals, corporations and other organizations for information about the individual.

If you have any questions about the collection and use of this information, contact the securities regulatory authorities or applicable SRO in any jurisdiction in which the required information is submitted. See Schedule A for details. In Québec, you can also contact the Commission d'accès à l'information at 1-888-528-7741 or visit its website at www.cai.gouv.qc.ca.

Item 5 Warning

It is an offence under securities legislation and/or derivatives legislation, including commodity futures legislation to give false or misleading information on this form.

Item 6 Certification**Certification-NRD format:**

- I am making this submission as agent for the firm. By checking this box, I certify that the firm provided me with all of the information on this form.

Certification-Format other than NRD format:

By signing below, I certify to the securities regulator or, in Québec, the securities regulatory authority, in each jurisdiction where I am submitting this form for the firm, either directly or through the principal regulator, that:

- I have read this form and understand the questions, and
- all of the information provided on this form is true, and complete.

Name of firm _____

Name of authorized signing officer or partner _____

Title of authorized signing officer or partner _____

Signature of authorized signing officer or partner _____

Date signed _____
(YYYY/MM/DD)

Schedule A
Contact information for
Notice of collection and use of personal information

Alberta

Alberta Securities Commission,
4th Floor, 300 - 5th Avenue SW
Calgary, AB T2P 3C4
Attention: Information Officer
Telephone: (403) 355-4151

British Columbia

British Columbia Securities Commission
P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, BC V7Y 1L2
Attention: Freedom of Information Officer
Telephone: (604) 899-6500 or (800) 373-6393 (in BC)

Manitoba

The Manitoba Securities Commission
500 - 400 St. Mary Avenue
Winnipeg, MB R3C 4K5
Attention: Director of Registrations
Telephone (204) 945-2548
Fax (204) 945-0330

New Brunswick

New Brunswick Securities Commission
Suite 300, 85 Charlotte Street
Saint John, NB E2L 2J2
Attention: Director, Regulatory Affairs
Telephone: (506) 658-3060

Newfoundland and Labrador

Securities NL
Financial Services Regulation Division
Department of Government Services
P.O. Box 8700, 2nd Floor, West Block
Confederation Building
St. John's, NL A1B 4J6
Attention: Manager of Registrations
Tel: (709) 729-5661

Nova Scotia

Nova Scotia Securities Commission
2nd Floor, Joseph Howe Building
1690 Hollis Street
P.O. Box 458
Halifax, NS B3J 2P8
Attention: Deputy Director, Capital Markets
Telephone: (902) 424-7768

Northwest Territories

Government of the Northwest Territories
P.O. Box 1320
Yellowknife, NWT X1A 2L9
Attention: Deputy Superintendent of Securities
Telephone: (867) 920-8984

Nunavut

Legal Registries Division
Department of Justice
Government of Nunavut
P.O. Box 1000 Station 570
Iqaluit, NU X0A 0H0
Attention: Deputy Registrar of Securities
Telephone: (867) 975-6590

Ontario

Ontario Securities Commission
Suite 1903, Box 55
20 Queen Street West
Toronto, ON M5H 3S8
Attention: FOI Coordinator
Telephone: (416) 593-8314

Prince Edward Island

Securities Registry
Office of the Attorney General B Consumer, Corporate and
Insurance Services Division
P.O. Box 2000
Charlottetown, PE C1A 7N8
Attention: Deputy Registrar of Securities
Telephone: (902) 368-6288

Québec

Autorité des marchés financiers
800, square Victoria, 22e étage
C.P. 246, tour de la Bourse
Montréal (Québec) H4Z 1G3
Attention: Responsable de l'accès à l'information
Telephone: (514) 395-0337 or (877) 525-0337 (in Québec)

Saskatchewan

Saskatchewan Financial Services Commission
Suite 601, 1919 Saskatchewan Drive
Regina, SK S4P 4H2
Attention: Director
Telephone: (306) 787-5842

Yukon

Yukon Securities Office
Department of Community Services
P.O. Box 2703 C-6
Whitehorse, YT Y1A 2C6
Attention: Superintendent of Securities
Telephone: (867) 667-5225

Self-regulatory organization

Investment Industry Regulatory Organization of Canada
121 King Street West, Suite 1600
Toronto, Ontario M5H 3T9
Attention: Privacy Officer
Telephone: (416) 364-6133
E-mail: PrivacyOfficer@iircoc.ca

FORM 33-506F4
REGISTRATION OF INDIVIDUALS AND
REVIEW OF PERMITTED INDIVIDUALS
(section 2.2)

GENERAL INSTRUCTIONS

Complete and submit this form to the relevant regulator(s) or in Québec, the securities regulatory authority, or self-regulatory organization (SRO) if an individual is seeking registration in individual categories or is seeking to be reviewed as a permitted individual. You only need to complete and submit one of this form regardless of the number of categories you are seeking to be registered in.

Terms

In this form, “you”, “your” and “individual” mean the individual who is seeking registration or the individual who is filing this form as a permitted individual under securities legislation or derivatives legislation or both.

“Sponsoring firm” means the registered firm where you will carry out your duties as a registered or permitted individual.

“Derivatives” means financial instruments, such as futures contracts (including exchange traded contracts), futures options and swaps whose market price, value or payment obligations are derived from, or based on, one or more underlying interests. Derivatives can be in the form of instruments, agreements or securities.

“Major shareholder” and “shareholder” mean a shareholder who, in total, directly or indirectly owns voting securities carrying 10 per cent or more of the votes carried by all outstanding voting securities.

“Approved person” means, in respect of a member of the IIROC (Member), an individual who is a partner, director, officer, employee or agent of a Member who is approved by the IIROC or another Canadian SRO to perform any function required under any IIROC or another Canadian SRO By-law, Regulation, or Policy.

Several terms used in this form are defined in the securities legislation of your province or territory. Please refer to those definitions.

How to submit this form***NRD format***

Submit this form at the National Registration Database (NRD) website in NRD format at www.nrd.ca. You are only required to submit one form regardless of the number of registration categories you are seeking. If you have any questions, contact the compliance, registration or legal department of the sponsoring firm or a legal adviser, or visit the NRD information website at www.nrd-info.ca.

Format, other than NRD format

If you are relying on the temporary hardship exemption in section 5.1 of Ontario Securities Commission Rule 31-509 *National Registration Database (Commodity Futures Act)*, you may submit this form in a format other than NRD format.

If you need more space, use a separate sheet of paper. Clearly identify the Item and question number. Complete and sign the form, and send it to the relevant regulator(s) or, in Québec, the securities regulatory authority, SRO (s) or similar authority. The number of originally signed copies of the form you are required to submit depends on the province or territory, and on the regulator, the securities regulatory authority or SRO.

To avoid delays in processing this form, be sure to answer all of the questions that apply to you. If you have questions, contact the compliance, registration or legal department of the sponsoring firm or a legal adviser, or visit the National Registration Database information website at www.nrd-info.ca.

Item 1 Name**1. Legal name**

 Last name First name Second name (N/A) Third name (N/A)

NRD number (if applicable) _____

2. Other personal names

Are you currently, or have you ever been, known by any names other than your full legal name above, for example, nicknames or names due to marriage?

Yes No

If "yes", complete Schedule A.

3. Use of other names

Are you currently, or have you ever used, operated under, or carried on business under any name other than the name(s) mentioned above, for example, trade names for sole proprietorships or team names?

Yes No

If "yes", complete Schedule A.

Item 2 Residential address

Provide all of your residential addresses, including any foreign residential addresses, for the past 10 years.

1. Current and previous residential addresses

 (number, street, city, province, territory or state, country, postal code)

 Telephone number _____

Lived at this address since (YYYY/MM) _____

If you have lived at this address for less than 10 years, complete Schedule B.

2. Mailing address

Check here if your mailing address is the same as your current residential address provided above. Otherwise, complete the following:

 (number, street, city, province, territory or state, country, postal code)

Item 3 Personal information

1. Date of birth _____
 (YYYY/MM/DD)

2. Place of birth _____
 (city, province, territory or state, country)

3. Gender Female Male

4. Eye colour _____
5. Hair colour _____
6. Height _____ in. or _____ cm.
7. Weight _____ lbs. or _____ kg.

Item 4 Citizenship

1. Citizenship information

What is your country of citizenship?

- Canada
- Other, specify: _____

2. If you are a citizen of a country other than Canada, complete the following for that citizenship.

- Check here if you do not have a valid passport. Otherwise, provide:

Passport number: _____

Date of issue: _____
(YYYY/MM/DD)

Place of issue: _____
(city, province, territory or state, country)

Item 5 Registration jurisdictions

1. Are you filing this form under the passport system / interface for registration?

Only choose "no" if:

- (a) you are seeking registration only in your principal jurisdiction,
- (b) you are seeking review as a permitted individual only in your principal jurisdiction
- and you are not currently registered under securities legislation in any jurisdiction of Canada,

Yes No

2. Check each jurisdiction where you are seeking registration or review as a permitted individual:

- All jurisdictions
- Alberta
- British Columbia
- Manitoba
- New Brunswick
- Newfoundland and Labrador
- Northwest Territories
- Nova Scotia
- Nunavut
- Ontario
- Prince Edward Island
- Québec
- Saskatchewan
- Yukon

Item 6 Individual categories

1. On Schedule C, check each category for which you are seeking registration as an individual or review as a permitted individual. If you are seeking review as a permitted individual, check each category that describes your position with your sponsoring firm.
2. If you are seeking registration as a representative of a mutual fund dealer or of a scholarship plan dealer in Québec, are you covered by your sponsoring firm's professional liability insurance?

Yes No

If "No", state:

The name of your insurer _____

Your policy number _____

Item 7 Address and agent for service**1. Address for service**

You must have one address for service in each province or territory where you are submitting this form. A residential address or a business address is acceptable. A post office box is not acceptable. Complete Schedule D for each additional address for service you are providing.

Address for service:

(number, street, city, province or territory, postal code)

Telephone number _____

Fax number, if applicable _____

E-mail address, if available _____

2. Agent for service

If you have appointed an agent for service, provide the following information for the agent in each province or territory where you have an agent for service. The address of your agent for service must be the same as the address for service above. If your agent for service is not an individual, provide the name of your contact person.

Name of agent for service: _____

Contact person: _____

Last name, First name

Item 8 Proficiency**1. Course or examination information and other education**

Complete Schedule E to indicate each course and examination that is required for registration or approval and that you have successfully completed or have been exempted from.

- Check here if you are not required under securities legislation or derivatives legislation or both, or the rules of an SRO to satisfy any course or examination requirements.

2. Student numbers

If you have a student number for a course that you successfully completed with one of the following organizations, provide it below:

CSI Global Education (formerly Canadian Securities Institute): _____

IFSE Institute (formerly IFIC): _____

Institute of Canadian Bankers (ICB): _____

CFA Institute (formerly AIMR): _____

Advocis (formerly CAIFA): _____

3. Exemption refusal

Has any securities regulator, derivatives regulator or SRO refused to grant you an exemption from a course, examination or experience requirement?

Yes No

If "Yes", complete Schedule F.

Item 9 Location of employment

1. Provide the following information for your new sponsoring firm. If you will be working out of more than one location, provide the following information for the location out of which you will be doing most of your business.

NRD location number: _____

Unique Identification Number (optional) : _____

Business address: _____
(number, street, city, province, territory or state, country, postal code)

Telephone number: (____) _____ Fax number: (____) _____

2. If the firm has a foreign head office, and/or you are not a resident of Canada, provide the address for the location in which you will be conducting business.

Business address: _____
(number, street, city, province, territory or state, country, postal code)

Telephone number: (____) _____ Fax number: (____) _____

[The following under #3 "Type of location", #4 and #5 is for a Format other than NRD format only]

3. Type of location - for Format other than NRD format only:

Head office Branch or Business Location Sub-branch

4. Name of branch manager: _____

5. Check here if the mailing address of the location is the same as the business address provided above. Otherwise, complete the following:

Mailing address: _____
(number, street, city, province, territory or state, country, postal code)

Item 10 Current employment, other business activities, officer positions held and directorships

Complete a separate Schedule G for each of your current business and employment activities, including employment and business activities with your sponsoring firm and any employment and business activities outside your sponsoring firm. Also include all business related officer or director positions and any other equivalent positions held, whether you receive compensation or not.

Item 11 Previous employment and other activities

On Schedule H, complete your employment and other activities history for the past 10-years.

Item 12 Resignations and terminations

Have you ever resigned, been terminated or been dismissed for cause by an employer from a position following allegations that you:

1. Violated any statutes, regulations, rules or standards of conduct?

Yes No

If "Yes", complete Schedule I Item 12.1.

2. Failed to appropriately supervise compliance with any statutes, regulations, rules or standards of conduct?

Yes No

If "Yes", complete Schedule I Item 12.2.

3. Committed fraud or the wrongful taking of property, including theft?

Yes No

If "Yes", complete Schedule I Item 12.3.

Item 13 Regulatory disclosure**1. Securities and derivatives regulation**

- a) Other than a registration or permitted individual status that has been recorded under this NRD number, are you now, or have you ever been, registered or licensed with any securities regulator or derivatives regulator or both in any province, territory, state or country to trade in or advise on securities or derivatives or both?

Yes No

If "Yes", complete Schedule J, Item 13.1(a).

- b) Have you ever been refused registration or a licence to trade in or advise on securities or derivatives or both in any province, territory state or country?

Yes No

If "Yes", complete Schedule J, Item 13.1(b).

- c) Have you ever been denied the benefit of any exemption from registration provided in any securities or derivatives or both legislation or rules in any province, territory, state or country, other than what was disclosed in Item 8(3) of this form?

Yes No

If "Yes", complete Schedule J, Item 13.1(c).

- d) Are you now, or have you ever been subject to any disciplinary proceedings or any order resulting from disciplinary proceedings under any securities legislation or derivatives legislation or both in any province, territory, state or country?

Yes No

If "Yes", complete Schedule J, Item 13.1(d).

2. SRO regulation

- a) Other than an approval that has been recorded under this NRD number, are you now, or have you ever been, an approved person of an SRO or similar organization in any province, territory, state or country?

Yes No

If "Yes", complete Schedule J, Item 13.2(a).

- b) Have you ever been refused approved person status by an SRO or similar organization in any province, territory, state or country?

Yes No

If "Yes", complete Schedule J, Item 13.2(b).

- c) Are you now, or have you ever been, subject to any disciplinary proceedings conducted by any SRO or similar organization in any province, territory, state or country?

Yes No

If "Yes", complete Schedule J, Item 13.2(c).

3. Non-securities regulation

- a) Are you now, or have you ever been, registered or licensed under any legislation which requires registration or licensing to deal with the public in any capacity other than to trade in or advise on securities or derivatives or both in any province, territory, state or country (e.g. insurance, real estate, accountant, lawyer, teacher)?

Yes No

If "Yes", complete Schedule J, Item 13.3(a).

- b) Have you ever been refused registration or a licence under any legislation relating to your professional activities unrelated to securities or derivatives in any province, territory, state or country?

Yes No

If "Yes", complete Schedule J, Item 13.3(b).

- c) Are you now, or have you ever been, a subject of any disciplinary actions conducted under any legislation relating to your professional activities unrelated to securities or derivatives in any province, territory, state or country?

Yes No

If "Yes", complete Schedule J, Item 13.3(c).

Item 14 Criminal disclosure

Offences you must disclose

You must disclose all criminal offences committed in any province, territory, state or country. This includes, but is not limited to, criminal offences under federal statutes such as the *Criminal Code* (Canada), *Income Tax Act* (Canada), *the Competition Act* (Canada), *Immigration Act* (Canada) and the *Controlled Drugs and Substances Act* (Canada) (or its predecessor, the *Narcotic Control Act* (Canada)). This includes pleas or findings of guilt for impaired driving, which are *Criminal Code* (Canada) matters. If

you have been found guilty of a criminal offence, you must disclose the offence even if you have been granted an absolute or conditional discharge.

With respect to questions 14.2 and 14.4, if you or your firm has been found guilty of a criminal offence, or participated in the Alternative Measures Program within the past three years, you must disclose that offence even if an absolute or conditional discharge has been granted, or the charge has been dismissed, withdrawn or stayed. Some exceptions apply to stayed charges, and the Alternative Measures Program which are outlined below.

If you do not disclose a criminal offence under any statute other than the *Young Offenders Act (Canada)* or the *Youth Criminal Justice Act (Canada)*, regulators or, in Québec, the securities regulatory authority or self regulatory organization may treat it as a non-disclosure of material information.

Offences you do not have to disclose

The appropriate response is “No” if any of the following circumstances apply.

You are not required to disclose:

- crimes for which you received an absolute or conditional discharge if the crime has been purged from the criminal records in accordance with the *Criminal Records Act (Canada)*
- speeding, parking violations or any offence for which a pardon has been granted under the *Criminal Records Act (Canada)* and the pardon has not been revoked
- stayed charges for summary conviction offences that have been stayed for six months or more
- stayed charges for indictable offences that have been stayed for a year or more, and
- offences under the *Young Offenders Act (Canada)* or the *Youth Criminal Justice Act (Canada)*

With respect to questions 14.2 and 14.4, you are not required to disclose an offence for which you or your firm was found guilty if you or the firm participated in the Alternative Measures Program more than three years ago for that offence.

1. Are there any outstanding or stayed charges against you alleging a criminal offence that was committed in any province, territory, state or country?

Yes No

If “Yes”, complete Schedule K, Item 14.1.

2. Have you ever been found guilty, pleaded no contest to, or granted an absolute or conditional discharge from any criminal offence that was committed in any province, territory, state or country?

Yes No

If “Yes”, complete Schedule K, Item 14.2.

3. To the best of your knowledge, are there any outstanding charges against any firm of which you were, at the time the criminal offence was alleged to have taken place in any province, territory, state or country, a partner, director, officer or major shareholder?

Yes No

If “Yes”, complete Schedule K, Item 14.3.

4. To the best of your knowledge, has any firm, when you were a partner, officer, director or major shareholder, ever been found guilty, pleaded no contest to or granted an absolute or conditional discharge from a criminal offence that was committed in any province, territory, state or country?

Yes No

If "Yes", complete Schedule K, Item 14.4.

Item 15 Civil disclosure

1. Are there currently any outstanding civil actions alleging fraud, theft, deceit, misrepresentation or similar misconduct against you or a firm where you are or were a partner, director, officer or major shareholder in any province, territory, state or country?

Yes No

If "Yes", complete Schedule L, Item 15.1.

2. Have you or a firm where you are or were a partner, director, officer or major shareholder ever been a defendant or respondent in any civil proceeding in which fraud, theft, deceit, misrepresentation or similar misconduct is, or was, successfully established in a judgment in any province, territory, state or country?

Yes No

If "Yes", complete Schedule L, Item 15.2.

Item 16 Financial disclosure

1. Bankruptcy

Under the laws of any applicable jurisdiction, have you or has any firm when you were a partner, director, officer or major shareholder of that firm:

- a) Had a petition in bankruptcy issued or made a voluntary assignment in bankruptcy or any similar proceeding?

Yes No

If "Yes", complete Schedule M, Item 16.1(a).

- b) Made a proposal under any legislation relating to bankruptcy or insolvency or any similar proceeding?

Yes No

If "Yes", complete Schedule M, Item 16.1(b).

- c) Been subject to proceedings under any legislation relating to the winding up or dissolution of the firm, or under the *Companies' Creditors Arrangement Act* (Canada)?

Yes No

If "Yes", complete Schedule M, Item 16.1(c).

- d) Been subject to or initiated any proceedings, arrangement or compromise with creditors? This includes having a receiver, receiver-manager, administrator or trustee appointed by or at the request of creditors, privately, through court process or by order of a regulatory authority, to hold your assets.

Yes No

If "Yes", complete Schedule M, Item 16.1(d).

2. Debt obligations

Over the past 10 years, have you failed to meet a financial obligation of \$5,000 or more as it came due or, to the best of your knowledge, has any firm, while you were a partner, director, officer or major shareholder of that firm, failed to meet any financial obligation of \$5,000 or more as it came due?

Yes No

If "Yes", complete Schedule M, Item 16.2.

3. Surety bond or fidelity bond

Have you ever been refused for a surety or fidelity bond?

Yes No

If "Yes", complete Schedule M, Item 16.3.

4. Garnishments, unsatisfied judgments or directions to pay

Has any federal, provincial, territorial, state authority or court ever issued any of the following against you regarding your indebtedness or, to the best of your knowledge, the indebtedness of a firm where you are or were a partner, director, officer or major shareholder:

	Yes	No
Garnishment	<input type="checkbox"/>	<input type="checkbox"/>
Unsatisfied judgment	<input type="checkbox"/>	<input type="checkbox"/>
Direction to pay	<input type="checkbox"/>	<input type="checkbox"/>

If "Yes", complete Schedule M, Item 16.4.

Item 17 Ownership of securities and derivatives firms

Are you now, or have you ever been, a partner or major shareholder of any firm (including your sponsoring firm) whose business is trading in or advising on securities or derivatives or both?

Yes No

If "Yes", complete Schedule N.

Item 18 Agent for service

By submitting this form, you certify that in each jurisdiction of Canada where you have appointed an agent for service, you have completed the appointment of agent for service required in that jurisdiction.

Item 19 Submission to jurisdiction

By submitting this form, you agree to be subject to the securities legislation or derivatives legislation or both of each jurisdiction of Canada, and to the by-laws, regulations, rules, rulings and policies (collectively referred to as "rules" in this form) of the SROs to which you have submitted this form. This includes the jurisdiction of any tribunals or any proceedings that relate to your activities as a registrant or a partner, director or officer of a registrant under that securities legislation or derivatives legislation or both or as an Approved Person under SRO rules.

Item 20 Notice of collection and use of personal information

The personal information required under this form is collected on behalf of, and used by, the securities regulatory authorities in the jurisdictions set out in Schedule O to administer and enforce certain provisions of their securities legislation or derivatives legislation or both.

By submitting this form, the individual consents to the collection by the securities regulatory authorities of this personal information, and any police records, records from other government or non-governmental regulators or SROs, credit records and

employment records about the individual that the securities regulatory authorities may need to complete their review of the information submitted in this form relating to the individual's continued fitness for registration or approval, if applicable, in accordance with the legal authority of the securities regulatory authorities while the individual is registered with or approved by it. Securities regulatory authorities may contact government and private bodies or agencies, individuals, corporations and other organizations for information about the individual.

If you have any questions about the collection and use of this information, contact the securities regulatory authority in any jurisdiction in which the required information is submitted. See Schedule O for details. In Québec, you can also contact the Commission d'accès à l'information at 1-888-528-7741 or visit its website at www.cai.gouv.qc.ca.

SROs

The principal purpose for the collection of personal information is to assess your suitability for registration or approval and to assess your continued fitness for registration or approval in accordance with the applicable securities legislation and the rules of the SROs.

By submitting this form, you authorize the SROs to which this form is submitted to collect any information from any source whatsoever. This includes, but is not limited to, personal confidential information about you that is otherwise protected by law such as, police, credit, employment, education and proficiency course completion records, and records from other government or non-governmental regulatory authorities, securities commissions, stock exchanges, or other SROs, private bodies, agencies, individuals or corporations, as may be necessary for the SROs to complete their review of your form or continued fitness for registration or approval in accordance with their rules for the duration of the period you remain so registered or approved. You further consent to and authorize the transfer of confidential information between SROs, securities commissions or stock exchanges from whom you now, or may in the future, seek registration or approval, or with which you are currently registered or approved for the purpose of determining fitness or continued fitness for registration or approval or in connection with the performance of an investigation or other exercise of regulatory authority, whether or not you are registered with or approved by them.

By submitting this form, you certify that you understand the rules of the applicable SROs of which you are seeking registration or approval or of which your sponsoring firm is a member or participating organization. You also undertake to become conversant with the rules of any SROs of which you or your sponsoring firm becomes a member or participating organization. You agree to be bound by, observe and comply with these rules as they are from time to time amended or supplemented, and you agree to keep yourself fully informed about them as they are amended and supplemented. You submit to the jurisdiction of the SROs from whom you are seeking registration or approval, or of which your sponsoring firm is now or in the future becomes a member or participating organization and, wherever applicable, their Governors, Directors and Committees. You agree that any registration or approval granted pursuant to this form may be revoked, terminated or suspended at any time in accordance with the then applicable rules of the respective SROs. In the event of any such revocation or termination, you must terminate all activities which require registration or approval and, thereafter, not perform services that require registration or approval for any member of the SROs or any approved affiliated company or other affiliate of such member without obtaining the approval of or registration with the SROs, in accordance with their rules.

By submitting this form, you undertake to notify the SROs from whom you are seeking registration or approval or with which you are currently or may in the future be registered or approved of any material change to the information herein provided in accordance with their respective rules. You agree to the transfer of this form, without amendment, to other SROs in the event that at some time in the future you seek registration or approval from such other SROs.

You certify that you have discussed the questions in this form, together with this Agreement, with an Officer or Branch Manager of your sponsoring member firm and, to your knowledge and belief, the authorized Officer or Branch Manager was satisfied that you fully understood the questions and the terms of this Agreement. You further certify that your business activities that are subject to securities rules and derivatives rules or both will be limited strictly to those permitted by the category of your registration or approval.

Item 21 Warning

It is an offence under securities legislation and/or derivatives legislation, including commodity futures legislation to give false or misleading information on this form.

Item 22 Certification**1. Certification - NRD format**

I confirm I have discussed the questions in this form with an officer, branch manager or supervisor of my sponsoring firm. To the best of my knowledge, the officer, branch manager or supervisor was satisfied that I fully understood the questions. I will limit my activities to those permitted by my category of registration.

- I am making this submission as agent for the individual identified in this form. By checking this box, I certify that the individual provided me with all of the information on this form.

2. Certification - Format other than NRD format**Individual**

By signing below, I certify to the regulator, or in Québec the securities regulatory authority, in each jurisdiction where I am filing or submitting this form, either directly or through the principal regulator, that:

- I have read this form and understand the questions, and
- all of the information provided on this form is true, and complete.

Signature of individual _____ Date _____

Authorized partner or officer of the firm

By signing below, I certify to the regulator, or in Québec the securities regulatory authority, in each jurisdiction where I am submitting this form, either directly or through the principal regulator, for the individual that:

- the individual identified in this form will be engaged by the sponsoring firm as a registered individual or a permitted individual, and
- I have, or a branch manager, or supervisor, or another officer or partner has, discussed the questions set out in this form with the individual and, to the best of my knowledge, the individual fully understands the questions.

Name of firm _____

Name of authorized signing officer or partner _____

Title of authorized signing officer or partner _____

Signature of authorized signing officer or partner _____

Date signed _____
(YYYY/MM/DD)

Name 2:

Name: _____

Provide the reasons for the use of this other name (for example, trade name or team name):

If this other name is or was used in connection with any sponsoring firm, did the sponsoring firm approve the use of the name?

Yes No

When did you use this name?

From:

To:

(YYYY/MM)_____
(YYYY/MM)**Name 3:**

Name: _____

Provide the reasons for the use of this other name (for example, trade name or team name):

If this other name is or was used in connection with any sponsoring firm, did the sponsoring firm approve the use of the name?

Yes No

When did you use this name?

From:

To:

(YYYY/MM)_____
(YYYY/MM)

SCHEDULE C
Individual Categories (Item 6)

Check each category for which you are seeking registration, approval or review as a permitted individual.

Categories common to all jurisdictions under securities legislation

Firm categories [Format other than NRD format only]

- Investment Dealer
- Mutual Fund Dealer
- Scholarship Plan Dealer
- Exempt Market Dealer
- Restricted Dealer
- Portfolio Manager
- Restricted Portfolio Manager
- Investment Fund Manager

Individual categories and permitted activities

- Dealing Representative
- Advising Representative
- Associate Advising Representative
- Ultimate Designated Person
- Chief Compliance Officer
- Officer – Specify title:
- Director
- Partner
- Shareholder
- Branch Manager (MFDA members only)
- IIROC approval only

Investment Industry Regulatory Organization of Canada

Approval categories

- Executive
- Director (Industry)
- Director (Non-Industry)
- Supervisor
- Investor
- Registered Representative
- Investment Representative
- Trader

Additional approval categories

- Chief Compliance Officer
- Chief Financial Officer
- Ultimate Designated Person

Products

- Non-Trading
- Securities
- Options
- Futures Contracts and Futures Contract Options
- Mutual Funds only

Customer type

- Retail
- Institutional
- Not Applicable

Portfolio management

- Portfolio Management

Categories under local commodity futures and derivatives legislation**Ontario****Firm categories**

- Commodity Trading Adviser
- Commodity Trading Counsel
- Commodity Trading Manager
- Futures Commission Merchant

Individual categories and permitted activities

- Advising Representative
- Salesperson
- Branch Manager
- Officer – Specify title:
- Director
- Partner
- Shareholder
- IIROC approval only

Manitoba***Firm categories***

- Dealer (Merchant)
- Dealer (Futures Commission Merchant)
- Dealer (Floor Broker)
- Adviser
- Local

Individual categories and permitted activities

- Floor Trader
- Salesperson
- Branch Manager
- Adviser
- Officer – Specify title:
- Director
- Partner
- Futures Contracts Portfolio Manager
- Associate Futures Contracts Portfolio Manager
- IIROC approval only
- Local

Québec - activities relating to derivatives***For information purposes, indicate whether you will carry on activities as a representative of:***

- An Investment Dealer Acting as a Derivatives Dealer
- A Portfolio Manager Acting as a Derivatives Portfolio Manager

SCHEDULE D
Address and agent for service (Item 7)

Item 7.1 Address for service

You must have one address for service in each province or territory in which you are now, or are seeking to become, a registered individual or permitted individual. A post office box is not an acceptable address for service.

Address for service: _____
(number, street, city, province or territory, postal code)

Telephone number: (____) _____ Fax number: (____) _____

E-mail address: _____

Item 7.2 Agent for service

If you have appointed an agent for service, provide the following information about the agent. The address for service provided above must be the address of the agent named below.

Name of agent for service: _____

(if applicable)

Contact person: _____
Last name, First name

SCHEDULE E
Proficiency (Item 8)**Item 8.1 Course or examination information and other education**

Course or examination or other education	Date completed (YYYY/MM/DD)	Date exempted (YYYY/MM/DD)	Regulator / securities regulatory authority granting the exemption

SCHEDULE F
Proficiency (Item 8.3)

Item 8.3 Exemption refusal

Complete the following for each exemption that was refused.

1. Which securities regulator, derivatives regulator or SRO refused to grant the exemption?

State the name of the course, examination or experience requirement:

State the reason given for not being granted the exemption:

Date exemption refused: _____
(YYYY/MM/DD)

2. Which securities regulator, derivatives regulator or SRO refused to grant the exemption?

State the name of the course, examination or experience requirement:

State the reason given for not being granted the exemption:

Date exemption refused: _____
(YYYY/MM/DD)

3. Which securities regulator, derivatives regulator or SRO refused to grant the exemption?

State the name of the course, examination or experience requirement:

State the reason given for not being granted the exemption:

Date exemption refused: _____
(YYYY/MM/DD)

SCHEDULE G
Current employment, other business activities, officer positions held and directorships
(Item 10)

Complete a separate Schedule G for each of your current business and employment activities with your sponsoring firm and with all other organizations. This includes any business related officer or director positions held, or any other equivalent positions held, whether you receive compensation or not.

1. Start date _____
 (YYYY/MM/DD)

2. Firm information

Check here if this activity is employment with your sponsoring firm.

If the activity is with your sponsoring firm, you are not required to indicate the firm name and address information below:

Name of business or employer: _____

Address of business or employer: _____
 (number, street, city, province, territory or state, country)

Name and title of your immediate supervisor: _____

3. Description of duties

Describe all employment and business activities related to this employer. Include the nature of the business and your duties, title or relationship with the business. If you are seeking registration that requires specific experience, include details with this firm such as level of responsibility, value of accounts under direct supervision, number of years of experience, and percentage of time spent on each activity.

4. Number of work hours per week

How many hours per week do you devote to this business or employment? _____

If this activity is employment with your sponsoring firm and you work less than 30 hours per week, explain why.

5. Conflicts of interest

If you have more than one employer or are engaged in business related activities, disclose any potential for confusion by clients and any potential for conflicts of interest arising from your multiple employment or business related activities or proposed business related activities. Include whether or not any of your employers or organizations where you engage in business related activities are listed on an exchange. Confirm whether the firm has procedures for minimizing potential conflicts of interest and if so, confirm that you are aware of these procedures.

If you do not perceive any conflicts of interest arising from this employment, explain why.

SCHEDULE H
Previous employment and other activities (Item 11)

Provide the following information for each of your employment and other activities in the past 10-years. Account for all of your time, including full-time and part-time employment, self-employment or military service. Include your status for each, such as unemployed, full-time student, or other similar statuses. Do not include short-term employment of four months or less while a student, unless it was in the securities, derivatives or financial industry.

In addition to the information required in the paragraph above, if you were employed or had business activities in the securities or derivatives industry or both during and before the 10-year period, disclose all your securities and derivatives or both employment or business activities (both before and during the 10-year period).

- Unemployed
 Full-time student
 Employed or self-employed

From: _____
 (YYYY/MM)

To: _____
 (YYYY/MM)

Complete the following only if you are, or were, employed or self-employed during this period.

Name of business or employer:

Address of business or employer:

(number, street, city, province, territory or state, country)

Name and title of immediate supervisor, if applicable:

Describe the firm's business, your position, duties and your relationship to the firm. If you are seeking registration in a category of registration that requires specific experience, include details of that experience. Examples include level of responsibility, value of accounts under direct supervision, number of years of that experience and research experience, and percentage of time spent on each activity.

Reason why you left the firm:

SCHEDULE I
Resignations and terminations (Item 12)

Item 12.1

For each allegation of violation of any statutes, regulations, rules or internal/external standards of conduct, state below (1) the name of the firm from which you resigned, were terminated or dismissed for cause, (2) whether you resigned, were terminated or dismissed for cause, (3) the date you resigned, were terminated or dismissed for cause, and (4) the circumstances relating to your resignation, termination or dismissal for cause.

Item 12.2

For each allegation of failure to supervise compliance with any statutes, regulations, rules or standards of conduct, state below, (1) the name of the firm from which you resigned, were terminated or dismissed for cause, (2) whether you resigned, were terminated or dismissed for cause, (3) the date you resigned, were terminated or dismissed for cause, and (4) the circumstances relating to your resignation, termination or dismissal for cause.

Item 12.3

For each allegation of fraud or the wrongful taking of property, including theft, state below (1) the name of the firm from which you resigned, were terminated or dismissed for cause, (2) whether you resigned, were terminated or dismissed for cause, (3) the date you resigned, were terminated or dismissed for cause, and (4) the circumstances relating to your resignation, termination or dismissal for cause.

SCHEDULE J
Regulatory disclosure (Item 13)

Item 13.1 Securities and derivatives regulation

- a) For each registration or licence, state below (1) the name of the firm, (2) the securities or derivatives regulator with which you are, or were, registered or licensed, (3) the type or category of registration or licence, and (4) the period that you held the registration or licence.

- b) For each registration or licence refused, state below (1) the name of the firm, (2) the securities or derivatives regulator that refused the registration or licence, (3) the type or category of registration or licence refused, (4) the date of the refusal, and (5) the reasons for the refusal.

- c) For each exemption from registration denied or licence refused, *other than what was disclosed in Item 8(3) of this form*, state below (1) the party that was refused the exemption from registration or licence, (2) the securities or derivatives regulator that refused the exemption from registration or licence, (3) the type or category of registration or licence refused, (4) the date of the refusal, and (5) the reasons for the refusal.

- d) For each order or disciplinary proceeding, state below (1) the name of the firm, (2) the securities or derivatives regulator that issued the order or is conducting or conducted the proceeding, (3) the date any notice of proceeding was issued, (4) the date any order or settlement was made, (5) a summary of any notice, order or settlement (including any sanctions imposed), (6) whether you are or were a partner, director, officer or major shareholder of the firm and named individually in the order or disciplinary proceeding, and (7) any other relevant details.

Item 13.2 SRO regulation

- a) For each approval, state below (1) the name of the firm, (2) the SRO with which you are or were an approved person, (3) the categories of approval, and (4) the period that you held the approval.

- b) For each approval refused, state below (1) the name of the firm, (2) the SRO that refused the approval, (3) the category of approval refused, (4) the date of the refusal, and (5) the reasons for the refusal.

- c) For each order or disciplinary proceeding, state below (1) the name of the firm, (2) the SRO that issued the order or that is, or was, conducting the proceeding, (3) the date any notice of proceeding was issued, (4) the date any order or settlement was made, (5) a summary of any notice, order or settlement (including any sanctions imposed), (6) whether you are or were a partner, director, officer or major shareholder of the firm and named individually in the order or disciplinary proceeding, and (7) any other information that you think is relevant or that the regulator or, in Québec, the securities regulatory authority may request.

Item 13.3 Non-securities regulation

- a) For each registration or licence, state below (1) the party who is, or was, registered or licensed (if insurance licensed, also indicate the name of the insurance agency), (2) with which regulatory authority, or under what legislation, the party is, or was, registered or licensed, (3) the type or category of registration or licence, and (4) the period that the party held the registration or licence.
-

- b) For each registration or licence refused, state below (1) the party that was refused registration or licensing (if insurance licensed, also indicate the name of the insurance agency), (2) with which regulatory authority, or under what legislation, the registration or licence was refused, (3) the type or category of registration or licence refused, (4) the date of the refusal, and (5) the reasons for the refusal.
-

- c) For each order or disciplinary proceeding, indicate below (1) the party against whom the order was made or the proceeding taken (if insurance licensed, indicate the name of the insurance agency), (2) the regulatory authority that made the order or that is, or was, conducting the proceeding, or under what legislation the order was made or the proceeding is being, or was conducted, (3) the date any notice of proceeding was issued, (4) the date any order or settlement was made, (5) a summary of any notice, order or settlement (including any sanctions imposed), (6) whether you are or were a partner, director, officer or major shareholder of the firm and named individually in the order or disciplinary proceeding and (7) any other information that you think is relevant or that the regulatory authority may request.
-

SCHEDULE K
Criminal disclosure (Item 14)

Item 14.1

For each charge, state below (1) the type of charge, (2) the date of the charge, (3) any trial or appeal dates, and (4) the court location.

Item 14.2

For each finding of guilty, pleading no contest to, or granting of an absolute or conditional discharge from a criminal offence state below (1) the offence, (2) the date found guilty, and (3) the disposition (any penalty or fine and the date any fine was paid).

Item 14.3

For each charge, state below (1) the name of the firm, (2) the type of charge, (3) the date of the charge, (4) any trial or appeal dates, and (5) the court location.

Item 14.4

For each finding of guilty, pleading no contest to, or granting of an absolute or conditional discharge from a criminal offence state below (1) the name of the firm, (2) the offence, (3) the date of the conviction, and (4) the disposition (any penalty or fine and the date any fine was paid).

SCHEDULE L
Civil disclosure (Item 15)

Item 15.1

For each outstanding civil proceeding, state below (1) the dates the statement of claim and statement of defence were issued, (2) the name of the plaintiff(s) in the proceeding, (3) whether the proceeding is pending or on appeal, (4) whether the proceeding was against a firm where you are, or were, a partner, director, officer or major shareholder and whether you have been named individually in the allegations, and (5) the jurisdiction where the action is being pursued.

Item 15.2

For each civil proceeding, state below (1) the dates the statement of claim and statement of defence were issued, (2) each plaintiff in the proceeding, (3) the jurisdiction where the action was pursued, (4) whether the proceeding was about a firm where you are, or were, a partner, director, officer or major shareholder and whether you have been named individually in the allegations and (5) a summary of any disposition or any settlement over \$10,000. You must disclose any actions settled without admission of liability.

SCHEDULE M
Financial Disclosure (Item 16)

Item 16.1 Bankruptcy

- (a) For each event, state below (1) the date of the petition or voluntary assignment, (2) the person or firm about whom this disclosure is being made, (3) any amounts currently owing, (4) the creditors, (5) the status of the matter, (6) a summary of any disposition or settlement, (7) date of discharge or release, if applicable, and (8) any other information that you think is relevant or that the regulator or, in Québec, the securities regulatory authority may request.

- (b) For each event, state below (1) the date of the proposal, (2) the person or firm about whom this disclosure is being made, (3) any amounts currently owing, (4) the creditors, (5) the status of the matter, (6) a summary of any disposition or settlement, and (7) any other information that you think is relevant or that the regulator or, in Québec, the securities regulatory authority may request.

- (c) For each event, state below (1) the date of the proceeding, (2) the person or firm about whom this disclosure is being made, (3) any amounts currently owing, (4) the creditors, (5) the status of the matter, (6) a summary of any disposition or settlement, and (7) any other information that you think is relevant or that the regulator or, in Québec, the securities regulatory authority may request.

- (d) For each proceeding, arrangement or compromise with creditors, state below (1) the date of proceeding, (2) the person or firm about whom this disclosure is being made, (3) any amounts currently owing, (4) the creditors, (5) the status of the matter, (6) a summary of any disposition or settlement, and (7) any other information that you think is relevant or that the regulator or, in Québec, the securities regulatory authority may request.

Item 16.2 Debt obligation

For each event, state below (1) the person or firm that failed to meet its financial obligation, (2) the amount that was owing at the time the person or firm failed to meet its financial obligation, (3) the person or firm to whom the amount is, or was, owing, (4) any relevant dates (for example, when payments are due or when final payment was made), (5) any amounts currently owing, and (6) any other information that you think is relevant or that the regulator or, in Québec, the securities regulatory authority may request, including why obligation has not been met/satisfied.

Item 16.3 Surety bond or fidelity bond

For each bond refused, state below (1) the name of the bonding company, (2) the address of the bonding company, (3) the date of the refusal, and (4) the reasons for the refusal.

Item 16.4 Garnishments, unsatisfied judgments or directions to pay

For each garnishment, unsatisfied judgment or direction to pay regarding your indebtedness, indicate below (1) the amount that was owing at the time the garnishment, judgment or direction to pay was rendered, (2) the person or firm to whom the amount is, or was, owing, (3) any relevant dates (for example, when payments are due or when final payment was made), (4) the percentage of earnings to be garnished or the amount to be paid, (5) any amounts currently owing, and (6) any other information that you think is relevant or that the regulator or, in Québec, the securities regulatory authority may request.

SCHEDULE N
Ownership of securities and derivatives firms (Item 17)

Firm name: _____

What is your relationship to the firm? Partner Major shareholder

What is the period of this relationship?

From: _____ To: _____ (if applicable)
 (YYYY/MM) (YYYY/MM)

Provide the following information:

a) State the number, value, class and percentage of securities, or the amount of partnership interest you own or propose to acquire when you are registered or approved as a result of the review of this form. If acquiring shares when you are so approved or registered, state the source (for example, treasury shares, or if upon transfer, state name of transferor).

b) State the market value (approximate, if necessary) of any subordinated debentures or bonds of the firm to be held by you or any other subordinated loan to be made by you to the firm:

c) If another person or firm has provided you with funds to invest in the firm, provide the name of the person or firm and state the relationship between you and that person or firm:

d) Are the funds to be invested (or proposed to be invested) guaranteed directly or indirectly by any person or firm?

Yes No

If "Yes", provide the name of the person or firm and state the relationship between you and that person or firm:

e) Have you directly or indirectly given up any rights relating to these securities or this partnership interest, or do you, when you are registered or approved as a result of the review of this form, intend to give up any of these rights (including by hypothecation, pledging or depositing as collateral the securities or partnership interest with any firm or person)?

Yes No

If "Yes", provide the name of the person or firm, state the relationship between you and that person or firm and describe the rights that have been or will be given up: _____

f) Is a person other than you the beneficial owner of the shares, bonds, debentures, partnership units or notes held by you?

Yes No

If "Yes", complete (g), (h) and (i).

g) Name of beneficial owner:

Last name	First name	Second name (if applicable)	Third name (if applicable)
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h) Residential address:

(number, street, city, province, territory or state, country, postal code)

i) Occupation:

SCHEDULE O
Contact information for
Notice of collection and use of personal information

Alberta

Alberta Securities Commission,
 4th Floor, 300 - 5th Avenue SW
 Calgary, AB T2P 3C4
 Attention: Information Officer
 Telephone: (403) 355-4151

British Columbia

British Columbia Securities Commission
 P.O. Box 10142, Pacific Centre
 701 West Georgia Street
 Vancouver, BC V7Y 1L2
 Attention: Freedom of Information Officer
 Telephone: (604) 899-6500 or (800) 373-6393 (in BC)

Manitoba

The Manitoba Securities Commission
 500 - 400 St. Mary Avenue
 Winnipeg, MB R3C 4K5
 Attention: Director of Registrations
 Telephone (204) 945-2548
 Fax (204) 945-0330

New Brunswick

New Brunswick Securities Commission
 Suite 300, 85 Charlotte Street
 Saint John, NB E2L 2J2
 Attention: Director, Regulatory Affairs
 Telephone: (506) 658-3060

Newfoundland and Labrador

Securities NL
 Financial Services Regulation Division
 Department of Government Services
 P.O. Box 8700, 2nd Floor, West Block
 Confederation Building
 St. John's, NL A1B 4J6
 Attention: Manager of Registrations
 Tel: (709) 729-5661

Nova Scotia

Nova Scotia Securities Commission
 2nd Floor, Joseph Howe Building
 1690 Hollis Street
 P.O. Box 458
 Halifax, NS B3J 2P8
 Attention: Deputy Director, Capital Markets
 Telephone: (902) 424-7768

Northwest Territories

Government of the Northwest Territories
 P.O. Box 1320
 Yellowknife, NWT X1A 2L9
 Attention: Deputy Superintendent of Securities
 Telephone: (867) 920-8984

Nunavut

Legal Registries Division
 Department of Justice
 Government of Nunavut
 P.O. Box 1000 Station 570
 Iqaluit, NU X0A 0H0
 Attention: Deputy Registrar of Securities
 Telephone: (867) 975-6590

Ontario

Ontario Securities Commission
 Suite 1903, Box 55
 20 Queen Street West
 Toronto, ON M5H 3S8
 Attention: FOI Coordinator
 Telephone: (416) 593-8314

Prince Edward Island

Securities Registry
 Office of the Attorney General B Consumer, Corporate and
 Insurance Services Division
 P.O. Box 2000
 Charlottetown, PE C1A 7N8
 Attention: Deputy Registrar of Securities
 Telephone: (902) 368-6288

Québec

Autorité des marchés financiers
 800, square Victoria, 22e étage
 C.P. 246, tour de la Bourse
 Montréal (Québec) H4Z 1G3
 Attention: Responsable de l'accès à l'information
 Telephone: (514) 395-0337 or (877) 525-0337 (in Québec)

Saskatchewan

Saskatchewan Financial Services Commission
 Suite 601, 1919 Saskatchewan Drive
 Regina, SK S4P 4H2
 Attention: Director
 Telephone: (306) 787-5842

Yukon

Yukon Securities Office
 Department of Community Services
 P.O. Box 2703 C-6
 Whitehorse, YT Y1A 2C6
 Attention: Superintendent of Securities
 Telephone: (867) 667-5225

Self-regulatory organization

Investment Industry Regulatory Organization of Canada
 121 King Street West, Suite 1600
 Toronto, Ontario M5H 3T9
 Attention: Privacy Officer
 Telephone: (416) 364-6133
 E-mail: PrivacyOfficer@iircoc.ca

FORM 33-506F5
CHANGE OF REGISTRATION INFORMATION
(sections 3.1 and 4.1)

GENERAL INSTRUCTIONS

Complete and submit this form to notify the relevant regulator(s) or, in Québec, the securities regulatory authority, or self-regulatory organization (SRO) of changes to information in the following forms:

1. Form 33-506F6, except for the changes set out in section 3.1(1) of National Instrument 33-506, or
2. Form 33-506F4.

How to submit this form

To report changes to information in a Form 33-506F4, submit this form at the National Registration Database website in NRD format at www.nrd.ca.

Submit this form in a format other than NRD format to report changes to information in a:

- a) Form 33-506F6, or
- b) Form 33-506F4, if the individual is relying on the temporary hardship exemption in section 5.1 of Ontario Securities Commissions Rule 31-509 *National Registration Database (Commodity Futures Act)*.

Item 1 Type of form

Check the form that is being updated:

- Form 33-506F6
- Form 33-506F4 Name of individual _____

Item 2 Details of change

Provide the item number and details for each change to the form selected above:

Item number _____ Details _____

Effective date of change _____
(YYYY/MM/DD)

Item 3 Notice of collection and use of personal information

The personal information required under this form is collected on behalf of, and used by, the securities regulatory authorities in the jurisdictions set out in Schedule A to administer and enforce certain provisions of their securities legislation or derivatives legislation or both.

The personal information required under this form is also collected by and used by the SROs set out in Schedule A to administer and enforce their respective by-laws, regulations, rules, rulings and policies.

By submitting this form, the individual consents to the collection by the securities regulatory authorities or applicable SRO of this personal information, and any police records, records from other government or non-governmental regulators or SROs, credit records and employment records about the individual that the securities regulatory authorities or applicable SRO may need to complete their review of the information submitted in this form relating to the individual's continued fitness for registration or approval, if applicable, in accordance with the legal authority of the securities regulatory authorities while the individual is registered with or approved by it. Securities regulatory authorities or SROs may contact government and private bodies or agencies, individuals, corporations and other organizations for information about the individual.

If you have any questions about the collection and use of this information, contact the securities regulatory authorities or applicable SRO in any jurisdiction in which the required information is submitted. See Schedule A for details. In Québec, you can also contact the Commission d'accès à l'information at 1-888-528-7741 or visit its website at www.cai.gouv.qc.ca.

Item 4 Warning

It is an offence under securities legislation and/or derivatives legislation, including commodity futures legislation to give false or misleading information on this form.

Item 5 Certification

1. Use the following certification when submitting this form in NRD format when making changes to Form 33-506F4

I confirm I have discussed the questions in this form with an officer, branch manager or supervisor of my sponsoring firm. To the best of my knowledge and belief, the officer, branch manager or supervisor was satisfied that I fully understood the questions. I will limit my activities to those permitted by my category of registration.

I am making this submission as agent for the individual identified in this form. By checking this box, I certify that the individual provided me with all of the information on this form.

2. Use the following certification when submitting this form in a format other than NRD format when making changes to Form 33-506F6

By signing below I certify to each regulator or, in Québec, the securities regulatory authority, in each jurisdiction where I am submitting this form, either directly or through the principal regulator, that:

- I have read this form and understand the questions, and
- all of the information provided on this form is true, and complete.

Name of firm _____

Name of authorized signing officer or partner _____

Title of authorized signing officer or partner _____

Signature of authorized signing officer or partner _____

Date signed _____
(YYYY/MM/DD)

3. Use the following certification when submitting this form in a format other than NRD format under the temporary hardship exemption in section 5.1 of Ontario Securities Commission Rule 31-509 *National Registration Database (Commodity Futures Act)* when making changes to Form 33-109F4

By signing below, I certify to the regulator or, in Québec, the securities regulatory authority, in each jurisdiction where I am submitting this form, either directly or through the principal regulator, that:

- I have read this form and understand the questions; and
- all of the information provided on this form is true and complete.

Signature of individual _____

Date signed _____
(YYYY/MM/DD)

Schedule A
Contact information for
Notice of collection and use of personal information

Alberta

Alberta Securities Commission,
4th Floor, 300 - 5th Avenue SW
Calgary, AB T2P 3C4
Attention: Information Officer
Telephone: (403) 355-4151

British Columbia

British Columbia Securities Commission
P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, BC V7Y 1L2
Attention: Freedom of Information Officer
Telephone: (604) 899-6500 or (800) 373-6393 (in BC)

Manitoba

The Manitoba Securities Commission
500 - 400 St. Mary Avenue
Winnipeg, MB R3C 4K5
Attention: Director of Registrations
Telephone (204) 945-2548
Fax (204) 945-0330

New Brunswick

New Brunswick Securities Commission
Suite 300, 85 Charlotte Street
Saint John, NB E2L 2J2
Attention: Director, Regulatory Affairs
Telephone: (506) 658-3060

Newfoundland and Labrador

Securities NL
Financial Services Regulation Division
Department of Government Services
P.O. Box 8700, 2nd Floor, West Block
Confederation Building
St. John's, NL A1B 4J6
Attention: Manager of Registrations
Tel: (709) 729-5661

Nova Scotia

Nova Scotia Securities Commission
2nd Floor, Joseph Howe Building
1690 Hollis Street
P.O. Box 458
Halifax, NS B3J 2P8
Attention: Deputy Director, Capital Markets
Telephone: (902) 424-7768

Northwest Territories

Government of the Northwest Territories
P.O. Box 1320
Yellowknife, NWT X1A 2L9
Attention: Deputy Superintendent of Securities
Telephone: (867) 920-8984

Nunavut

Legal Registries Division
Department of Justice
Government of Nunavut
P.O. Box 1000 Station 570
Iqaluit, NU X0A 0H0
Attention: Deputy Registrar of Securities
Telephone: (867) 975-6590

Ontario

Ontario Securities Commission
Suite 1903, Box 55
20 Queen Street West
Toronto, ON M5H 3S8
Attention: FOI Coordinator
Telephone: (416) 593-8314

Prince Edward Island

Securities Registry
Office of the Attorney General B Consumer, Corporate and
Insurance Services Division
P.O. Box 2000
Charlottetown, PE C1A 7N8
Attention: Deputy Registrar of Securities
Telephone: (902) 368-6288

Québec

Autorité des marchés financiers
800, square Victoria, 22e étage
C.P. 246, tour de la Bourse
Montréal (Québec) H4Z 1G3
Attention: Responsable de l'accès à l'information
Telephone: (514) 395-0337 or (877) 525-0337 (in Québec)

Saskatchewan

Saskatchewan Financial Services Commission
Suite 601, 1919 Saskatchewan Drive
Regina, SK S4P 4H2
Attention: Director
Telephone: (306) 787-5842

Yukon

Yukon Securities Office
Department of Community Services
P.O. Box 2703 C-6
Whitehorse, YT Y1A 2C6
Attention: Superintendent of Securities
Telephone: (867) 667-5225

Self-regulatory organization

Investment Industry Regulatory Organization of Canada
121 King Street West, Suite 1600
Toronto, Ontario M5H 3T9
Attention: Privacy Officer
Telephone: (416) 364-6133
E-mail: PrivacyOfficer@iircoc.ca

FORM 33-506F6 FIRM REGISTRATION

Who should complete this form?

This form is for firms seeking registration under securities legislation, derivatives legislation or both.

Complete and submit this form to seek initial registration as a dealer, adviser or investment fund manager, or to add one or more jurisdiction of Canada or categories to a firm's registration.

Definitions

Chief compliance officer – see section 2.1 of NI 31-103.

Derivatives – financial instruments, such as futures contracts (including exchange traded contracts), futures options and swaps whose market price, value or payment obligations are derived from or based on one or more underlying interests. Derivatives can be in the form of instruments, agreements or securities.

Firm – the person or company seeking registration.

Form – Form 33-506F6 *Firm registration*.

NI 31-103 – National Instrument 31-103 *Registration Requirements and Exemptions*.

NI 33-109 – National Instrument 33-109 *Registration Information*.

NRD – National Registration Database. For more information, visit www.nrd-info.ca.

OSC Rule 33-506 – Ontario Securities Commission Rule 33-506 (*Commodity Futures Act*) *Registration Information*

Parent – a person or company that directly or indirectly has significant control of another person or company.

Permitted individual – see OSC Rule 33-506.

Predecessor – any entity listed in question 3.6 of this form.

Principal Regulator – see NI 33-109.

Significant control – a person or company has significant control of another person or company if the person or company:

- directly or indirectly holds voting securities representing more than 20 per cent of the outstanding voting rights attached to all outstanding voting securities of the other person or company, or
- directly or indirectly is able to elect or appoint a majority of the directors (or individuals performing similar functions or occupying similar positions) of the other person or company.

Specified affiliate – a person or company that is a parent of the firm, a specified subsidiary of the firm, or a specified subsidiary of the firm's parent.

Specified subsidiary – a person or company of which another person or company has significant control.

SRO – see National Instrument 14-101 *Definitions*.

Supervisory procedured person(s) – person(s) required to be named under section 27(3) of the Regulation as being responsible for the firm's supervisory procedure

Ultimate designated person – see section 2.1 of NI 31-103.

You – the individual who completes, submits, files and/or signs the form on behalf of the firm.

We and the regulator – the securities regulatory authority or regulator in the jurisdiction(s) of Canada where the firm is seeking registration.

Contents of the form

This form consists of the following:

Part 1 – Registration details
 Part 2 – Contact information
 Part 3 – Business history and structure
 Part 4 – Registration history
 Part 5 – Financial condition
 Part 6 – Client relationships
 Part 7 – Regulatory action
 Part 8 – Legal action
 Part 9 – Certification
 Schedule A – Contact information for notice of collection and use of personal information
 Schedule B – Submission to jurisdiction and appointment of agent for service
 Schedule C – Form 31-103F1 *Calculation of excess working capital*

You are also required to submit the following supporting documents with your completed form:

1. Schedule B – Submission to Jurisdiction and Appointment of Agent for Service for each jurisdiction where the firm is seeking registration (question 2.4)
2. Business plan, policies and procedures manual, and client agreements (British Columbia, Alberta and Manitoba only) (question 3.3)
3. Constatting documents (question 3.7)
4. Organization chart (question 3.11)
5. Ownership chart (question 3.12)
6. Calculation of excess working capital (question 5.1)
7. Directors' resolution approving insurance (question 5.7)
8. Audited financial statements (question 5.13)
9. Letter of direction to auditors (question 5.14)

How to complete and submit the form

The firm is required to pay a registration fee in each jurisdiction of Canada where it is submitting and filing this form. Refer to the prescribed fees of the applicable jurisdiction for details.

All dollar values are in Canadian dollars. If a question does not apply to the firm, write "n/a" in the space for the answer.

If the firm is seeking registration in more than one jurisdiction of Canada or category, other than in the category of restricted dealer, you only need to complete and submit one form. If the firm is seeking registration as a restricted dealer, submit and file the form with each jurisdiction of Canada where the firm is seeking that registration.

You can complete this form:

- on paper and deliver it to the principal regulator or relevant SRO
- on paper, scan it and e-mail it to the principal regulator or SRO

If the firm is seeking registration in Ontario, and Ontario is not the firm's principal regulator, you must also file a copy of this form, without supporting documents, with the Ontario Securities Commission.

You can find contact information for submitting and filing the form in Appendix A of Companion Policy 33-506CP *Registration Information*.

We may accept the form in other formats. Please check with the regulator before you complete, submit and file the form. If you are completing the form on paper and need more space to answer a question, use a separate sheet of paper and attach it to this form. Clearly identify the question number.

You must include all supporting documents and fees with your submission. We may ask you to provide other information and documents to help determine whether the firm is suitable for registration.

It is an offence under securities legislation or derivatives legislation to give false or misleading information on this form.

See Part 3 of
NI 33-506.

Updating the information on the form

The firm is required to notify the regulator, within specified times, of any changes to the information on this form by submitting and filing Form 33-506F5 *Change of Registration Information*.

Collection and use of personal information

We and the SROs (if applicable) require personal information about the people referred to in this form as part of our review to determine whether the firm is suitable for registration. If the firm is approved, we also require this information to assess whether the firm continues to meet the registration requirements.

We may only:

- collect the personal information under the requirements in securities legislation or derivatives legislation or both
- use this information to administer and enforce provisions of the securities legislation or derivatives legislation or both

We may collect personal information from police records, records of other regulators or SROs, credit records, employment records, government and private bodies or agencies, individuals, corporations, and other organizations. We may also collect personal information indirectly.

We may provide personal information about the individuals referred to in this form to other regulators, securities or derivatives exchanges, SROs or similar organizations, if required for an investigation or other regulatory issue.

If anyone referred to in this form has any questions about the collection and use of their personal information, they can contact the regulator or SRO, if applicable, in the relevant jurisdiction of Canada. See Schedule A for details. In Québec, they can also contact the Commission d'accès à l'information du Québec at 1-888-528-7741 or visit its website at www.cai.gouv.qc.ca.

Part 1 – Registration details

1.1 Firm's full legal name

Provide the full legal name of the firm as it appears on the firm's constating documents required under question 3.7. If the firm is a sole proprietorship, provide your first, last and any middle names.

If the firm's legal name is in English and French, provide both versions.

1.2 Firm's NRD number

For more information, visit www.nrd-info.ca.

1.3 Why are you submitting this form?

- | | Complete: |
|--|---|
| <input type="checkbox"/> To seek initial registration as a firm in one or more jurisdictions of Canada | The entire form |
| <input type="checkbox"/> To add one or more jurisdictions of Canada to the firm's registration | Questions 1.1, 1.2, 1.4, 1.5, 2.4, and Part 9 |
| <input type="checkbox"/> To add one or more categories to the firm's registration | Questions 1.1, 1.2, 1.4, 1.5, 5.1, 5.4, 5.5, 5.6, 5.7, 5.8, Part 6 and Part 9 |

1.4 In what category and jurisdiction is the firm seeking registration? Check all that apply.

(a) Categories under securities legislation

Abbreviations	Category	Jurisdiction												
		AB	BC	MB	NB	NL	NT	NS	NU	ON	PE	QC	SK	YT
Alberta (AB)	Investment dealer	<input type="checkbox"/>												
British Columbia (BC)	Mutual fund dealer	<input type="checkbox"/>												
Manitoba (MB)	Scholarship plan dealer	<input type="checkbox"/>												
New Brunswick (NB)	Exempt market dealer	<input type="checkbox"/>												
Newfoundland and Labrador (NL)	Restricted dealer	<input type="checkbox"/>												
Northwest Territories (NT)	Investment fund manager	<input type="checkbox"/>												
Nova Scotia (NS)	Portfolio manager	<input type="checkbox"/>												
Nunavut (NU)	Restricted portfolio manager	<input type="checkbox"/>												
Ontario (ON)														
Prince Edward Island (PE)														
Québec (QC)														
Saskatchewan (SK)														
Yukon (YT)														

(b) Categories under derivatives legislation (Manitoba and Ontario only)

Category	Manitoba
Dealer (merchant)	<input type="checkbox"/>
Dealer (futures commission merchant)	<input type="checkbox"/>
Dealer (floor broker)	<input type="checkbox"/>
Local	<input type="checkbox"/>
Adviser	<input type="checkbox"/>
	Ontario
Commodity trading adviser	<input type="checkbox"/>
Commodity trading counsel	<input type="checkbox"/>
Commodity trading manager	<input type="checkbox"/>
Futures commission merchant	<input type="checkbox"/>

(c) Investment dealers and portfolio managers (Québec only)

If the firm is seeking registration in Québec as an investment dealer or a portfolio manager, will the firm also act as a:

Derivatives dealer	Yes	<input type="checkbox"/>	No	<input type="checkbox"/>
Derivatives portfolio manager	Yes	<input type="checkbox"/>	No	<input type="checkbox"/>

1.5 Exemptions

Is the firm applying for any exemptions under securities or derivatives legislation?

Yes No

If yes, provide the following information for each exemption:

Type of exemption												
Legislation												
Jurisdiction(s) where the firm has applied for the exemption												
AB	BC	MB	NB	NL	NT	NS	NU	ON	PE	QC	SK	YT
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Part 2 – Contact information

Addresses

2.1 Head office address

A post office box on its own is not acceptable for a head office address.

Address line 1	
Address line 2	
City	Province/territory/state
Country	Postal/zip code
Telephone number	Fax number
Website	

If the firm’s head office is in Canada, go to question 2.3

If the firm’s head office is not in Canada, go to question 2.2

2.2 Firms whose head office is not in Canada

(a) Does the firm have any business addresses in Canada?

Yes No

If yes, provide the firm’s primary Canadian business address:

Address line 1	
Address line 2	
City	Province/territory
Postal code	

The securities regulatory authority in this jurisdiction of Canada is the firm’s principal regulator in Canada.

(b) If a firm is not registered in a jurisdiction of Canada or has not completed its first financial year since being registered, indicate the jurisdiction of Canada in which the firm expects most of its clients to be resident at the end of its current financial year. In all other circumstances, indicate the jurisdiction of Canada in which most of the firm’s clients were resident at the end of its most recently completed financial year.

AB BC MB NB NL NT NS NU ON PE QC SK YT

A post office box is acceptable for a mailing address.

2.3 Mailing address

Same as the head office address

Address line 1	
Address line 2	
City	Province/territory/state
Country	Postal/zip code

If the firm does not have an office in a jurisdiction of Canada where it is seeking registration, it must appoint an agent for service in that jurisdiction of Canada.

2.4 Address for service and agent for service

Attach a completed Schedule B *Submission to Jurisdiction and Appointment of Agent for Service* for each jurisdiction of Canada where the firm is seeking registration and does not have an office.

Contact names

2.5 Ultimate designated person or supervisory procedure person(s)

A registered firm must have an individual registered in the category of ultimate designated person and/or individuals responsible for the supervisory procedure.

Legal name	
Title	
NRD number, if available	
Address <input type="checkbox"/> Same as firm head office address	
Address line 1	
Address line 2	
City	Province/territory/state
Country	Postal/zip code
Telephone number	E-mail address

2.6 Chief compliance officer

Same as ultimate designated person

A registered firm must have an individual registered in the category of chief compliance officer.

Legal name	
Title	
NRD number, if available	
Address <input type="checkbox"/> Same as firm head office address	
Address line 1	
Address line 2	
City	Province/territory/state
Country	Postal/zip code
Telephone number	E-mail address

Part 3 – Business history and structure

Business activities

3.1 The firm's business

Provide a description of the firm's proposed business, including its primary business activities, target market, and the products and services it will provide to clients.

3.2 Other names

In addition to the firm's legal name in question 1.1, does the firm use any other names, such as a trade name?

Yes No

If yes, list all other names and indicate if each name has been registered:

3.3 Business documents

Does the firm have the following documents to support its business activities?

	Yes	No
(a) Business plan for at least the next three years		
(b) Policies and procedures manual, including account opening procedures and the firm's policy on fairness in allocation of investment opportunities, if applicable		

If no, explain why the firm does not have the document:

If the regulator in British Columbia, Alberta or Manitoba is the principal regulator of the firm seeking registration, attach the firm's business plan, policies and procedures manual and client agreements, including any investment policy statements and investment management agreements.

History of the firm

3.4 When was the firm created?

3.5 How was the firm created?

- New start-up Go to question 3.7.
- Merger or amalgamation Go to question 3.6.
- Reorganization Go to question 3.6.
- Other statutory arrangement Please specify below and go to question 3.6.

3.6 Predecessors

List the entities that were merged, amalgamated, reorganized or otherwise arranged to create the firm.

3.7 Constatting documents

Attach the legal documents that established the firm as an entity, for example, the firm's articles and certificate of incorporation, any articles of amendments, partnership agreement or declaration of trust. If the firm is a sole proprietorship, provide a copy of the registration of trade name.

As part of their constating documents, firms whose head office is outside Canada may be required to provide proof of extra-provincial registration.

Business structure and ownership

3.8 Type of legal structure

- Sole proprietorship
- Partnership
- Limited partnership Name of general partner _____
- Corporation
- Other Please specify _____

3.9 Business registration number, if applicable

This is the firm's corporate registration number or Québec enterprise number (NEQ).

List the firm's business registration number for each jurisdiction of Canada where the firm is seeking registration.

Business registration number	jurisdiction of Canada

3.10 Permitted individuals

List all permitted individuals of the firm.

Name	Title	NRD number, if applicable

3.11 Organization chart

Attach an organization chart showing the firm's reporting structure. Include all permitted individuals, the ultimate designated person and the chief compliance officer.

3.12 Ownership chart

Attach a chart showing the firm's structure and ownership. At a minimum, include all parents, specified affiliates and specified subsidiaries.

Include the name of the person or company, and class, type, amount and voting percentage of ownership of the firm's securities.

Part 4 – Registration history

The questions in Part 4 apply to any jurisdiction in the world.

4.1 Securities registration

In the last seven years, has the firm, or any predecessors or specified affiliates of the firm been registered or licensed to trade or advise in securities or derivatives?

Yes No

If yes, provide the following information for each registration:

Name of entity	
Registration category	
Regulator/organization	
Date registered or licensed (yyyy/mm/dd)	Expiry date, if applicable (yyyy/mm/dd)
Jurisdiction	

4.2 Exemption from securities registration

Is the firm currently relying on any exemptions from registration or licensing to trade or advise in securities or derivatives?

Yes No

If yes, provide the following information for each exemption:

Type of exemption
Regulator/organization
Date of exemption (yyyy/mm/dd)
Jurisdiction

4.3 Membership in an exchange or SRO

In the last seven years, has the firm, or any predecessors or specified affiliates of the firm been a member of a securities or derivatives exchange, SRO or similar organization?

Yes No

If yes, provide the following information for each membership:

Name of entity	
Organization	
Date of membership (yyyy/mm/dd)	Expiry date, if applicable (yyyy/mm/dd)
Jurisdiction	

4.4 Exemption from membership in an exchange or SRO

Is the firm currently relying on any exemptions from membership with a securities or derivatives exchange, SRO or similar organization?

Yes No

If yes, provide the following information for each exemption:

Type of exemption
Organization
Date of exemption (yyyy/mm/dd)
Jurisdiction

4.5 Refusal of registration, licensing or membership

Has the firm, or any predecessors or specified affiliates of the firm ever been refused registration, licensing or membership with a financial services regulator, securities or derivatives exchange, SRO or similar organization?

Yes No

If yes, provide the following information for each refusal:

Name of entity
Reason for refusal
Regulator/organization
Date of refusal (yyyy/mm/dd)
Jurisdiction

4.6 Registration for other financial products

Examples of other financial products include financial planning, life insurance and mortgages.

In the last seven years, has the firm, or any predecessors or specified affiliates of the firm been registered or licensed under legislation that requires registration or licensing to sell or advise in a financial product other than securities or derivatives?

Yes No

If yes, provide the following information for each registration or licence:

Name of entity	
Type of licence or registration	
Regulator/organization	
Date of registration (yyyy/mm/dd)	Expiry date, if applicable (yyyy/mm/dd)
Jurisdiction	

Part 5 – Financial condition

Capital requirements

5.1 Calculation of excess working capital

Attach the firm's calculation of excess working capital. Firms that are members of an SRO must use the capital calculation form required by their SRO. Firms that are not members of an SRO must use Form 31-103F1 *Calculation of Excess Working Capital*. See Schedule C.

5.2 Sources of capital

List all cash, cash equivalents, debt and equity sources of the firm's capital.

Name of person or entity providing the capital	Type of capital	Amount (\$)

5.3 Guarantors

In relation to its business, does the firm:

	Yes	No
(a) Have any guarantors?		
(b) Act as a guarantor for any party?		

If yes, provide the following information for each guarantee:

Name of party to the guarantee	
NRD number, if applicable	
Relationship to the firm	Amount of guarantee (\$)
Details of the guarantee	

See Schedule C
Form 31-103F1
*Calculation of
Excess Working
Capital.*

Bonding and insurance

Questions 5.4 to 5.8 apply to the firm's bonding or insurance coverage or proposed bonding or insurance coverage for securities and derivatives activities only. This in accordance with Part 12, *Division 2* of NI 31-103.

5.4 Jurisdictions covered

This information is on the financial institution bond.

Where does the firm have bonding or insurance coverage?

- AB
- BC
- MB
- NB
- NL
- NT
- NS
- NU
- ON
- PE
- QC
- SK
- YT

If the firm's bonding or insurance does not cover all jurisdiction of Canada where it is seeking registration, explain why.

5.5 Bonding or insurance details

This information is on the binder of insurance or on the financial institution bond.

Name of insurer	
Bond or policy number	
Specific insuring agreements and clauses	
Coverage for each claim (\$)	Annual aggregate coverage (\$)
Amount of the deductible (\$)	Renewal date (yyyy/mm/dd)

If the firm's insurance or proposed insurance is not in the form of a financial institution bond, explain how it provides equivalent coverage to the bond.

5.6 Professional liability insurance (Québec only)

If the firm is seeking registration in Québec as a mutual fund dealer or a scholarship plan dealer, provide the following information about the firm's professional liability insurance:

Name of insurer	
Policy number	
Specific insuring agreements and clauses	
Coverage for each claim (\$)	Annual aggregate coverage (\$)
Amount of the deductible (\$)	Renewal date (yyyy/mm/dd)
Jurisdictions covered:	
AB <input type="checkbox"/> BC <input type="checkbox"/> MB <input type="checkbox"/> NB <input type="checkbox"/> NL <input type="checkbox"/> NT <input type="checkbox"/> NS <input type="checkbox"/> NU <input type="checkbox"/> ON <input type="checkbox"/> PE <input type="checkbox"/> QC <input type="checkbox"/> SK <input type="checkbox"/> YT <input type="checkbox"/>	
Which insurance policy applies to your representatives?	
Firm's policy <input type="checkbox"/> Individual's policy <input type="checkbox"/> Both <input type="checkbox"/>	

5.7 Directors' resolution for insurance

Attach a directors' resolution confirming that the firm has sufficient insurance coverage for its securities or derivatives-related activities.

5.8 Bonding or insurance claims

In the last seven years, has the firm made any claims against a bond or on its insurance?

Yes No

If yes, provide the following information for each claim:

Type of bond or insurance	
Date of claim (yyyy/mm/dd)	Amount (\$)
Reason for claim	
Date resolved (yyyy/mm/dd)	Result
Jurisdiction	

Solvency

5.9 Bankruptcy

In the last seven years, has the firm or any of its specified affiliates declared bankruptcy, made an assignment or proposal in bankruptcy, or been the subject of a petition in bankruptcy, or the equivalent in any jurisdiction?

Yes No

If yes, provide the following information for each bankruptcy or assignment in bankruptcy:

Name of entity	
Reason for bankruptcy or assignment	
Date of bankruptcy, assignment or petition (yyyy/mm/dd)	Date discharge granted, if applicable (yyyy/mm/dd)
Name of trustee	
Jurisdiction	

If applicable, attach a copy of any discharge, release or equivalent document.

5.10 Appointment of receiver

In the last seven years, has the firm or any of its specified affiliates appointed a receiver or receiver manager, or had one appointed, or the equivalent in any jurisdiction?

Yes No

If yes, provide the following information for each appointment of receiver:

Name of entity	
Date of appointment (yyyy/mm/dd)	Reason for appointment
Date appointment ended (yyyy/mm/dd)	Reason appointment ended
Name of receiver or receiver manager	
Jurisdiction	

Financial reporting

5.11 Financial year-end

(mm/dd)

If the firm has not established its financial year-end, explain why.

--

Provide the name of the individual auditing the financial statements and the name of the firm, if applicable.

5.12 Auditor

Name of auditor and accounting firm

5.13 Audited financial statements

Attach audited financial statements prepared within the last 90 days.

If the firm is a start-up company, you can attach an audited opening balance sheet instead.

5.14 Letter of direction to auditors

We may request an audit of the firm at any time while the firm is registered.

Attach a letter of direction from the firm authorizing the auditor to conduct any audit or review of the firm that the regulator may request.

Part 6 – Client relationships

6.1 Client assets

See Part 14, Division 3 of NI 31-103 and Companion Policy 31-103CP.

Does the firm hold or have access to client assets?

Yes No

If yes, provide the following information for each financial institution where the trust accounts for client assets are held.

Name of financial institution	
Address line 1	
Address line 2	
City	Province/territory
Postal code	Telephone number

6.2 Conflicts of interest

Does the firm have or expect to have any relationships that could reasonably result in any significant conflicts of interest in carrying out its registerable activities in accordance with securities or derivatives legislation?

Yes No

If yes, complete the following questions:

(a) Provide details about each conflict:

--

(b) Does the firm have policies and procedures to identify and respond to its conflicts of interest?

Yes No

If no, explain why:

--

Part 7 – Regulatory action

The questions in Part 7 apply to any jurisdiction in the world.

7.1 Settlement agreements

Has the firm, or any predecessors or specified affiliates of the firm ever entered into a settlement agreement with any financial services regulator, securities or derivatives exchange, SRO or similar organization?

Yes No

If yes, provide the following information for each settlement agreement:

Name of entity
Regulator/organization
Date of settlement (yyyy/mm/dd)
Details of settlement
Jurisdiction

7.2 Disciplinary history

Has any financial services regulator, securities or derivatives exchange, SRO or similar organization ever:

	Yes	No
(a) Determined that the firm, or any predecessors or specified affiliates of the firm violated any securities regulations or any rules of a securities or derivatives exchange, SRO or similar organization?		
(b) Determined that the firm, or any predecessors or specified affiliates of the firm made a false statement or omission?		
(c) Issued a warning or requested an undertaking by the firm, or any predecessors or specified affiliates of the firm?		
(d) Suspended or terminated any registration, licensing or membership of the firm, or any predecessors or specified affiliates of the firm?		
(e) Imposed terms or conditions on any registration or membership of the firm, or predecessors or specified affiliates of the firm?		
(f) Conducted a proceeding or investigation involving the firm, or any predecessors or specified affiliates of the firm?		
(g) Issued an order (other than an exemption order) or a sanction to the firm, or any predecessors or specified affiliates of the firm for securities or derivatives-related activity (e.g. cease trade order)?		

If yes, provide the following information for each action:

Name of entity	
Type of action	
Regulator/organization	
Date of action (yyyy/mm/dd)	Reason for action
Jurisdiction	

7.3 Ongoing investigations

Is the firm aware of any ongoing investigations of which the firm or any of its specified affiliates is the subject?

Yes No

If yes, provide the following information for each investigation:

Name of entity
Reason or purpose of investigation
Regulator/organization
Date investigation commenced (yyyy/mm/dd)
Jurisdiction

Part 8 – Legal action

The firm must disclose offences or legal actions under any statute governing the firm and its business activities in any jurisdiction.

8.1 Criminal convictions

Has the firm, or any predecessors or specified affiliates of the firm ever been convicted of any criminal or quasi-criminal offence?

Yes No

If yes, provide the following information for each conviction:

Name of entity	
Type of offence	
Case name	Case number, if applicable
Date of conviction (yyyy/mm/dd)	
Jurisdiction	

8.2 Outstanding criminal charges

Is the firm or any of its specified affiliates currently the subject of any outstanding criminal or quasi-criminal charges?

Yes No

If yes, provide the following information for each charge:

Name of entity
Type of offence
Date of charge (yyyy/mm/dd)
Jurisdiction

8.3 Outstanding legal actions

	Yes	No
(a) Is the firm currently a defendant or respondent (or the equivalent in any jurisdiction) in any outstanding legal action?		
(b) Are any of the firm's specified affiliates currently a defendant or respondent (or the equivalent in any jurisdiction) in any outstanding legal action that involves fraud, theft or securities-related activities, or that could significantly affect the firm's business?		

If yes, provide the following information for each legal action:

Name of entity
Type of legal action
Date of legal action (yyyy/mm/dd)
Current stage of litigation
Remedies requested by plaintiff or appellant
Jurisdiction

8.4 Judgments

	Yes	No
(a) Has any judgment been rendered against the firm or is any judgment outstanding in any civil court for damages or other relief relating to fraud, theft or securities-related activities?		
(b) Are any of the firm's specified affiliates currently the subject of any judgments that involve fraud, theft or securities-related activities, or that could significantly affect the firm's business?		

If yes, provide the following information for each judgment:

Name of entity
Type of judgment
Date of judgment (yyyy/mm/dd)
Current stage of litigation, if applicable
Remedies requested by plaintiffs

Part 9 – Certification

It is an offence under securities legislation or derivatives legislation to give false or misleading information on this form.

By signing below, you:

1. Certify to the regulator in each jurisdiction of Canada where the firm is submitting and filing this form, either directly or through the principal regulator, that:
 - you have read this form, and
 - to the best of your knowledge and after reasonable inquiry, all of the information provided on this form is true and complete.
2. Certify to each regulator in a non-principal jurisdiction of Canada where the firm is submitting and filing this form, either directly or through the principal regulator, that at the date of this submission:
 - the firm has submitted and filed all information required to be submitted and filed under the securities legislation or derivatives legislation or both of the principal jurisdiction of Canada in relation to the firm’s registration in that jurisdiction, and
 - this information is true and complete.
3. Authorize the principal regulator to give each non-principal regulator access to any information the firm has submitted or filed with the principal regulator under securities legislation or derivatives legislation or both of the principal jurisdiction of Canada in relation to the firm’s registration in that jurisdiction.
4. Acknowledge that the regulator may collect and provide personal information about the individuals referred to in this form under *Collection and use of personal information*.
5. Confirm that the individuals referred to in this form have been notified that their personal information is disclosed on this form, the legal reason for doing so, how it will be used and who to contact for more information.

Name of firm	
Name of firm’s authorized signing officer or partner	
Title of firm’s authorized signing officer or partner	
Signature	
Date (yyyy/mm/dd)	

Witness

The witness must be a lawyer, notary public or commissioner of oaths.

Name of witness	
Title of witness	
Signature	
Date (yyyy/mm/dd)	

Schedule A
Contact information for
Notice of collection and use of personal information

Alberta

Alberta Securities Commission,
4th Floor, 300 - 5th Avenue SW
Calgary, AB T2P 3C4
Attention: Information Officer
Telephone: (403) 355-4151

British Columbia

British Columbia Securities Commission
P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, BC V7Y 1L2
Attention: Freedom of Information Officer
Telephone: (604) 899-6500 or (800) 373-6393 (in BC)

Manitoba

The Manitoba Securities Commission
500 - 400 St. Mary Avenue
Winnipeg, MB R3C 4K5
Attention: Director of Registrations
Telephone (204) 945-2548
Fax (204) 945-0330

New Brunswick

New Brunswick Securities Commission
Suite 300, 85 Charlotte Street
Saint John, NB E2L 2J2
Attention: Director, Regulatory Affairs
Telephone: (506) 658-3060

Newfoundland and Labrador

Securities NL
Financial Services Regulation Division
Department of Government Services
P.O. Box 8700, 2nd Floor, West Block
Confederation Building
St. John's, NL A1B 4J6
Attention: Manager of Registrations
Tel: (709) 729-5661

Nova Scotia

Nova Scotia Securities Commission
2nd Floor, Joseph Howe Building
1690 Hollis Street
P.O. Box 458
Halifax, NS B3J 2P8
Attention: Deputy Director, Capital Markets
Telephone: (902) 424-7768

Northwest Territories

Government of the Northwest Territories
P.O. Box 1320
Yellowknife, NWT X1A 2L9
Attention: Deputy Superintendent of Securities
Telephone: (867) 920-8984

Nunavut

Legal Registries Division
Department of Justice
Government of Nunavut
P.O. Box 1000 Station 570
Iqaluit, NU X0A 0H0
Attention: Deputy Registrar of Securities
Telephone: (867) 975-6590

Ontario

Ontario Securities Commission
Suite 1903, Box 55
20 Queen Street West
Toronto, ON M5H 3S8
Attention: FOI Coordinator
Telephone: (416) 593-8314

Prince Edward Island

Securities Registry
Office of the Attorney General B Consumer, Corporate and
Insurance Services Division
P.O. Box 2000
Charlottetown, PE C1A 7N8
Attention: Deputy Registrar of Securities
Telephone: (902) 368-6288

Québec

Autorité des marchés financiers
800, square Victoria, 22e étage
C.P. 246, tour de la Bourse
Montréal (Québec) H4Z 1G3
Attention: Responsable de l'accès à l'information
Telephone: (514) 395-0337 or (877) 525-0337 (in Québec)

Saskatchewan

Saskatchewan Financial Services Commission
Suite 601, 1919 Saskatchewan Drive
Regina, SK S4P 4H2
Attention: Director
Telephone: (306) 787-5842

Yukon

Yukon Securities Office
Department of Community Services
P.O. Box 2703 C-6
Whitehorse, YT Y1A 2C6
Attention: Superintendent of Securities
Telephone: (867) 667-5225

Self-regulatory organization

Investment Industry Regulatory Organization of Canada
121 King Street West, Suite 1600
Toronto, Ontario M5H 3T9
Attention: Privacy Officer
Telephone: (416) 364-6133
E-mail: PrivacyOfficer@iircoc.ca

Schedule B
Submission to jurisdiction and appointment of agent for service

1. Name of person or company (the "Firm"):
2. Jurisdiction of incorporation of the person or company:
3. Name of agent for service of process (the "Agent for Service"):
4. Address for service of process on the Agent for Service:
5. The Firm designates and appoints the Agent for Service at the address stated above as its agent upon whom may be served a notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal or other proceeding (a "Proceeding") arising out of or relating to or concerning the Firm's activities in the local jurisdiction and irrevocably waives any right to raise as a defense in any such proceeding any alleged lack of jurisdiction to bring such Proceeding.
6. The Firm irrevocably and unconditionally submits to the non-exclusive jurisdiction of the judicial, quasi-judicial and administrative tribunals of the local jurisdiction and any administrative proceeding in the local jurisdiction, in any proceeding arising out of or related to or concerning the Firm's activities in the local jurisdiction.
7. Until six years after the Firm ceases to be registered, the Firm must file
 - a. a new Submission to Jurisdiction and Appointment of Agent for Service in this form no later than the 7th day after the date this Submission to Jurisdiction and Appointment of Agent for Service is terminated; and
 - b. an amended Submission to Jurisdiction and Appointment of Agent for Service no later than the 7th day after any change in the name or above address of the Agent for Service.
8. This Submission to Jurisdiction and Appointment of Agent for Service is governed by and construed in accordance with the laws of the local jurisdiction.

Dated: _____

 (Signature of the Firm or authorized signatory)

 (Name and Title of authorized signatory)

Acceptance

The undersigned accepts the appointment as Agent for Service of (Insert name of the Firm) under the terms and conditions of the foregoing Submission to Jurisdiction and Appointment of Agent for Service.

Dated: _____

 (Signature of Agent for Service or authorized signatory)

 (Name and Title of authorized signatory)

Schedule C
FORM 31-103F1 Calculation of excess working capital

Firm Name

Capital Calculation
(as at _____ with comparative figures as at _____)

	Component	Current period	Prior period
1.	Current assets		
2.	Less current assets not readily convertible into cash (e.g., prepaid expenses)		
3.	Adjusted current assets Line 1 minus line 2 =		
4.	Current liabilities		
5.	Add 100% of long-term related party debt unless the firm and the lender have executed a subordination agreement in the form set out in Appendix B and the firm has delivered a copy of the agreement to the regulator		
6.	Adjusted current liabilities Line 4 plus line 5 =		
7.	Adjusted working capital Line 3 minus line 6 =		
8.	Less minimum capital		
9.	Less market risk		
10.	Less any deductible under the firm's bonding or insurance policy		
11.	Less Guarantees		
12.	Less unresolved differences		
13.	Excess working capital		

Notes:

This form must be prepared on an unconsolidated basis.

Line 8. Minimum Capital – The amount on this line must be not less than (a) \$25,000 for an adviser, (b) \$50,000 for a dealer, and (c) \$100,000 for an investment fund manager.

Line 9. Market Risk – The amount on this line must be calculated according to the instructions set out in Schedule 1 to this Form.

Line 11. Guarantees – If the registered firm is guaranteeing the liability of another party, the total amount of the guarantee must be included in the capital calculation. If the amount of a guarantee is included in the firm's balance sheet as a current liability and is reflected in line 4, do not include the amount of the guarantee on line 11.

Line 12. Unresolved differences – Any unresolved differences that could result in a loss from either firm or client assets must be included in the capital calculation.

The examples below are intended to provide guidance as to how to calculate unresolved differences:

- (i) If there is an unresolved difference relating to client securities, the amount to be reported on Line 12 will be equal to the market value of the client securities that are short, plus the applicable margin rate for those securities.

(ii) If there is an unresolved difference relating to the registrant's investments, the amount to be reported on Line 12 will be equal to the market value of the investments (securities) that are short.

(iii) If there is an unresolved difference relating to cash, the amount to be reported on Line 12 will be equal to the amount of the shortfall in cash.

Management Certification

Registered Firm Name: _____

We have examined the attached capital calculation and certify that the firm is in compliance with the capital requirements as at _____.

	Name and Title	Signature	Date
1.	_____	_____	_____

2.	_____	_____	_____

**Schedule 1 of Form 31-103F1 Calculation of Excess Working Capital
(calculating line 9 [market risk])**

For each security whose value is included in line 1, Current Assets, multiply the market value of the security by the margin rate for that security set out below. Add up the resulting amounts for all of the securities you hold. The total is the "market risk" to be entered on line 9.

(a) Bonds, Debentures, Treasury Bills and Notes

- (i) Bonds, debentures, treasury bills and other securities of or guaranteed by the Government of Canada, of the United Kingdom, of the United States of America and of any other national foreign government (provided such foreign government securities are currently rated Aaa or AAA by Moody's Investors Service, Inc. or Standard & Poor's Corporation, respectively), maturing (or called for redemption):
- | | |
|--------------------------|--|
| within 1 year | 1% of market value multiplied by the fraction determined by dividing the number of days to maturity by 365 |
| over 1 year to 3 years | 1 % of market value |
| over 3 years to 7 years | 2% of market value |
| over 7 years to 11 years | 4% of market value |
| over 11 years | 4% of market value |
- (ii) Bonds, debentures, treasury bills and other securities of or guaranteed by any province of Canada and obligations of the International Bank for Reconstruction and Development, maturing (or called for redemption):
- | | |
|--------------------------|--|
| within 1 year | 2% of market value multiplied by the fraction determined by dividing the number of days to maturity by 365 |
| over 1 year to 3 years | 3 % of market value |
| over 3 years to 7 years | 4% of market value |
| over 7 years to 11 years | 5% of market value |
| over 11 years | 5% of market value |
- (iii) Bonds, debentures or notes (not in default) of or guaranteed by any municipal corporation in Canada or the United Kingdom maturing:
- | | |
|--------------------------|--|
| within 1 year | 3% of market value multiplied by the fraction determined by dividing the number of days to maturity by 365 |
| over 1 year to 3 years | 5 % of market value |
| over 3 years to 7 years | 5% of market value |
| over 7 years to 11 years | 5% of market value |
| over 11 years | 5% of market value |
- (iv) Other non-commercial bonds and debentures, (not in default):
- 10% of market value
- (v) Commercial and corporate bonds, debentures and notes (not in default) and non-negotiable and non-transferable trust company and mortgage loan company obligations registered in the registered firm's name maturing:
- | | |
|--------------------------|---------------------|
| within 1 year | 3% of market value |
| over 1 year to 3 years | 6 % of market value |
| over 3 years to 7 years | 7% of market value |
| over 7 years to 11 years | 10% of market value |
| over 11 years | 10% of market value |

(b) Bank Paper

Deposit certificates, promissory notes or debentures issued by a Canadian chartered bank (and of Canadian chartered bank acceptances) maturing:

- | | |
|---------------|--|
| within 1 year | 2% of market value multiplied by the fraction determined by dividing the number of days to maturity by 365 |
| over 1 year | apply rates for commercial and corporate bonds, debentures and notes |

(c) Acceptable foreign bank paper

Deposit certificates, promissory notes or debentures issued by a foreign bank, readily negotiable and transferable and maturing:

within 1 year	2% of market value multiplied by the fraction determined by dividing the number of days to maturity by 365
over 1 year	apply rates for commercial and corporate bonds, debentures and notes

“Acceptable Foreign Bank Paper” consists of deposit certificates or promissory notes issued by a bank other than a Canadian chartered bank with a net worth (i.e., capital plus reserves) of not less than \$200,000,000.

(d) Mutual Funds

Where securities of mutual funds qualified by prospectus for sale in any province of Canada, the margin required is:

- (i) 5% of the market value of the fund, where the fund is a money market mutual fund as defined in National Instrument 81-102; or
- (ii) the margin rate determined on the same basis as for listed stocks multiplied by the market value of the fund.

(e) Stocks

(i) On securities (other than bonds and debentures) including rights and warrants listed on any exchange in Canada or the United States:

Long Positions – Margin Required

Securities selling at \$2.00 or more – 50% of market value

Securities selling at \$1.75 to \$1.99 – 60% of market value

Securities selling at \$1.50 to \$1.74 – 80% of market value

Securities selling under \$1.50 – 100% of market value

Short Positions – Credit Required

Securities selling at \$2.00 or more – 150% of market value

Securities selling at \$1.50 to \$1.99 - \$3.00 per share

Securities selling at \$0.25 to \$1.49 – 200% of market value

Securities selling at less than \$0.25 – market value plus \$0.25 per shares

(ii) For positions in securities (other than bonds and debentures but including warrants and rights), 50% of the market value if the security is a constituent security on a major broadly-based index of one of the following exchanges:

- (a) American Stock Exchange
- (b) Australian Stock Exchange Limited
- (c) Bolsa de Valores de Sao Paulo
- (d) Borsa Italiana
- (e) Boston Stock Exchange
- (f) Chicago Board of Options Exchange
- (g) Chicago Board of Trade
- (h) Chicago Mercantile Exchange
- (i) Chicago Stock Exchange
- (j) Euronext Amsterdam
- (k) Euronext Brussels
- (l) Euronext Paris S.A.
- (m) Frankfurt Stock Exchange
- (n) London International Financial Futures and Options Exchange

- (o) London Stock Exchange
 - (p) Montreal Exchange
 - (q) New York Mercantile Exchange
 - (r) New York Stock Exchange
 - (s) New Zealand Exchange Limited
 - (t) Pacific Exchange
 - (u) Swiss Exchange
 - (v) The Stock Exchange of Hong Kong Limited
 - (w) Tokyo Stock Exchange
 - (x) Toronto Stock Exchange
 - (y) TSX Venture Exchange
- (f) **For all other securities** – 100% of market value.

FORM 33-506F7
REINSTATEMENT
OF REGISTERED INDIVIDUALS AND PERMITTED INDIVIDUALS
(sections 2.3 and 2.4(2))

GENERAL INSTRUCTIONS

Complete and submit this form to the relevant regulator(s) or in Québec, the securities regulatory authority, or self-regulatory organization (SRO) if an individual has left a sponsoring firm and is seeking to reinstate their registration in the same category or reinstate their same status of permitted individual as before with a sponsoring firm. You only need to complete and submit one form regardless of the number of registration categories or permitted individual statuses you are seeking to be reinstated in.

An individual may reinstate their registration or permitted individual status by submitting this form. This form may only be used if all of the following apply:

1. this form is submitted on or before three months after the termination date of the individual's employment, partnership or agency relationship with the individual's former sponsoring firm,
2. there have been no changes to the information previously submitted in respect of Items 13 (Regulatory Disclosure), 14 (Criminal Disclosure), 15 (Civil Disclosure) and 16 (Financial Disclosure) of the individual's Form 33-109F4 since the individual left their former sponsoring firm, and
3. the individual's employment, partnership or agency relationship with their former sponsoring firm did not end because the individual was dismissed, or was asked by the firm to resign, following an allegation against the individual of criminal activity, a breach of securities legislation, or a breach of the rules of an SRO.

If you do not meet all of the above conditions then you must apply for reinstatement by completing on NRD a Form 33-506F4 by making the NRD submission entitled 'Reactivation of Registration'.

Terms

In this form, "you", "your" and "individual" means the individual who is seeking to reinstate their registration.

"former sponsoring firm" means the registered firm where you most recently carried out duties as a registered or permitted individual.

"major shareholder" and "shareholder" mean a shareholder who, in total, directly or indirectly owns voting securities carrying 10 per cent or more of the votes carried by all outstanding voting securities.

"new sponsoring firm" means the registered firm where you will begin carrying out duties as a registered or permitted individual when your registration or permitted individual status is reinstated.

Several terms used in this form are defined in the Form 33-506F4 [*Registration of Individuals and Review of Permitted Individuals*] that you submitted when you first became registered or elsewhere in the securities legislation of your province or territory. Please refer to those definitions.

How to submit this form**NRD format**

Submit this form at the National Registration Database (NRD) website in NRD format at www.nrd.ca. If you have any questions, contact the compliance, registration or legal department of the new sponsoring firm or a legal adviser, or visit the NRD information website at www.nrd-info.ca.

Format, other than NRD format

If you are relying on the temporary hardship exemption in section 5.1 of Ontario Securities Commission Rule 31-509 *National Registration Database (Commodity Futures Act)*, you may submit this form in a format other than NRD format.

If you need more space, use a separate sheet of paper. Clearly identify the Item and question number. Complete and sign the form, and send it to the relevant regulator(s) or, in Québec, the securities regulatory authority, SRO (s) or similar authority. The number of originally signed copies of the form you are required to submit depends on the province or territory, and on the regulator, the securities regulatory authority or SRO.

To avoid delays in processing this form, be sure to answer all of the items that apply to you. If you have questions, contact the compliance, registration or legal department of the new sponsoring firm or a legal adviser, or visit the National Registration Database information website at www.nrd-info.ca.

Item 1 Name1. **NRD number:** _____2. **Legal name:**

Last name	First name	Second name (N/A <input type="checkbox"/>)	Third name (N/A <input type="checkbox"/>)
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3. **Date of birth** (YYYY/MM/DD): _____4. **Use of other names**

Are you currently using, or have you ever used, operated under, or carried on business under, a name other than the name(s) mentioned above (for example, trade names for sole proprietorships or team names)?

Yes No

If "yes", complete Schedule A.

Item 2 Number of jurisdictions

1. Are you seeking to reinstate your registration or permitted individual status in more than one jurisdiction of Canada?

Yes No

2. Check each province or territory in which you are seeking reinstatement of registration or reinstatement as a permitted individual:

 All jurisdictions Alberta British Columbia Manitoba New Brunswick Newfoundland and Labrador Northwest Territories Nova Scotia Nunavut Ontario Prince Edward Island Québec Saskatchewan Yukon**Item 3 Individual categories**

1. On Schedule B, check each category for which you are seeking to reinstate your registration or permitted individual status. If you are seeking reinstatement of status as a permitted individual, check each category that describes your position with your new sponsoring firm.

2. If you are seeking reinstatement as a representative of a mutual fund dealer or of a scholarship plan dealer in Québec, are you covered by your new sponsoring firm's professional liability insurance?

Yes No

If "No", state:

The name of your insurer _____

Your policy number _____

Item 4 Address and agent for service**1. Address for service**

You must have one address for service in each province or territory where you are submitting this form. A residential or business address is acceptable. A post office box is not acceptable. Complete Schedule C for each additional address for service you are providing.

Address for service:

_____ (number, street, city, province or territory, postal code)

Telephone number _____ Fax number, if applicable _____

E-mail address, if available _____

2. Agent for service

If you have appointed an agent for service, provide the following information for the agent in each province or territory where you have an agent for service. The address of your agent for service must be the same as the address for service above. If your agent for service is not an individual, provide the name of your contact person.

Name of agent for service:

Contact person:

_____ Last name, First name

Item 5 Location of employment

1. Provide the following information for your new sponsoring firm. If you will be working out of more than one location, provide the following information for the location out of which you will be doing most of your business.

Unique Identification Number (optional): _____

NRD location number: _____

Business address:

_____ (number, street, city, province, territory or state, country, postal code)

Telephone number: (____) _____ Fax number: (____) _____

2. If the new sponsoring firm has a foreign head office, and/or you are not a resident of Canada, provide the address for the location in which you will be conducting business.

Business address: _____ (number, street, city, province, territory or state, country, postal code)

Telephone number: (____) _____ Fax number: (____) _____

[The following under #3 "Type of location", #4 and #5 is for a Format other than NRD format only]

3 Type of location:
 Head office Branch or Business Location Sub-branch

4. Name of branch manager: _____

5. Check here if the mailing address of the location is the same as the business address provided above. Otherwise, complete the following:

Mailing address:

_____ (number, street, city, province, territory or state, country, postal code)

Date on which you will become authorized to act on behalf of the new sponsoring firm as a registered individual or permitted individual

_____ (YYYY/MM/DD)

Item 6 Previous employment

Provide the following information for your former sponsoring firm.

Name: _____

Date on which you were no longer authorized to act on behalf of your former sponsoring firm as a registered individual or permitted individual: _____

(YYYY/MM/DD)

The reason why you left your former sponsoring firm:

Item 7 Current employment, other business activities, officer positions held and directorships

Name of your new sponsoring firm: _____

Complete a separate Schedule D for each of your current business and employment activities, including employment and business activities with your new sponsoring firm and any employment and business activities outside your new sponsoring firm. Also include all business related officer or director positions and any other equivalent positions held, whether you receive compensation or not.

Item 8 Ownership of securities in new sponsoring firm

Are you a partner or major shareholder of your new sponsoring firm?

Yes No

If "Yes", complete Schedule E.

Item 9 Confirm permanent record

1. Check the appropriate box to indicate that, since leaving your former sponsoring firm, there has been a change to any information previously submitted for the items of your Form 33-506F4 that are listed below.

- Regulatory disclosure (Item 13)
- Criminal disclosure (Item 14)
- Civil disclosure (Item 15)
- Financial disclosure (Item 16)

2. Check the box below - ***I am eligible to file this Form 33-506F7, only*** if you satisfy both of the following conditions:
- (a) there are no changes to any of the disclosure items under Item 9.1 above, and
- (b) your employment, partnership or agency relationship with your former sponsoring firm did not end because you were asked by the firm to resign, or were dismissed, following an allegation against you of
- criminal activity,
 - a breach of securities legislation, or
 - a breach of the rules of an SRO.

If you do not meet the above conditions for selecting the box '*I am eligible to file this Form 33-506F7*', then you must apply for reinstatement by completing on NRD a Form 33-506F4 by making the NRD submission entitled '**Reactivation of Registration**'. If you are submitting a Form 33-506F4 in a format other than NRD format you must complete the entire form.

I am eligible to file this Form 33-506F7.

Item 10 Acknowledgements, submission to jurisdiction and notice of collection and use of personal information

By submitting this form, you:

- acknowledge that the submission to jurisdiction, consent to collection and use of personal information, and authorization in respect of SROs (to the extent applicable) that you provided in your Form 33-506F4 remain in effect and extend to this form
- consent to the collection and disclosure of your personal information by regulators and by your sponsoring firm, in each case, for registration and other related regulatory purposes.

If you have any questions about the collection and use of your personal information, contact the securities regulatory authority or applicable SRO in the relevant jurisdiction. See Schedule F for details. In Québec, you can also contact the Commission d'accès à l'information at 1-888-528-7741 or visit its website at www.cai.gouv.qc.ca.

You acknowledge and agree that if you are seeking reinstatement of your registration and it was subject to any undischarged terms and conditions when you left your former sponsoring firm, those terms and conditions will remain in effect at your new sponsoring firm.

Item 11 Warning

It is an offence under securities legislation and/or derivatives legislation, including commodity futures legislation, to give false or misleading information on this form.

Item 12 Certification

1. Certification - NRD format:

I confirm I have discussed the questions in this form with an officer, branch manager or supervisor of my sponsoring firm. To the best of my knowledge, the officer, branch manager or supervisor was satisfied that I fully understood the questions. I will limit my activities to those permitted by my category of registration.

I am making this submission as agent for the individual. By checking this box, I certify that the individual provided me with all of the information on this form.

2. Certification - Format other than NRD format:**Individual**

By signing below, I certify to the regulator, or in Québec the securities regulatory authority, in each jurisdiction where I am submitting this form, either directly or through the principal regulator that:

- I have read the form and understand the questions, and
- all of the information provided on this form is true, and complete.

Signature of individual _____ Date signed _____
(YYYY/MM/DD)

Authorized partner or officer of the new sponsoring firm

By signing below, I certify to the regulator, or in Québec the securities regulatory authority, in each jurisdiction where I am submitting this form for the individual that:

- the individual will be engaged by the new sponsoring firm as a registered individual or a permitted individual
- I have, or a branch manager or another officer or supervisor has, discussed the questions set out in this form with the individual and, to the best of my knowledge, the individual fully understands the questions, and
- the new sponsoring firm understands that if the individual's reinstatement of registration was subject to any undischarged terms and conditions when the individual left their former sponsoring firm, those terms and conditions remain in effect and agrees to assume any ongoing obligations that apply to the sponsoring firm in respect of the individual under those terms and conditions.

Name of firm _____

Name of authorized signing officer or partner _____

Title of authorized signing officer or partner _____

Signature of authorized signing officer or partner _____

Date signed _____
(YYYY/MM/DD)

SCHEDULE A
Use of other names (Item 1.4)**Item 1.4 Use of other names****Name 1:**

Name: _____

Provide the reasons for the use of this other name (for example, trade name or team name)? _____

If this other name is or was used in connection with any sponsoring firm, did the sponsoring firm approve the use of the name?

Yes No

When did you use this name?

From:

To:

(YYYY/MM)_____
(YYYY/MM)**Name 2:**

Name: _____

Provide the reasons for the use of this other name (for example, trade name or team name):

If this other name is or was used in connection with any sponsoring firm, did the sponsoring firm approve the use of the name?

Yes No

When did you use this name?

From:

To:

(YYYY/MM)_____
(YYYY/MM)**Name 3:**

Name: _____

Provide the reasons for the use of this other name (for example, trade name or team name):

If this other name is or was used in connection with any sponsoring firm, did the sponsoring firm approve the use of the name?

Yes No

When did you use this name?

From:

To:

(YYYY/MM)_____
(YYYY/MM)

SCHEDULE B
Individual Categories (Item 3)

Check each category for which you are seeking reinstatement of registration, approval or permitted individual status

Categories Common to all jurisdictions under securities legislation

Firm categories [Format other than NRD format only]

- Investment Dealer
- Mutual Fund Dealer
- Scholarship Plan Dealer
- Exempt Market Dealer
- Restricted Dealer
- Portfolio Manager
- Restricted Portfolio Manager
- Investment Fund Manager

Individual categories and permitted activities

- Dealing Representative
- Advising Representative
- Associate Advising Representative
- Ultimate Designated Person
- Chief Compliance Officer
- Officer – Specify title:
- Director
- Partner
- Shareholder
- Branch Manager (MFDA members only)
- IIROC approval only

Investment Industry Regulatory Organization of Canada

Approval categories

- Executive
- Director (Industry)
- Director (Non-Industry)
- Supervisor
- Investor
- Registered Representative
- Investment Representative
- Trader

Additional approval categories

- Chief Compliance Officer
- Chief Financial Officer
- Ultimate Designated Person

Products

- Non-Trading
- Securities
- Options
- Futures Contracts and Futures Contract Options
- Mutual Funds only

Customer type

- Retail
- Institutional
- Not Applicable

Portfolio management

- Portfolio Management

Categories under local commodity futures and derivatives legislation**Ontario****Firm categories**

- Commodity Trading Adviser
- Commodity Trading Counsel
- Commodity Trading Manager
- Futures Commission Merchant

Individual categories and permitted activities

- Advising Representative
- Salesperson
- Branch Manager
- Officer – Specify title:
 - Director
 - Partner
 - Shareholder
- IIROC approval only

Manitoba***Firm categories***

- Dealer (Merchant)
- Dealer (Futures Commission Merchant)
- Dealer (Floor Broker)
- Adviser
- Local

Individual categories and permitted activities

- Floor Trader
- Salesperson
- Branch Manager
- Adviser
- Officer – Specify title
- Director
- Partner
- Futures Contracts Portfolio Manager
- Associate Futures Contracts Portfolio Manager
- IIROC approval only
- Local

Québec – activities relating to derivatives***For information purposes, indicate whether you will carry on activities as a representative of:***

- An Investment Dealer Acting as a Derivatives dealer
- A Portfolio Manager Acting as a Derivatives portfolio manager

SCHEDULE C
Address and agent for service (Item 4)

Item 4.1 Address for service

You must have one address for service in each province or territory in which you are now, or are seeking to become, a registered individual or permitted individual. A post office box is not an acceptable address for service.

Address for service:

_____ (number, street, city, province or territory, postal code)

Telephone number: (____) _____ Fax number: (____) _____

E-mail address: _____

Item 4.2 Agent for service

If you have appointed an agent for service, provide the following information for the agent. The address for service provided above must be the address of the agent named below.

Name of agent for service: _____

(if applicable)

Contact person:

_____ Last name, First name

SCHEDULE D
Current employment, other business activities, officer positions held and directorships
(Item 7)

Complete a separate Schedule E for each of your current business and employment activities with your sponsoring firm and with all other organizations. This includes any business related officer or director positions held, or any other equivalent positions held, whether you receive compensation or not.

1. Start date

(YYYY/MM/DD)

2. Firm information

Check here if this activity is employment with your sponsoring firm.

If the activity is with your sponsoring firm, you are not required to indicate the firm name and address information below:

Name of business or employer: _____

Address of business or employer: _____
(number, street, city, province, territory or state, country)

Name and title of your immediate supervisor: _____

3. Description of duties

Describe all employment and business activities related to this employer. Include the nature of the business and your duties, title or relationship with the business. If you are seeking registration that requires specific experience, include details with this firm such as level of responsibility, value of accounts under direct supervision, number of years of experience, and percentage of time spent on each activity.

4. Number of work hours per week

How many hours per week do you devote to this business or employment? _____

If this activity is employment with your sponsoring firm and you work less than 30 hours per week, explain why.

5. Conflict of Interest

If you have more than one employer or are engaged in business related activities, disclose any potential for confusion by clients and any potential for conflicts of interest arising from your multiple employment or business related activities or proposed business related activities. Include whether or not any of your employers or organizations where you engage in business related activities are listed on an exchange. Confirm whether the firm has procedures for minimizing potential conflicts of interest and if so, confirm that you are aware of these procedures.

If you do not perceive any conflicts of interest arising from this employment, explain why.

SCHEDULE E
Ownership of securities and derivatives firms (Item 8)

Firm name: _____

What is your relationship to the firm? Partner Major shareholder

What is the period of this relationship? (if applicable)

From: _____ To: _____
 (YYYY/MM) (YYYY/MM)

Provide the following information:

a) State the number, value, class and percentage of securities, or the amount of partnership interest you own or propose to acquire when you are reinstated or approved as a result of the review of this form. If acquiring shares when you are so approved or registered, state the source (for example, treasury shares, or if upon transfer, state name of transferor).

b) State the market value (approximate, if necessary) of any subordinated debentures or bonds of the firm to be held by you or any other subordinated loan to be made by you to the firm:

c) If another person or firm has provided you with funds to invest in the firm, provide the name of the person or firm and state the relationship between you and that person or firm:

d) Are the funds to be invested (or proposed to be invested) guaranteed directly or indirectly by any person or firm?

Yes No

If "Yes", provide the name of the person or firm and state the relationship between you and that person or firm:

e) Have you directly or indirectly given up any rights relating to these securities or this partnership interest, or do you, when you are registered or approved as a result of the review of this form, intend to give up any of these rights (including by hypothecation, pledging or depositing as collateral the securities or partnership interest with any firm or person)?

Yes No

If "Yes", provide the name of the person or firm, state the relationship between you and that person or firm and describe the rights that have been or will be given up: _____

f) Is a person other than you the beneficial owner of the shares, bonds, debentures, partnership units or notes held by you?

Yes No

If "Yes", complete (g), (h) and (i).

g) Name of beneficial owner:

Last name	First name	Second name (if applicable)	Third name (if applicable)

h) Residential address:

(number, street, city, province, territory or state, country, postal code)

i) Occupation: _____

SCHEDULE F
Contact information for
Notice of collection and use of personal information

Alberta

Alberta Securities Commission,
 4th Floor, 300 - 5th Avenue SW
 Calgary, AB T2P 3C4
 Attention: Information Officer
 Telephone: (403) 355-4151

British Columbia

British Columbia Securities Commission
 P.O. Box 10142, Pacific Centre
 701 West Georgia Street
 Vancouver, BC V7Y 1L2
 Attention: Freedom of Information Officer
 Telephone: (604) 899-6500 or (800) 373-6393 (in BC)

Manitoba

The Manitoba Securities Commission
 500 - 400 St. Mary Avenue
 Winnipeg, MB R3C 4K5
 Attention: Director of Registrations
 Telephone (204) 945-2548
 Fax (204) 945-0330

New Brunswick

New Brunswick Securities Commission
 Suite 300, 85 Charlotte Street
 Saint John, NB E2L 2J2
 Attention: Director, Regulatory Affairs
 Telephone: (506) 658-3060

Newfoundland and Labrador

Securities NL
 Financial Services Regulation Division
 Department of Government Services
 P.O. Box 8700, 2nd Floor, West Block
 Confederation Building
 St. John's, NL A1B 4J6
 Attention: Manager of Registrations
 Tel: (709) 729-5661

Nova Scotia

Nova Scotia Securities Commission
 2nd Floor, Joseph Howe Building
 1690 Hollis Street
 P.O. Box 458
 Halifax, NS B3J 2P8
 Attention: Deputy Director, Capital Markets
 Telephone: (902) 424-7768

Northwest Territories

Government of the Northwest Territories
 P.O. Box 1320
 Yellowknife, NWT X1A 2L9
 Attention: Deputy Superintendent of Securities
 Telephone: (867) 920-8984

Nunavut

Legal Registries Division
 Department of Justice
 Government of Nunavut
 P.O. Box 1000 Station 570
 Iqaluit, NU X0A 0H0
 Attention: Deputy Registrar of Securities
 Telephone: (867) 975-6590

Ontario

Ontario Securities Commission
 Suite 1903, Box 55
 20 Queen Street West
 Toronto, ON M5H 3S8
 Attention: FOI Coordinator
 Telephone: (416) 593-8314

Prince Edward Island

Securities Registry
 Office of the Attorney General B Consumer, Corporate and
 Insurance Services Division
 P.O. Box 2000
 Charlottetown, PE C1A 7N8
 Attention: Deputy Registrar of Securities
 Telephone: (902) 368-6288

Québec

Autorité des marchés financiers
 800, square Victoria, 22e étage
 C.P. 246, tour de la Bourse
 Montréal (Québec) H4Z 1G3
 Attention: Responsable de l'accès à l'information
 Telephone: (514) 395-0337 or (877) 525-0337 (in Québec)

Saskatchewan

Saskatchewan Financial Services Commission
 Suite 601, 1919 Saskatchewan Drive
 Regina, SK S4P 4H2
 Attention: Director
 Telephone: (306) 787-5842

Yukon

Yukon Securities Office
 Department of Community Services
 P.O. Box 2703 C-6
 Whitehorse, YT Y1A 2C6
 Attention: Superintendent of Securities
 Telephone: (867) 667-5225

Self-regulatory organization

Investment Industry Regulatory Organization of Canada
 121 King Street West, Suite 1600
 Toronto, Ontario M5H 3T9
 Attention: Privacy Officer
 Telephone: (416) 364-6133
 E-mail: PrivacyOfficer@iircoc.ca

**NATIONAL INSTRUMENT 31-103
REGISTRATION REQUIREMENTS AND EXEMPTIONS**

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Part 1 Interpretation**1.1 Definitions of terms used throughout this Instrument**

In this Instrument

“Canadian financial institution” has the same meaning as in section 1.1 of NI 45-106;

“connected issuer” has the same meaning as in section 1.1 of National Instrument 33-105 *Underwriting Conflicts*;

“debt security” has the same meaning as in section 1.1 of NI 45-106;

“eligible client” means a client of a person or company if any of the following apply:

- (a) the client is an individual and was a client of the person or company immediately before becoming resident in the local jurisdiction;
- (b) the client is the spouse or a child of a client referred to in paragraph (a);
- (c) except in Ontario, the client is a client of the person or company on September 27, 2009 pursuant to the person or company's reliance on an exemption from the registration requirement under Part 5 of Multilateral Instrument 11-101 *Principal Regulator System* on that date;

“exempt market dealer” means a person or company registered in the category of exempt market dealer;

“IIROC” means the Investment Industry Regulatory Organization of Canada;

“investment dealer” means a person or company registered in the category of investment dealer;

“managed account” means an account of a client for which a person or company makes the investment decisions if that person or company has discretion to trade in securities for the account without requiring the client's express consent to a transaction;

“marketplace” has the same meaning as in section 1.1 of National Instrument 21-101 *Marketplace Operation*;

“MFDA” means the Mutual Fund Dealers Association of Canada;

“mutual fund dealer” means a person or company registered in the category of mutual fund dealer;

“NI 45-106” means National Instrument 45-106 *Prospectus and Registration Exemptions*;

“permitted client” means any of the following:

- (a) a Canadian financial institution or a Schedule III bank;
- (b) the Business Development Bank of Canada incorporated under the *Business Development Bank of Canada Act* (Canada);
- (c) a subsidiary of any person or company referred to in paragraph (a) or (b), if the person or company owns all of the voting securities of the subsidiary, except the voting securities required by law to be owned by directors of the subsidiary;
- (d) a person or company registered under the securities legislation of a jurisdiction of Canada as an adviser or dealer, other than as a scholarship plan dealer or a restricted dealer;
- (e) a pension fund that is regulated by either the federal Office of the Superintendent of Financial Institutions or a pension commission or similar regulatory authority of a jurisdiction of Canada or a wholly-owned subsidiary of such a pension fund;
- (f) an entity organized in a foreign jurisdiction that is analogous to any of the entities referred to in paragraphs (a) to (e);
- (g) the Government of Canada or a jurisdiction of Canada, or any Crown corporation, agency or wholly-owned entity of the Government of Canada or a jurisdiction of Canada;

- (h) any national, federal, state, provincial, territorial or municipal government of or in any foreign jurisdiction, or any agency of that government;
- (i) a municipality, public board or commission in Canada and a metropolitan community, school board, the Comité de gestion de la taxe scolaire de l'île de Montréal or an intermunicipal management board in Québec;
- (j) a trust company or trust corporation registered or authorized to carry on business under the *Trust and Loan Companies Act* (Canada) or under comparable legislation in a jurisdiction of Canada or a foreign jurisdiction, acting on behalf of a managed account managed by the trust company or trust corporation, as the case may be;
- (k) a person or company acting on behalf of a managed account managed by the person or company, if the person or company is registered or authorized to carry on business as an adviser or the equivalent under the securities legislation of a jurisdiction of Canada or a foreign jurisdiction;
- (l) an investment fund if one or both of the following apply:
 - (i) the fund is managed by a person or company registered as an investment fund manager under the securities legislation of a jurisdiction of Canada;
 - (ii) the fund is advised by a person or company authorized to act as an adviser under the securities legislation of a jurisdiction of Canada;
- (m) in respect of a dealer, a registered charity under the *Income Tax Act* (Canada) that obtains advice on the securities to be traded from an eligibility adviser, as defined in section 1.1 of NI 45-106, or an adviser registered under the securities legislation of the jurisdiction of the registered charity;
- (n) in respect of an adviser, a registered charity under the *Income Tax Act* (Canada) that is advised by an eligibility adviser, as defined in section 1.1 of NI 45-106, or an adviser registered under the securities legislation of the jurisdiction of the registered charity;
- (o) an individual who beneficially owns financial assets, as defined in section 1.1 of NI 45-106, having an aggregate realizable value that, before taxes but net of any related liabilities, exceeds \$5 million;
- (p) a person or company that is entirely owned by an individual or individuals referred to in paragraph (o), who holds the beneficial ownership interest in the person or company directly or through a trust, the trustee of which is a trust company or trust corporation registered or authorized to carry on business under the *Trust and Loan Companies Act* (Canada) or under comparable legislation in a jurisdiction of Canada or a foreign jurisdiction;
- (q) a person or company, other than an individual or an investment fund, that has net assets of at least \$25 million as shown on its most recently prepared financial statements;
- (r) a person or company that distributes securities of its own issue in Canada only to persons or companies referred to in paragraphs (a) to (q);

“portfolio manager” means a person or company registered in the category of portfolio manager;

“principal jurisdiction” means

- (a) for a person or company other than an individual, the jurisdiction of Canada in which the person or company's head office is located, and
- (b) for an individual, the jurisdiction of Canada in which the individual's working office is located;

“registered firm” means a registered dealer, a registered adviser, or a registered investment fund manager;

“registered individual” means an individual who is registered

- (a) in a category that authorizes the individual to act as a dealer or an adviser on behalf of a registered firm,
- (b) as ultimate designated person, or

(c) as chief compliance officer;

“related issuer” has the same meaning as in section 1.1 of National Instrument 33-105 *Underwriting Conflicts*;

“restricted dealer” means a person or company registered in the category of restricted dealer;

“restricted portfolio manager” means a person or company registered in the category of restricted portfolio manager;

“Schedule III bank” means an authorized foreign bank named in Schedule III of the *Bank Act* (Canada);

“scholarship plan dealer” means a person or company registered in the category of scholarship plan dealer;

“sponsoring firm” means the registered firm on whose behalf an individual acts as a dealer, an underwriter, an adviser, a chief compliance officer or an ultimate designated person;

“subsidiary” has the same meaning as in section 1.1 of NI 45-106;

“working office” means the office of the sponsoring firm where an individual does most of his or her business.

1.2 Interpretation of “securities” in Alberta, British Columbia, New Brunswick and Saskatchewan

In Alberta, British Columbia, New Brunswick and Saskatchewan, a reference to “securities” in this Instrument includes “exchange contracts”, unless the context otherwise requires.

1.3 Information may be given to the principal regulator

(1) In this section, “principal regulator” means

- (a) for a registered firm whose head office is in a jurisdiction of Canada, the securities regulatory authority or regulator of that jurisdiction, and
- (b) for a registered firm whose head office is not in Canada, the securities regulatory authority or regulator of,
 - (i) if the firm has not completed its first financial year since being registered, the jurisdiction of Canada in which the firm expects most of its clients to be resident at the end of its current financial year, and
 - (ii) in all other circumstances, the jurisdiction of Canada in which most of the firm’s clients were resident at the end of its most recently completed financial year.

(2) Except under the following sections, for the purpose of a requirement in this Instrument to notify the regulator or the securities regulatory authority, the person or company may notify the regulator or the securities regulatory authority by notifying the person or company’s principal regulator:

- (a) section 8.18 [*international dealer*];
- (b) section 8.26 [*international adviser*];
- (c) section 11.9 [*registrant acquiring a registered firm’s securities or assets*];
- (d) section 11.10 [*registered firm whose securities are acquired*].

(3) For the purpose of a requirement in this Instrument to deliver or submit a document to the regulator or the securities regulatory authority, the person or company may deliver or submit the document by delivering or submitting it to the person or company’s principal regulator.

Part 2 Categories of registration for individuals

2.1 Individual categories

(1) The following are the categories of registration for an individual who is required, under securities legislation, to be registered to act on behalf of a registered firm:

- (a) dealing representative;
 - (b) advising representative;
 - (c) associate advising representative;
 - (d) ultimate designated person;
 - (e) chief compliance officer.
- (2) An individual registered in the category of
- (a) dealing representative may act as a dealer or an underwriter in respect of a security that the individual's sponsoring firm is permitted to trade or underwrite,
 - (b) advising representative may act as an adviser in respect of a security that the individual's sponsoring firm is permitted to advise on,
 - (c) associate advising representative may act as an adviser in respect of a security that the individual's sponsoring firm is permitted to advise on if the advice has been approved under subsection 4.2(1) [*associate advising representatives – pre-approval of advice*],
 - (d) ultimate designated person must perform the functions set out in section 5.1 [*responsibilities of the ultimate designated person*], and
 - (e) chief compliance officer must perform the functions set out in section 5.2 [*responsibilities of the chief compliance officer*].
- (3) Subsection (1) does not apply in Ontario.

Note: In Ontario, the same categories of registration for individuals as in subsection 2.1(1) are set out under section 25 of the *Securities Act* (Ontario).

2.2 Client mobility exemption – individuals

- (1) The registration requirement does not apply to an individual if all of the following apply:
- (a) the individual is registered as a dealing, advising or associate advising representative in the individual's principal jurisdiction;
 - (b) the individual's sponsoring firm is registered in the firm's principal jurisdiction;
 - (c) the individual does not act as a dealer, underwriter or adviser in the local jurisdiction other than as he or she is permitted to in his or her principal jurisdiction according to the individual's registration in that jurisdiction;
 - (d) the individual does not act as a dealer, underwriter or adviser in the local jurisdiction other than for 5 or fewer eligible clients;
 - (e) the individual complies with Part 13 [*dealing with clients – individuals and firms*];
 - (f) the individual deals fairly, honestly and in good faith in the course of his or her dealings with an eligible client;
 - (g) before first acting as a dealer or adviser for an eligible client, the individual's sponsoring firm has disclosed to the client that the individual, and if the firm is relying on section 8.30 [*client mobility exemption – firms*], the firm,
 - (i) is exempt from registration in the local jurisdiction, and
 - (ii) is not subject to requirements otherwise applicable under local securities legislation.
- (2) If an individual relies on the exemption in this section, the individual's sponsoring firm must submit a completed Form 31-103F3 *Use of Mobility Exemption* to the securities regulatory authority of the local jurisdiction as soon as possible after the individual first relies on this section.

2.3 Individuals acting for investment fund managers

The investment fund manager registration requirement does not apply to an individual acting on behalf of a registered investment fund manager.

Part 3 Registration requirements – individuals

Division 1 *General proficiency requirements*

3.1 Definitions

In this Part

“Branch Manager Proficiency Exam” means the examination prepared and administered by the RESP Dealers Association of Canada and so named on the day this Instrument comes into force, and every examination that preceded that examination, or succeeded that examination, that does not have a significantly reduced scope and content when compared to the scope and content of the first-mentioned examination;

“Canadian Investment Funds Exam” means the examination prepared and administered by the Investment Funds Institute of Canada and so named on the day this Instrument comes into force, and every examination that preceded that examination, or succeeded that examination, that does not have a significantly reduced scope and content when compared to the scope and content of the first-mentioned examination;

“Canadian Investment Manager designation” means the designation earned through the Canadian investment manager program prepared and administered by CSI Global Education Inc. and so named on the day this Instrument comes into force, and every program that preceded that program, or succeeded that program, that does not have a significantly reduced scope and content when compared to the scope and content of the first-mentioned program;

“Canadian Securities Course Exam” means the examination prepared and administered by CSI Global Education Inc. and so named on the day this Instrument comes into force, and every examination that preceded that examination, or succeeded that examination, that does not have a significantly reduced scope and content when compared to the scope and content of the first-mentioned examination;

“CFA Charter” means the charter earned through the Chartered Financial Analyst program prepared and administered by the CFA Institute and so named on the day this Instrument comes into force, and every program that preceded that program, or succeeded that program, that does not have a significantly reduced scope and content when compared to the scope and content of the first-mentioned program;

“Exempt Market Products Exam” means the examination prepared and administered by the IFSE Institute and so named on the day this Instrument comes into force, and every examination that preceded that examination, or succeeded that examination, that does not have a significantly reduced scope and content when compared to the scope and content of the first-mentioned examination;

“Investment Funds in Canada Course Exam” means the examination prepared and administered by CSI Global Education Inc. and so named on the day this Instrument comes into force, and every examination that preceded that examination, or succeeded that examination, that does not have a significantly reduced scope and content when compared to the scope and content of the first-mentioned examination;

“Mutual Fund Dealers Compliance Exam” means the examination prepared and administered by the IFSE Institute and so named on the day this Instrument comes into force, and every examination that preceded that examination, or succeeded that examination, that does not have a significantly reduced scope and content when compared to the scope and content of the first-mentioned examination;

“New Entrants Course Exam” means the examination prepared and administered by CSI Global Education Inc. and so named on the day this Instrument comes into force, and every examination that preceded that examination, or succeeded that examination, that does not have a significantly reduced scope and content when compared to the scope and content of the first-mentioned examination;

“PDO Exam” means

- (a) the Officers', Partners' and Directors' Exam prepared and administered by the Investment Funds Institute of Canada and so named on the day this Instrument comes into force, and every examination that preceded that

examination, or succeeded that examination, that does not have a significantly reduced scope and content when compared to the scope and content of the first-mentioned examination, or

- (b) the Partners, Directors and Senior Officers Course Exam prepared and administered by CSI Global Education Inc. and so named on the day this Instrument comes into force, and every examination that preceded that examination, or succeeded that examination, that does not have a significantly reduced scope and content when compared to the scope and content of the first-mentioned examination;

“Sales Representative Proficiency Exam” means the examination prepared and administered by the RESP Dealers Association of Canada and so named on the day this Instrument comes into force, and every examination that preceded that examination, or succeeded that examination, that does not have a significantly reduced scope and content when compared to the scope and content of the first-mentioned examination;

“Series 7 Exam” means the examination prepared and administered by the Financial Industry Regulatory Authority in the United States of America and so named on the day this Instrument comes into force, and every examination that preceded that examination, or succeeded that examination, that does not have a significantly reduced scope and content when compared to the scope and content of the first-mentioned examination.

3.2 U.S. equivalency

In this Part, an individual is not required to have passed the Canadian Securities Course Exam if the individual has passed the Series 7 Exam and the New Entrants Course Exam.

3.3 Time limits on examination requirements

(1) For the purposes of this Part, an individual is deemed to have not passed an examination, and is deemed to have not successfully completed a program, unless the individual passed the examination or successfully completed the program within 36 months before the date the individual applied for registration.

(2) Subsection (1) does not apply if the individual passed the examination or successfully completed the program more than 36 months before the date the individual applied for registration and one or both of the following apply:

- (a) for any 12 months during the 36-month period before the date the individual applied for registration in a category, the individual was registered in the same category in a jurisdiction of Canada;
- (b) the individual gained 12 months of relevant securities industry experience during the 36-month period before the date the individual applied for registration.

(3) In Québec, the examinations provided for in subsections (4) and (6) of section 45 of Policy Q-9 *Dealers, Advisers and Representatives*, as it read on September 27, 2009, are deemed to be relevant examinations for purposes of subsection (2).

Division 2 Education and experience requirements

3.4 Proficiency – initial and ongoing

(1) An individual must not perform an activity that requires registration unless the individual has the education, training and experience that a reasonable person would consider necessary to perform the activity competently.

(2) A chief compliance officer must not perform an activity set out in section 5.2 [*responsibilities of the chief compliance officer*] unless the individual has the education, training and experience that a reasonable person would consider necessary to perform the activity competently.

3.5 Mutual fund dealer – dealing representative

A dealing representative of a mutual fund dealer must not act as a dealer on behalf of the mutual fund dealer unless one or both of the following apply:

- (a) the representative has passed the Canadian Investment Funds Exam, the Canadian Securities Course Exam or the Investment Funds in Canada Course Exam;
- (b) the representative has met the requirements of section 3.11 [*portfolio manager – advising representative*].

3.6 Mutual fund dealer – chief compliance officer

A mutual fund dealer must not designate an individual as its chief compliance officer under subsection 11.3(1) [*designating a chief compliance officer*] unless any of the following apply:

- (a) the individual has passed
 - (i) the Canadian Investment Funds Exam, the Canadian Securities Course Exam or the Investment Funds in Canada Course Exam, and
 - (ii) the PDO Exam or the Mutual Fund Dealers Compliance Exam;
- (b) the individual has met the requirements of section 3.13 [*portfolio manager – chief compliance officer*].

3.7 Scholarship plan dealer – dealing representative

A dealing representative of a scholarship plan dealer must not act as a dealer on behalf of the scholarship plan dealer unless the representative has passed the Sales Representative Proficiency Exam.

3.8 Scholarship plan dealer – chief compliance officer

A scholarship plan dealer must not designate an individual as its chief compliance officer under subsection 11.3(1) [*designating a chief compliance officer*] unless the individual has passed all of the following:

- (a) the Sales Representative Proficiency Exam;
- (b) the Branch Manager Proficiency Exam;
- (c) the PDO Exam.

3.9 Exempt market dealer – dealing representative

A dealing representative of an exempt market dealer must not act as a dealer on behalf of the exempt market dealer unless any of the following apply:

- (a) the individual has passed the Canadian Securities Course Exam;
- (b) the individual has passed the Exempt Market Products Exam;
- (c) the individual satisfies the conditions set out in section 3.11 [*portfolio manager – advising representative*].

3.10 Exempt market dealer – chief compliance officer

An exempt market dealer must not designate an individual as its chief compliance officer under subsection 11.3(1) [*designating a chief compliance officer*] unless any of the following apply:

- (a) the individual has passed the PDO Exam and any of the following:
 - (i) the Canadian Securities Course Exam;
 - (ii) the Exempt Market Products Exam;
- (b) the individual has met the requirements of section 3.13 [*portfolio manager – chief compliance officer*].

3.11 Portfolio manager – advising representative

An advising representative of a portfolio manager must not act as an adviser on behalf of the portfolio manager unless any of the following apply:

- (a) the representative has earned a CFA Charter and has 12 months of relevant investment management experience in the 36-month period before applying for registration;

- (b) the representative has received the Canadian Investment Manager designation and has 48 months of relevant investment management experience, 12 months of which was in the 36 month period before applying for registration.

3.12 Portfolio manager – associate advising representative

An associate advising representative of a portfolio manager must not act as an adviser on behalf of the portfolio manager unless any of the following apply:

- (a) the representative has completed Level 1 of the Chartered Financial Analyst program and has 24 months of relevant investment management experience;
- (b) the representative has received the Canadian Investment Manager designation and has 24 months of relevant investment management experience.

3.13 Portfolio manager – chief compliance officer

A portfolio manager must not designate an individual as its chief compliance officer under subsection 11.3(1) [*designating a chief compliance officer*] unless any of the following apply:

- (a) the individual has
 - (i) earned a CFA Charter or a professional designation as a lawyer, Chartered Accountant, Certified General Accountant or Certified Management Accountant in a jurisdiction of Canada, a notary in Québec, or the equivalent in a foreign jurisdiction,
 - (ii) passed the Canadian Securities Course Exam and the PDO Exam, and
 - (iii) either
 - A) gained 36 months of relevant securities experience while working at an investment dealer, a registered adviser or an investment fund manager, or
 - B) provided professional services in the securities industry for 36 months and worked at a registered dealer, a registered adviser or an investment fund manager for 12 months;
- (b) the individual has passed the Canadian Securities Course Exam and the PDO Exam and any of the following apply:
 - (i) the individual has worked at an investment dealer or a registered adviser for 5 years, including for 36 months in a compliance capacity;
 - (ii) the individual has worked for 5 years at a Canadian financial institution in a compliance capacity relating to portfolio management and worked at a registered dealer or a registered adviser for 12 months;
- (c) the individual has passed the PDO Exam and has met the requirements of section 3.11 [*portfolio manager – advising representative*].

3.14 Investment fund manager – chief compliance officer

An investment fund manager must not designate an individual as its chief compliance officer under subsection 11.3(1) [*designating a chief compliance officer*] unless any of the following apply:

- (a) the individual has
 - (i) earned a CFA Charter or a professional designation as a lawyer, Chartered Accountant, Certified General Accountant or Certified Management Accountant in a jurisdiction of Canada, a notary in Québec, or the equivalent in a foreign jurisdiction,
 - (ii) passed the Canadian Securities Course Exam and the PDO Exam, and
 - (iii) either

- A) gained 36 months of relevant securities experience while working at a registered dealer, a registered adviser or an investment fund manager, or
 - B) provided professional services in the securities industry for 36 months and worked in a relevant capacity at an investment fund manager for 12 months;
- (b) the individual has
- (i) passed the Canadian Investment Funds Exam, the Canadian Securities Course Exam, or the Investment Funds in Canada Course Exam,
 - (ii) passed the PDO Exam, and
 - (iii) gained 5 years of relevant securities experience while working at a registered dealer, registered adviser or an investment fund manager, including 36 months in a compliance capacity.
- (c) the individual has met the requirements of section 3.13 [*portfolio manager – chief compliance officer*].

Division 3 Membership in a self-regulatory organization

3.15 Who must be approved by an SRO before registration

- (1) A dealing representative of an investment dealer must be an “approved person” as defined under the rules of IIROC.
- (2) Except in Québec, a dealing representative of a mutual fund dealer must be an “approved person” as defined under the rules of the MFDA.

3.16 Exemptions from certain requirements for SRO-approved persons

- (1) The following sections do not apply to a registered individual who is a dealing representative of a member of IIROC:
- (a) subsection 13.2(3) [*know your client*];
 - (b) section 13.3 [*suitability*];
 - (c) section 13.13 [*disclosure when recommending the use of borrowed money*].
- (2) The following sections do not apply to a registered individual who is a dealing representative of a member of the MFDA:
- (a) section 13.3 [*suitability*];
 - (b) section 13.13 [*disclosure when recommending the use of borrowed money*].
- (3) In Québec, the requirements listed in subsection (2) do not apply to a registered individual who is a dealing representative of a mutual fund dealer if the registered individual complies with the applicable regulations on mutual fund dealers in Québec.

Part 4 Restrictions on registered individuals

4.1 Restriction on acting for another registered firm

An individual registered as a dealing, advising or associate advising representative of a registered firm must not act as an officer, partner or director of another registered firm that is not an affiliate of the first-mentioned registered firm.

4.2 Associate advising representatives – pre-approval of advice

- (1) An associate advising representative of a registered adviser must not advise on securities unless, before giving the advice, the advice has been approved by an individual designated by the registered firm under subsection (2).
- (2) A registered adviser must designate, for an associate advising representative, an advising representative to review the advice of the associate advising representative.

(3) No later than the 7th day following the date of a designation under subsection (2), a registered adviser must provide the regulator with the names of the advising representative and the associate advising representative who are the subject of the designation.

Part 5 Ultimate designated person and chief compliance officer

5.1 Responsibilities of the ultimate designated person

The ultimate designated person of a registered firm must do all of the following:

- (a) supervise the activities of the firm that are directed towards ensuring compliance with securities legislation by the firm and each individual acting on the firm's behalf;
- (b) promote compliance by the firm, and individuals acting on its behalf, with securities legislation.

5.2 Responsibilities of the chief compliance officer

The chief compliance officer of a registered firm must do all of the following:

- (a) establish and maintain policies and procedures for assessing compliance by the firm, and individuals acting on its behalf, with securities legislation;
- (b) monitor and assess compliance by the firm, and individuals acting on its behalf, with securities legislation;
- (c) report to the ultimate designated person of the firm as soon as possible if the chief compliance officer becomes aware of any circumstances indicating that the firm, or any individual acting on its behalf, may be in non-compliance with securities legislation and any of the following apply:
 - (i) the non-compliance creates, in the opinion of a reasonable person, a risk of harm to a client;
 - (ii) the non-compliance creates, in the opinion of a reasonable person, a risk of harm to the capital markets;
 - (iii) the non-compliance is part of a pattern of non-compliance;
- (d) submit an annual report to the firm's board of directors, or individuals acting in a similar capacity for the firm, for the purpose of assessing compliance by the firm, and individuals acting on its behalf, with securities legislation.

Part 6 Suspension and revocation of registration – individuals

6.1 If individual ceases to have authority to act for firm

If a registered individual ceases to have authority to act as a registered individual on behalf of his or her sponsoring firm because of the end of, or a change in, the individual's employment, partnership, or agency relationship with the firm, the individual's registration with the firm is suspended until reinstated or revoked under securities legislation.

6.2 If IIROC approval is revoked or suspended

If IIROC revokes or suspends a registered individual's approval in respect of an investment dealer, the individual's registration as a dealing representative of the investment dealer is suspended until reinstated or revoked under securities legislation.

6.3 If MFDA approval is revoked or suspended

Except in Québec, if the MFDA revokes or suspends a registered individual's approval in respect of a mutual fund dealer, the individual's registration as a dealing representative of the mutual fund dealer is suspended until reinstated or revoked under securities legislation.

6.4 If sponsoring firm is suspended

If a registered firm's registration in a category is suspended, the registration of each registered dealing, advising or associate advising representative acting on behalf of the firm in that category is suspended until reinstated or revoked under securities legislation.

6.5 Dealing and advising activities suspended

If an individual's registration in a category is suspended, the individual must not act as a dealer, an underwriter or an adviser, as the case may be, under that category.

6.6 Revocation of a suspended registration – individual

If a registration of an individual has been suspended under this Part and it has not been reinstated, the registration is revoked on the 2nd anniversary of the suspension.

6.7 Exception for individuals involved in a hearing

Despite section 6.6, if a hearing concerning a suspended registrant is commenced under securities legislation or a proceeding concerning the registrant is commenced under the rules of an SRO, the registrant's registration remains suspended.

6.8 Application of Part 6 in Ontario

Other than section 6.5 [*dealing and advising activities suspended*], this Part does not apply in Ontario.

Note: In Ontario, measures governing suspension in section 29 of the *Securities Act* (Ontario) are similar to those in Parts 6 and 10.

Part 7 Categories of registration for firms

7.1 Dealer categories

(1) The following are the categories of registration for a person or company that is required, under securities legislation, to be registered as a dealer:

- (a) investment dealer;
- (b) mutual fund dealer;
- (c) scholarship plan dealer;
- (d) exempt market dealer;
- (e) restricted dealer.

(2) A person or company registered in the category of

- (a) investment dealer may act as a dealer or an underwriter in respect of any security,
- (b) mutual fund dealer may act as a dealer in respect of any security of
 - (i) a mutual fund, or
 - (ii) except in Québec, an investment fund that is a labour-sponsored investment fund corporation or labour-sponsored venture capital corporation under legislation of a jurisdiction of Canada,
- (c) scholarship plan dealer may act as a dealer in respect of a security of a scholarship plan, an educational plan or an educational trust,
- (d) exempt market dealer may
 - (i) act as a dealer by trading a security that is distributed under an exemption from the prospectus requirement, whether or not a prospectus was filed in respect of the distribution,
 - (ii) act as a dealer by trading a security that, if the trade were a distribution, would be exempt from the prospectus requirement,

- (iii) receive an order from a client to sell a security that was acquired by the client in a circumstance described in subparagraph (i) or (ii), and may act or solicit in furtherance of receiving such an order, and
 - (iv) act as an underwriter in respect of a distribution of securities that is made under an exemption from the prospectus requirement;
 - (e) restricted dealer may act as a dealer or an underwriter in accordance with the terms, conditions, restrictions or requirements applied to its registration.
- (3) Despite paragraph (2)(b), in British Columbia a mutual fund dealer may also act as a dealer in respect of securities of any of the following:
- (a) scholarship plans;
 - (b) educational plans;
 - (c) educational trusts.
- (4) Subsection (1) does not apply in Ontario.

Note: In Ontario, the same categories of registration for firms acting as dealers as in subsection 7.1(1) are set out under subsection 26(2) of the *Securities Act* (Ontario).

7.2 Adviser categories

- (1) The following are the categories of registration for a person or company that is required, under securities legislation, to be registered as an adviser:
- (a) portfolio manager;
 - (b) restricted portfolio manager.
- (2) A person or company registered in the category of
- (a) portfolio manager may act as an adviser in respect of any security, and
 - (b) restricted portfolio manager may act as an adviser in respect of any security in accordance with the terms, conditions, restrictions or requirements applied to its registration.
- (3) Subsection (1) does not apply in Ontario.

Note: In Ontario, the same categories of registration for firms acting as advisers as in subsection 7.2(1) are set out under subsection 26(6) of the *Securities Act* (Ontario).

7.3 Investment fund manager category

The category of registration for a person or company that is required, under securities legislation, to be registered as an investment fund manager is "investment fund manager".

Part 8 Exemptions from the requirement to register

Division 1 Exemptions from dealer and underwriter registration

8.1 Interpretation of "trade" in Québec

In this Part, in Québec, "trade" refers to any of the following activities:

- (a) the activities described in the definition of "dealer" in section 5 of the *Securities Act* (R.S.Q., c. V-1.1), including the following activities:

- (i) the sale or disposition of a security by onerous title, whether the terms of payment are on margin, installment or otherwise, but does not include a transfer or the giving in guarantee of securities in connection with a debt or the purchase of a security, except as provided in paragraph (b);
 - (ii) participation as a trader in any transaction in a security through the facilities of an exchange or a quotation and trade reporting system;
 - (iii) the receipt by a registrant of an order to buy or sell a security;
- (b) a transfer or the giving in guarantee of securities of an issuer from the holdings of a control person in connection with a debt.

8.2 Definition of “securities” in Alberta, British Columbia, New Brunswick and Saskatchewan

Despite section 1.2, in Alberta, British Columbia, New Brunswick and Saskatchewan, a reference to “securities” in this Division excludes “exchange contracts”.

8.3 Interpretation – exemption from underwriter registration requirement

In this Division, an exemption from the dealer registration requirement is an exemption from the underwriter registration requirement.

8.4 Person or company not in the business of trading in British Columbia, Manitoba and New Brunswick

(1) In British Columbia and New Brunswick, a person or company is exempt from the dealer registration requirement if the person or company

- (a) is not engaged in the business of trading in securities or exchange contracts as a principal or agent, and
- (b) does not hold himself, herself or itself out as engaging in the business of trading in securities or exchange contracts as a principal or agent.

(2) In Manitoba, a person or company is exempt from the dealer registration requirement if the person or company

- (a) is not engaged in the business of trading in securities as a principal or agent, and
- (b) does not hold himself, herself or itself out as engaging in the business of trading in securities as a principal or agent.

8.5 Trades through or to a registered dealer

The dealer registration requirement does not apply to a person or company in respect of a trade by the person or company if one of the following applies:

- (a) the trade is made solely through an agent who is a registered dealer, if the dealer is registered in a category that permits the trade;
- (b) the trade is made to a registered dealer who is purchasing as principal, if the dealer is registered in a category that permits the trade.

8.6 Adviser – non-prospectus qualified investment fund

(1) The dealer registration requirement does not apply to a registered adviser, or an adviser that is exempt from registration under section 8.26 [*international adviser*], in respect of a trade in a security of a non-prospectus qualified investment fund if both of the following apply:

- (a) the adviser acts as the fund’s adviser and investment fund manager;
- (b) the trade is to a managed account of a client of the adviser.

(2) The exemption in subsection (1) is not available if the managed account or non-prospectus qualified investment fund was created or is used primarily for the purpose of qualifying for the exemption.

(3) An adviser that relies on subsection (1) must provide written notice to the regulator that it is relying on the exemption within 7 days of its first use of the exemption.

8.7 Investment fund reinvestment

(1) Subject to subsections (2), (3), (4) and (5), the dealer registration requirement does not apply to an investment fund, or the investment fund manager of the fund, in respect of a trade in a security with a security holder of the investment fund if the trade is permitted by a plan of the investment fund and is in a security of the investment fund's own issue and if any of the following apply:

- (a) a dividend or distribution out of earnings, surplus, capital or other sources payable in respect of the investment fund's securities is applied to the purchase of the security that is of the same class or series as the securities to which the dividends or distributions are attributable;
- (b) the security holder makes an optional cash payment to purchase the security of the investment fund and both of the following apply:
 - (i) the security is of the same class or series of securities described in paragraph (a) that trade on a marketplace;
 - (ii) the aggregate number of securities issued under the optional cash payment does not exceed, in the financial year of the investment fund during which the trade takes place, 2 per cent of the issued and outstanding securities of the class to which the plan relates as at the beginning of the financial year.

(2) The exemption in subsection (1) is not available unless the plan that permits the trade is available to every security holder in Canada to which the dividend or distribution is available.

(3) The exemption in subsection (1) is not available if a sales charge is payable on a trade described in the subsection.

(4) At the time of the trade, if the investment fund is a reporting issuer and in continuous distribution, the investment fund must have set out in the prospectus under which the distribution is made

- (a) details of any deferred or contingent sales charge or redemption fee that is payable at the time of the redemption of the security, and
- (b) any right that the security holder has to elect to receive cash instead of securities on the payment of a dividend or making of a distribution by the investment fund and instructions on how the right can be exercised.

(5) At the time of the trade, if the investment fund is a reporting issuer and is not in continuous distribution, the investment fund must provide the information required by subsection (4) in its prospectus, annual information form or a material change report.

8.8 Additional investment in investment funds

The dealer registration requirement does not apply to an investment fund, or the investment fund manager of the fund, in respect of a trade in a security of the investment fund's own issue with a security holder of the investment fund if all of the following apply:

- (a) the security holder initially acquired securities of the investment fund as principal for an acquisition cost of not less than \$150,000 paid in cash at the time of the acquisition;
- (b) the trade is in respect of a security of the same class or series as the securities initially acquired, as described in paragraph (a);
- (c) the security holder, as at the date of the trade, holds securities of the investment fund and one or both of the following apply:
 - (i) the acquisition cost of the securities being held was not less than \$150,000;
 - (ii) the net asset value of the securities being held is not less than \$150,000.

8.9 Additional investment in investment funds if initial purchase before September 14, 2005

The dealer registration requirement does not apply in respect of a trade by an investment fund in a security of its own issue to a purchaser that initially acquired a security of the same class as principal before September 14, 2005 if all of the following apply:

- (a) the security was initially acquired under any of the following provisions:
 - (i) in Alberta, sections 86(e) and 131(1)(d) of the *Securities Act* (Alberta) as they existed prior to their repeal by sections 9(a) and 13 of the *Securities Amendment Act* (Alberta), 2003 SA c.32 and sections 66.2 and 122.2 of the *Alberta Securities Commission Rules* (General);
 - (ii) in British Columbia, sections 45(2) (5) and (22), and 74(2) (4) and (19) of the *Securities Act* (British Columbia);
 - (iii) in Manitoba, sections 19(3) and 58(1)(a) of the *Securities Act* (Manitoba) and section 90 of the *Securities Regulation* MR 491/88R;
 - (iv) in New Brunswick, section 2.8 of Local Rule 45-501 *Prospectus and Registration Exemptions*;
 - (v) in Newfoundland and Labrador, sections 36(1)(e) and 73(1)(d) of the *Securities Act* (Newfoundland and Labrador);
 - (vi) in Nova Scotia, sections 41(1)(e) and 77(1)(d) of the *Securities Act* (Nova Scotia);
 - (vii) in Northwest Territories, section 3(c) and (z) of Blanket Order No. 1;
 - (viii) in Nunavut, section 3(c) and (z) of Blanket Order No. 1;
 - (ix) in Ontario, sections 35(1)5 and 72(1)(d) of the *Securities Act* (Ontario) and section 2.12 of Ontario Securities Commission Rule 45-501 *Exempt Distributions* that came into force on January 12, 2004;
 - (x) in Prince Edward Island, section 2(3)(d) of the former *Securities Act* (Prince Edward Island) and Prince Edward Island Local Rule 45-512 *Exempt Distributions - Exemption for Purchase of Mutual Fund Securities*;
 - (xi) in Québec, former sections 51 and 155.1(2) of the *Securities Act* (Québec);
 - (xii) in Saskatchewan, sections 39(1)(e) and 81(1)(d) of *The Securities Act, 1988* (Saskatchewan);
- (b) the trade is for a security of the same class or series as the initial trade;
- (c) the security holder, as at the date of the trade, holds securities of the investment fund that have one or both of the following characteristics:
 - (i) an acquisition cost of not less than the minimum amount prescribed by securities legislation referred to in paragraph (a) under which the initial trade was conducted;
 - (ii) a net asset value of not less than the minimum amount prescribed by securities legislation referred to in paragraph (a) under which the initial trade was conducted.

8.10 Private investment club

The dealer registration requirement does not apply in respect of a trade in a security of an investment fund if all of the following apply:

- (a) the fund has no more than 50 beneficial security holders;
- (b) the fund does not seek and has never sought to borrow money from the public;
- (c) the fund does not distribute and has never distributed its securities to the public;
- (d) the fund does not pay or give any remuneration for investment management or administration advice in respect of trades in securities, except normal brokerage fees;

- (e) the fund, for the purpose of financing its operations, requires security holders to make contributions in proportion to the value of the securities held by them.

8.11 Private investment fund – loan and trust pools

(1) The dealer registration requirement does not apply in respect of a trade in a security of an investment fund if all of the following apply:

- (a) the fund is administered by a trust company or trust corporation that is registered or authorized by an enactment of Canada or a jurisdiction of Canada to carry on business in Canada or a jurisdiction of Canada;
- (b) the fund has no promoter or investment fund manager other than the trust company or trust corporation referred to in paragraph (a);
- (c) the fund commingles the money of different estates and trusts for the purpose of facilitating investment.

(2) Despite subsection (1), a trust company or trust corporation registered under the laws of Prince Edward Island that is not registered under the *Trust and Loan Companies Act* (Canada) or under comparable legislation in another jurisdiction of Canada is not a trust company or trust corporation for the purpose of paragraph (1)(a).

8.12 Mortgages

(1) In this section, “syndicated mortgage” means a mortgage in which two or more persons or companies participate, directly or indirectly, as lenders in the debt obligation that is secured by the mortgage.

(2) Subject to subsection (3), the dealer registration requirement does not apply in respect of a trade in a mortgage on real property in a jurisdiction of Canada by a person or company who is registered or licensed, or exempted from registration or licensing, under mortgage brokerage or mortgage dealer legislation of that jurisdiction.

(3) In Alberta, British Columbia, Manitoba, Québec and Saskatchewan, subsection (2) does not apply in respect of a trade in a syndicated mortgage.

(4) This section does not apply in Ontario.

Note: In Ontario a similar exemption from the dealer registration requirement is provided under subsection 35(4) of the *Securities Act* (Ontario).

8.13 Personal property security legislation

(1) The dealer registration requirement does not apply in respect of a trade to a person or company, other than an individual in a security evidencing indebtedness secured by or under a security agreement, secured in accordance with personal property security legislation of a jurisdiction of Canada that provides for the granting of security in personal property.

(2) This section does not apply in Ontario.

Note: In Ontario a similar exemption from the dealer registration requirement is provided under subsection 35(2) of the *Securities Act* (Ontario).

8.14 Variable insurance contract

(1) In this section

“contract”, “group insurance”, “insurance company”, “life insurance” and “policy” have the respective meanings assigned to them in the legislation referenced opposite the name of the local jurisdiction in Appendix A of NI 45-106;

“variable insurance contract” means a contract of life insurance under which the interest of the purchaser is valued for purposes of conversion or surrender by reference to the value of a proportionate interest in a specified portfolio of assets.

(2) The dealer registration requirement does not apply in respect of a trade in a variable insurance contract by an insurance company if the variable insurance contract is

- (a) a contract of group insurance,
- (b) a whole life insurance contract providing for the payment at maturity of an amount not less than 75% of the premium paid up to age 75 years for a benefit payable at maturity,
- (c) an arrangement for the investment of policy dividends and policy proceeds in a separate and distinct fund to which contributions are made only from policy dividends and policy proceeds, or
- (d) a variable life annuity.

8.15 Schedule III banks and cooperative associations – evidence of deposit

- (1) The dealer registration requirement does not apply in respect of a trade in an evidence of deposit issued by a Schedule III bank or an association governed by the *Cooperative Credit Associations Act* (Canada).
- (2) This section does not apply in Ontario.

Note: In Ontario, subsection 8.15(1) is not required because the security described in the exemption is excluded from the definition of “security” in subsection 1(1) of the *Securities Act* (Ontario).

8.16 Plan administrator

- (1) In this section

“consultant” has the same meaning as in section 2.22 of NI 45-106;

“control person” has the same meaning as in section 1.1 of NI 45-106;

“executive officer” has the same meaning as in section 1.1 of NI 45-106;

“permitted assign” has the same meaning as in section 2.22 of NI 45-106;

“plan” means a plan or program established or maintained by an issuer providing for the acquisition of securities of the issuer by employees, executive officers, directors or consultants of the issuer or of a related entity of the issuer;

“plan administrator” means a trustee, custodian, or administrator, acting on behalf of, or for the benefit of, employees, executive officers, directors or consultants of an issuer or of a related entity of an issuer;

“related entity” has the same meaning as in section 2.22 of NI 45-106.

- (2) The dealer registration requirement does not apply in respect of a trade made pursuant to a plan of the issuer in a security of an issuer, or an option to acquire a security of the issuer, made by the issuer, a control person of the issuer, a related entity of the issuer, or a plan administrator of the issuer with any of the following:

- (a) the issuer;
- (b) a current or former employee, executive officer, director or consultant of the issuer or a related entity of the issuer;
- (c) a permitted assign of a person or company referred to in paragraph (b).

- (3) The dealer registration requirement does not apply in respect of a trade in a security of an issuer, or an option to acquire a security of the issuer, made by a plan administrator of the issuer if

- (a) the trade is pursuant to a plan of the issuer, and
- (b) the conditions in section 2.14 of National Instrument 45-102 *Resale of Securities* are satisfied.

8.17 Reinvestment plan

- (1) Subject to subsections (3), (4) and (5), the dealer registration requirement does not apply in respect of the following trades by an issuer, or by a trustee, custodian or administrator acting for or on behalf of the issuer, to a security holder of the issuer if the trades are permitted by a plan of the issuer:

- (a) a trade in a security of the issuer's own issue if a dividend or distribution out of earnings, surplus, capital or other sources payable in respect of the issuer's securities is applied to the purchase of the security;
 - (b) subject to subsection (2), a trade in a security of the issuer's own issue if the security holder makes an optional cash payment to purchase the security of the issuer that trades on a marketplace.
- (2) The aggregate number of securities issued under the optional cash payment referred to in subsection (1)(b) must not exceed, in any financial year of the issuer during which the trade takes place, 2% of the issued and outstanding securities of the class to which the plan relates as at the beginning of the financial year.
- (3) A plan that permits the trades described in subsection (1) must be available to every security holder in Canada to which the dividend or distribution out of earnings, surplus, capital or other sources is available.
- (4) This section is not available in respect of a trade in a security of an investment fund.
- (5) Subject to section 8.3.1 [*transition – reinvestment plan*] of NI 45-106, if the security traded under a plan described in subsection (1) is of a different class or series than the class or series of the security to which the dividend or distribution is attributable, the issuer or the trustee, custodian or administrator must have provided to each participant that is eligible to receive a security under the plan either a description of the material attributes and characteristics of the security traded under the plan or notice of a source from which the participant can obtain the information without charge.

8.18 International dealer

- (1) In this section, "foreign security" means
- (a) a security issued by an issuer incorporated, formed or created under the laws of a foreign jurisdiction, or
 - (b) a security issued by a government of a foreign jurisdiction.
- (2) Subject to subsections (3) and (4), the dealer registration requirement does not apply in respect of the following:
- (a) an activity, other than a sale of a security, that is reasonably necessary to facilitate a distribution of securities that are offered primarily in a foreign jurisdiction;
 - (b) a trade in a debt security with a permitted client during the security's distribution, if the debt security is offered primarily in a foreign jurisdiction and a prospectus has not been filed with a Canadian securities regulatory authority for the distribution;
 - (c) a trade in a debt security that is a foreign security with a permitted client, other than during the security's distribution;
 - (d) a trade in a foreign security with a permitted client, unless the trade is made during the security's distribution under a prospectus that has been filed with a Canadian securities regulatory authority;
 - (e) a trade in a foreign security with an investment dealer;
 - (f) a trade in any security with an investment dealer that is acting as principal.
- (3) The exemptions under subsection (2) are not available to a person or company unless all of the following apply:
- (a) the head office or principal place of business of the person or company is in a foreign jurisdiction;
 - (b) the person or company is registered under the securities legislation of the foreign jurisdiction in which its head office or principal place of business is located in a category of registration that permits it to carry on the activities in that jurisdiction that registration as a dealer would permit it to carry on in the local jurisdiction;
 - (c) the person or company engages in the business of a dealer in the foreign jurisdiction in which its head office or principal place of business is located;
 - (d) the person or company is acting as principal or as agent for the issuer of the securities, for a permitted client, or for a person or company that is not a resident of Canada;

- (e) the person or company has submitted to the securities regulatory authority a completed Form 31-103F2 *Submission to Jurisdiction and Appointment of Agent for Service*.

(4) The exemptions under subsection (2) are not available to a person or company in respect of a trade with a permitted client unless one of the following applies:

- (a) the permitted client is a person or company registered under the securities legislation of a jurisdiction of Canada as an adviser or dealer;
- (b) the person or company has notified the permitted client of all of the following:
 - (i) the person or company is not registered in Canada;
 - (ii) the person or company's jurisdiction of residence;
 - (iii) the name and address of the agent for service of process of the person or company in the local jurisdiction;
 - (iv) there may be difficulty enforcing legal rights against the person or company because it is resident outside Canada and all or substantially all of its assets may be situated outside of Canada.

(5) A person or company relying on subsection (2) must notify the regulator 12 months after it first submits a Form 31-103F2 under paragraph (3)(e), and each year thereafter, if it continues to rely on subsection (2).

(6) In Ontario, subsection (5) does not apply to a person or company that complies with the filing and fee payment requirements applicable to an unregistered exempt international firm under Ontario Securities Commission Rule 13-502 Fees.

8.19 Self-directed registered education savings plan

(1) In this section

"self-directed RESP" means an educational savings plan registered under the *Income Tax Act* (Canada)

- (a) that is structured so that contributions by a subscriber to the plan are deposited directly into an account in the name of the subscriber, and
- (b) under which the subscriber maintains control and direction over the plan that enables the subscriber to direct how the assets of the plan are to be held, invested or reinvested subject to compliance with the *Income Tax Act* (Canada).

(2) The dealer registration requirement does not apply in respect of a trade in a self-directed RESP to a subscriber if both of the following apply:

- (a) the trade is made by any of the following:
 - (i) a dealing representative of a mutual fund dealer who is acting on behalf of the mutual fund dealer;
 - (ii) a Canadian financial institution;
 - (iii) in Ontario, a financial intermediary;
- (b) the self-directed RESP restricts its investments in securities to securities in which the person or company who trades the self-directed RESP is permitted to trade.

8.20 Exchange contract – Alberta, British Columbia, New Brunswick and Saskatchewan

(1) In Alberta, British Columbia and New Brunswick, the dealer registration requirement does not apply in respect of the following trades in exchange contracts:

- (a) a trade by a person or company made
 - (i) solely through an agent who is a registered dealer, if the dealer is registered in a category that permits the trade, or

- (ii) to a registered dealer who is purchasing as principal, if the dealer is registered in a category that permits the trade;
 - (b) subject to subsection (2), a trade resulting from an unsolicited order placed with an individual who is not a resident of, and does not carry on business in, the local jurisdiction.
- (2) An individual referred to in subsection (1)(b) must not do any of the following:
- (a) advertise or engage in promotional activity that is directed to persons or companies in the local jurisdiction during the 6 months preceding the trade;
 - (b) pay any commission or finder's fee to any person or company in the local jurisdiction in connection with the trade.
- (3) In Saskatchewan, the dealer registration requirement does not apply in respect of either of the following:
- (a) a trade in an exchange contract made solely through an agent who is a registered dealer, if the dealer is registered in a category that permits the trade;
 - (b) a trade in an exchange contract made to a registered dealer who is purchasing as principal, if the dealer is registered in a category that permits the trade.

8.21 Specified debt

- (1) In this section

“approved credit rating” has the same meaning as in National Instrument 81-102 *Mutual Funds*;

“approved credit rating organization” has the same meaning as in National Instrument 81-102 *Mutual Funds*;

“permitted supranational agency” means any of the following:

- (a) the African Development Bank, established by the Agreement Establishing the African Development Bank which came into force on September 10, 1964, that Canada became a member of on December 30, 1982;
 - (b) the Asian Development Bank, established under a resolution adopted by the United Nations Economic and Social Commission for Asia and the Pacific in 1965;
 - (c) the Caribbean Development Bank, established by the Agreement Establishing the Caribbean Development Bank which came into force on January 26, 1970, as amended, that Canada is a founding member of;
 - (d) the European Bank for Reconstruction and Development, established by the Agreement Establishing the European Bank for Reconstruction and Development and approved by the *European Bank for Reconstruction and Development Agreement Act (Canada)*, that Canada is a founding member of;
 - (e) the Inter-American Development Bank, established by the Agreement establishing the Inter-American Development Bank which became effective December 30, 1959, as amended from time to time, that Canada is a member of;
 - (f) the International Bank for Reconstruction and Development, established by the Agreement for an International Bank for Reconstruction and Development approved by the Bretton Woods and *Related Agreements Act (Canada)*;
 - (g) the International Finance Corporation, established by Articles of Agreement approved by the *Bretton Woods and Related Agreements Act (Canada)*.
- (2) The dealer registration requirement does not apply in respect of a trade in any of the following:
- (a) a debt security issued by or guaranteed by the Government of Canada or the government of a jurisdiction of Canada;

- (b) a debt security issued by or guaranteed by a government of a foreign jurisdiction if the debt security has an approved credit rating from an approved credit rating organization;
- (c) a debt security issued by or guaranteed by a municipal corporation in Canada;
- (d) a debt security secured by or payable out of rates or taxes levied under the law of a jurisdiction of Canada on property in the jurisdiction and collectible by or through the municipality in which the property is situated;
- (e) a debt security issued by or guaranteed by a Canadian financial institution or a Schedule III bank, other than debt securities that are subordinate in right of payment to deposits held by the issuer or guarantor of those debt securities;
- (f) a debt security issued by the Comité de gestion de la taxe scolaire de l'île de Montréal;
- (g) a debt security issued by or guaranteed by a permitted supranational agency if the debt securities are payable in the currency of Canada or the United States of America.

(3) Paragraphs (2)(a), (c) and (d) do not apply in Ontario.

Note: In Ontario, exemptions from the dealer registration requirement similar to those in paragraphs 8.21(a), (c) and (d) are provided under paragraph 2 of subsection 35(1) of the *Securities Act* (Ontario).

8.22 Small security holder selling and purchase arrangements

(1) In this section

“exchange” means

- (a) TSX Inc.,
- (b) TSX Venture Exchange Inc., or
- (c) an exchange that
 - (i) has a policy that is substantially similar to the policy of the TSX Inc., and
 - (ii) is designated by the securities regulatory authority for the purpose of this section;

“policy” means,

- (a) in the case of TSX Inc., sections 638 and 639 [*Odd lot selling and purchase arrangements*] of the TSX Company Manual, as amended from time to time,
- (b) in the case of the TSX Venture Exchange Inc., Policy 5.7 Small Shareholder Selling and Purchase Arrangements, as amended from time to time, or
- (c) in the case of an exchange referred to in paragraph (c) of the definition of “exchange”, the rule, policy or other similar instrument of the exchange on small shareholder selling and purchase arrangements.

(2) The dealer registration requirement does not apply in respect of a trade by an issuer or its agent, in securities of the issuer that are listed on an exchange, if all of the following apply:

- (a) the trade is an act in furtherance of participation by the holders of the securities in an arrangement that is in accordance with the policy of that exchange;
- (b) the issuer and its agent do not provide advice to a security holder about the security holder's participation in the arrangement referred to in paragraph (a), other than a description of the arrangement's operation, procedures for participation in the arrangement, or both;
- (c) the trade is made in accordance with the policy of that exchange, without resort to an exemption from, or variation of, the significant subject matter of the policy;

- (d) at the time of the trade after giving effect to a purchase under the arrangement, the market value of the maximum number of securities that a security holder is permitted to hold in order to be eligible to participate in the arrangement is not more than \$25 000.

(3) For the purposes of subsection (2)(c), an exemption from, or variation of, the maximum number of securities that a security holder is permitted to hold under a policy in order to be eligible to participate in the arrangement provided for in the policy is not an exemption from, or variation of, the significant subject matter of the policy.

Division 2 Exemptions from adviser registration

8.23 Dealer without discretionary authority

The adviser registration requirement does not apply to a registered dealer, or a dealing representative acting on behalf of the dealer, that provides advice to a client if the advice is

- (a) in connection with a trade in a security that the dealer and the representative are permitted to make under his, her or its registration,
- (b) provided by the representative, and
- (c) not in respect of a managed account of the client.

8.24 IIROC members with discretionary authority

The adviser registration requirement does not apply to a registered dealer, or a dealing representative acting on behalf of the dealer, that acts as an adviser in respect of a client's managed account if the registered dealer is a member of IIROC and the advising activities are conducted in accordance with the rules of IIROC.

8.25 Advising generally

(1) For the purposes of subsections (3) and (4), "financial or other interest" includes the following:

- (a) ownership, beneficial or otherwise, in the security or in another security issued by the same issuer;
- (b) an option in respect of the security or another security issued by the same issuer;
- (c) a commission or other compensation received, or expected to be received, from any person or company in connection with the trade in the security;
- (d) a financial arrangement regarding the security with any person or company;
- (e) a financial arrangement with any underwriter or other person or company who has any interest in the security.

(2) The adviser registration requirement does not apply to a person or company that acts as an adviser if the advice the person or company provides does not purport to be tailored to the needs of the person or company receiving the advice.

(3) If a person or company that is exempt under subsection (2) recommends buying, selling or holding a specified security, a class of securities or the securities of a class of issuers in which any of the following has a financial or other interest, the person or company must disclose the interest concurrently with providing the advice:

- (a) the person or company;
- (b) any partner, director or officer of the person or company;
- (c) any other person or company that would be an insider of the first-mentioned person or company if the first-mentioned person or company were a reporting issuer.

(4) If the financial or other interest of the person or company includes an interest in an option described in paragraph (b) of the definition of "financial or other interest" in subsection (1), the disclosure required by subsection (3) must include a description of the terms of the option.

(5) This section does not apply in Ontario.

Note: In Ontario, measures similar to those in section 7.24 are in section 34 of the *Securities Act* (Ontario).

8.26 International adviser

(1) Despite section 1.2, in Alberta, British Columbia, New Brunswick and Saskatchewan, a reference to “securities” in this section excludes “exchange contracts”.

(2) In this section

“aggregate consolidated gross revenue” does not include the gross revenue of an affiliate of the adviser if the affiliate is registered in a jurisdiction of Canada;

“foreign security” means

- (a) a security issued by an issuer incorporated, formed or created under the laws of a foreign jurisdiction, and
- (b) a security issued by a government of a foreign jurisdiction;

“permitted client” has the meaning given to the term in section 1.1 [*definitions*] except that it excludes a person or company registered under the securities legislation of a jurisdiction of Canada as an adviser or dealer.

(3) The adviser registration requirement does not apply to a person or company in respect of its acting as an adviser to a permitted client if the adviser does not advise in Canada on securities of Canadian issuers, unless providing that advice is incidental to its providing advice on a foreign security.

(4) The exemption under subsection (3) is not available unless all of the following apply:

- (a) the adviser’s head office or principal place of business is in a foreign jurisdiction;
- (b) the adviser is registered, or operates under an exemption from registration, under the securities legislation of the foreign jurisdiction in which its head office or principal place of business is located, in a category of registration that permits it to carry on the activities in that jurisdiction that registration as an adviser would permit it to carry on in the local jurisdiction;
- (c) the adviser engages in the business of an adviser in the foreign jurisdiction in which its head office or principal place of business is located;
- (d) during its most recently completed financial year, not more than 10% of the aggregate consolidated gross revenue of the adviser, its affiliates and its affiliated partnerships was derived from the portfolio management activities of the adviser, its affiliates and its affiliated partnerships in Canada;
- (e) before advising a client, the adviser notifies the client of all of the following:
 - (i) the adviser is not registered in Canada;
 - (ii) the jurisdiction of residence of the adviser;
 - (iii) the name and address of the adviser’s agent for service of process in the local jurisdiction;
 - (iv) that there may be difficulty enforcing legal rights against the adviser because it is resident outside Canada and all or substantially all of its assets may be situated outside of Canada;
- (f) the adviser has submitted to the securities regulatory authority a completed Form 31-103F2 *Submission to Jurisdiction and Appointment of Agent for Service*.

(5) A person or company relying on subsection (3) must notify the regulator 12 months after it first submits a Form 31-103F2 under paragraph (4)(f), and each year thereafter, if it continues to rely on subsection (3).

(6) In Ontario, subsection (5) does not apply to a person or company that complies with the filing and fee payment requirements applicable to an unregistered exempt international firm under Ontario Securities Commission Rule 13-502 Fees.

*Division 3 Exemptions from investment fund manager registration***8.27 Private investment club**

The investment fund manager registration requirement does not apply to a person or company in respect of its acting as an investment fund manager for an investment fund if all of the following apply:

- (a) the fund has no more than 50 beneficial security holders;
- (b) the fund does not seek and has never sought to borrow money from the public;
- (c) the fund does not distribute and has never distributed its securities to the public;
- (d) the fund does not pay or give any remuneration for investment management or administration advice in respect of trades in securities, except normal brokerage fees;
- (e) the fund, for the purpose of financing its operations, requires security holders to make contributions in proportion to the value of the securities held by them.

8.28 Capital accumulation plan exemption

(1) In this section, “capital accumulation plan” means a tax assisted investment or savings plan, including a defined contribution registered pension plan, a group registered retirement savings plan, a group registered education savings plan, or a deferred profit-sharing plan, established by a plan sponsor that permits a member to make investment decisions among two or more investment options offered within the plan, and in Quebec and Manitoba, includes a simplified pension plan.

(2) The investment fund manager registration requirement does not apply to a person or company that acts as an investment fund manager for an investment fund if the person or company is only required to be registered as an investment fund manager because the investment fund is an investment option in a capital accumulation plan.

8.29 Private investment fund – loan and trust pools

(1) The investment fund manager registration requirement does not apply to a trust company or trust corporation that administers an investment fund if all of the following apply:

- (a) the trust company or trust corporation is registered or authorized by an enactment of Canada or a jurisdiction of Canada to carry on business in Canada or a jurisdiction of Canada;
- (b) the fund has no promoter or investment fund manager other than the trust company or trust corporation;
- (c) the fund commingles the money of different estates and trusts for the purpose of facilitating investment.

(2) The exemption in subsection (1) is not available to a trust company or trust corporation registered under the laws of Prince Edward Island unless it is also registered under the *Trust and Loan Companies Act* (Canada) or under comparable legislation in another jurisdiction of Canada.

*Division 4 Mobility exemption – firms***8.30 Client mobility exemption – firms**

The dealer registration requirement and the adviser registration requirement do not apply to a person or company if all of the following apply:

- (a) the person or company is registered as a dealer or adviser in its principal jurisdiction;
- (b) the person or company does not act as a dealer, underwriter or adviser in the local jurisdiction other than as it is permitted to in its principal jurisdiction according to its registration;
- (c) the person or company does not act as a dealer, underwriter or adviser in the local jurisdiction other than in respect of 10 or fewer eligible clients;
- (d) the person or company complies with Parts 13 [*dealing with clients – individuals and firms*] and 14 [*handling client accounts – firms*];

- (e) the person or company deals fairly, honestly and in good faith in the course of its dealings with an eligible client.

Part 9 Membership in a self-regulatory organization

9.1 IIROC membership for investment dealers

An investment dealer must not act as a dealer unless the investment dealer is a “Dealer Member”, as defined under the rules of IIROC.

9.2 MFDA membership for mutual fund dealers

Except in Québec, a mutual fund dealer must not act as a dealer unless the mutual fund dealer is a “member”, as defined under the rules of the MFDA.

9.3 Exemptions from certain requirements for SRO members

(1) An investment dealer that is a member of IIROC is exempt from the following requirements to the extent the provisions apply to the activities of an investment dealer:

- (a) section 12.1 [*capital requirements*];
- (b) section 12.2 [*notifying the regulator of a subordination agreement*];
- (c) section 12.3 [*insurance – dealer*];
- (d) section 12.6 [*global bonding or insurance*];
- (e) section 12.7 [*notifying the regulator of a change, claim or cancellation*];
- (f) section 12.10 [*annual financial statements*];
- (g) section 12.11 [*interim financial information*];
- (h) section 12.12 [*delivering financial information – dealer*];
- (i) subsection 13.2(3) [*know your client*];
- (j) section 13.3 [*suitability*];
- (k) section 13.12 [*restriction on lending to clients*];
- (l) section 13.13 [*disclosure when recommending the use of borrowed money*];
- (m) subsection 14.2(2) [*relationship disclosure information*];
- (n) section 14.6 [*holding client assets in trust*];
- (o) section 14.8 [*securities subject to a safekeeping agreement*];
- (p) section 14.9 [*securities not subject to a safekeeping agreement*];
- (q) section 14.12 [*content and delivery of trade confirmation*].

(2) Despite subsection (1), if a registered firm is a member of IIROC and is registered as an investment fund manager, the firm is not exempt from the following requirements:

- (a) section 12.1 [*capital requirements*];
- (b) section 12.2 [*notifying the regulator of a subordination agreement*];
- (c) section 12.7 [*notifying the regulator of a change, claim or cancellation*];

- (d) section 12.10 [*annual financial statements*];
- (e) section 12.11 [*interim financial information*].

(3) A registered firm that is a member of the MFDA is exempt from each requirement listed in subsection (1) that applies to a mutual fund dealer other than the following:

- (a) subsection 13.2(3) [*know your client*];
- (b) section 13.12 [*restriction on lending to clients*].

(4) Despite subsection (3), if a registered firm is a member of the MFDA and is registered as an investment fund manager, the firm is not exempt from the following requirements:

- (a) section 12.1 [*capital requirements*];
- (b) section 12.2 [*notifying the regulator of a subordination agreement*];
- (c) section 12.7 [*notifying the regulator of a change, claim or cancellation*];
- (d) section 12.10 [*annual financial statements*];
- (e) section 12.11 [*interim financial information*].

(5) Subsection (3) does not apply in Québec.

(6) In Québec, the requirements listed in subsection (1), other than subsection 13.2(3) [*know your client*] and section 13.12 [*restriction on lending to clients*] do not apply to a mutual fund dealer if the registrant complies with the applicable regulations on mutual fund dealer in Québec.

Part 10 Suspension and revocation of registration – firms

Division 1 When a firm's registration is suspended

10.1 Failure to pay fees

- (1) In this section, “annual fees” means
- (a) in Alberta, the fees required under section 2.1 of the Schedule - Fees in Alta. Reg. 115/95 – Securities Regulation,
 - (b) in British Columbia, the annual fees required under section 22 of the Securities Regulation, B.C. Reg. 196/97,
 - (c) in Manitoba, the fees required under paragraph 1.(2)(a) of the *Manitoba Fee Regulation*, M.R. 49188R,
 - (d) in New Brunswick, the fees required under section 2.2 (c) of Local Rule 11-501 *Fees*,
 - (e) in Newfoundland and Labrador, the fees required under section 143 of the *Securities Act*,
 - (f) in Nova Scotia, the fees required under Part XIV of the Regulations,
 - (g) in Northwest Territories, the fees required under sections 1(c) and 1(e) of the Securities Fee regulations, R-066-2008,
 - (h) in Nunavut, the fees required under section 1(a) of the Schedule to R-003-2003 to the Securities Fee regulation, R.R.N.W.T. 1990, c.20,
 - (i) in Prince Edward Island, the fees required under section 175 of the *Securities Act* R.S.P.E.I., Cap. S-3.1,
 - (j) in Québec, the fees required under section 271.5 of the Québec Securities Regulation,
 - (k) in Saskatchewan, the annual registration fees required to be paid by a registrant under section 176 of The Securities Regulations (Saskatchewan), and

(l) in Yukon, the fees required under O.I.C. 2009\66, pursuant to section 168 of the *Securities Act*.

(2) If a registered firm has not paid the annual fees by the 30th day after the date the annual fees were due, the registration of the firm is suspended until reinstated or revoked under securities legislation.

10.2 If IIROC membership is revoked or suspended

If IIROC revokes or suspends a registered firm's membership, the firm's registration in the category of investment dealer is suspended until reinstated or revoked under securities legislation.

10.3 If MFDA membership is revoked or suspended

Except in Québec, if the MFDA revokes or suspends a registered firm's membership, the firm's registration in the category of mutual fund dealer is suspended until reinstated or revoked under securities legislation.

10.4 Activities not permitted while a firm's registration is suspended

If a registered firm's registration in a category is suspended, the firm must not act as a dealer, an underwriter, an adviser, or an investment fund manager, as the case may be, under that category.

Division 2 Revoking a firm's registration

10.5 Revocation of a suspended registration – firm

If a registration has been suspended under this Part and it has not been reinstated, the registration is revoked on the 2nd anniversary of the suspension.

10.6 Exception for firms involved in a hearing

Despite section 10.5, if a hearing concerning a suspended registrant is commenced under securities legislation or under the rules of an SRO, the registrant's registration remains suspended.

10.7 Application of Part 10 in Ontario

Other than section 10.4 [*activities not permitted while a firm's registration is suspended*], this Part does not apply in Ontario.

Note: In Ontario, measures governing suspension in section 29 of the *Securities Act* (Ontario) are similar to those in Parts 6 and 10.

Part 11 Internal controls and systems

Division 1 Compliance

11.1 Compliance system

A registered firm must establish, maintain and apply policies and procedures that establish a system of controls and supervision sufficient to

- (a) provide reasonable assurance that the firm and each individual acting on its behalf complies with securities legislation, and
- (b) manage the risks associated with its business in accordance with prudent business practices.

11.2 Designating an ultimate designated person

(1) A registered firm must designate an individual who is registered under securities legislation in the category of ultimate designated person to perform the functions described in section 5.1 [*responsibilities of the ultimate designated person*].

(2) A registered firm must not designate an individual to act as the firm's ultimate designated person unless the individual is one of the following:

- (a) the chief executive officer or sole proprietor of the registered firm;

- (b) an officer in charge of a division of the registered firm, if the activity that requires the firm to register occurs only within the division;
- (c) an individual acting in a capacity similar to that of an officer described in paragraph (a) or (b).

(3) If an individual who is registered as a registered firm's ultimate designated person ceases to meet any of the conditions listed in subsection (2), the registered firm must designate another individual to act as its ultimate designated person.

11.3 Designating a chief compliance officer

(1) A registered firm must designate an individual who is registered under securities legislation in the category of chief compliance officer to perform the functions described in section 5.2 [*responsibilities of the chief compliance officer*].

(2) A registered firm must not designate an individual to act as the firm's chief compliance officer unless the individual has satisfied the applicable conditions in Part 3 [*registration requirements – individuals*] and the individual is one of the following:

- (a) an officer or partner of the registered firm;
- (b) the sole proprietor of the registered firm.

(3) If an individual who is registered as a registered firm's chief compliance officer ceases to meet any of the conditions listed in subsection (2), the registered firm must designate another individual to act as its chief compliance officer.

11.4 Providing access to board

A registered firm must permit its ultimate designated person and its chief compliance officer to directly access the firm's board of directors, or individuals acting in a similar capacity for the firm, at such times as the ultimate designated person or the chief compliance officer may consider necessary or advisable in view of his or her responsibilities.

Division 2 Books and records

11.5 General requirements for records

(1) A registered firm must maintain records to

- (a) accurately record its business activities, financial affairs, and client transactions, and
- (b) demonstrate the extent of the firm's compliance with applicable requirements of securities legislation.

(2) The records required under subsection (1) include, but are not limited to, records that do the following:

- (a) permit timely creation and audit of financial statements and other financial information required to be filed or delivered to the securities regulatory authority;
- (b) permit determination of the registered firm's capital position;
- (c) demonstrate compliance with the registered firm's capital and insurance requirements;
- (d) demonstrate compliance with internal control procedures;
- (e) demonstrate compliance with the firm's policies and procedures;
- (f) permit the identification and segregation of client cash, securities, and other property;
- (g) identify all transactions conducted on behalf of the registered firm and each of its clients, including the parties to the transaction and the terms of the purchase or sale;
- (h) provide an audit trail for
 - (i) client instructions and orders, and
 - (ii) each trade transmitted or executed for a client or by the registered firm on its own behalf;

- (i) permit the generation of account activity reports for clients;
- (j) provide securities pricing as may be required by securities legislation;
- (k) document the opening of client accounts, including any agreements with clients;
- (l) demonstrate compliance with sections 13.2 [*know your client*] and 13.3 [*suitability*];
- (m) demonstrate compliance with complaint-handling requirements;
- (n) document correspondence with clients;
- (o) document compliance and supervision actions taken by the firm.

11.6 Form, accessibility and retention of records

- (1) A registered firm must keep a record that it is required to keep under securities legislation
- (a) for 7 years from the date the record is created,
 - (b) in a safe location and in a durable form, and
 - (c) in a manner that permits it to be provided to the regulator or the securities regulatory authority in a reasonable period of time.
- (2) A record required to be provided to the regulator or the securities regulatory authority must be provided in a format that is capable of being read by the regulator or the securities regulatory authority.
- (3) Paragraph (1)(c) does not apply in Ontario.

Note: In Ontario, how quickly a registered firm is required to provide information to the regulator is addressed in subsection 19(3) of the *Securities Act* (Ontario).

Division 3 Certain business transactions

11.7 Tied settling of securities transactions

A registered firm must not require a person or company to settle that person's or company's transaction with the registered firm through that person's or company's account at a Canadian financial institution as a condition, or on terms that would appear to a reasonable person to be a condition, of supplying a product or service, unless this method of settlement would be, to a reasonable person, necessary to provide the specific product or service that the person or company has requested.

11.8 Tied selling

A dealer, adviser or investment fund manager must not require another person or company

- (a) to buy, sell or hold a security as a condition, or on terms that would appear to a reasonable person to be a condition, of supplying or continuing to supply a product or service, or
- (b) to buy, sell or use a product or service as a condition, or on terms that would appear to a reasonable person to be a condition, of buying or selling a security.

11.9 Registrant acquiring a registered firm's securities or assets

- (1) A registrant must give the regulator written notice in accordance with subsection (2) if it proposes to acquire any of the following:
- (a) beneficial ownership of, or direct or indirect control or direction over, a security of a registered firm;
 - (b) beneficial ownership of, or direct or indirect control or direction over, a security of a person or company of which a registered firm is a subsidiary;
 - (c) all or a substantial part of the assets of a registered firm.

(2) The notice required under subsection (1) must be delivered to the regulator at least 30 days before the proposed acquisition and must include all relevant facts regarding the acquisition sufficient to enable the regulator to determine if the acquisition is

- (a) likely to give rise to a conflict of interest,
- (b) likely to hinder the registered firm in complying with securities legislation,
- (c) inconsistent with an adequate level of investor protection, or
- (d) otherwise prejudicial to the public interest.

(3) Subsection (1) does not apply to the following:

- (a) a proposed acquisition in connection with an amalgamation, merger, arrangement, reorganization or treasury issue if the beneficial ownership of, or direct or indirect control or direction over, the person or company whose security is to be acquired will not change;
- (b) a registrant who, alone or in combination with any other person or company, proposes to acquire securities that, together with the securities already beneficially owned, or over which direct or indirect control or direction is already exercised, do not exceed more than 10% of any class or series of securities that are listed and posted for trading on an exchange.

(4) Except in Ontario and British Columbia, if, within 30 days of the regulator's receipt of a notice under subsection (1), the regulator notifies the registrant making the acquisition that the regulator objects to the acquisition, the acquisition must not occur until the regulator approves it.

(5) In Ontario, if, within 30 days of the regulator's receipt of a notice under subsection (1)(a) or (c), the regulator notifies the registrant making the acquisition that the regulator objects to the acquisition, the acquisition must not occur until the regulator approves it.

(6) Following receipt of a notice of objection under subsection (4) or (5), the person or company who submitted the notice to the regulator may request an opportunity to be heard on the matter.

11.10 Registered firm whose securities are acquired

(1) A registered firm must give the regulator written notice in accordance with subsection (2) if it knows or has reason to believe that any person or company, alone or in combination with any other person or company, is about to acquire, or has acquired, beneficial ownership of, or direct or indirect control or direction over, 10% or more of any class or series of voting securities of any of the following:

- (a) the registered firm;
- (b) a person or company of which the registered firm is a subsidiary.

(2) The notice required under subsection (1) must,

- (a) be delivered to the regulator as soon as possible,
- (b) include the name of each person or company involved in the acquisition, and
- (c) after the registered firm has applied reasonable efforts to gather all relevant facts, include facts regarding the acquisition sufficient to enable the regulator to determine if the acquisition is
 - (i) likely to give rise to a conflict of interest,
 - (ii) likely to hinder the registered firm in complying with securities legislation,
 - (iii) inconsistent with an adequate level of investor protection, or
 - (iv) otherwise prejudicial to the public interest.

- (3) This section does not apply to an amalgamation, merger, arrangement, reorganization or treasury issue in which the beneficial ownership of a registered firm does not change.
- (4) This section does not apply if notice of the transaction was provided under section 11.9 [*registrant acquiring a registered firm's securities or assets*].
- (5) Except in British Columbia and Ontario, if, within 30 days of the regulator's receipt of a notice under subsection (1), the regulator notifies the person or company making the acquisition that the regulator objects to the acquisition, the acquisition must not occur until the regulator approves it.
- (6) In Ontario, if, within 30 days of the regulator's receipt of a notice under subsection (1)(a), the regulator notifies the person or company making the acquisition that the regulator objects to the acquisition, the acquisition must not occur until the regulator approves it.
- (7) Following receipt of a notice of objection under subsection (5) or (6), the person or company proposing to make the acquisition may request an opportunity to be heard on the matter.

Part 12 Financial condition

Division 1 Working capital

12.1 Capital requirements

- (1) If, at any time, the excess working capital of a registered firm, as calculated using Form 31-103F1 *Calculation of Excess Working Capital*, is less than zero, the registered firm must notify the regulator as soon as possible.
- (2) A registered firm must ensure that its excess working capital, as calculated using Form 31-103F1 *Calculation of Excess Working Capital*, is not less than zero for 2 consecutive days.
- (3) For the purpose of completing Form 31-103F1 *Calculation of Excess Working Capital*, the minimum capital is
- (a) \$25,000, for a registered adviser that is not also a registered dealer or a registered investment fund manager,
 - (b) \$50,000, for a registered dealer that is not also a registered investment fund manager, and
 - (c) \$100,000, for a registered investment fund manager.
- (4) Paragraph (3)(c) does not apply to a registered investment fund manager that is exempt from the dealer registration requirement under section 8.6 [*adviser – non-prospectus qualified investment fund*] in respect of all investment funds for which it acts as adviser.

12.2 Notifying the regulator of a subordination agreement

If a registered firm has executed a subordination agreement, the effect of which is to exclude an amount from its long-term related party debt as calculated on Form 31-103F1 *Calculation of Excess Working Capital*, the firm must notify the regulator 5 days before it

- (a) repays the loan or any part of the loan, or
- (b) terminates the agreement.

Division 2 Insurance

12.3 Insurance – dealer

- (1) A registered dealer must maintain bonding or insurance
- (a) that contains the clauses set out in Appendix A [*bonding and insurance clauses*], and
 - (b) that provides for a double aggregate limit or a full reinstatement of coverage.

(2) A registered dealer must maintain bonding or insurance in respect of each clause set out in Appendix A and in the highest of the following amounts for each clause:

- (a) \$50,000 per employee, agent and dealing representative or \$200,000, whichever is less;
- (b) one per cent of the total client assets that the dealer holds or has access to, as calculated using the dealer's most recent financial records, or \$25,000,000, whichever is less;
- (c) one per cent of the dealer's total assets, as calculated using the dealer's most recent financial records, or \$25,000,000, whichever is less;
- (d) the amount determined to be appropriate by a resolution of the dealer's board of directors, or individuals acting in a similar capacity for the firm.

(3) In Québec, this section does not apply to a scholarship plan dealer or a mutual fund dealer registered only in Québec.

12.4 Insurance – adviser

(1) A registered adviser must maintain bonding or insurance

- (a) that contains the clauses set out in Appendix A [*bonding and insurance clauses*], and
- (b) that provides for a double aggregate limit or a full reinstatement of coverage.

(2) A registered adviser that does not hold or have access to client assets must maintain bonding or insurance in respect of each clause set out in Appendix A and in the amount of \$50,000 for each clause.

(3) A registered adviser that holds or has access to client assets must maintain bonding or insurance in respect of each clause set out in Appendix A and in the highest of the following amounts for each clause:

- (a) one per cent of assets under management that the adviser holds or has access to, as calculated using the adviser's most recent financial records, or \$25,000,000, whichever is less;
- (b) one per cent of the adviser's total assets, as calculated using the adviser's most recent financial records, or \$25,000,000, whichever is less;
- (c) \$200,000;
- (d) the amount determined to be appropriate by a resolution of the adviser's board of directors or individuals acting in a similar capacity for the firm.

12.5 Insurance – investment fund manager

(1) A registered investment fund manager must maintain bonding or insurance

- (a) that contains the clauses set out in Appendix A [*bonding and insurance clauses*], and
- (b) that provides for a double aggregate limit or a full reinstatement of coverage.

(2) A registered investment fund manager must maintain bonding or insurance in respect of each clause set out in Appendix A and in the highest of the following amounts for each clause:

- (a) one per cent of assets under management, as calculated using the investment fund manager's most recent financial records, or \$25,000,000, whichever is less;
- (b) one per cent of the investment fund manager's total assets, as calculated using the investment fund manager's most recent financial records, or \$25,000,000, whichever is less;
- (c) \$200,000;
- (d) the amount determined to be appropriate by a resolution of the investment fund manager's board of directors or individuals acting in a similar capacity for the firm.

12.6 Global bonding or insurance

A registered firm may not maintain bonding or insurance under this Division that benefits, or names as an insured, another person or company unless the bond provides, without regard to the claims, experience or any other factor referable to that other person or company, the following:

- (a) the registered firm has the right to claim directly against the insurer in respect of losses, and any payment or satisfaction of those losses must be made directly to the registered firm;
- (b) the individual or aggregate limits under the policy may only be affected by claims made by or on behalf of
 - (i) the registered firm, or
 - (ii) a subsidiary of the registered firm whose financial results are consolidated with those of the registered firm.

12.7 Notifying the regulator of a change, claim or cancellation

A registered firm must, as soon as possible, notify the regulator in writing of any change in, claim made under, or cancellation of any insurance policy required under this Division.

Division 3 Audits

12.8 Direction by a regulator to conduct an audit or review

A registered firm must direct its auditor in writing to conduct any audit or review required by the regulator during its registration and must submit a copy of the direction to the regulator

- (a) with its application for registration, and
- (b) no later than the 7th day after the registered firm changes its auditor.

12.9 Co-operating with the auditor

A registrant must not withhold, destroy or conceal any information or documents or otherwise fail to cooperate with a reasonable request made by an auditor of the registered firm in the course of an audit.

Division 4 Financial reporting

12.10 Annual financial statements

- (1) The annual financial statements delivered to the regulator under this Division must include the following:
 - (a) an income statement, a statement of retained earnings and a cash flow statement, each prepared for the most recently completed financial year and the financial year immediately preceding the most recently completed financial year, if any;
 - (b) a balance sheet, signed by at least one director of the registered firm, as at the end of the most recently completed financial year and the financial year immediately preceding the most recently completed financial year, if any;
 - (c) notes to the financial statements.
- (2) The annual financial statements delivered to the regulator under this Division must be audited.
- (3) The annual financial statements delivered to the regulator under this Division must be prepared in accordance with National Instrument 52-107 *Acceptable Accounting Principles, Auditing Standards and Reporting Currency*, except that the statements must be prepared on a non-consolidated basis.

12.11 Interim financial information

- (1) The interim financial information delivered to the regulator under this Division may be limited to the following:
- (a) an income statement for the interim period and for the same period of the immediately preceding financial year, if any;
 - (b) a balance sheet, signed by at least one director of the registered firm, as at the end of the interim period and for the same period of the immediately preceding financial year, if any.
- (2) The interim financial information delivered to the regulator under this Division must be prepared using the same accounting principles that the registered firm uses to prepare its annual financial statements.

12.12 Delivering financial information – dealer

- (1) A registered dealer must deliver the following to the regulator no later than the 90th day after the end of its financial year:
- (a) its annual financial statements for the financial year;
 - (b) a completed Form 31-103F1 *Calculation of Excess Working Capital*, showing the calculation of the dealer's excess working capital as at the end of the financial year and as at the end of the immediately preceding financial year, if any.
- (2) A registered dealer must deliver the following to the regulator no later than the 30th day after the end of the first, second and third quarter of its financial year:
- (a) its interim financial information for the quarter;
 - (b) a completed Form 31-103F1 *Calculation of Excess Working Capital*, showing the calculation of the dealer's excess working capital as at the end of the quarter and as at the end of the immediately preceding quarter, if any.
- (3) Subsection (2) does not apply to an exempt market dealer.

12.13 Delivering financial information – adviser

A registered adviser must deliver the following to the regulator no later than the 90th day after the end of its financial year:

- (a) its annual financial statements for the financial year;
- (b) a completed Form 31-103F1 *Calculation of Excess Working Capital*, showing the calculation of the adviser's excess working capital as at the end of the financial year and as at the end of the immediately preceding financial year, if any.

12.14 Delivering financial information – investment fund manager

- (1) A registered investment fund manager must deliver the following to the regulator no later than the 90th day after the end of its financial year:
- (a) its annual financial statements for the financial year;
 - (b) a completed Form 31-103F1 *Calculation of Excess Working Capital*, showing the calculation of the investment fund manager's excess working capital as at the end of the financial year and as at the end of the immediately preceding financial year, if any;
 - (c) a description of any net asset value adjustment made in respect of an investment fund managed by the investment fund manager during the financial year.
- (2) A registered investment fund manager must deliver the following to the regulator no later than the 30th day after the end of the first, second and third quarter of its financial year:
- (a) its interim financial information for the quarter;

- (b) a completed Form 31-103F1 *Calculation of Excess Working Capital*, showing the calculation of the investment fund manager's excess working capital as at the end of the quarter and as at the end of the immediately preceding quarter, if any;
 - (c) a description of any net asset value adjustment made in respect of an investment fund managed by the investment fund manager during the quarter.
- (3) A description of a net asset value adjustment referred to in this section must include the following:
- (a) the name of the fund;
 - (b) assets under administration of the fund;
 - (c) the cause of the adjustment;
 - (d) the dollar amount of the adjustment;
 - (e) the effect of the adjustment on net asset value per unit or share and any corrections made to purchase and sale transactions affecting either the investment fund or security holders of the investment fund.

Part 13 Dealing with clients – individuals and firms

Division 1 *Know your client and suitability*

13.1 Investment fund managers exempt from this Division

This Division does not apply to an investment fund manager.

13.2 Know your client

- (1) For the purpose of paragraph 2(b) in Ontario, Nova Scotia and New Brunswick, “insider” has the meaning ascribed to that term in the *Securities Act* except that “reporting issuer”, as it appears in the definition of “insider”, is to be read as “reporting issuer or any other issuer whose securities are publicly traded”.
- (2) A registrant must take reasonable steps to
- (a) establish the identity of a client and, if the registrant has cause for concern, make reasonable inquiries as to the reputation of the client,
 - (b) establish whether the client is an insider of a reporting issuer or any other issuer whose securities are publicly traded,
 - (c) ensure that it has sufficient information regarding all of the following to enable it to meet its obligations under section 13.3 or, if applicable, the suitability requirement imposed by an SRO:
 - (i) the client's investment needs and objectives;
 - (ii) the client's financial circumstances;
 - (iii) the client's risk tolerance, and
 - (d) establish the creditworthiness of the client if the registered firm is financing the client's acquisition of a security.
- (3) For the purpose of establishing the identity of a client that is a corporation, partnership or trust under paragraph (2)(a), the registrant must establish the following:
- (a) the nature of the client's business;
 - (b) the identity of any individual who,

- (i) in the case of a corporation, is a beneficial owner of, or exercises direct or indirect control or direction over, more than 10% of the voting rights attached to the outstanding voting securities of the corporation, or
 - (ii) in the case of a partnership or trust, exercises control over the affairs of the partnership or trust.
- (4) A registrant must take reasonable steps to keep the information required under this section current.
- (5) This section does not apply if the client is a registered firm, a Canadian financial institution or a Schedule III bank.
- (6) Paragraph (2)(c) does not apply to a registrant in respect of a permitted client if
- (a) the permitted client has waived, in writing, the requirements under subsections 13.3(1) and (2), and
 - (b) the registrant does not act as an adviser in respect of a managed account of the permitted client.

13.3 Suitability

- (1) A registrant must take reasonable steps to ensure that, before it makes a recommendation to or accepts an instruction from a client to buy or sell a security, or makes a purchase or sale of a security for a client's managed account, the purchase or sale is suitable for the client.
- (2) If a client instructs a registrant to buy, sell or hold a security and in the registrant's reasonable opinion following the instruction would not be suitable for the client, the registrant must inform the client of the registrant's opinion and must not buy or sell the security unless the client instructs the registrant to proceed nonetheless.
- (3) This section does not apply if the client is a registered firm, a Canadian financial institution or a Schedule III bank.
- (4) This section does not apply to a registrant in respect of a permitted client if
- (a) the permitted client has waived, in writing, the requirements under this section, and
 - (b) the registrant does not act as an adviser in respect of a managed account of the permitted client.

Division 2 Conflicts of interest

13.4 Identifying and responding to conflicts of interest

- (1) A registered firm must take reasonable steps to identify existing material conflicts of interest, and material conflicts of interest that the registered firm in its reasonable opinion would expect to arise, between the firm, including each individual acting on the firm's behalf, and a client.
- (2) A registered firm must respond to an existing or potential conflict of interest identified under subsection (1).
- (3) If a reasonable investor would expect to be informed of a conflict of interest identified under subsection (1), the registered firm must disclose, in a timely manner, the nature and extent of the conflict of interest to the client whose interest conflicts with the interest identified.
- (4) This section does not apply to an investment fund manager in respect of an investment fund that is subject to National Instrument 81-107 *Independent Review Committee for Investment Funds*.

13.5 Restrictions on certain managed account transactions

- (1) In this section, "responsible person" means, for a registered adviser,
- (a) the adviser,
 - (b) a partner, director or officer of the adviser, and
 - (c) each of the following who has access to, or participates in formulating, an investment decision made on behalf of a client of the adviser or advice to be given to a client of the adviser:

- (i) an employee or agent of the adviser;
- (ii) an affiliate of the adviser;
- (iii) a partner, director, officer, employee or agent of an affiliate of the adviser.

(2) A registered adviser must not knowingly cause an investment portfolio managed by it, including an investment fund for which it acts as an adviser, to do any of the following:

- (a) purchase a security of an issuer in which a responsible person or an associate of a responsible person is a partner, officer or director unless
 - (i) this fact is disclosed to the client, and
 - (ii) the written consent of the client to the purchase is obtained before the purchase;
- (b) purchase or sell a security from or to the investment portfolio of any of the following:
 - (i) a responsible person;
 - (ii) an associate of a responsible person;
 - (iii) an investment fund for which a responsible person acts as an adviser;
- (c) provide a guarantee or loan to a responsible person or an associate of a responsible person.

13.6 Disclosure when recommending related or connected securities

A registered firm must not make a recommendation in any medium of communication to buy, sell or hold a security issued by the registered firm, a security of a related issuer or, during the security's distribution, a security of a connected issuer of the registered firm, unless any of the following apply:

- (a) the firm discloses, in the same medium of communication, the nature and extent of the relationship or connection between the firm and the issuer;
- (b) the recommendation is in respect of a security of a mutual fund, a scholarship plan, an educational plan or an educational trust that is an affiliate of the registered firm and the names of the registered firm and the fund, plan or trust, as the case may be, are sufficiently similar to indicate that they are affiliated.

Division 3 Referral arrangements

13.7 Definitions – referral arrangements

In this Division

“client” includes a prospective client;

“referral arrangement” means any arrangement in which a registrant agrees to pay or receive a referral fee;

“referral fee” means any form of compensation, direct or indirect, paid for the referral of a client to or from a registrant.

13.8 Permitted referral arrangements

A registrant must not participate in a referral arrangement unless,

- (a) before a client is referred by or to the registrant, the terms of the referral arrangement are set out in a written agreement between
 - (i) the registrant,
 - (ii) the person or company making or receiving the referral, and

- (iii) if the registrant is a registered individual, the registered firm on whose behalf the registered individual acts,
- (b) the registrant or, if the registrant acts on behalf of a registered firm, the registered firm, records all referral fees on its records, and
- (c) the registrant ensures that the information prescribed by subsection 13.10(1) [*disclosing referral arrangements to clients*] is provided to the client in writing before the earlier of the opening of the client's account, or any services are provided to the client, by the person or company receiving the referral.

13.9 Verifying the qualifications of the person or company receiving the referral

A registrant that refers a client to another person or company must take reasonable steps to satisfy himself, herself or itself that the person or company has the appropriate qualifications to provide the services, and if applicable, is registered to provide those services.

13.10 Disclosing referral arrangements to clients

(1) The written disclosure of the referral arrangement required by subsection 13.8(c) [*permitted referral arrangements*] must include the following:

- (a) the name of each party to the referral arrangement;
- (b) the purpose and material terms of the referral arrangement, including the nature of the services to be provided by each party;
- (c) any conflicts of interest resulting from the relationship between the parties to the referral arrangement and from any other element of the referral arrangement;
- (d) the method of calculating the referral fee and, to the extent possible, the amount of the fee;
- (e) the category of registration of each registrant that is a party to the agreement with a description of the activities that the registrant is authorized to engage in under that category and, giving consideration to the nature of the referral, the activities that the registrant is not permitted to engage in;
- (f) if a referral is made to a registrant, a statement that all activity requiring registration resulting from the referral arrangement will be provided by the registrant receiving the referral;
- (g) any other information that a reasonable client would consider important in evaluating the referral arrangement.

(2) If there is a change to the information set out in subsection (1), the registrant must ensure that written disclosure of that change is provided to each client affected by the change as soon as possible and no later than the 30th day before the date on which a referral fee is next paid or received.

13.11 Referral arrangements before this Instrument came into force

(1) This Division applies to a referral arrangement entered into before this Instrument came into force if a referral fee is paid under the referral arrangement after this Instrument comes into force.

(2) Subsection (1) does not apply until 6 months after this Instrument comes into force.

Division 4 *Loans and margin*

13.12 Restriction on lending to clients

A registrant must not lend money, extend credit or provide margin to a client.

13.13 Disclosure when recommending the use of borrowed money

(1) If a registrant recommends that a client should use borrowed money to finance any part of a purchase of a security, the registrant must, before the purchase, provide the client with a written statement that is substantially similar to the following:

“Using borrowed money to finance the purchase of securities involves greater risk than a purchase using cash resources only. If you borrow money to purchase securities, your responsibility to repay the loan and pay interest as required by its terms remains the same even if the value of the securities purchased declines.”

- (2) Subsection (1) does not apply if
- (a) the registrant has provided the client with the statement described under subsection (1) no earlier than the 180th day before the date of the proposed purchase,
 - (b) the proposed purchase is on margin and the client's margin account is maintained at a registered firm that is a member of IIROC or the MFDA, or
 - (c) the client is a permitted client.

Division 5 Complaints

13.14 Application of this Division

- (1) This Division does not apply to an investment fund manager.
- (2) A registered firm in Québec is deemed to comply with this Division if it complies with sections 168.1.1 to 168.1.3 of the Securities Act (Québec).

13.15 Handling complaints

A registered firm must document and, in a manner that a reasonable investor would consider fair and effective, respond to each complaint made to the registered firm about any product or service offered by the firm or a representative of the firm.

13.16 Dispute resolution service

- (1) A registered firm must ensure that independent dispute resolution or mediation services are made available, at the firm's expense, to a client to resolve a complaint made by the client about any trading or advising activity of the firm or one of its representatives.
- (2) If a person or company makes a complaint to a registered firm about any trading or advising activity of the firm or one of its representatives, the registered firm must as soon as possible inform the person or company of how to contact and use the dispute resolution or mediation services which are provided to the firm's clients.

Part 14 Handling client accounts – firms

Division 1 Exemption for investment fund managers

14.1 Investment fund managers exempt from Part 14

Other than section 14.6 [*holding client assets in trust*], this Part does not apply to an investment fund manager.

Division 2 Disclosure to clients

14.2 Relationship disclosure information

- (1) A registered firm must deliver to a client all information that a reasonable investor would consider important about the client's relationship with the registrant.
- (2) The information required to be delivered under subsection (1) includes all of the following:
- (a) a description of the nature or type of the client's account;
 - (b) a discussion that identifies the products or services the registered firm offers to a client;
 - (c) a description of the types of risks that a client should consider when making an investment decision;
 - (d) a description of the risks to a client of using borrowed money to finance a purchase of a security;

- (e) a description of the conflicts of interest that the registered firm is required to disclose to a client under securities legislation;
 - (f) disclosure of all costs to a client for the operation of an account;
 - (g) a description of the costs a client will pay in making, holding and selling investments;
 - (h) a description of the compensation paid to the registered firm in relation to the different types of products that a client may purchase through the registered firm;
 - (i) a description of the content and frequency of reporting for each account or portfolio of a client;
 - (j) disclosure that independent dispute resolution or mediation services are available to a client, at the firm's expense, to mediate any dispute that might arise between the client and the firm about a product or service of the firm;
 - (k) a statement that the firm has an obligation to assess whether a purchase or sale of a security is suitable for a client prior to executing the transaction or at any other time;
 - (l) the information a registered firm must collect about the client under section 13.2 [*know your client*].
- (3) A registered firm must deliver to a client the information in subsection (1) before the firm first
- (a) purchases or sells a security for the client, or
 - (b) advises the client to purchase, sell or hold a security.
- (4) If there is a significant change to the information delivered to a client under subsection (1), the registered firm must take reasonable steps to notify the client of the change in a timely manner and, if possible, before the firm next
- (a) purchases or sells a security for the client, or
 - (b) advises the client to purchase, sell or hold a security.
- (5) This section does not apply if the client is a registered firm, a Canadian financial institution or a Schedule III bank.
- (6) This section does not apply to a registrant in respect of a permitted client if
- (a) the permitted client has waived, in writing, the requirements under this section, and
 - (b) the registrant does not act as an adviser in respect of a managed account of the permitted client.

14.3 Disclosure to clients about the fair allocation of investment opportunities

A registered adviser must deliver to a client a summary of the policies required under section 11.1 [*compliance system*] that provide reasonable assurance that the firm and each individual acting on its behalf complies with section 14.10 [*allocating investment opportunities fairly*] and that summary must be delivered

- (a) when the adviser opens an account for the client, and
- (b) if there is a significant change to the summary last delivered to the client, in a timely manner and, if possible, before the firm next
 - (i) purchases or sells a security for the client, or
 - (ii) advises the client to purchase, sell or hold a security.

14.4 When the firm has a relationship with a financial institution

(1) If a registered firm opens a client account to trade in securities, in an office or branch of a Canadian financial institution or a Schedule III bank, the registered firm must give the client a written notice stating that it is a separate legal entity from the Canadian financial institution or Schedule III bank and, unless otherwise advised by the registrant, securities purchased from or through the registrant

- (a) are not insured by a government deposit insurer,
 - (b) are not guaranteed by the Canadian financial institution or Schedule III bank, and
 - (c) may fluctuate in value.
- (2) A registered firm that is subject to subsection (1) must receive a written confirmation from the client that the client has read and understood the notice before the registered firm
- (a) purchases or sells a security for the client, or
 - (b) advises the client to purchase, sell or hold a security.
- (3) This section does not apply to a registered firm if the client is a permitted client.

14.5 Notice to clients by non-resident registrants

A registered firm whose head office is not located in the local jurisdiction must provide its clients in the local jurisdiction with a statement in writing disclosing the following:

- (a) the non-resident status of the registrant;
- (b) the registrant's jurisdiction of residence;
- (c) the name and address of the agent for service of process of the registrant in the local jurisdiction;
- (d) the nature of risks to clients that legal rights may not be enforceable in the local jurisdiction.

Division 3 Client assets

14.6 Holding client assets in trust

A registered firm that holds client assets must hold the assets

- (a) separate and apart from its own property,
- (b) in trust for the client, and
- (c) in the case of cash, in a designated trust account at a Canadian financial institution, a Schedule III bank, or a member of IIROC.

14.7 Holding client assets – non-resident registrants

- (1) A registered firm whose head office is not located in a jurisdiction of Canada must ensure that all client assets are held
- (a) in the client's name,
 - (b) on behalf of the client by a custodian or sub-custodian that
 - (i) meets the guidelines prescribed for acting as a sub-custodian of the portfolio securities of a mutual fund in Part 6 of National Instrument 81-102 Mutual Funds, and
 - (ii) is subject to the Bank for International Settlements' framework for international convergence of capital measurement and capital standards, or
 - (c) on behalf of the client by a registered dealer that is a member of an SRO and that is a member of Canadian Investor Protection Fund or other comparable compensation fund or contingency trust fund.
- (2) Section 14.6 [*holding client assets in trust*] does not apply to a registered firm that is subject to subsection (1).

14.8 Securities subject to a safekeeping agreement

A registered firm that holds unencumbered securities for a client under a written safekeeping agreement must

- (a) segregate the securities from all other securities,
- (b) identify the securities as being held in safekeeping for the client in
 - (i) the registrant's security position record,
 - (ii) the client's ledger, and
 - (iii) the client's statement of account, and
- (c) release the securities only on an instruction from the client.

14.9 Securities not subject to a safekeeping agreement

(1) A registered firm that holds unencumbered securities for a client other than under a written safekeeping agreement must

- (a) segregate and identify the securities as being held in trust for the client, and
- (b) describe the securities as being held in segregation on
 - (i) the registrant's security position record,
 - (ii) the client's ledger, and
 - (iii) the client's statement of account.

(2) Securities described in subsection (1) may be segregated in bulk.

*Division 4 Client accounts***14.10 Allocating investment opportunities fairly**

A registered adviser must ensure fairness in allocating investment opportunities among its clients.

14.11 Selling or assigning client accounts

If a registered firm proposes to sell or assign a client's account in whole or in part to another registrant, the registered firm must, prior to the sale or assignment, give a written explanation of the proposal to the client and inform the client of the client's right to close the client's account.

*Division 5 Account activity reporting***14.12 Content and delivery of trade confirmation**

(1) Subject to subsection (2), a registered dealer that has acted on behalf of a client in connection with a purchase or sale of a security must promptly deliver to the client a written confirmation of the transaction, setting out the following:

- (a) the quantity and description of the security purchased or sold;
- (b) the price per security paid or received by the client;
- (c) the commission, sales charge, service charge and any other amount charged in respect of the transaction;
- (d) whether the registered dealer acted as principal or agent;
- (e) the date and the name of the marketplace, if any, on which the transaction took place, or if applicable, a statement that the transaction took place on more than one marketplace or over more than one day;

- (f) the name of the dealing representative, if any, in the transaction;
- (g) the settlement date of the transaction;
- (h) if applicable, that the security is a security of the registrant, a security of a related issuer of the registrant or, if the transaction occurred during the security's distribution, a security of a connected issuer of the registered dealer.

(2) If a transaction under subsection (1) involved more than one transaction or if the transaction took place on more than one marketplace the information referred to in subsection (1) may be set out in the aggregate if the confirmation also contains a statement that additional details concerning the transaction will be provided to the client upon request and without additional charge.

(3) Paragraph (1)(h) does not apply if the security is a security of a mutual fund that is an affiliate of the registered dealer and the names of the dealer and the fund are sufficiently similar to indicate that they are affiliated.

(4) For the purpose of paragraph (1)(f), a dealing representative may be identified by means of a code or symbol if the confirmation also contains a statement that the name of the dealing representative will be provided to the client on request of the client.

14.13 Semi-annual confirmations for certain automatic plans

The requirement under section 14.12 [*content and delivery of trade confirmation*] to deliver a confirmation promptly does not apply to a registered dealer in respect of a transaction if all of the following apply:

- (a) the client gave the dealer prior written notice that the transaction is made pursuant to the client's participation in an automatic payment plan, including a dividend reinvestment plan, or an automatic withdrawal plan in which a transaction is made at least monthly;
- (b) the registered dealer delivered a confirmation as required under section 14.12 [*content and delivery of trade confirmation*] for the first transaction made under the plan after receiving the notice referred to in paragraph (a);
- (c) the transaction is in a security of a mutual fund, scholarship plan, educational plan or educational trust;
- (d) the registered dealer delivers the information required under section 14.12 [*content and delivery of trade confirmation*] for the transaction semi-annually to the client or, if the client consents, to a registered adviser acting for the client.

14.14 Client statements

(1) A registered dealer must deliver a statement to a client at least once every 3 months.

(2) Despite subsection (1), a registered dealer, other than a mutual fund dealer, must deliver a statement to a client at the end of a month if any of the following apply:

- (a) the client has requested receiving statements on a monthly basis;
- (b) during the month, a transaction was effected in the account other than a transaction made under an automatic withdrawal plan or an automatic payment plan, including a dividend reinvestment plan.

(3) Except if the client has otherwise directed, a registered adviser must deliver a statement to a client at least once every 3 months.

(4) A statement delivered under subsection (1), (2) or (3) must include all of the following information for each transaction made for the client during the period covered by the statement:

- (a) the date of the transaction;
- (b) whether the transaction was a purchase, sale or transfer;
- (c) the name of the security purchased or sold;

- (d) the number of securities purchased or sold;
- (e) the price per security paid or received by the client;
- (f) the total value of the transaction.

(5) A statement delivered under subsection (1), (2) or (3) must include all of the following information about the client's account as at the end of the period for which the statement is made:

- (a) the name and quantity of each security in the account;
- (b) the market value of each security in the account;
- (c) the total market value of each security position in the account;
- (d) any cash balance in the account;
- (e) the total market value of all cash and securities in the account.

(6) Subsections (1) and (2) do not apply to a scholarship plan dealer if the dealer delivers to the client a statement at least once every 12 months that provides the information in subsections (4) and (5).

Part 15 Granting an exemption

15.1 Who can grant an exemption

(1) The regulator or the securities regulatory authority may grant an exemption from this Instrument, in whole or in part, subject to such conditions or restrictions as may be imposed in the exemption.

(2) Despite subsection (1), in Ontario only the regulator may grant such an exemption.

(3) Except in Ontario, an exemption referred to in subsection (1) is granted under the statute referred to in Appendix B of National Instrument 14-101 *Definitions* opposite the name of the local jurisdiction.

Part 16 Transition

16.1 Change of registration categories – individuals

On the day this Instrument comes into force, an individual registered in a category referred to in

- (a) column 1 of Appendix C [*new category names – individuals*], opposite the name of the local jurisdiction, is registered as a dealing representative,
- (b) column 2 of Appendix C [*new category names – individuals*], opposite the name of the local jurisdiction, is registered as an advising representative, and
- (c) column 3 of Appendix C [*new category names – individuals*], opposite the name of the local jurisdiction, is registered as an associate advising representative.

16.2 Change of registration categories – firms

On the day this Instrument comes into force, a person or company registered in a category referred to in

- (a) column 1 of Appendix D [*new category names – firms*], opposite the name of the local jurisdiction, is registered as an investment dealer,
- (b) column 2 of Appendix D [*new category names – firms*], opposite the name of the local jurisdiction, is registered as a mutual fund dealer,
- (c) column 3 of Appendix D [*new category names – firms*], opposite the name of the local jurisdiction, is registered as a scholarship plan dealer,

- (d) column 4 of Appendix D [*new category names – firms*], opposite the name of the local jurisdiction, is registered as a restricted dealer,
- (e) column 5 of Appendix D [*new category names – firms*], opposite the name of the local jurisdiction, is registered as a portfolio manager, and
- (f) column 6 of Appendix D [*new category names – firms*], opposite the name of the local jurisdiction, is registered as a restricted portfolio manager.

16.3 Change of registration categories – limited market dealers

- (1) This section applies in Ontario and Newfoundland and Labrador.
- (2) On the day this Instrument comes into force, a person or company registered as a limited market dealer is registered as an exempt market dealer.
- (3) On the day this Instrument comes into force, an individual registered to trade on behalf of a limited market dealer is registered as a dealing representative of the dealer.
- (4) Sections 12.1 [*capital requirements*] and 12.2 [*notifying the regulator of a subordination agreement*] do not apply to a person or company registered as an exempt market dealer under subsection (2) until one year after this Instrument comes into force.
- (5) Sections 12.3 [*insurance – dealer*] and 12.7 [*notifying the regulator of a change, claim or cancellation*] do not apply to a person or company registered as an exempt market dealer under subsection (2) until 6 months after this Instrument comes into force.

16.4 Registration for investment fund managers active when this Instrument comes into force

- (1) The requirement to register as an investment fund manager does not apply to a person or company that is acting as an investment fund manager on the day this Instrument comes into force
 - (a) until one year after this Instrument comes into force, or
 - (b) if the person or company applies for registration as an investment fund manager within one year after this Instrument comes into force, until the regulator has accepted or refused the registration.
- (2) Subsection (1) is repealed one year after this Instrument comes into force.
- (3) Section 12.5 [*insurance – investment fund manager*] does not apply to a registered dealer or registered adviser that is acting as an investment fund manager on the day this Instrument comes into force.
- (4) Subsection (3) is repealed one year after this Instrument comes into force.

16.5 Temporary exemption for Canadian investment fund manager registered in its principal jurisdiction

- (1) An investment fund manager is not required to register in the local jurisdiction if it is registered, or has applied for registration, in the jurisdiction of Canada in which its head office is located.
- (2) Subsection (1) is repealed 2 years after this Instrument comes into force.

16.6 Temporary exemption for foreign investment fund managers

- (1) The investment fund manager registration requirement does not apply to a person or company that is acting as an investment fund manager if its head office is in not in a jurisdiction of Canada.
- (2) Subsection (1) is repealed 2 years after this Instrument comes into force.

16.7 Registration of exempt market dealers

- (1) This section does not apply in Ontario and Newfoundland and Labrador.

(2) In this section, “the exempt market” means those trading and underwriting activities listed in subparagraph 7.1(2)(d) [dealer categories].

(3) The requirement to register as an exempt market dealer does not apply to a person or company that acts as a dealer in the exempt market on the day this Instrument comes into force

- (a) until one year after this Instrument comes into force, or
- (b) if the person or company applies for registration as an exempt market dealer within one year after this Instrument comes into force, until the regulator has accepted or refused the registration.

(4) The requirement to register as a dealing representative of an exempt market dealer does not apply to an individual who acts as a dealer in the exempt market on the day this Instrument comes into force

- (a) until one year after this Instrument comes into force, or
- (b) if the individual applies to be registered as a dealing representative of an exempt market dealer within one year after this Instrument comes into force, until the regulator has accepted or refused the registration.

16.8 Registration of ultimate designated persons

If a person or company is a registered firm on the day this Instrument comes into force, section 11.2 [designating an ultimate designated person] does not apply to the firm

- (a) until 3 months after this Instrument comes into force, or
- (b) if an individual applies to be registered as the ultimate designated person of the firm within 3 months after this Instrument comes into force, until the regulator has accepted or refused the registration.

16.9 Registration of chief compliance officers

(1) If a person or company is a registered firm on the date this Instrument comes into force, section 11.3 [designating a chief compliance officer] does not apply to the firm

- (a) until 3 months after this Instrument comes into force, or
- (b) if an individual applies to be registered as the chief compliance officer of the firm within 3 months after this Instrument comes into force, until the regulator has accepted or refused the registration.

(2) If an individual applies to be registered as the chief compliance officer of a registered firm within 3 months after this Instrument comes into force and the individual was identified on the National Registration Database as the firm’s compliance officer on the date this Instrument came into force, the following sections do not apply in respect of the individual so long as he or she remains registered as the firm’s chief compliance officer:

- (a) section 3.6 [mutual fund dealer – chief compliance officer], if the registered firm is a mutual fund dealer;
- (b) section 3.8 [scholarship plan dealer – chief compliance officer], if the registered firm is a scholarship plan dealer;
- (c) section 3.10 [exempt market dealer – chief compliance officer], if the registered firm is an exempt market dealer;
- (d) section 3.13 [portfolio manager – chief compliance officer], if the registered firm is a portfolio manager.

(3) If an individual applies to be registered as the chief compliance officer of a registered firm within 3 months after this Instrument comes into force and the individual was not identified on the National Registration Database as the firm’s compliance officer on the date this Instrument came into force, the following sections do not apply in respect of the individual until one year after this Instrument comes into force:

- (a) section 3.6 [mutual fund dealer – chief compliance officer], if the registered firm is a mutual fund dealer;
- (b) section 3.8 [scholarship plan dealer – chief compliance officer], if the registered firm is a scholarship plan dealer;

- (c) section 3.10 [*exempt market dealer – chief compliance officer*], if the registered firm is an exempt market dealer;
- (d) section 3.13 [*portfolio manager – chief compliance officer*], if the registered firm is a portfolio manager.

(4) In Ontario and Newfoundland and Labrador, despite paragraphs (2)(c) and (3)(c), if an individual applies to be registered as the chief compliance officer of an exempt market dealer within 3 months after this Instrument comes into force, section 3.10 [*exempt market dealer – chief compliance officer*] does not apply in respect of the individual until one year after this Instrument comes into force.

16.10 Proficiency for dealing and advising representatives

(1) Subject to subsections (2) and (3), if an individual is registered as a dealing or advising representative in a category referred to in a section of Division 2 of Part 3 [*education and experience requirements*] on the day this Instrument comes into force, that section does not apply to the individual so long as the individual remains registered in the category.

(2) Section 3.7 [*scholarship plan dealer – dealing representative*] does not apply to an individual until one year after this Instrument comes into force if the individual is registered as a dealing representative of a scholarship plan dealer on the day this Instrument comes into force.

(3) In Ontario and Newfoundland and Labrador, section 3.9 [*exempt market dealer – dealing representative*] does not apply to an individual until one year after this Instrument comes into force if the individual is registered as a dealing representative of an exempt market dealer on the day this Instrument comes into force.

16.11 Capital requirements

(1) A person or company that is a registered firm on the day this Instrument comes into force is exempt from sections 12.1 [*capital requirements*] and 12.2 [*notifying the regulator of a subordination agreement*] if it complies with each provision listed in Appendix E [*non-harmonized capital requirements*] across from the name of the firm's principal jurisdiction.

(2) Subsection (1) is repealed one year after this Instrument comes into force.

16.12 Continuation of existing discretionary relief

A person or company that was entitled to rely on an exemption, waiver or approval granted to it by a regulator or securities regulatory authority relating to a requirement under securities legislation or securities directions existing immediately before this Instrument came into force is exempt from any substantially similar provision of this Instrument to the same extent and on the same conditions, if any, as contained in the exemption, waiver or approval.

16.13 Insurance requirements

(1) A person or company that is a registered firm on the day this Instrument comes into force is exempt from sections 12.3 [*insurance – dealer*] to 12.7 [*notifying the regulator of a change, claim or cancellation*] if it complies with each provision listed in Appendix F [*non-harmonized insurance requirements*] across from the name of the firm's principal jurisdiction.

(2) In Québec, subsection (1), does not apply to a registered firm that is a mutual fund dealer or a scholarship plan dealer on the day this Instrument comes into force.

(3) Subsections (1) and (2) are repealed 6 months after this Instrument comes into force.

16.14 Relationship disclosure information

(1) Section 14.2 [*relationship disclosure information*] does not apply to a person or company that is a registrant on the day this Instrument comes into force.

(2) Subsection (1) is repealed one year after this Instrument comes into force.

16.15 Referral arrangements

(1) Division 3 [*referral arrangements*] of Part 13 does not apply to a person or company that is a registrant on the day this Instrument comes into force.

(2) Subsection (1) is repealed 6 months after this Instrument comes into force.

16.16 Complaint handling

(1) In each jurisdiction of Canada except Québec, section 13.16 [*dispute resolution service*] does not apply to a person or company that is a registered firm on the day this Instrument comes into force.

(2) Subsection (1) is repealed 2 years after this Instrument comes into force.

16.17 Client statements – mutual fund dealers

(1) Section 14.14 [*client statements*] does not apply to a person or company that is a mutual fund dealer on the day this Instrument comes into force.

(2) Subsection (1) is repealed 2 years after this Instrument comes into force.

16.18 Transition to exemption – international dealers

(1) This section applies in Ontario and Newfoundland and Labrador.

(2) If a person or company is registered in the category of international dealer on the day this Instrument comes into force, its registration in that category is revoked.

(3) If a person or company is registered in the category of international dealer on the day this Instrument comes into force, paragraphs 8.18(3)(e) and 8.18(4)(b) [*international dealer*] do not apply to the person or company until one month after this Instrument comes into force.

16.19 Transition to exemption – international advisers

(1) This section applies in Ontario.

(2) If a person or company is registered in the category of international adviser on the day this Instrument comes into force, its registration in that category is revoked one year after this Instrument comes into force.

(3) If the registration of a person or company is revoked under subsection (2), the registration of each individual registered to act as an adviser on behalf of the person or company is revoked.

(4) If a person or company is registered in the category of international adviser on the day this Instrument comes into force, paragraphs (e) and (f) of subsection 8.26(4) [*international adviser*] do not apply to the person or company until one year after this Instrument comes into force.

16.20 Transition to exemption – portfolio manager and investment counsel (foreign)

(1) This section applies in Alberta.

(2) If a person or company is registered in the category of portfolio manager and investment counsel (foreign) on the day this Instrument comes into force, its registration in that category is revoked one year after this Instrument comes into force.

(3) If the registration of a person or company is revoked under subsection (2), the registration of each individual registered to act as an adviser on behalf of the person or company is revoked.

(4) If a person or company is registered in the category of portfolio manager and investment counsel (foreign) on the day this Instrument comes into force, paragraphs (e) and (f) of subsection 8.26(4) [*international adviser*] do not apply to the person or company until one year after this Instrument comes into force.

Part 17 When this Instrument comes into force**17.1 Effective date**

(1) Except in Ontario, this Instrument comes into force on September 28, 2009.

(2) In Ontario, this Instrument comes into force on the later of the following:

(a) September 28, 2009;

(b) the day on which sections 4, 5 and subsections 20(1) to (11) of Schedule 26 of the *Budget Measures Act*, 2009 are proclaimed in force.

FORM 31-103F1 CALCULATION OF EXCESS WORKING CAPITAL

Firm Name

Capital Calculation
(as at _____ with comparative figures as at _____)

	Component	Current period	Prior period
1.	Current assets		
2.	Less current assets not readily convertible into cash (e.g., prepaid expenses)		
3.	Adjusted current assets Line 1 minus line 2 =		
4.	Current liabilities		
5.	Add 100% of long-term related party debt unless the firm and the lender have executed a subordination agreement in the form set out in Appendix B and the firm has delivered a copy of the agreement to the regulator		
6.	Adjusted current liabilities Line 4 plus line 5 =		
7.	Adjusted working capital Line 3 minus line 6 =		
8.	Less minimum capital		
9.	Less market risk		
10.	Less any deductible under the firm's bonding or insurance policy		
11.	Less Guarantees		
12.	Less unresolved differences		
13.	Excess working capital		

Notes:

This form must be prepared on an unconsolidated basis.

Line 8. Minimum Capital – The amount on this line must be not less than (a) \$25,000 for an adviser, (b) \$50,000 for a dealer, and (c) \$100,000 for an investment fund manager.

Line 9. Market Risk – The amount on this line must be calculated according to the instructions set out in Schedule 1 to this Form.

Line 11. Guarantees – If the registered firm is guaranteeing the liability of another party, the total amount of the guarantee must be included in the capital calculation. If the amount of a guarantee is included in the firm's balance sheet as a current liability and is reflected in line 4, do not include the amount of the guarantee on line 11.

Line 12. Unresolved differences – Any unresolved differences that could result in a loss from either firm or client assets must be included in the capital calculation.

The examples below provide guidance as to how to calculate unresolved differences:

- (i) If there is an unresolved difference relating to client securities, the amount to be reported on Line 12 will be equal to the market value of the client securities that are short, plus the applicable margin rate for those securities.
- (ii) If there is an unresolved difference relating to the registrant's investments, the amount to be reported on Line 12 will be equal to the market value of the investments (securities) that are short.
- (iii) If there is an unresolved difference relating to cash, the amount to be reported on Line 12 will be equal to the amount of the shortfall in cash.

Management Certification

Registered Firm Name: _____

We have examined the attached capital calculation and certify that the firm is in compliance with the capital requirements as at _____.

Name and Title	Signature	Date
1. _____ _____	_____	_____
2. _____ _____	_____	_____

**Schedule 1 of Form 31-103F1 Calculation of Excess Working Capital
(calculating line 9 [market risk])**

For each security whose value is included in line 1, Current Assets, multiply the market value of the security by the margin rate for that security set out below. Add up the resulting amounts for all of the securities you hold. The total is the "market risk" to be entered on line 9.

(a) Bonds, Debentures, Treasury Bills and Notes

- (i) Bonds, debentures, treasury bills and other securities of or guaranteed by the Government of Canada, of the United Kingdom, of the United States of America and of any other national foreign government (provided such foreign government securities are currently rated Aaa or AAA by Moody's Investors Service, Inc. or Standard & Poor's Corporation, respectively), maturing (or called for redemption):
- | | |
|--------------------------|--|
| within 1 year | 1% of market value multiplied by the fraction determined by dividing the number of days to maturity by 365 |
| over 1 year to 3 years | 1 % of market value |
| over 3 years to 7 years | 2% of market value |
| over 7 years to 11 years | 4% of market value |
| over 11 years | 4% of market value |
- (ii) Bonds, debentures, treasury bills and other securities of or guaranteed by any province of Canada and obligations of the International Bank for Reconstruction and Development, maturing (or called for redemption):
- | | |
|--------------------------|--|
| within 1 year | 2% of market value multiplied by the fraction determined by dividing the number of days to maturity by 365 |
| over 1 year to 3 years | 3 % of market value |
| over 3 years to 7 years | 4% of market value |
| over 7 years to 11 years | 5% of market value |
| over 11 years | 5% of market value |
- (iii) Bonds, debentures or notes (not in default) of or guaranteed by any municipal corporation in Canada or the United Kingdom maturing:
- | | |
|--------------------------|--|
| within 1 year | 3% of market value multiplied by the fraction determined by dividing the number of days to maturity by 365 |
| over 1 year to 3 years | 5 % of market value |
| over 3 years to 7 years | 5% of market value |
| over 7 years to 11 years | 5% of market value |
| over 11 years | 5% of market value |
- (iv) Other non-commercial bonds and debentures, (not in default):
- 10% of market value
- (v) Commercial and corporate bonds, debentures and notes (not in default) and non-negotiable and non-transferable trust company and mortgage loan company obligations registered in the registered firm's name maturing:
- | | |
|--------------------------|---------------------|
| within 1 year | 3% of market value |
| over 1 year to 3 years | 6 % of market value |
| over 3 years to 7 years | 7% of market value |
| over 7 years to 11 years | 10% of market value |
| over 11 years | 10% of market value |

(b) Bank Paper

Deposit certificates, promissory notes or debentures issued by a Canadian chartered bank (and of Canadian chartered bank acceptances) maturing:

within 1 year	2% of market value multiplied by the fraction determined by dividing the number of days to maturity by 365
over 1 year	apply rates for commercial and corporate bonds, debentures and notes

(c) Acceptable foreign bank paper

Deposit certificates, promissory notes or debentures issued by a foreign bank, readily negotiable and transferable and maturing:

within 1 year	2% of market value multiplied by the fraction determined by dividing the number of days to maturity by 365
over 1 year	apply rates for commercial and corporate bonds, debentures and notes

“Acceptable Foreign Bank Paper” consists of deposit certificates or promissory notes issued by a bank other than a Canadian chartered bank with a net worth (i.e., capital plus reserves) of not less than \$200,000,000.

(d) Mutual Funds

Where securities of mutual funds qualified by prospectus for sale in any province of Canada, the margin required is:

- (i) 5% of the market value of the fund, where the fund is a money market mutual fund as defined in National Instrument 81-102; or
- (ii) the margin rate determined on the same basis as for listed stocks multiplied by the market value of the fund.

(e) Stocks

(i) On securities (other than bonds and debentures) including rights and warrants listed on any exchange in Canada or the United States:

Long Positions – Margin Required

Securities selling at \$2.00 or more – 50% of market value

Securities selling at \$1.75 to \$1.99 – 60% of market value

Securities selling at \$1.50 to \$1.74 – 80% of market value

Securities selling under \$1.50 – 100% of market value

Short Positions – Credit Required

Securities selling at \$2.00 or more – 150% of market value

Securities selling at \$1.50 to \$1.99 - \$3.00 per share

Securities selling at \$0.25 to \$1.49 – 200% of market value

Securities selling at less than \$0.25 – market value plus \$0.25 per shares

(ii) For positions in securities (other than bonds and debentures but including warrants and rights), 50% of the market value if the security is a constituent security on a major broadly-based index of one of the following exchanges:

- (a) American Stock Exchange
- (b) Australian Stock Exchange Limited
- (c) Bolsa de Valores de Sao Paulo
- (d) Borsa Italiana
- (e) Boston Stock Exchange
- (f) Chicago Board of Options Exchange
- (g) Chicago Board of Trade
- (h) Chicago Mercantile Exchange
- (i) Chicago Stock Exchange

- (j) Euronext Amsterdam
 - (k) Euronext Brussels
 - (l) Euronext Paris S.A.
 - (m) Frankfurt Stock Exchange
 - (n) London International Financial Futures and Options Exchange
 - (o) London Stock Exchange
 - (p) Montreal Exchange
 - (q) New York Mercantile Exchange
 - (r) New York Stock Exchange
 - (s) New Zealand Exchange Limited
 - (t) Pacific Exchange
 - (u) Swiss Exchange
 - (v) The Stock Exchange of Hong Kong Limited
 - (w) Tokyo Stock Exchange
 - (x) Toronto Stock Exchange
 - (y) TSX Venture Exchange
- (f) **For all other securities** – 100% of market value.

FORM 31-103F2 SUBMISSION TO JURISDICTION AND APPOINTMENT OF AGENT FOR SERVICE
(sections 8.18 [international dealer] and 8.26 [international adviser])

1. Name of person or company ("International Firm"):
2. Jurisdiction of incorporation of the International Firm:
3. Head office address of the International Firm:
4. Section of NI 31-103 the International Firm is relying on:
 - Section 8.18 [international dealer]
 - Section 8.26 [international adviser]
 - Other
5. Name of agent for service of process (the "Agent for Service"):
6. Address for service of process on the Agent for Service:
7. The International Firm designates and appoints the Agent for Service at the address stated above as its agent upon whom may be served a notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal or other proceeding (a "Proceeding") arising out of or relating to or concerning the International Firm's activities in the local jurisdiction and irrevocably waives any right to raise as a defense in any such proceeding any alleged lack of jurisdiction to bring such Proceeding.
8. The International Firm irrevocably and unconditionally submits to the non-exclusive jurisdiction of the judicial, quasi-judicial and administrative tribunals of the local jurisdiction in any Proceeding arising out of or related to or concerning the International Firm's activities in the local jurisdiction.
9. Until 6 years after the International Firm ceases to rely on section 8.18 [international dealer] or section 8.26 [international adviser], the International Firm must submit to the securities regulatory authority
 - a. a new Submission to Jurisdiction and Appointment of Agent for Service in this form no later than the 30th day before the date this Submission to Jurisdiction and Appointment of Agent for Service is terminated; and
 - b. an amended Submission to Jurisdiction and Appointment of Agent for Service no later than the 30th day before any change in the name or above address of the Agent for Service.
10. This Submission to Jurisdiction and Appointment of Agent for Service is governed by and construed in accordance with the laws of the local jurisdiction.

Dated: _____

 (Signature of the International Firm or authorized signatory)

 (Name and Title of authorized signatory)

Acceptance

The undersigned accepts the appointment as Agent for Service of (Insert name of International Firm) under the terms and conditions of the foregoing Submission to Jurisdiction and Appointment of Agent for Service.

Dated: _____

 (Signature of Agent for Service or authorized signatory)

 (Name and Title of authorized signatory)

FORM 31-103F3 USE OF MOBILITY EXEMPTION**(section 2.2 [client mobility exemption – individuals])**

This is to notify the securities regulatory authority that the individual named in paragraph 1 is relying on the exemption in section 2.2 [client mobility exemption – individuals] of National Instrument 31-103 *Registration Requirements and Exemptions*.

1. Individual information

Name of individual: _____

NRD number of individual: _____

The individual is relying on the client mobility exemption in each of the following jurisdictions of Canada:

2. Firm information

Name of the individual's sponsoring firm:

NRD number of firm: _____

Dated: _____

(Signature of an authorized signatory of the individual's sponsoring firm)

(Name and title of authorized signatory)

APPENDIX A – BONDING AND INSURANCE CLAUSES
*(section 12.3 [insurance – dealer], section 12.4 [insurance – adviser]
and section 12.5 [insurance – investment fund manager])*

Clause	Name of Clause	Details
A	Fidelity	This clause insures against any loss through dishonest or fraudulent act of employees.
B	On Premises	This clause insures against any loss of money and securities or other property through robbery, burglary, theft, hold-up, or other fraudulent means, mysterious disappearance, damage or destruction while within any of the insured's offices, the offices of any banking institution or clearing house or within any recognized place of safe-deposit.
C	In Transit	This clause insures against any loss of money and securities or other property through robbery, burglary, theft, hold-up, misplacement, mysterious disappearance, damage or destruction, while in transit in the custody of any employee or any person acting as messenger except while in the mail or with a carrier for hire other than an armoured motor vehicle company.
D	Forgery or Alterations	This clause insures against any loss through forgery or alteration of any cheques, drafts, promissory notes or other written orders or directions to pay sums in money, excluding securities.
E	Securities	This clause insures against any loss through having purchased or acquired, sold or delivered, or extended any credit or acted upon securities or other written instruments which prove to have been forged, counterfeited, raised or altered, or lost or stolen, or through having guaranteed in writing or witnessed any signatures upon any transfers, assignments or other documents or written instruments.

APPENDIX B – SUBORDINATION AGREEMENT
(Line 5 of Form 31-103F1 Calculation of excess working capital)

SUBORDINATION AGREEMENT

THIS AGREEMENT is made as of the ____ day of _____, 20__

BETWEEN:

[insert name]

(the “**Lender**”)

AND

[insert name]

(the “**Registered Firm**”, which term shall include all successors and assigns of the Registered Firm)

(collectively, the “**Parties**”)

This Agreement is entered into by the Parties under National Instrument 31-103 *Registration Requirements and Exemptions* (“**NI 31-103**”) in connection with a loan made on the ____ day of _____, 20__ by the Lender to the Registered Firm in the amount of \$ _____ (the “**Loan**”) for the purpose of allowing the Registered Firm to carry on its business.

For good and valuable consideration, the Parties agree as follows:

1. Subordination

The repayment of the loan and all amounts owned thereunder are subordinate to the claims of the other creditors of the Registered Firm.

2. Dissolution, winding-up, liquidation, insolvency or bankruptcy of the Registered Firm

In the event of the dissolution, winding-up, liquidation, insolvency or bankruptcy of the Registered Firm:

- (a) the creditors of the Registered Firm shall be paid their existing claims in full in priority to the claims of the Lender;
- (b) the Lender shall not be entitled to make any claim upon any property belonging or having belonged to the Registered Firm, including asserting the right to receive any payment in respect to the Loan before the existing claims of the other creditors of the Registered Firm have been settled.

3. Terms and conditions of the Loan

During the term of this Agreement:

- (a) interest can be paid at the agreed upon rate and time, provided that the payment of such interest does not result in a capital deficiency under NI 31-103;
- (b) any loan or advance or posting of security for a loan or advance by the Registered Firm to the Lender, shall be deemed to be a payment on account of the Loan.

4. Notice to the Securities Regulatory Authority

The Registered Firm must notify the Securities Regulatory Authority prior to the full or partial repayment of the loan. Further documentation may be requested by the Securities Regulatory Authority after receiving the notice from the Registered Firm.

5. Termination of this Agreement

This Agreement may only be terminated by the Lender once the notice required pursuant to Section 4 of this Agreement is received by the Securities Regulatory Authority.

The Parties have executed and delivered this Agreement as of the date set out above.

[Registered Firm]

Authorized signatory

Authorized signatory

[Lender]

Authorized signatory

Authorized signatory

APPENDIX C – NEW CATEGORY NAMES – INDIVIDUALS
(Section 16.1 [change of registration categories – individuals])

	Column 1 [dealing representative]	Column 2 [advising representative]	Column 3 [associate advising representative]
Alberta	Officer (Trading) Salesperson Partner (Trading)	Officer (Advising) Advising Employee Partner (Trading)	Junior Officer (Advising)
British Columbia	Salesperson Trading Partner Trading Director Trading Officer	Advising Employee Advising Partner Advising Director Advising Officer	--
Manitoba	Salesperson Branch Manager Trading Partner Trading Director Trading Officer	Advising Employee Advising Officer Advising Director Advising Partner	Associate Advising Officer Associate Advising Director Associate Advising Partner Associate Advising Employee
New Brunswick	Salesperson Officer (trading) Partner (trading)	Representative (advising) Officer (advising) Partner (advising) Sole proprietor (advising)	Associate officer (advising), Associate partner (advising), Associate representative (advising)
Newfoundland and Labrador	Sales Person Officer (Trading) Partner (Trading)	Officer (Advising) Partner (Advising)	--
Nova Scotia	Salesperson Officer – trading Partner- trading Director - trading	Officer- advising Officer – counseling Partner- advising Partner- counseling Director- advising Director- counseling	--
Ontario	Salesperson Officer (Trading) Partner (Trading) Sole Proprietor	Advising Representative Officer (Advising) Partner (Advising) Sole Proprietor	--
Prince Edward Island	Salesperson Officer (Trading) Partner (Trading)	Counselling Officer (Officer) Counselling Officer (Partner) Counselling Officer (Other)	--
Québec	Representative, Representative - Group Savings Plan (salesperson), Representative - Scholarship Plan (salesperson)	Representative (Portfolio Manager), Representative (Advising), Representative – Options, Representative - Futures	--
Saskatchewan	Officer (Trading) Partner (Trading) Salesperson	Officer (Advising) Partner (Advising) Employee (Advising)	--
Northwest Territories	Salesperson Officer (Trading) Partner (Trading)	Representative (Advising) Officer (Advising) Partner (Advising)	--
Nunavut	Salesperson Officer (Trading) Partner (Trading)	Representative (Advising) Officer (Advising) Partner (Advising)	--

Yukon	Salesperson Officer (Trading) Partner (Trading) Sole proprietor (Trading)	Representative (Advising) Officer (Advising) Partner (Advising)	--
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APPENDIX D – NEW CATEGORY NAMES – FIRMS
(Section 16.2 [change of registration categories – firms])

	Column 1 [investment dealer]	Column 2 [mutual fund dealer]	Column 3 [scholarship plan dealer]	Column 4 [restricted dealer]	Column 5 [portfolio manager]	Column 6 [restricted portfolio manager]
Alberta	investment dealer	mutual fund dealer	scholarship plan dealer	dealer, dealer (exchange contracts), dealer (restricted)	investment counsel and/or portfolio manager	portfolio manager/ investment counsel (exchange contracts)
British Columbia	investment dealer	mutual fund dealer	scholarship plan dealer	exchange contracts dealer, special limited dealer	investment counsel or portfolio manager	--
Manitoba	investment dealer	mutual fund dealer	scholarship plan dealer	--	investment counsel or portfolio manager	--
New Brunswick	investment dealer	mutual fund dealer	scholarship plan dealer	--	investment counsel and portfolio manager	--
Newfoundland and Labrador	investment dealer	mutual fund dealer	scholarship plan dealer	--	investment counsel or portfolio manager	--
Nova Scotia	investment dealer	mutual fund dealer	scholarship plan dealer	--	investment counsel or portfolio manager	--
Ontario	investment dealer	mutual fund dealer	scholarship plan dealer	--	investment counsel or portfolio manager	--
Prince Edward Island	investment dealer	mutual fund dealer	scholarship plan dealer	--	investment counsel or portfolio manager	--
Québec	unrestricted practice dealer, unrestricted practice dealer (introducing broker), unrestricted practice dealer (International Financial Centre),	firm in group savings-plan brokerage	scholarship plan dealer	Québec Business investment company (QBIC) Debt securities dealer restricted practice Dealer firm in investment contract	unrestricted practice adviser, unrestricted practice adviser (International Financial Centre)	restricted practice advisor

	Column 1 [investment dealer]	Column 2 [mutual fund dealer]	Column 3 [scholarship plan dealer]	Column 4 [restricted dealer]	Column 5 [portfolio manager]	Column 6 [restricted portfolio manager]
	discount broker			brokerage unrestrict- ed practice dealer (Nasdaq)		
Saskatchewan	investment dealer	mutual fund dealer	scholarship plan dealer	--	investment counsel or portfolio manager	--
Northwest Territories	investment dealer	mutual fund dealer	scholarship plan dealer	--	investment counsel or portfolio manager	--
Nunavut	investment dealer	mutual fund dealer	scholarship plan dealer	--	investment counsel or portfolio manager	--
Yukon	broker	broker	scholarship plan dealer	--	broker	--

APPENDIX E – NON-HARMONIZED CAPITAL REQUIREMENTS
(Section 12.1 [capital requirements])

Alberta	Sections 23 and 24 of the <i>Alberta Securities Commission Rules</i> (General)
British Columbia	Sections 19, 20, 24 and 25 of the <i>Securities Rules</i> . Sections 2.1(i), 2.3(i), 9.4, 13.3, 15.4 and 16.3 of BC Policy 31-601 <i>Registration Requirements</i> .
Manitoba	None in the Act or Regulations – Handled through terms and conditions
New Brunswick	Sections 7.1, 7.2, 7.3, 7.4 and 7.5 of New Brunswick Local Rule 31-501 <i>Registration Requirements</i> , as those sections read immediately before revocation
Newfoundland and Labrador	Sections 84, 85, 95, 96, 97 and 99 of the Securities Regulations under the <i>Securities Act</i> (O.C. 96-286)
Nova Scotia	Section 23 of the <i>General Securities Rules</i> , as the section read immediately before revocation
Ontario	Sections 96, 97, 107, 111 of the Ontario Regulation 1015 made under the <i>Securities Act</i> , as those sections read immediately before revocation
Prince Edward Island	Section 34 of the former Securities Act Regulations and incorporated by reference by Local Rule 31-501 (<i>Transitional Registration Requirements</i>)
Québec	Sections 207 to 209, 211 and 212 of the Québec <i>Securities Regulation</i> or sections 8 to 11 of the Regulation respecting the trust accounts of financial resources of securities firms as those sections read immediately before repeal
Saskatchewan	Sections 19 and 24 of <i>The Securities Regulations</i> (Saskatchewan) as those sections read immediately before revocation
Northwest Territories	None in the Act, Regulations, or local rules – Handled through terms and conditions
Nunavut	None in the Act, Regulations, or local rules – Handled through terms and conditions
Yukon	Local Rule 31-501 <i>Registration Requirements</i>

APPENDIX F – NON-HARMONIZED INSURANCE REQUIREMENTS
(Section 16.13 [insurance requirements])

Alberta	Sections 25 and 26 of the <i>Alberta Securities Commission Rules</i> (General)
British Columbia	Sections 21 and 22 of the <i>Securities Rules</i> Sections 2.1(h), 2.3(h) and 2.5(h) of BC Policy 31-601 <i>Registration Requirements</i>
Manitoba	Subsection 7(4) of the <i>Securities Act</i> – general requirement at Director's discretion
New Brunswick	Sections 8.1, 8.2, 8.3 and 8.7 of New Brunswick Local Rule 31-501 <i>Registration Requirements</i> , as those sections read immediately before revocation
Newfoundland and Labrador	Sections 95, 96, and 97 of the Securities Regulations under the <i>Securities Act</i> (O.C. 96-286)
Nova Scotia	Section 24 of the <i>General Securities Rules</i> , as the section read immediately before revocation
Ontario	Sections 96, 97, 108, 109 of the Ontario Regulation 1015 made under the <i>Securities Act</i> , as those sections read immediately before revocation
Prince Edward Island	Section 35 of the former <i>Securities Act</i> Regulations and incorporated by reference by Local Rule 31-501 (<i>Transitional Registration Requirements</i>)
Québec	Section 213 and 214 of the Québec <i>Securities Regulation</i> as those sections read immediately before repeal
Saskatchewan	Section 33 of <i>The Securities Act</i> , 1988 (Saskatchewan), as that section read immediately before repeal Sections 20, 21 and 22 of <i>The Securities Regulations</i> (Saskatchewan), as those sections read immediately before revocation
Northwest Territories	Section 4 of Local Rule 31-501 <i>Registration</i>
Nunavut	None in the Act, Regulations, or local rules – Handled through terms and conditions
Yukon	Local Rule 31-501 <i>Registration Requirements</i>

**COMPANION POLICY 31-103CP
REGISTRATION REQUIREMENTS AND EXEMPTIONS**

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Part 1 Definitions and fundamental concepts

1.1 Introduction

This Companion Policy sets out how the Canadian Securities Administrators (the CSA or we) interpret or apply the provisions of National Instrument 31-103 *Registration Requirements and Exemptions* (NI 31-103) and related securities legislation.

Except for Part 1, the numbering of Parts, Divisions and sections in this Companion Policy correspond to the numbering in NI 31-103. Any general guidance for a Part or a Division appears immediately after the Part or Division name. Any specific guidance on sections in NI 31-103 follows any general guidance. If there is no guidance for a Part, Division or section, the numbering in this Companion Policy will skip to the next provision that does have guidance.

All references in this Companion Policy to sections, Parts and Divisions are to NI 31-103, unless otherwise noted.

For additional requirements that may apply to them, registrants should refer to:

- National Instrument 31-102 *National Registration Database* (NI 31-102) and the Companion Policy to NI 31-102
- National Instrument 33-109 *Registration Information* (NI 33-109) and the Companion Policy to NI 33-109
- National Policy 11-204 *Process for Registration in Multiple Jurisdictions* (NP 11-204), and
- securities legislation in their jurisdiction

Registrants that are members of a self-regulatory organization (SRO) must also comply with their SRO's requirements.

Delivering disclosure and notices

Registrants must deliver all disclosure and notices required under NI 31-103 to the registrant's principal regulator, except for notices under sections:

- 8.18 *International dealer*
- 8.26 *International adviser*
- 11.9 *Registrant acquiring a registered firm's securities or assets*, and
- 11.10 *Registered firm whose securities are acquired*

Registrants must deliver these notices to the regulator in each jurisdiction where they are registered.

These documents may be delivered electronically. Registrants should refer to National Policy 11-201 *Delivery of Documents by Electronic Means* and, in Québec, Notice 11-201 *Delivery of Documents by Electronic Means*.

See Appendix A for contact information for each regulator.

1.2 Definitions

Unless defined in NI 31-103, terms used in NI 31-103 and in this Companion Policy have the meaning given to them in the securities legislation of each jurisdiction or in National Instrument 14-101 *Definitions*. See Appendix B for a list of some terms that are not defined in NI 31-103 or this Companion Policy but are defined in other securities legislation.

In this Companion Policy, "regulator" means the regulator or securities regulatory authority in a jurisdiction.

Permitted client

The following discussion provides guidance on the term "permitted client", which is defined in section 1.1 of NI 31-103.

"Permitted client" is used in the following sections:

- 8.18 *International dealer*

- 8.26 *International adviser*
- 13.2 *Know your client*
- 13.3 *Suitability*
- 13.13 *Disclosure when recommending the use of borrowed money*
- 14.2 *Relationship disclosure information, and*
- 14.4 *When the firm has a relationship with a financial institution*

Exemptions from registration when dealing with permitted clients

NI 31-103 exempts international dealers and international advisers from the registration requirement if they deal with certain permitted clients and meet certain other conditions.

Exemptions from other requirements when dealing with permitted clients

Under section 13.3, permitted clients may waive their right to have a registrant determine that a trade is suitable. In order to rely on this exemption, the registrant must determine that a client is a permitted client at the time the client waives their right to suitability.

Under sections 13.13, 14.2 and 14.4, registrants do not have to provide certain disclosures to permitted clients. In order to rely on these exemptions, registrants must determine that a client is a permitted client at the time the client opens an account.

Determining assets

The definition of permitted client includes monetary thresholds based on the value of the client's assets. The monetary thresholds in paragraphs (o) and (q) of the definition are intended to create "bright-line" standards. Investors who do not satisfy these thresholds do not qualify as permitted clients under the applicable paragraph.

Paragraph (o) of the definition

Paragraph (o) refers to an individual who beneficially owns financial assets with an aggregate realizable value that exceeds \$5 million, before taxes but net of any related liabilities.

In general, determining whether financial assets are beneficially owned by an individual should be straightforward. However, this determination may be more difficult if financial assets are held in a trust or in other types of investment vehicles for the benefit of an individual.

Factors indicating beneficial ownership of financial assets include:

- possession of evidence of ownership of the financial asset
- entitlement to receive any income generated by the financial asset
- risk of loss of the value of the financial asset, and
- the ability to dispose of the financial asset or otherwise deal with it as the individual sees fit

For example, securities held in a self-directed RRSP for the sole benefit of an individual are beneficially owned by that individual. Securities held in a group RRSP are not beneficially owned if the individual cannot acquire and deal with the securities directly.

"Financial assets" is defined in section 1.1 of National Instrument 45-106 *Prospectus and Registration Exemptions* (NI 45-106).

Realizable value is typically the amount that would be received by selling an asset. Market value may be used to estimate realizable value when a market for an asset exists.

Paragraph (q) of the definition

Paragraph (q) refers to a person or company that has net assets of at least \$25 million. "Net assets" under this paragraph is total assets minus total liabilities. The value attributed to assets should reasonably reflect their estimated fair value.

1.3 Fundamental concepts

This section describes the fundamental concepts that form the basis of the registration regime:

- requirement to register
- business trigger for trading and advising, and
- fitness for registration

Requirement to register

The requirement to register is found in securities legislation. Firms must register if they are:

- in the business of trading
- in the business of advising
- holding themselves out as being in the business of trading or advising
- acting as an underwriter, or
- acting as an investment fund manager

Individuals must register if they trade, underwrite or advise on behalf of a registered dealer or adviser, or act as the ultimate designated person (UDP) or chief compliance officer (CCO) of a registered firm. Individuals who act on behalf of a registered investment fund manager do not have to register.

There is no renewal requirement for registration, but fees must be paid every year to maintain registration.

Multiple categories

Registration in more than one category may be necessary. For example, an adviser that also manages an investment fund may have to register as a portfolio manager and an investment fund manager. An adviser that manages a portfolio and distributes units of an investment fund may have to register as a portfolio manager and as a dealer.

Registration exemptions

NI 31-103 provides exemptions from the registration requirement. Some exemptions do not need to be applied for if the conditions of the exemption are met. In other cases, on receipt of an application, the regulator has discretion to grant exemptions for specified dealers, advisers or investment fund managers, or activities carried out by them if registration is required but specific circumstances indicate that it is not otherwise necessary for investor protection or market integrity.

Business trigger for trading and advising

We refer to trading or advising in securities for a business purpose as the "business trigger" for registration.

We look at the type of activity and whether it is carried out for a business purpose to determine if an individual or firm must register. We consider the factors set out below, among others, to determine if the activity is for a business purpose. For the most part, these factors are from case law and regulatory decisions that have interpreted the business purpose test for securities matters.

Factors in determining business purpose

This section describes factors that we consider relevant in determining whether an individual or firm is trading or advising in securities for a business purpose and, therefore, subject to the dealer or adviser registration requirement.

This is not a complete list. We do not automatically assume that any one of these factors on its own will determine whether an individual or firm is in the business of trading or advising in securities.

(a) *Engaging in activities similar to a registrant*

We usually consider an individual or firm engaging in activities similar to those of a registrant to be trading or advising for a business purpose. Examples include promoting securities or stating in any way that the individual or firm will buy or sell securities. If an individual or firm sets up a business to carry out any of these activities, we may consider them to be trading or advising for a business purpose.

(b) *Intermediating trades or acting as a market maker*

In general, we consider intermediating a trade between a seller and a buyer of securities to be trading for a business purpose. This typically takes the form of the business commonly referred to as a broker. Making a market in securities is also generally considered to be trading for a business purpose.

(c) *Directly or indirectly carrying on the activity with repetition, regularity or continuity*

Frequent or regular transactions are a common indicator that an individual or firm may be engaged in trading or advising for a business purpose. The activity does not have to be their sole or even primary endeavour for them to be in the business.

We consider regularly trading or advising in any way that produces, or is intended to produce, profits to be for a business purpose. We also consider any other sources of income and how much time an individual or firm spends on all activities associated with the trading or advising.

(d) *Being, or expecting to be, remunerated or compensated*

Receiving, or expecting to receive, any form of compensation for carrying on the activity, including whether the compensation is transaction or value based, indicates a business purpose. It does not matter if the individual or firm actually receives compensation or in what form. Having the capacity or the ability to carry on the activity to produce profit is also a relevant factor.

(e) *Directly or indirectly soliciting*

Contacting anyone to solicit securities transactions or to offer advice may reflect a business purpose. Solicitation includes contacting someone by any means, including advertising that proposes buying or selling securities or participating in a securities transaction, or that offers services or advice for these purposes.

Business trigger examples

This section explains how the business trigger might apply to some common situations.

(a) *Securities issuers*

A securities issuer is an entity that issues or trades in its own securities. In general, securities issuers with an active non-securities business do not have to register as a dealer if they:

- do not hold themselves out as being in the business of trading in securities
- trade in securities infrequently
- are not, or do not expect to be, compensated for trading in securities
- do not act as intermediaries, and
- do not produce, or intend to produce, a profit from trading in securities

However, securities issuers may have to register as a dealer if they:

- frequently trade in securities
- employ or otherwise contract individuals to perform activities on their behalf that are similar to those performed by a registrant (other than underwriting in the normal course of a distribution or trading for their own account)

- solicit investors actively, or
- act as an intermediary by investing client money in securities

For example, an investment fund manager that carries out the activities described above may have to register as a dealer.

Securities issuers that are in the business of trading should consider whether they qualify for the exemption from the registration requirement for trades through a registered dealer in section 8.5 of NI 31-103.

In most cases, securities issuers are subject to the prospectus requirements in securities legislation. Regulators have the discretionary authority to require an underwriter for a prospectus distribution.

(b) Venture capital and private equity

This guidance does not apply to labour sponsored or venture capital funds as defined in National instrument 81-106 *Investment Fund Continuous Disclosure* (NI 81-106).

Venture capital and private equity investing are distinguished from other forms of investing by the role played by venture capital and private equity management companies (collectively, VCs). This type of investing includes a range of activities that may require registration.

VCs typically raise money under one of the prospectus exemptions in NI 45-106, including for trades to “accredited investors”. The investors typically agree that their money will remain invested for a period of time. The VC uses this money to invest in securities of companies that are not publicly traded. The VC usually becomes actively involved in the management of the company, often over several years.

Examples of active management in a company include the VC having:

- representation on the board of directors
- direct involvement in the appointment of managers
- a say in material management decisions

The VC looks to realize on the investment either through a public offering of the company’s securities, or a sale of the business. At this point, the investors’ money can be returned to them, along with any profit.

Investors rely on the VC’s expertise in selecting and managing the companies it invests in. In return, the VC receives a management fee or “carried interest” in the profits generated from these investments. They do not receive compensation for raising capital or trading in securities.

Applying the business trigger factors to the VC activities as described above, there would be no requirement for the VC to register as:

- a portfolio manager, if the advice provided in connection with the purchase and sale of companies is incidental to the VC’s active management of these companies, or
- a dealer, if both the raising of money from investors and the investing of that money in companies are occasional and uncompensated activities

If the VC is actively involved in the management of the companies it invests in, the investment portfolio would generally not be considered an investment fund. As result, the VC would not need to register as an investment fund manager.

The business trigger factors and investment fund manager analysis may apply differently if the VC engages in activities other than those described above.

(c) One-time activities

In general, we do not require registration for one-time trading or advising activities. This includes trading or advising that:

- is carried out by an individual or firm acting as a trustee, executor, administrator, personal or other legal representative, or

- relates to the sale of a business

(d) Incidental activities

If trading or advising activity is incidental to a firm's primary business, we may not consider it to be for a business purpose.

For example, merger and acquisition specialists that advise the parties to a transaction between companies are not normally required to register as dealers or advisers in connection with that activity, even though the transaction may result in trades in securities and they will be compensated for the advice. The primary business purpose in this example is to carry out the transaction. Any advice on trades in the securities is incidental to that purpose and is limited to the parties to the transaction.

Another example is professionals, such as lawyers, accountants, engineers, geologists and teachers, who may provide advice on securities in the normal course of their professional activities. We do not consider them to be advising on securities for a business purpose. For the most part, any advice on securities will be incidental to their professional activities. This is because they:

- do not regularly advise on securities
- are not compensated separately for advising on securities
- do not solicit clients on the basis of their securities advice, and
- do not hold themselves out as being in the business of advising on securities

Registration trigger for investment fund managers

Investment fund managers are subject to a registration trigger. This means that if a firm carries on the activities of an investment fund manager, it must register. However, investment fund managers are not subject to the business trigger.

Fitness for registration

The regulator will only register an applicant if they appear to be fit for registration. Following registration, individuals and firms must maintain their fitness in order to remain registered. If the regulator determines that a registrant has become unfit for registration, the regulator may suspend or revoke the registration. See Part 6 of this Companion Policy for guidance on suspension and revocation of individual registration. See Part 10 of this Companion Policy for guidance on suspension and revocation of firm registration.

Terms and conditions

The regulator may impose terms and conditions on a registration at the time of registration or at any time after registration. Terms and conditions imposed at the time of registration are generally permanent, for example, in the case of a restricted dealer who is limited to specific activities. Terms and conditions imposed after registration are generally temporary. For example, if a registrant does not maintain the required capital, it may have to file monthly financial statements and capital calculations until the regulator's concerns are addressed.

Opportunity to be heard

Applicants and registrants have an opportunity to be heard by the regulator before their application for registration is denied. They also have an opportunity to be heard before the regulator imposes terms and conditions on their registration if they disagree with the terms and conditions.

Assessing fitness for registration - firms

We assess whether a firm is or remains fit for registration through the information it is required to provide on registration application forms and as a registrant, and through compliance reviews. Based on this information, we consider whether the firm is able to carry out its obligations under securities legislation. For example, registered firms must be financially viable. A firm that is insolvent or has a history of bankruptcy may not be fit for registration.

In addition, when determining whether a firm whose head office is outside Canada is, and remains, fit for registration, we will consider whether the firm maintains registration or regulatory organization membership in the foreign jurisdiction that is appropriate for the securities business it carries out there.

Assessing fitness for registration - individuals

We use three fundamental criteria to assess whether an individual is or remains fit for registration:

- proficiency
- integrity, and
- solvency

(a) Proficiency

Individual applicants must meet the applicable education, training and experience requirements prescribed by securities legislation and demonstrate knowledge of securities legislation and the products they recommend.

Registered individuals should continually update their knowledge and training to keep pace with new products, services and developments in the industry that are relevant to their business. See section 3.4 of this Companion Policy for more specific guidance on proficiency.

(b) Integrity

Registered individuals must conduct themselves with integrity and have an honest character. The regulator will assess the integrity of individuals through the information they are required to provide on registration application forms and as registrants, and through compliance reviews. For example, applicants are required to disclose information about conflicts of interest, such as other employment or partnerships, service as a member of a board of directors, or relationships with affiliates, and about any regulatory or legal actions against them.

(c) Solvency

The regulator will assess the overall financial condition of an individual applicant or registrant. An individual that is insolvent or has a history of bankruptcy may not be fit for registration. Depending on the circumstances, the regulator may consider the individual's contingent liabilities. The regulator may take into account an individual's bankruptcy or insolvency when assessing their continuing fitness for registration.

Part 2 Categories of registration for individuals**2.1 Individual categories****Multiple individual categories**

Individuals who carry on more than one activity requiring registration on behalf of a registered firm must:

- register in all applicable categories, and
- meet the proficiency requirements of each category

For example, an advising representative of a portfolio manager who is also the firm's CCO must register in the categories of advising representative and CCO. They must meet the proficiency requirements of both of these categories.

Multiple firms

We will not usually register an individual as a dealing, advising or associate advising representative for more than one registered firm even if the firms are affiliated. We will consider applications for individuals to act as a representative of more than one firm on a case-by-case basis. Before we approve an application, we must be satisfied that:

- there are valid business reasons for the individual to be registered with both firms
- the applicant's sponsoring firms have demonstrated that they have policies and procedures addressing any conflicts of interest that may arise as a result of the dual registration, and
- the sponsoring firms will be able to deal with these conflicts

We may consider other relevant factors.

Individual registered in a firm category

An individual can be registered in both a firm and individual category. For example, a sole proprietor who is registered in the firm category of portfolio manager must also be registered in the individual category of advising representative.

2.2 Client mobility exemption – individuals

The mobility exemption in section 2.2 of NI 31-103 allows registered individuals to continue dealing with and advising clients who move to another jurisdiction, without registering in that other jurisdiction. Section 8.30 *Client mobility exemption – firms* contains a similar exemption for registered firms.

The exemption becomes available when the client (not the registrant) moves to another jurisdiction. An individual may deal with up to five “eligible” clients in each other jurisdiction. Each of the client, their spouse and any children are an eligible client.

An individual may only rely on the exemption if:

- they and their sponsoring firm are registered in their principal jurisdiction
- they and their sponsoring firm only act as a dealer, underwriter or adviser in the other jurisdiction as permitted under their registration in their principal jurisdiction
- they comply with Part 13 *Dealing with clients – individuals and firms*
- they act fairly, honestly and in good faith in their dealings with the eligible client, and
- their sponsoring firm has disclosed to the eligible client that the individual and if applicable, their sponsoring firm, are exempt from registration in the other jurisdiction and are not subject to the requirements of securities legislation in that jurisdiction

As soon as possible after an individual first relies on this exemption, their sponsoring firm must complete and file Form 31-103F3 *Use of mobility exemption* (Form 31-103F3) with the other jurisdiction.

Part 3 Registration requirements – individuals

Division 1 General proficiency requirements

Individuals must pass exams – not courses – to meet the education requirements in Part 3. For example, an individual must pass the Canadian Securities Course Exam, but does not have to complete the Canadian Securities Course. Individuals are responsible for completing the necessary preparation to pass an exam and for proficiency in all areas covered by the exam.

3.3 Time limits on examination requirements

Under section 3.3 of NI 31-103, there is a time limit on the validity of exams prescribed in Part 3. Individuals must pass an exam within 36 months before they apply for registration. However, the time limit does not apply if the individual:

- was registered in the same category in Canada for a total of 12 months during the 36-month period, or
- gained relevant securities industry experience for a total of 12 months during the 36-month period

The 12 months of registration and relevant securities industry experience referred to in subsection 3.3(2) do not have to be consecutive, or with the same firm or organization. The individual must have been registered for a total of 12 months or obtained a total of 12 months of experience within the 36-month period before the date they apply for registration.

These time limits do not apply when individuals transfer to a new firm. This is because they do not have to apply for registration when they transfer. See Part 6 of this Companion Policy for guidance on individuals who transfer to a new firm.

Relevant securities industry experience

The securities industry experience under subsection 3.3(2)(b) should be relevant to the category applied for. It may include experience acquired:

- during employment at a registered dealer, a registered adviser or an investment fund manager
- in related investment fields, such as investment banking, securities trading on behalf of a financial institution, securities research, portfolio management, investment advisory services or supervision of those activities
- in legal, accounting or consulting practices related to the securities industry
- in other professional service fields that relate to the securities industry, or
- in a securities-related business in a foreign jurisdiction

Division 2 Education and experience requirements

See Appendix C for a chart that sets out the proficiency requirements for each individual category of registration.

Granting exemptions

The regulator may grant an exemption from any of the education and experience requirements in Division 2 if it is satisfied that an individual has qualifications or relevant experience that is equivalent to, or more appropriate in the circumstances than, the prescribed requirements.

Proficiency for representatives of investment dealers

IIROC sets the proficiency requirements for dealing representatives of its members.

Proficiency for representatives of restricted dealers and restricted portfolio managers

The regulator will decide on a case-by-case basis what education and experience are required for registration as:

- a dealing representative or CCO of a restricted dealer
- an advising representative or CCO of a restricted portfolio manager

The regulator will determine these requirements when it assesses the individual's fitness for registration.

3.4 Proficiency – initial and ongoing

Under section 3.4 of NI 31-103, registered individuals, including CCOs, must not perform an activity that requires registration unless they have the education, training and experience that a reasonable person would consider necessary to perform the activity competently. Registered firms should ensure that registered individuals acting on their behalf meet this requirement at all times.

For example, firms should perform their own analysis of all products they recommend to clients and provide product training to ensure their registered representatives have a sufficient understanding of the products and their risks to meet their suitability obligations under section 13.3. Similarly, registered individuals should have a thorough understanding of a product before they recommend it to a client.

3.11 Portfolio manager – advising representative

3.12 Portfolio manager – associate advising representative

The 12 months of relevant investment management experience referred to in section 3.11 of NI 31-103 and 24 months of relevant investment management experience referred to in section 3.12 do not have to be consecutive, or with the same firm or organization. The individual must obtain a total of this experience within the 36-month period before the date they apply for registration.

For individuals with a CFA charter, the regulator will decide on a case-by-case basis whether the experience they gained to earn the charter qualifies as relevant investment management experience.

Relevant investment management experience

Relevant investment management experience under sections 3.11 and 3.12 may vary according to the level of specialization of the individual. It may include:

- securities research and analysis experience, demonstrating an ability in, and understanding of, portfolio analysis or portfolio security selection, or
- management of investment portfolios on a discretionary basis, including investment decision making, rebalancing and evaluating performance

Advising representatives

Advising representatives may acquire relevant investment management experience during employment in a portfolio management capacity with a registered investment dealer or adviser firm.

Associate advising representatives

Relevant investment management experience for associate advising representatives may include working at:

- an unregistered portfolio manager of a Canadian financial institution
- an adviser that is registered in another jurisdiction of Canada, or
- an adviser in a foreign jurisdiction

Division 3 Membership in a self-regulatory organization

3.16 Exemptions from certain requirements for SRO approved persons

Section 3.16 exempts registered individuals who are dealing representatives of IIROC or MFDA members from the requirements in NI 31-103 for suitability and disclosure when recommending the use of borrowed money. This is because IIROC and the MFDA have their own rules for these matters. In Québec, these requirements do not apply to dealing representatives of a mutual fund dealer who comply with the applicable Québec regulations.

This section also exempts registered individuals who are dealing representatives of IIROC from the know your client obligations in section 13.2.

Part 4 Restrictions on registered individuals

4.2 Associate advising representatives – pre-approval of advice

The associate advising representative category is primarily meant to be an apprentice category for individuals who intend to become an advising representative but who do not meet the education or experience requirements for that category when they apply for registration. It allows an individual to work at a registered adviser while completing the proficiency requirements for an advising representative. For example, a previously registered advising representative could work in an advising capacity while acquiring the relevant work experience required for an advising representative under section 3.11 of NI 31-103.

However, associate advising representatives are not required to subsequently register as a full advising representative. They can remain as an associate advising representative indefinitely. This category also accommodates, for example, individuals who provide specific advice to clients, but do not manage client portfolios without supervision.

As required by section 4.2, registered firms must designate an advising representative to approve the advice provided by an associate advising representative. The designated advising representative must approve the advice before the associate advising representative gives it to the client. The appropriate processes for approving the advice will depend on the circumstances, including the associate advising representative's level of experience.

Registered firms that have associate advising representatives must:

- document their policies and procedures for meeting the supervision and approval obligations as required under section 11.1
- implement controls as required under section 11.1
- maintain records as required under section 11.5, and
- notify the regulator of the names of the advising representative and the associate advising representative whose advice they are approving no later than the seventh day after the advising representative is designated

Part 5 Ultimate designated person and chief compliance officer

Sections 11.2 and 11.3 of NI 31-103 require registered firms to designate a UDP and a CCO. The UDP and CCO must be registered and perform the compliance functions set out in sections 5.1 and 5.2. While the UDP and CCO have specific compliance functions, they are not solely responsible for compliance – it is the responsibility of the firm as a whole.

The same person as UDP and CCO

The UDP and the CCO can be the same person if they meet the requirements for both registration categories. We prefer firms to separate these functions, but we recognize that it might not be practical for some registered firms.

UDP or CCO as advising or dealing representative

The UDP or CCO may also be registered in trading or advising categories. For example, a small registered firm might conclude that one individual can adequately function as UDP and CCO, while also carrying on advising and trading activities. We may have concerns about the ability of a UDP or CCO of a large firm to conduct these additional activities and carry out their UDP, CCO and advising responsibilities at the same time.

5.1 Responsibilities of the ultimate designated person

The UDP is responsible for promoting a culture of compliance and overseeing the effectiveness of the firm's compliance system. They do not have to be involved in the day-to-day management of the compliance group.

There are no specific education or experience requirements for the UDP. However, they are subject to the proficiency principle in section 3.4.

5.2 Responsibilities of the chief compliance officer

The CCO is an operating officer who is responsible for the monitoring and oversight of the firm's compliance system. This includes:

- establishing or updating policies and procedures for the firm's compliance system, and
- managing the firm's compliance monitoring and reporting according to the policies and procedures

At the firm's discretion, the CCO may also have authority to take supervisory or other action to resolve compliance issues.

The CCO must meet the proficiency requirements set out in Part 3. No other compliance staff have to be registered unless they are also advising or trading. The CCO may set the knowledge and skills necessary or desirable for individuals who report to them.

If a firm is registered in multiple categories, the CCO must meet the most stringent of the proficiency requirements of the firm's categories of registration.

Firms must designate one CCO. However, in large firms, the scale and kind of activities carried out by different operating divisions may warrant the designation of more than one CCO. We will consider applications, on a case-by-case basis, for different individuals to act as the CCO of a firm's operating divisions.

We will not usually register the same person as CCO of more than one firm unless the firms are affiliated, and the scale and kind of activities carried out make it reasonable for the same person to act as CCO of more than one firm. We will consider applications, on a case-by-case basis, for the CCO of one registered firm to act as the CCO of another registered firm.

Subsection 5.2(c) of NI 31-103 requires the CCO to report to the UDP any instances of non-compliance with securities legislation that:

- create a reasonable risk of harm to a client or to the market, or
- are part of a pattern of non-compliance

The CCO should report non-compliance to the UDP even if it has been corrected.

Subsection 5.2(d) requires the CCO to submit an annual report to the board of directors.

Part 6 Suspension and revocation of registration – individuals

The requirements for surrendering registration and additional requirements for suspending and revoking registration are found in the securities legislation of each jurisdiction. The guidance for Part 6 relates to requirements under both securities legislation and NI 31-103.

There is no renewal requirement for registration. A registered individual may carry on the activities for which they are registered until their registration is:

- suspended automatically under NI 31-103
- suspended by the regulator under certain circumstances, or
- surrendered by the individual

6.1 If individual ceases to have authority to act for firm

Under section 6.1 of NI 31-103, if a registered individual ceases to have authority to act on behalf of their sponsoring firm because their working relationship with the firm ends or changes, the individual's registration with the registered firm is suspended until reinstated or revoked under securities legislation. This applies whether the individual or the firm ends the relationship.

If a registered firm terminates its working relationship with a registered individual for any reason, the firm must complete and file a notice of termination on Form 33-109F1 *Notice of Termination of Registered Individuals and Permitted Individuals* (Form 33-109F1) no later than five days after the effective date of the individual's termination. This includes when an individual resigns, is dismissed or retires.

The firm must file additional information about the individual's termination prescribed in Part 5 of Form 33-109F1 if:

- the individual resigned (either voluntarily or at the firm's request)
- the individual was dismissed (whether or not for cause), or
- the firm indicates "other" as the reason for termination on Form 33-109F1

The firm must file this information no later than 30 days after the date of termination. The regulator uses this information to determine if there are any concerns about the individual's conduct that may be relevant to their ongoing fitness for registration. Under NI 33-109, the firm must provide this information to the individual on request.

Suspension

An individual whose registration is suspended must not carry on the activity they are registered for. The individual otherwise remains a registrant and is subject to the jurisdiction of the regulator. A suspension remains in effect until the regulator reinstates or revokes the individual's registration.

If an individual who is registered in more than one category is suspended in one of the categories, the regulator will consider whether to suspend the individual's registration in other categories or to impose terms and conditions, subject to an opportunity to be heard.

Automatic suspension

An individual's registration will automatically be suspended if:

- they cease to have working relationship with their sponsoring firm
- the registration of their sponsoring firm is suspended or revoked, or
- they cease to be an approved person of an SRO

An individual must have a sponsoring firm to be registered. If an individual leaves their sponsoring firm for any reason, their registration is automatically suspended. Automatic suspension is effective on the day that an individual no longer has authority to act on behalf of their sponsoring firm.

Individuals do not have an opportunity to be heard by the regulator in the case of any automatic suspension.

Suspension in the public interest

An individual's registration may be suspended if the regulator exercises its power under securities legislation and determines that it is no longer in the public interest for the individual to be registered. The regulator may do this if it has serious concerns about the ongoing fitness of the individual. For example, this may be the case if an individual is charged with a crime, in particular fraud or theft.

Reinstatement

"Reinstatement" means that a suspension on a registration has been lifted. Once reinstated, an individual may resume carrying on the activity they are registered for. If a suspended individual joins a new sponsoring firm, they will have to apply for reinstatement under the process set out in NI 33-109. In certain cases, the reinstatement or transfer to the new firm will be automatic.

Automatic transfers

Subject to certain conditions set out in NI 33-109, an individual's registration may be automatically reinstated if they:

- transfer directly from one sponsoring firm to another registered firm in the same jurisdiction
- join the new sponsoring firm within 90 days of leaving their former sponsoring firm
- seek registration in the same category as the one previously held, and
- complete and file Form 33-109F7 *Reinstatement of Registered Individuals and Permitted Individuals* (Form 33-109F7)

This allows individuals to engage in activities requiring registration from their first day with the new sponsoring firm.

Individuals are not eligible for an automatic reinstatement if they:

- have new information to disclose regarding regulatory, criminal, civil or financial matters as described in Item 9 of Form 33-109F7, or
- as a result of allegations of criminal activity, breach of securities legislation or breach of SRO rules:
 - were dismissed by their former sponsoring firm, or
 - were asked by their former sponsoring firm to resign

In these cases, the individual must apply to have their registration reinstated under NI 33-109 using Form 33-109F4 *Registration of Individuals and Review of Permitted Individuals*.

6.2 If IIROC approval is revoked or suspended

6.3 If MFDA approval is revoked or suspended

Registered individuals acting on behalf of member firms of an SRO are required to be an approved person of the SRO.

If an SRO suspends or revokes its approval of an individual, the individual's registration in the category requiring SRO approval will be automatically suspended. This automatic suspension of individuals does not apply to mutual fund dealers registered only in Québec.

If an SRO suspends an individual for reasons that do not involve significant regulatory concerns and subsequently reinstates the individual's approval, the individual's registration will usually be reinstated by the regulator as soon as possible.

Revocation

6.6 Revocation of a suspended registration – individual

If an individual's registration has been suspended under Part 6 of NI 31-103 but not reinstated, it will be automatically revoked on the second anniversary of the suspension.

“Revocation” means that the regulator has terminated the individual’s registration. An individual whose registration has been revoked must submit a new application if they want to be registered again.

Surrender

“Surrender” means an individual wants to terminate their registration in some, but not all, of the jurisdictions in which they are registered. An individual may apply to surrender their registration at any time by completing Form 33-109F2 *Change or Surrender of Individual Categories* (Form 33-109F2) and having their sponsoring firm file it.

An individual who is registered in one or more jurisdictions and wants to terminate their registration in all jurisdictions does not have to file Form 33-109F2. This is because their sponsoring firm is required to file Form 33-109F1.

Part 7 Categories of registration for firms

The categories of registration for firms have two main purposes:

- to specify the type of business that the firm may conduct, and
- to provide a framework for the requirements the registrant must meet

Firms registered in more than one category

A firm may be required to register in more than one category. For example, a portfolio manager that manages an investment fund must register both as a portfolio manager and as an investment fund manager.

Individual registered in a firm category

An individual can be registered in both a firm and individual category. For example, a sole proprietor who is registered in the firm category of portfolio manager must also be registered in the individual category of advising representative.

7.1 Dealer categories

Underwriting is a subset of dealing activity for specified categories. Investment dealers may underwrite any securities. Exempt market dealers may underwrite securities in limited circumstances.

Exempt market dealer

Under subsection 7.1(2)(d) of NI 31-103, exempt market dealers may only act as a dealer in the “exempt market”. The permitted activities of an exempt market dealer are determined with reference to the prospectus exemptions in NI 45-106 and include trades to “accredited investors” and purchasers of at least \$150,000 of a security and trades to anyone under the offering memorandum exemption.

Exempt market dealers can sell investment funds (whether or not they are prospectus-qualified) under these exemptions without registering as a mutual fund dealer or being a member of the MFDA.

Restricted dealer

The restricted dealer category in subsection 7.1(2)(e) permits specialized dealers that may not qualify under another dealer category to carry on a limited trading business. It is intended to be used only if there is a compelling case for the proposed trading to take place outside the other registration categories.

The regulator will impose terms and conditions that restrict the dealer’s activities. The CSA will co-ordinate terms and conditions for restricted dealers.

7.2 Adviser categories

The registration requirement in section 7.2 of NI 31-103 applies to advisers who give “specific advice”. Advice is specific when it is tailored to the needs and circumstances of a client or potential client. For example, an adviser who recommends a security to a client is giving specific advice.

Restricted portfolio manager

The restricted portfolio manager category in subsection 7.2(2)(b) permits individuals or firms to advise in specific securities, classes of securities or securities of a class of issuers.

The regulator will impose terms and conditions on a restricted portfolio manager's registration that limit the manager's activities to a specific area, for example, securities of oil and gas issuers.

7.3 Investment fund manager category

Investment fund managers direct the business, operations or affairs of an investment fund. They organize the fund and are responsible for its management and administration.

If an entity is uncertain about whether it must register as an investment fund manager, it should consider whether the fund is an "investment fund" for the purposes of securities legislation. See section 1.2 of the Companion Policy to NI 81-106 for guidance on the general nature of investment funds.

An investment fund manager may:

- advertise to the general public a fund it manages without being registered as an adviser, and
- promote the fund to registered dealers without being registered as a dealer

If an investment fund manager acts as portfolio manager for a fund it manages, it should consider whether it may have to be registered as an adviser. If it distributes units of the fund directly to investors, it should consider whether it may have to be registered as a dealer.

An investment fund manager may delegate or outsource certain functions to other service providers. However, the investment fund manager is responsible for these functions and must supervise the service provider. See Part 11 of this Companion Policy for more guidance on outsourcing.

Limited partnerships

Investment funds organized as limited partnerships of investment vehicles should consider which entity or entities may need to be registered as an investment fund manager. Multiple registrations may not be necessary if each general partner in the affiliated group enters into a contract with a single registered investment fund manager within the group. In this case, the investment fund manager may not be one of the general partners.

Part 8 Exemptions from the requirement to register

NI 31-103 provides several exemptions from the registration requirement. There may be additional exemptions in securities legislation. If a firm is exempt from registration, the individuals acting on its behalf are also exempt from registration.

Division 1 Exemptions from dealer and underwriter registration

We provide no specific guidance for the following exemptions because there is guidance on them in the Companion Policy to NI 45-106:

- 8.12 *Mortgages*
- 8.17 *Reinvestment plan*
- 8.20 *Exchange contract – Alberta, British Columbia, New Brunswick and Saskatchewan*

8.5 Trades through or to a registered dealer

This exemption is available when no intermediary is involved in a trade, for example, when an individual or firm trades their own securities directly with a registered dealer. An individual or firm will have to register, however, if they trade another party's securities with a registered dealer.

8.6 Adviser – non-prospectus qualified investment fund

Under the exemption in section 8.6 of NI 31-103, registered advisers do not have to register as a dealer for a trade in a security of a non-prospectus qualified investment fund if they:

- act as the fund's adviser and investment fund manager, and
- distribute units of the fund only into their clients' managed accounts

The exemption is also available to those who qualify for the international adviser exemption under section 8.26.

Registered advisers often create non-prospectus qualified investment funds as a way to efficiently invest their clients' money. In issuing units of those funds to clients, they are in the business of trading in securities.

Subsection 8.6(2) limits the availability of this exemption to legitimate fully managed accounts. We do not intend for the exemption to be used to distribute the adviser's own non-prospectus qualified investment funds on a retail basis.

Advisers relying on the exemption in section 8.6 should consider whether they may have to register as an investment fund manager.

8.19 Self-directed registered education savings plan

We consider the creation of a self-directed registered education savings plan, as defined in section 8.19 of NI 31-103, to be a trade in a security, whether or not the assets held in the plan are securities. This is because the definition of "security" in securities legislation of most jurisdictions includes "any document constituting evidence of an interest in a scholarship or educational plan or trust".

Section 8.19 provides an exemption from the dealer registration requirement for the trade when the plan is created but only under the conditions described in subsection 8.19(2).

Division 2 Exemptions from adviser registration

8.25 Advising generally

Section 8.25 of NI 31-103 contains an exemption from the requirement to register as an adviser if the advice is not tailored to the needs of the recipient.

In general, we would not consider advice about specific securities to be tailored to the needs of the recipient if it:

- is a general discussion of the merits and risks of the security
- is delivered through investment newsletters, articles in general circulation newspapers or magazines, websites, e-mail, Internet chat rooms, bulletin boards, television or radio, and
- does not claim to be tailored to the needs and circumstances of any recipient

This type of general advice can also be given at conferences. However, if a purpose of the conference is to solicit the audience and generate specific trades in specific securities, we may consider the advice to be tailored or we may consider the individual or firm giving the advice to be engaged in trading activity.

Under subsection 8.25(3), if an individual or firm relying on the exemption has a financial or other interest in the securities they recommend, they must disclose the interest to the recipient when they make the recommendation.

Division 3 Exemptions from investment fund manager registration

8.28 Capital accumulation plan exemption

Section 8.28 of NI 31-103 provides an exemption from the investment fund manager registration requirement to an individual or firm that administers a capital accumulation plan. If an investment fund manager is also required to register as a dealer or adviser, this exemption only applies to their activities as an investment fund manager.

*Division 4 Mobility exemption – firms***8.30 Client mobility exemption – firms**

The mobility exemption in section 8.30 of NI 31-103 allows registered firms to continue dealing with and advising clients who move to another jurisdiction, without registering in that other jurisdiction. Section 2.2 *Client mobility exemption – individuals* contains a similar exemption for registered individuals.

The exemption becomes available when the client (not the registrant) moves to another jurisdiction. A registered firm may deal with up to 10 “eligible” clients in each other jurisdiction. Each of the client, their spouse and any children are an eligible client.

A firm may only rely on the exemption if:

- it is registered in its principal jurisdiction
- it only acts as a dealer, underwriter or adviser in the other jurisdiction as permitted under its registration in its principal jurisdiction
- the individual acting on its behalf is eligible for the exemption in section 2.2
- it complies with Parts 13 *Dealing with clients – individuals and firms* and 14 *Handling client accounts – firms*, and
- it acts fairly, honestly and in good faith in its dealings with the eligible client

Firm’s responsibilities for individuals relying on the exemption

In order for a registered individual to rely on the exemption in section 2.2, their sponsoring firm must disclose to the eligible client that the individual and if applicable, the firm, are exempt from registration in the other jurisdiction and are not subject to the requirements of securities legislation in that jurisdiction.

As soon as possible after an individual first relies on the exemption in section 2.2, their sponsoring firm must complete and file Form 31-103F3 in the other jurisdiction.

The registered firm must have appropriate policies and procedures for supervising individuals who rely on a mobility exemption. Registered firms must also keep appropriate records to demonstrate they are complying with the conditions of the mobility exemption.

Part 9 Membership in a self-regulatory organization**9.3 Exemptions from certain requirements for SRO members**

Section 9.3 of NI 31-103 contains an exemption from certain requirements for investment dealers that are IIROC members and, except in Québec, for mutual fund dealers that are MFDA members. However, if an SRO member is registered in another category, this section does not exempt them from their obligations as a registrant in that category. For example, if a firm is registered as an investment fund manager and as an investment dealer with IIROC, section 9.3 does not exempt them from their obligations as an investment fund manager under NI 31-103.

Part 10 Suspension and revocation of registration – firms

The requirements for surrendering registration and additional requirements for suspending and revoking registration are found in the securities legislation of each jurisdiction. The guidance for Part 10 relates to requirements under both securities legislation and NI 31-103.

There is no renewal requirement for registration but firms must pay fees every year to maintain their registration and the registration of individuals acting on their behalf. A registered firm may carry on the activities for which it is registered until its registration is:

- suspended automatically under NI 31-103
- suspended by the regulator under certain circumstances, or
- surrendered by the firm

*Division 1 When a firm's registration is suspended***Suspension**

A firm whose registration has been suspended must not carry on the activity it is registered for. The firm otherwise remains a registrant and is subject to the jurisdiction of the regulator. A suspension remains in effect until the regulator reinstates or revokes the firm's registration.

If a firm that is registered in more than one category is suspended in one of the categories, the regulator will consider whether to suspend the firm's registration in other categories or to impose terms and conditions, subject to an opportunity to be heard.

Automatic suspension

A firm's registration will automatically be suspended if:

- it fails to pay its annual fees within 30 days of the due date
- it ceases to be a member of IIROC, or
- except in Québec, it ceases to be a member of the MFDA

Firms do not have an opportunity to be heard by the regulator in the case of any automatic suspension.

10.1 Failure to pay fees

Under section 10.1 of NI 31-103, a firm's registration will be automatically suspended if it has not paid its annual fees within 30 days of the due date.

10.2 If IIROC membership is revoked or suspended

Under section 10.2 of NI 31-103, if IIROC suspends or revokes a firm's membership, the firm's registration as an investment dealer is suspended until reinstated or revoked.

10.3 If MFDA membership is revoked or suspended

Under section 10.3 of NI 31-103, if the MFDA suspends or revokes a firm's membership, the firm's registration as a mutual fund dealer is suspended until reinstated or revoked. Section 10.3 does not apply in Québec.

Suspension in the public interest

A firm's registration may be suspended if the regulator exercises its power under securities legislation and determines that it is no longer in the public interest for the firm to be registered. The regulator may do this if it has serious concerns about the ongoing fitness of the firm or any of its registered individuals. For example, this may be the case if a firm or one or more of its registered or permitted individuals is charged with a crime, in particular fraud or theft.

Reinstatement

"Reinstatement" means that a suspension on a registration has been lifted. Once reinstated, a firm may resume carrying on the activity it is registered for.

*Division 2 Revoking a firm's registration***Revocation****10.5 Revocation of a suspended registration – firm****10.6 Exception for firms involved in a hearing**

Under sections 10.5 and 10.6 of NI 31-103, if a firm's registration has been suspended under Part 10 and has not been reinstated, it is revoked on the second anniversary of the suspension, except if a hearing concerning the suspended registrant has commenced. In this case the registration remains suspended.

"Revocation" means that the regulator has terminated the firm's registration. A firm whose registration has been revoked must submit a new application if it wants to be registered again.

Surrender

A firm may apply to surrender its registration in one or more categories at any time. There is no prescribed form for an application to surrender. A firm should file an application to surrender registration with its principal regulator. If Ontario is a non-principal jurisdiction, it should also file the application with the regulator in Ontario. See the Companion Policy to Multilateral Instrument 11-102 *Passport System* for more details on filing an application to surrender.

Before the regulator accepts a firm's application to surrender registration, the firm must provide the regulator with evidence that the firm's clients have been dealt with appropriately. This evidence does not have to be provided when a registered individual applies to surrender registration. This is because the sponsoring firm will continue to be responsible for meeting obligations to clients who may have been served by the individual.

The regulator does not have to accept a firm's application to surrender its registration. Instead, the regulator can act in the public interest by suspending, or imposing terms and conditions on, the firm's registration.

When considering a registered firm's application to surrender its registration, the regulator typically considers the firm's actions, the completeness of the application and the supporting documentation.

The firm's actions

The regulator may consider whether the firm:

- has stopped carrying on activity requiring registration
- proposes an effective date to stop carrying on activity requiring registration that is within six months of the date of the application to surrender, and
- has paid any outstanding fees and submitted any outstanding filings at the time of filing the application to surrender

Completeness of the application

Among other things, the regulator may look for:

- the firm's reasons for ceasing to carry on activity requiring registration
- satisfactory evidence that the firm has given all of its clients reasonable notice of its intention to stop carrying on activity requiring registration, including an explanation of how it will affect them in practical terms, and
- satisfactory evidence that the firm has given appropriate notice to the SRO, if applicable

Supporting documentation

The regulator may look for:

- evidence that the firm has resolved all outstanding client complaints, settled all litigation, satisfied all judgments or made reasonable arrangements to deal with and fund any payments relating to them, and any subsequent client complaints, settlements or liabilities
- confirmation that all money or securities owed to clients has been returned or transferred to another registrant, where possible, according to client instructions
- up-to-date audited financial statements with an auditor's comfort letter
- evidence that the firm has satisfied any SRO requirements for withdrawing membership, and
- an officer's or partner's certificate supporting these documents

Part 11 Internal controls and systems

General business practices – outsourcing

Registered firms are responsible and accountable for all functions that they outsource to a service provider. Firms should have a written, legally binding contract that includes the expectations of the parties to the outsourcing arrangement.

Registered firms should follow prudent business practices and conduct a due diligence analysis of prospective third-party service providers. This includes third-party service providers that are affiliates of the firm. Due diligence should include an assessment of the service provider's reputation, financial stability, relevant internal controls and ability to deliver the services.

Firms should also:

- ensure that third-party service providers have adequate safeguards for keeping information confidential and, where appropriate, disaster recovery capabilities
- conduct ongoing reviews of the quality of outsourced services
- develop and test a business continuity plan to minimize disruption to the firm's business and its clients if the third-party service provider does not deliver its services satisfactorily, and
- note that other legal requirements, such as privacy laws, may apply when entering into outsourcing arrangements

The regulator, the registered firm and the firm's auditors should have the same access to the work product of a third-party service provider as they would if the firm itself performed the activities. Firms should ensure this access is provided and include a provision requiring it in the contract with the service provider, if necessary.

Division 1 Compliance

11.1 Compliance system

General principles

Section 11.1 of NI 31-103 requires registered firms to establish, maintain and apply policies and procedures that establish a system of controls and supervision (a compliance system) that:

- provides assurance that the firm and individuals acting on its behalf comply with securities legislation, and
- manages the business risks in accordance with prudent business practices

Operating an effective compliance system is essential to a registered firm's continuing fitness for registration. It provides reasonable assurance that the firm is meeting, and will continue to meet, all requirements of applicable securities laws and SRO rules and is managing risk prudently. A compliance system should include internal controls and mechanisms that are reasonably likely to identify non-compliance at an early stage and allow the firm to correct non-compliant conduct in a timely manner.

Compliance is a firm-wide responsibility. Everyone in the firm should understand the standards of conduct for their role. This includes the board of directors, partners, management, employees and agents, whether or not they are registered. Having a UDP and CCO, and in larger firms, a compliance group and other supervisory staff, does not relieve anyone else in the firm of the obligation to report and act on compliance issues. A compliance system should identify those who will act as alternates in the absence of the UDP or CCO.

Elements of an effective compliance system

While policies and procedures are essential, they do not make an acceptable compliance system on their own. An effective compliance system also includes internal controls and supervision.

Internal controls

Internal controls are an important part of a firm's compliance system. They should mitigate risk and protect firm and client assets. They should be designed to assist firms in monitoring compliance with securities legislation and managing the risks that affect their business, including risks that may arise from:

- money laundering
- trading
- business interruption
- hedging strategies

Supervision

Supervision is an essential component of a firm's compliance system. It consists of day-to-day supervision and systemic monitoring.

(a) Day-to day supervision

Day-to-day supervision includes:

- identifying specific cases of non-compliance
- taking action to correct them, and
- minimizing the compliance risk in key areas of a firm's operations

Minimizing risk usually involves approving new account documents, monitoring and in some cases, approving transactions, approving marketing materials and preventing inappropriate use or disclosure of non-public information.

Anyone who supervises registered individuals has a responsibility on behalf of the firm to take all reasonable measures to ensure that each of these individuals:

- deals fairly, honestly and in good faith with their clients
- complies with securities legislation
- complies with the firm's policies and procedures, and
- maintains an appropriate level of proficiency

(b) Systemic monitoring

Systemic monitoring involves assessing, and advising and reporting on the effectiveness of the firm's compliance system. This includes ensuring that:

- the firm's day-to-day supervision is reasonably effective in identifying and promptly correcting compliance deficiencies
- policies and procedures are enforced and kept up to date, and
- everyone at the firm generally understands and complies with the policies and procedures, and with securities legislation

Specific elements

More specific elements of an effective compliance system include:

(a) Visible commitment

Senior management and the board of directors or partners should demonstrate a visible commitment to compliance.

(b) Sufficient resources and training

The firm should have sufficient resources to operate an effective compliance system. Qualified individuals (including anyone acting as an alternate during absences) should have the responsibility and authority to monitor the firm's compliance, identify any instances of non-compliance and take supervisory action to correct them.

The firm should provide training to ensure that everyone at the firm understands the standards of conduct and their role in the compliance system, including ongoing communication and training on changes in regulatory requirements or the firm's policies and procedures.

(c) Detailed policies and procedures

The firm should have detailed written policies and procedures that:

- identify the internal controls the firm will use to ensure compliance with legislation and manage risk
- set out the firm's standards of conduct for compliance with securities and other applicable legislation and the systems for monitoring and enforcing compliance with those standards
- clearly outline who is expected to do what, when and how
- are readily accessible by everyone who is expected to know and follow them
- are updated when regulatory requirements and the firm's business practices change, and
- take into consideration the firm's obligation under securities legislation to deal fairly, honestly and in good faith with its clients

(d) Detailed records

The firm should keep records of activities conducted to identify compliance deficiencies and the action taken to correct them.

Setting up a compliance system

It is up to each registered firm to determine the most appropriate compliance system for its operations. Registered firms should consider the size and scope of their operations, including products, types of clients or counterparties, risks and compensating controls, and any other relevant factors.

For example, a large registered firm with diverse operations may require a large team of compliance professionals with several divisional heads of compliance reporting to a CCO dedicated entirely to a compliance role.

All firms must have policies, procedures and systems to demonstrate compliance. However, some of the elements noted above may be unnecessary or impractical for smaller registered firms.

We encourage firms to meet or exceed industry best practices in complying with regulatory requirements.

11.2 Designating an ultimate designated person

Under subsection 11.2(1) of NI 31-103, registered firms must designate an individual to be the UDP. Firms should ensure that the individual understands and is able to perform the obligations of a UDP under section 5.1.

The UDP must be:

- the chief executive officer of the registered firm
- the sole proprietor of the registered firm
- an officer in charge of a division of the firm that carries on all of the activity that requires registration, or
- an individual acting in a similar capacity

If the UDP no longer meets any of the above conditions and the registered firm is unable to designate another UDP, the firm should promptly advise the regulator of the actions it is taking to designate an appropriate UDP.

11.3 Designating a chief compliance officer

Under subsection 11.3(1) of NI 31-103, registered firms must designate an individual to be the CCO. Firms should ensure that the individual understands and is able to perform the obligations of a CCO under section 5.2.

The CCO must meet the applicable proficiency requirements in Part 3 of NI 31-103 and be:

- an officer or partner of the registered firm, or
- the sole proprietor of the registered firm

If the CCO no longer meets any of the above conditions and the registered firm is unable to designate another CCO, the firm should promptly advise the regulator of the actions it is taking to designate an appropriate CCO.

Division 2 Books and records

Under securities legislation, the regulator may access, examine and take copies of a registered firm's records. The regulator may also conduct regular and unscheduled compliance reviews of registered firms.

11.5 General requirements for records

Under subsection 11.5(1) of NI 31-103, registered firms must maintain records to accurately record their business activities, financial affairs and client transactions, and demonstrate compliance with securities legislation.

The following discussion provides guidance for the various elements of the records described in subsection 11.5(2).

Financial affairs

The records required under subsections 11.5(2)(a), (b) and (c) are records firms must maintain to help ensure they are able to prepare and file financial information, determine their capital position, including the calculation of excess working capital, and generally demonstrate compliance with the capital and insurance requirements.

Client transactions

The records required under subsections 11.5(2)(g), (h), (i), (l) and (n) are records firms must maintain to accurately and fully document transactions entered into on behalf of a client. We expect firms to maintain notes of oral communications with clients, and all e-mail, regular mail, fax and other written communications with clients to the extent these communications could have an impact on the client's account or the client's relationship with the firm. However, we do not expect registered firms to save every voicemail or e-mail, or to record all telephone conversations with clients.

The records required under subsection 11.5(2)(g) should document buy and sell transactions, referrals, margin transactions and any other activities relating to a client's account. They include records of all actions leading to trade execution, settlement and clearance, such as trades on exchanges, alternative trading systems, over-the-counter markets, debt markets, and distributions and trades in the prospectus-exempt market.

Examples of these records are:

- trade confirmation statements
- summary information about account activity
- communications between a registrant and its client about particular transactions, and
- records of transactions resulting from securities a client holds, such as dividends or interest paid, or dividend reinvestment program activity

Subsection 11.5(2)(l) requires firms to maintain records that demonstrate compliance with the know your client obligations in section 13.2 and the suitability obligations in section 13.3. This includes records for unsuitable trades in subsection 13.3(2).

Client relationship

The records required under subsection 11.5(2)(k) and (m) should document information about a registered firm's relationship with its client and relationships that any representatives have with that client.

These records include:

- communication between the firm and its clients, such as disclosure provided to clients and agreements between the registrant and its clients
- account opening information
- change of status information provided by the client

- disclosure and other relationship information provided by the firm
- margin account agreements
- communications regarding a complaint made by the client
- actions taken by the firm regarding a complaint
- communications that do not relate to a particular transaction, and
- conflicts records

Each record required under subsection 11.5(2)(k) should clearly indicate the name of the accountholder and the account the record refers to. A record should include information only about the accounts of the same accountholder or group. For example, registrants should have separate records for an individual's personal accounts and for accounts of a legal entity that the individual owns or jointly holds with another party.

Where applicable, the financial details should note whether the information is for an individual or a family. This includes spousal income and net worth. The financial details for accounts of a legal entity should note whether the information refers to the entity or to the owner(s) of the entity.

If the registered firm permits clients to complete new account forms themselves, the forms should use language that is clear and avoids terminology that may be unfamiliar to unsophisticated clients.

Internal controls

The records required under subsection 11.5(2)(d), (e), (f), (j) and (o) are records firms must maintain to support the internal controls and supervision components of their compliance system.

11.6 Form, accessibility and retention of records

Third party access to records

Subsection 11.6(1)(b) of NI 31-103 requires registered firms to keep their records in a safe location. This includes ensuring that no one has unauthorized access to information, particularly confidential client information. Registered firms should be particularly vigilant if they maintain books and records in a location that may be accessible by a third party. In this case, the firm should have a confidentiality agreement with the third party.

Division 3 Certain business transactions

11.8 Tied selling

Section 11.8 of NI 31-103 prohibits an individual or firm from engaging in abusive sales practices such as selling a security on the condition that the client purchase another product or service from the registrant or one of its affiliates. These types of practices are known as "tied selling". In our view, this section would be contravened if, for example, a financial institution agreed to lend money to a client only if the client acquired securities of mutual funds sponsored by the financial institution.

However, section 11.8 is not intended to prohibit relationship pricing or other beneficial selling arrangements similar to relationship pricing. Relationship pricing refers to the practice of industry participants offering financial incentives or advantages to certain clients.

11.9 Registrant acquiring a registered firm's securities or assets

Under section 11.9 of NI 31-103, registrants must give the regulator notice if they propose to purchase securities or assets of a registered firm or the parent of a registered firm. For purposes of this section, a registered firm's book of business would be a substantial part of the assets of the registered firm. This notice gives the regulator an opportunity to consider ownership issues that may affect a firm's fitness for registration.

Subsection 11.9(4) does not apply in British Columbia. However, the regulator in British Columbia may exercise discretion under section 36 or 161 of the BC *Securities Act* (BCSA) to impose conditions, restrictions or requirements on the registrant's registration or to suspend or revoke the registration if it decides that an acquisition would affect the registrant's fitness for

registration or be prejudicial to the public interest. In these circumstances, the registrant would be entitled to an opportunity to be heard, except if the regulator issues a temporary order under section 161 of the BCSA.

11.10 Registered firm whose securities are acquired

Under section 11.10 of NI 31-103, registered firms must notify the regulator if they know or have reason to believe that any individual or firm is about to purchase more than 10% of the voting securities of the firm or the firm's parent. This notice gives the regulator an opportunity to consider ownership issues that may affect a firm's fitness for registration.

We expect any individual or firm that buys assets of a registered firm and is not already a registrant will have to apply for registration. We will assess their fitness for registration when they apply.

Subsection 11.10(5) does not apply in British Columbia. However, the regulator in British Columbia may exercise discretion under section 36 or 161 of the BCSA to impose conditions, restrictions or requirements on the registrant's registration or to suspend or revoke the registration if it decides that an acquisition would affect the registrant's fitness for registration or be prejudicial to the public interest. In these circumstances, the registrant would be entitled to an opportunity to be heard, except if the regulator issues a temporary order under section 161 of the BCSA.

Part 12 Financial condition

Division 1 Working capital

12.1 Capital requirements

Section 12.1 of NI 31-103 requires registered firms to notify the regulator if their excess working capital is less than zero.

Registered firms should know their working capital position at all times. This may require a firm to calculate its working capital every day. The frequency of working capital calculations depends on many factors, including the size of the firm, the nature of its business and the stability of the components of its working capital. For example, it may be sufficient for a sole proprietor firm with a dedicated and stable source of working capital to do the calculation on a monthly basis.

Working capital requirements are not cumulative

The working capital requirements for registered firms set out in section 12.1 are not cumulative. If a firm is registered in more than one category, it must meet the highest capital requirement of its categories of registration, except for those investment fund managers who are also registered as portfolio managers and meet the requirements of the exemption in section 8.6. These investment fund managers need only meet the lower capital requirement for portfolio managers.

If a registrant becomes insolvent or declares bankruptcy

The regulator will review the circumstances of a registrant's insolvency or bankruptcy on a case-by-case basis. If the regulator has concerns, it may impose terms and conditions on the registrant's registration, such as close supervision and delivering progress reports to the regulator, or it may suspend the registrant's registration.

Division 2 Insurance

Insurance coverage limits

Registrants must maintain bonding or insurance that provides for a "double aggregate limit" or a "full reinstatement of coverage" (also known as "no aggregate limit"). Most insurers offer aggregate limit policies that contain limits based on a single loss and on the number or value of losses that occur during the coverage period.

Double aggregate limit policies have a specified limit for each claim. The total amount that may be claimed during the coverage period is twice that limit. For example, if an adviser maintains a financial institution bond of \$50,000 for each clause with a double aggregate limit, the adviser's coverage is \$50,000 for any one claim and \$100,000 for all claims during the coverage period.

Full reinstatement of coverage policies and no aggregate limit policies have a specified limit for each claim but no limit on the number of claims or losses during the coverage period. For example, if an adviser maintains a financial institution bond of \$50,000 for each clause with a full reinstatement of coverage provision, the adviser's maximum coverage is \$50,000 for any one claim, but there is no limit on the total amount that can be claimed under the bond during the coverage period.

12.4 Insurance – adviser

The insurance requirements for advisers depend in part on whether the adviser holds or has access to client assets.

An adviser will be considered to hold or have access to client assets if they do any of the following:

- hold client securities or cash for any period
- accept funds from clients, for example, a cheque made payable to the registrant
- accept client money from a custodian, for example, client money that is deposited in the registrant's bank or trust accounts before the registrant issues a cheque to the client
- have the ability to gain access to client assets
- have, in any capacity, legal ownership of, or access to, client funds or securities
- have the authority, such as under a power of attorney, to withdraw funds or securities from client accounts
- have authority to debit client accounts to pay bills other than investment management fees
- act as a trustee for clients, or
- act as fund manager or general partner for investment funds

12.6 Global bonding or insurance

Registered firms may be covered under a global insurance policy. Under this type of policy, the firm is insured under a parent company's policy that covers the parent and its subsidiaries or affiliates. Firms should ensure that the claims of other entities covered under a global insurance policy do not affect the limits or coverage applicable to the firm.

Division 4 Financial reporting

12.14 Delivering financial information – investment fund manager

NAV errors and adjustments

Section 12.14 of NI 31-103 requires investment fund managers to periodically deliver to the regulator, among other things, a description of any net asset value (NAV) adjustment. A NAV adjustment is necessary when there has been a material error and the NAV per unit does not accurately reflect the actual NAV per unit at the time of computation.

Some examples of the causes of NAV errors are:

- mispricing of a security
- corporate action recorded incorrectly
- incorrect numbers used for issued and outstanding units
- incorrect expenses and income used or accrued
- incorrect foreign exchange rates used in the valuation, and
- human error, such as inputting an incorrect value

We expect investment fund managers to have policies that clearly define what constitutes a material error that requires an adjustment, including threshold levels, and how to correct material errors. If an investment fund manager does not have a threshold in place, it may wish to consider the threshold in IFIC Bulletin Number 22 or adopt a more stringent policy.

Part 13 Dealing with clients – individuals and firms

Division 1 *Know your client and suitability*

13.2 Know your client

General principles

Registrants act as gatekeepers of the integrity of the capital markets. They should not, by act or omission, facilitate conduct that brings the market into disrepute. As part of their gatekeeper role, registrants are required to establish the identity of, and conduct due diligence on, their clients under the know your client (KYC) obligation in section 13.2 of NI 31-103. Complying with the KYC obligation can help ensure that trades are completed in accordance with securities laws.

KYC information forms the basis for determining whether trades in securities are suitable for investors. This helps protect the client, the registrant and the integrity of the capital markets. The KYC obligation requires registrants to take reasonable steps to obtain and periodically update information about their clients.

Verifying a client's reputation

Subsection 13.2(2)(a) requires registrants to make inquiries if they have cause for concern about a client's reputation. The registrant must make all reasonable inquiries necessary to resolve the concern. This includes making a reasonable effort to determine, for example, the nature of the client's business.

Identifying insiders

Under subsection 13.2(2)(b), a registrant must take reasonable steps to establish whether the client is an insider of a reporting issuer or any other issuer whose securities are publicly traded. We consider "reasonable steps" to include explaining to the client what an insider is and what it means for securities to be publicly traded.

For purposes of this paragraph, "reporting issuer" has the meaning given to it in securities legislation and "other issuer" means any issuer whose securities are traded in any public market. This includes domestic, foreign, exchange-listed and over-the-counter markets. This definition does not include issuers whose securities have been distributed through a private placement and are not freely tradeable.

Keeping KYC information current

Under subsection 13.2(4), registrants are required to make reasonable efforts to keep their clients' KYC information current.

We consider information to be current if it is sufficiently up-to-date to support a suitability determination. For example, a portfolio manager with discretionary authority should update its clients' KYC information frequently. A dealer that only occasionally recommends trades to a client should ensure that the client's KYC information is up-to-date at the time a proposed trade or recommendation is made.

13.3 Suitability

Subsection 13.3(1) of NI 31-103 requires registrants to take reasonable steps to ensure that a proposed trade is suitable for a client before making a recommendation or accepting instructions from the client.

To meet this suitability obligation, registrants should have in-depth knowledge of all products that they buy and sell for, or recommend to, their clients. This is often referred to as the "know your product" or KYP obligation. Registrants should know each product well enough to understand and explain to their clients the product's risks, key features, and initial and ongoing costs and fees. Having the registered firm's approval for representatives to sell a product does not mean that the product will be suitable for all clients. Individual registrants must still determine the suitability of each transaction for every client.

Registrants should also be aware of, and act in compliance with, the terms of any exemption being relied on for the trade or distribution of the product.

In all cases, we expect registrants to be able to demonstrate a process for making suitability determinations that are appropriate in the circumstances.

Suitability obligations cannot be delegated

Registrants may not:

- delegate their suitability obligations to anyone else, or
- satisfy the suitability obligation by simply disclosing the risks involved with a trade

Only permitted clients may waive their right to a suitability determination. Registrants must make a suitability determination for all other clients. If a client instructs a registrant to make a trade that is unsuitable, the registrant may not allow the trade to be completed until they warn the client as required under subsection 13.3(2).

KYC information for suitability depends on circumstances

The extent of KYC information a registrant needs to determine suitability of a trade will depend on the:

- client's circumstances
- type of security
- client's relationship to the registrant, and
- registrant's business model

In some cases, the registrant will need extensive KYC information, for example, if the registrant is a portfolio manager with discretionary authority. In these cases, the registrant should have a comprehensive understanding of the client's:

- investment needs and objectives, including the client's time horizon for their investments
- overall financial circumstances, including net worth, income, current investment holdings and employment status, and
- risk tolerance for various types of securities and investment portfolios, taking into account the client's investment knowledge

In other cases, the registrant may need less KYC information, for example, if the registrant only occasionally deals with a client who makes small investments relative to their overall financial position.

If the registrant recommends securities traded under the prospectus exemption for accredited investors in NI 45-106, the registrant should determine whether the client qualifies as an accredited investor.

If a client is opening more than one account, the registrant should indicate whether the client's investment objectives and risk tolerance apply to a particular account or to the client's whole portfolio of accounts.

Registered firm and financial institution clients

Under subsection 13.3(3), there is no obligation to make a suitability determination for a client that is a registered firm, a Canadian financial institution or a Schedule III bank.

Permitted clients

Under subsection 13.3(4), registrants do not have to make a suitability determination for a permitted client if:

- the permitted client has waived their right to suitability in writing, and
- the registrant does not act as an adviser for a managed account of the permitted client

A permitted client may waive their right to suitability for all trades under a blanket waiver.

SRO exemptions

SRO rules may also provide conditional exemptions from the suitability obligation, for example, for dealers who offer order execution only services.

*Division 2 Conflicts of interest***13.4 Identifying and responding to conflicts of interest**

Section 13.4 of NI 31-103 covers a broad range of conflicts of interest. It requires registered firms to take reasonable steps to identify existing material conflicts of interest and material conflicts that the firm reasonably expects to arise between the firm and a client. As part of identifying these conflicts, a firm should collect information from the individuals acting on its behalf regarding the conflicts they expect to arise with their clients.

We consider a conflict of interest to be any circumstance where the interests of different parties, such as the interests of a client and those of a registrant, are inconsistent or divergent.

Responding to conflicts interest

A registered firm's policies and procedures for managing conflicts should allow the firm and its staff to:

- identify conflicts of interest that should be avoided
- determine the level of risk that a conflict of interest raises, and
- respond appropriately to conflicts of interest

When responding to any conflict of interest, registrants should consider their standard of care for dealing with clients and apply consistent criteria to similar types of conflicts of interest.

In general, three methods are used to respond to conflicts of interest:

- avoidance
- control, and
- disclosure

If a registrant allows a serious conflict of interest to continue, there is a high risk of harm to clients or to the market. If the risk of harming a client or the integrity of the markets is too high, the conflict needs to be avoided. If a registered firm does not avoid a conflict of interest, it should take steps to control or disclose the conflict, or both. The firm should also consider what internal structures or policies and procedures it should use or have to reasonably respond to the conflict of interest.

Avoiding conflicts of interest

Registrants must avoid all conflicts of interest that are prohibited by law. If a conflict of interest is not prohibited by law, registrants should avoid the conflict if it is sufficiently contrary to the interests of a client that there can be no other reasonable response.

For example, some conflicts of interest are so contrary to another person's or company's interest that a registrant cannot use controls or disclosure to respond to them. In these cases, the registrant should avoid the conflict, stop providing the service or stop dealing with the client.

Controlling conflicts of interest

Registered firms should design their organizational structures, lines of reporting and physical locations to control conflicts of interest effectively. For example, the following situations would likely raise a conflict of interest:

- advisory staff reporting to marketing staff
- compliance or internal audit staff reporting to a business unit, and
- registered representatives and investment banking staff in the same physical location

Depending on the conflict of interest, registered firms may control the conflict by:

- assigning a different representative to provide a service to the particular client

- creating a group or committee to review, develop or approve responses
- monitoring trading activity, or
- using information barriers for certain internal communication

Disclosing conflicts of interest

(a) *When disclosure is appropriate*

Registered firms should ensure that their clients are adequately informed about any conflicts of interest that may affect the services the firm provides to them. This is in addition to any other methods the registered firm may use to manage the conflict.

(b) *Timing of disclosure*

Under subsection 13.4(3), if a reasonable investor would expect to be informed of a conflict, a registered firm must disclose the conflict in a timely manner. Registered firms and their representatives should disclose conflicts of interest to their clients before or at the time they recommend the transaction or provide the service that gives rise to the conflict. This is to give clients a reasonable amount of time to assess the conflict. For example, if a registered individual recommends a security that they own, they should disclose that to the client before or at the time of the recommendation.

(c) *When disclosure is not appropriate*

Disclosure may not be appropriate if a conflict of interest involves confidential or commercially sensitive information, or the information amounts to “inside information” under insider trading provisions in securities legislation.

In these situations, registered firms will need to assess whether there are other methods to adequately respond to the conflict of interest. If not, the firm may have to decline to provide the service to avoid the conflict of interest.

Registered firms should also have specific procedures for responding to conflicts of interest that involve inside information and for complying with insider trading provisions.

(d) *How to disclose a conflict of interest*

Registered firms should provide disclosure about material conflicts of interest to their clients if a reasonable investor would expect to be informed about them. When a registered firm provides this disclosure, it should:

- be prominent, specific, clear and meaningful to the client, and
- explain the conflict of interest and how it could affect the service the client is being offered

Registered firms should not:

- provide generic disclosure
- give partial disclosure that could mislead their clients, or
- obscure conflicts of interest in overly detailed disclosure

Examples of conflicts of interest

This section describes specific situations where a registrant could be in a conflict of interest and how to manage the conflict.

Relationships with related or connected issuers

When a registered firm trades in, or recommends securities of, a related or connected issuer, it should respond to the resulting conflict of interest by disclosing it to the client.

To provide disclosure about conflicts with related issuers, a registered firm may maintain a list of the related issuers for which it acts as a dealer or adviser. It may make the list available to clients by:

- posting the list on its website and keeping it updated

- providing the list to the client at the time of account opening, or
- explaining to the client at the time of account opening how to contact the firm to request a copy of the list free of charge

The list may include examples of the types of issuers that are related or connected and the nature of the firm's relationship with those issuers. For example, a firm could generally describe the nature of its relationship with an investment fund within a family of investment funds. This would mean that the firm may not have to update the list when a new fund is added to that fund family.

However, this type of disclosure may not meet the expectations of a reasonable investor when a specific conflict with a related or connected issuer arises, for example, when a registered individual recommends a trade in the securities of a related issuer. In these circumstances, a registered firm should provide the client with disclosure about the specific conflict with that issuer. This disclosure should include a description of the nature of the firm's relationship with the issuer.

Like all disclosure, information regarding a conflict with a related or connected issuer should be made available to clients before or at the time of the advice or trade giving rise to the conflict, so that clients have a reasonable amount of time to assess it. Registrants should use their judgment for the best way and time to inform clients about these conflicts. Previous disclosure may no longer be relevant to, or remembered by, a client, while disclosure of the same conflict more than once in a short time may be unnecessary and confusing.

Firms do not have to disclose to clients their relationship with a related or connected issuer that is a mutual fund and an affiliate of the firm if the names of the firm and the fund are similar enough that a reasonable person would conclude they are affiliated.

Relationships with other issuers

Firms should assess whether conflicts of interest may arise in relationships with issuers that do not fall within the definitions of related or connected issuers. Examples include non-corporate issuers such as a trust, partnership or special purpose vehicle or conduit issuing asset-backed commercial paper. This is especially important if a registered firm or its affiliates are involved in sponsoring, manufacturing, underwriting or distributing these securities.

The registered firm should disclose the relationship with these types of issuers if it may give rise to a conflict of interest that a reasonable client would expect to be informed about.

Competing interests of clients

If clients of a registered firm have competing interests, the firm should make reasonable efforts to be fair to all clients. Firms should have internal systems to evaluate the balance of these interests.

For example, a conflict of interest can arise between investment banking clients, who want the highest price, lowest interest rate or best terms in general for their issuances of securities, and retail clients who will buy the product. The firm should consider whether the product meets the needs of retail clients and is competitive with alternatives available in the market.

Individuals who serve on a board of directors

Conflicts of interest can arise when registered individuals serve on a board of directors. Examples include conflicting fiduciary duties owed to the company and to a registered firm or client, possible receipt of inside information and conflicting demands on the representative's time.

Registered firms should consider controlling the conflict by:

- requiring their representatives to seek permission from the firm to serve on the board of directors of an issuer, and
- having policies for board participation that identify the circumstances where the activity would not be in the best interests of the firm or its clients

The regulator will take into account the potential conflicts of interest that may arise when an individual serves on a board of directors when assessing that individual's continuing fitness for registration.

Individuals who have outside business activities

Conflicts can arise when registered individuals are involved in outside business activities, for example, because of the compensation they receive for these activities or because of the nature of the relationship between the individual and the outside entity. Before approving any of these activities, registered firms should consider potential conflicts of interest. If the firm cannot properly control a potential conflict of interest, it should not permit the outside activity.

The regulator will take into account the potential conflicts of interest that may arise as a result of an individual's outside business activities when assessing that individual's application for registration or continuing fitness for registration.

Compensation practices

Registered firms should consider whether any particular benefits, compensation or remuneration practices are inconsistent with their obligations to clients, especially if the firm relies heavily on commission-based remuneration. For example, if there is a complex product that carries a high commission, the firm may decide that it is not appropriate to offer that product.

13.5 Restrictions on certain managed account transactions

Section 13.5 of NI 31-103 prohibits a registered adviser from engaging in certain transactions in investment portfolios it manages for clients on a discretionary basis where the relationship may give rise to a conflict of interest or a perceived conflict of interest. The prohibited transactions include trades in securities in which a responsible person or an associate of a responsible person may have an interest or over which they may have influence or control.

Disclosure when responsible person is partner, director or officer of issuer

Subsection 13.5(2)(a) prohibits a registered adviser from purchasing securities of an issuer in which a responsible person or an associate of a responsible person is a partner, officer or director for a client's managed account. The prohibition applies unless the conflict is disclosed to the client and the client's written consent is obtained prior to the purchase.

If the client is an investment fund, the disclosure should be provided to, and the consent obtained from, each security holder of the investment fund in order for it to be meaningful. This disclosure may be provided in the offering memorandum that is provided to security holders. Like all disclosure about conflicts, it should be prominent, specific, clear and meaningful to the client. Consent may be obtained in the investment management agreement signed by security holders.

This approach may not be practical for prospectus qualified mutual funds. Investment fund managers and advisers of these funds should also consider the specific exemption from the prohibition under section 6.2 of National Instrument 81-107 *Independent Review Committee for Investment Funds* (NI 81-107) for prospectus-qualified investment funds.

Restrictions on trades with certain investment portfolios

Subsection 13.5(2)(b) prohibits certain trades, including, for example, those between the managed account of a client and the managed account of:

- a spouse of the adviser
- a trust for which a responsible person is the trustee, or
- a corporation in which a responsible person beneficially owns 10% or more of the voting securities

It also prohibits inter-fund trades. An inter-fund trade occurs when the adviser for an investment fund knowingly directs a trade in portfolio securities to another investment fund that it acts for or instructs the dealer to execute the trade with the other investment fund. Investment fund managers and their advisers should also consider the exemption from the prohibition that exists for inter-fund trades by public investment funds under section 6.1 of NI 81-107.

13.6 Disclosure when recommending related or connected securities

Section 13.6 of NI 31-103 restricts the ability of a registered firm to recommend a trade in a security of a related or connected issuer. The restrictions apply to recommendations made in any medium of communication. This includes recommendations in newsletters, articles in general circulation newspapers or magazines, websites, e-mail, Internet chat rooms, bulletin boards, television and radio.

It does not apply to oral recommendations made by registered individuals to their clients. These recommendations are subject to the requirements of section 13.4.

Division 3 Referral arrangements

Division 3 sets out the requirements for permitted referral arrangements. Regulators want to ensure that under any referral arrangements:

- individuals and firms that engage in registerable activities are appropriately registered

- the roles and responsibilities of the parties are clear, including responsibility for compliance with securities legislation, and
- clients are provided with disclosure about the referral arrangement to help them evaluate the referral arrangement and the extent of any conflicts of interest

Obligations to clients

A client who is referred to an individual or firm becomes the client of that individual or firm for the purposes of the services provided under the referral arrangement.

The registrant receiving a referral must meet all of its obligations as a registrant toward its referred clients, including know your client and suitability determinations.

Registrants involved in referral arrangements should manage any related conflicts of interest in accordance with the applicable provisions of Part 13 *Dealing with clients – individuals and firms*. For example, if the registered firm is not satisfied that the referral fee is reasonable, it should assess whether an unreasonably high fee may create a conflict that could motivate its representatives to act contrary to their duties toward their clients.

13.7 Definitions – referral arrangements

Section 13.7 of NI 31-103 defines “referral arrangement” in broad terms. The definition is not limited to referrals for providing investment products, financial services or services requiring registration. It also includes receiving a referral fee for providing a client name and contact information to an individual or firm. “Referral fee” is also broadly defined. It includes sharing or splitting any commission resulting from the purchase or sale of a security.

13.8 Permitted referral arrangements

Under section 13.8 of NI 31-103, parties to a referral arrangement are required to set out the terms of the arrangement in a written agreement. This is intended to ensure that each party’s roles and responsibilities are made clear.

We expect referral agreements to include:

- the roles and responsibilities of each party
- limitations on any party that is not a registrant (to ensure that it is not engaging in any activities requiring registration)
- the disclosure to be provided to referred clients, and
- who provides the disclosure to referred clients

If the individual or firm receiving the referral is a registrant, they are responsible for:

- carrying out all activity requiring registration that results from the referral arrangement, and
- communicating with referred clients

Registered firms are required to be parties to referral agreements entered into by their representatives. This ensures that they are aware of these arrangements so they can adequately supervise their representatives and monitor compliance with the agreements. This does not preclude the individual registrant from also being a party to the agreement.

A party to a referral arrangement may need to be registered depending on the activities that the party carries out. Registrants cannot use a referral arrangement to assign, contract out of or otherwise avoid their regulatory obligations.

13.9 Verifying the qualifications of the person or company receiving the referral

Section 13.9 of NI 31-103 requires the registrant making a referral to satisfy itself that the party receiving the referral is appropriately qualified to perform the services, and if applicable, is appropriately registered. The registrant is responsible for determining the steps that are appropriate in the particular circumstances. For example, this may include an assessment of the types of clients that the referred services would be appropriate for. This is consistent with the registrant’s obligation to act in the best interest of its clients.

13.10 Disclosing referral arrangements to clients

The disclosure of information to clients required under section 13.10 of NI 31-103 is intended to help clients make an informed decision about the referral arrangement and to assess any conflicts of interest. The disclosure should be provided to clients before or at the time the referred services are provided.

Registrants should take reasonable steps to ensure that clients understand:

- which entity they are dealing with
- what they can expect that entity to provide to them
- the registrant's key responsibilities to them
- the limitations of the registrant's registration category
- any relevant terms and conditions imposed on the registrant's registration
- the extent of the referrer's financial interest in the referral arrangement, and
- the nature of any potential or actual conflict of interest that may arise from the referral arrangement

Division 5 Complaints

Registered firms in Québec comply with Division 5 if they comply with sections 168.1.1 to 168.1.3 of the Québec *Securities Act*, which has provided a substantially similar regime since 2002.

The guidance in Division 5 applies to firms registered in any jurisdiction, including Québec.

13.15 Handling complaints

Section 13.15 of NI 31-103 requires registered firms to document complaints, and to effectively and fairly respond to them. Registered firms must consider all complaints, not just those relating to possible violations of securities legislation.

An effective complaint system deals with all formal and informal complaints or disputes internally, or refers them to the appropriate external person or process in a timely and fair manner.

13.16 Dispute resolution service

If a registered firm receives a complaint about any of its trading or advising activities, it must ensure that the complainant is aware of the dispute resolution or mediation services that are available to them and that the firm will pay for the services. Registered firms should know all applicable mechanisms and processes for dealing with different types of complaints, including those prescribed by the applicable SRO.

Québec registrants

In Québec, registrants must inform each complainant, in writing and without delay, that if the complainant is dissatisfied with how the complaint is handled or with the outcome, they may request the registrant to forward a copy of the complaint file to the Autorité des marchés financiers. The registrant must forward a copy of the complaint file to the Autorité des marchés financiers, which will examine the complaint. The Autorité des marchés financiers may act as a mediator if it considers it appropriate to do so and the parties agree.

Registrants who do business in other sectors

Some registrants are also registered or licensed to do business in other sectors, such as insurance. These registrants should inform their clients of the complaint mechanisms for each sector in which they do business and how to use them.

Part 14 Handling client accounts – firms

Division 2 Disclosure to clients

Registrants should ensure that clients understand who they are dealing with. They should carry on all registerable activities in their full legal or registered trade name. Contracts, confirmation and account statements, among other documents, should contain the registrant's full legal name.

14.2 Relationship disclosure information

Content of relationship disclosure information

There is no prescribed form for the relationship disclosure information required under section 14.2 of NI 31-103. A registered firm may provide this information in a single document or in separate documents, which together give the client the prescribed information.

Disclosure of costs

Under subsection 14.2(2)(g), registered firms must provide clients with a description of the costs they will pay in making, holding and selling investments. We expect this description to include all costs a client may pay during the course of holding a particular investment. For example, for a mutual fund, the description should briefly explain each of the following and how they may affect the investment:

- the management expense ratio
- the sales charge options available to the client
- the trailing commission
- any short-term trading fees
- any switch or change fees

Permitted clients

Under subsection 14.2(6), registrants do not have to provide relationship disclosure information to permitted clients if:

- the permitted client has waived the requirements in writing, and
- the registrant does not act as an adviser for a managed account of the permitted client

Promoting client participation

Registered firms should help their clients understand the registrant-client relationship. They should encourage clients to actively participate in the relationship and provide them with clear, relevant and timely information and communications.

In particular, registered firms should encourage clients to:

- **Keep the firm up to date.** Clients should provide full and accurate information to the firm and the registered individuals acting for the firm. Clients should promptly inform the firm of any change to information that could reasonably result in a change to the types of investments appropriate for them, such as a change to their income, investment objectives, risk tolerance, time horizon or net worth.
- **Be informed.** Clients should understand the potential risks and returns on investments. They should carefully review sales literature provided by the firm. Where appropriate, clients should consult professionals, such as a lawyer or an accountant, for legal or tax advice.
- **Ask questions.** Clients should ask questions and request information from the firm to resolve questions about their account, transactions or investments, or their relationship with the firm or a registered individual acting for the firm.
- **Stay on top of their investments.** Clients should pay for securities purchases by the settlement date. They should review all account documentation provided by the firm and regularly review portfolio holdings and performance.

14.4 When the firm has a relationship with a financial institution

As part of their duty to clients, registrants who have a relationship with a financial institution should ensure that their clients understand which legal entity they are dealing with. In particular, clients may be confused if more than one financial services firm is carrying on business in the same location. Registrants may differentiate themselves through various methods, including signage and disclosure.

*Division 3 Client assets***14.6 Holding client assets in trust**

Section 14.6 of NI 31-103 requires a registered firm to segregate client assets and hold them in trust. We consider it prudent for registrants who are not members of an SRO to hold client assets in client name only. This is because the capital requirements for non-SRO members are not designed to reflect the added risk of holding client assets in nominee name.

*Division 4 Client accounts***14.10 Allocating investment opportunities fairly**

If the adviser allocates investment opportunities among its clients, the firm's fairness policy should, at a minimum, indicate the method used to allocate the following:

- price and commission among client orders when trades are bunched or blocked
- block trades and initial public offerings among client accounts
- block trades and initial public offerings among client orders that are partially filled, such as on a pro-rata basis

The fairness policy should also address any other situation where investment opportunities must be allocated.

Division 5 Account activity reporting

Each trade should be reported in the currency in which it was executed. If a trade is executed in a foreign currency through a Canadian account, the exchange rate should be reported to the client.

14.14 Client statements

Section 14.14 of NI 31-103 requires registered dealers and advisers to deliver statements to clients at least once every three months. There is no prescribed form for these statements but they must contain the information in subsections 14.14(4) and (5).

We expect all dealers and advisers to provide client statements. For example, an exempt market dealer should provide a statement that contains the information prescribed for all transactions the exempt market dealer has entered into or arranged on a client's behalf.

Appendix A
Contact information

Jurisdiction	E-mail	Fax	Address
Alberta	registration@asc.ca	(403) 297-4113	Alberta Securities Commission, 4th Floor, 300 - 5th Avenue S.W. Calgary, AB T2P 3C4 Attention: Registration
British Columbia	registration@bcsc.bc.ca	(604) 899-6506	British Columbia Securities Commission P.O. Box 10142, Pacific Centre 701 West Georgia Street Vancouver, BC V7Y 1L2 Attention: Registration
Manitoba	registrationmsc@gov.mb.ca	(204) 945-0330	The Manitoba Securities Commission 500-400 St. Mary Avenue Winnipeg, MB R3C 4K5 Attention: Registrations
New Brunswick	nrs@nbsc-cvmnb.ca	(506) 658-3059	New Brunswick Securities Commission Suite 300, 85 Charlotte Street Saint John, NB E2L 2J2 Attention: Registration Officer
Newfoundland & Labrador	scon@gov.nl.ca	(709) 729-6187	Financial Services Regulation Division Department of Government Services Government of Newfoundland and Labrador P.O. Box 8700, 2nd Floor, West Block Confederation Building St. John's, NL A1B 4J6 Attention: Registration Section
Northwest Territories	SecuritiesRegistry@gov.nt.ca	(867) 873-0243	Government of the Northwest Territories P.O. Box 1320 Yellowknife, NWT X1A 2L9 Attention: Deputy Superintendent of Securities
Nova Scotia	nrs@gov.ns.ca	(902) 424-4625	Nova Scotia Securities Commission 2nd Floor, Joseph Howe Building 1690 Hollis Street P.O. Box 458 Halifax, NS B3J 2P8 Attention: Deputy Director, Capital Markets
Nunavut	CorporateRegistrations@gov.nu.ca	(867) 975-6590 (Faxing to NU is unreliable. The preferred method is e-mail.)	Legal Registries Division Department of Justice Government of Nunavut P.O. Box 1000 Station 570 Iqaluit, NU X0A 0H0 Attention: Deputy Registrar
Ontario	registration@osc.gov.on.ca	(416) 593-8283	Ontario Securities Commission Suite 1903, Box 55 20 Queen Street West Toronto, ON M5H 3S8 Attention: Registrant Regulation
Prince Edward Island	ccis@gov.pe.ca	(902) 368-6288	Consumer and Corporate Services Division, Office of the Attorney General P.O. Box 2000, 95 Rochford Street Charlottetown, PE C1A 7N8 Attention: Superintendent of Securities

Jurisdiction	E-mail	Fax	Address
Québec	inscription@lautorite.qc.ca	(514) 873-3090	Autorité des marchés financiers Service de l'encadrement des intermédiaires 800 square Victoria, 22e étage C.P 246, Tour de la Bourse Montréal (Québec) H4Z 1G3
Saskatchewan	registrationsfsc@gov.sk.ca	(306) 787-5899	Saskatchewan Financial Services Commission Suite 601 1919 Saskatchewan Drive Regina, SK S4P 4H2 Attention: Registration
Yukon	corporateaffairs@gov.yk.ca	(867) 393-6251	Department of Community Services Yukon Yukon Securities Office P.O. Box 2703 C-6 Whitehorse, YT Y1A 2C6 Attention: Superintendent of Securities

Appendix B
Terms not defined in NI 31-103 or this Companion Policy

Terms defined in National Instrument 14-101 *Definitions*:

- adviser registration requirement
- Canadian securities regulatory authority
- dealer registration requirement
- foreign jurisdiction
- jurisdiction or jurisdiction of Canada
- local jurisdiction
- investment fund manager registration requirement
- prospectus requirement
- registration requirement
- regulator
- securities directions
- securities legislation
- securities regulatory authority
- SRO
- underwriter registration requirement

Terms defined in National Instrument 45-106 *Prospectus and Registration Exemptions*:

- accredited investor
- eligibility adviser
- financial assets

Terms defined in National Instrument 81-102 *Mutual Funds*:

- money market fund

Terms defined in the Securities Act of most jurisdictions:

- adviser
- associate
- company
- control person
- dealer
- director
- distribution
- exchange contract (BC, AB, SK and NB only)
- insider
- individual
- investment fund
- investment fund manager
- issuer
- mutual fund
- officer
- person
- promoter
- records
- registrant
- reporting issuer
- security
- trade
- underwriter

Appendix C
Proficiency requirements for individuals acting on behalf of a registered firm

The tables in this Appendix set out the education and experience requirements, by firm registration category, for individuals who are applying for registration under securities legislation.

An individual must not perform an activity that requires registration unless the individual has the education, training and experience that a reasonable person would consider necessary to perform the activity competently.

Acronyms used in the tables

BMP	Branch Manager Proficiency Exam	CSC	Canadian Securities Course Exam
CA	Chartered Accountant	EMP	Exempt Market Products Exam
CCO	Chief Compliance Officer	IFIC	Investment Funds in Canada Course Exam
CFA	CFA Charter	MFDC	Mutual Funds Dealer Compliance Exam
CGA	Certified General Accountant	PDO	Officers', Partners' and Directors' Exam/Partners, Directors and Senior Officers Course Exam
CMA	Certified Management Accountant	SRP	Sales Representative Proficiency Exam
CIF	Canadian Investment Funds Exam		
CIM	Canadian Investment Manager designation		

Investment dealer	
Dealing representative	CCO
Proficiency requirements set by IIROC	Proficiency requirements set by IIROC
Mutual fund dealer	
Dealing representative	CCO
One of these four options: 1. CIF 2. CSC 3. IFIC 4. Advising representative requirements – portfolio manager	One of these two options: 1. CIF, CSC or IFIC; and PDO or MFDC 2. CCO requirements – portfolio manager
Exempt market dealer	
Dealing representative	CCO
One of these three options: 1. CSC 2. EMP 3. Advising representative requirements – portfolio manager	One of these three options: 1. PDO and CSC 2. PDO and EMP 3. CCO requirements – portfolio manager
Scholarship plan dealer	
Dealing representative	CCO
SRP	SRP, BMP and PDO
Restricted dealer	
Dealing representative	CCO
Regulator to determine on a case-by-case basis	Regulator to determine on a case-by-case basis

Portfolio manager		
Advising representative	Associate advising representative	CCO
<p>One of these two options:</p> <ol style="list-style-type: none"> 1. CFA and 12 months of relevant investment management experience in the 36-month period before applying for registration 2. CIM and 48 months of relevant investment management experience (12 months gained in the 36-month period for applying for registration) 	<p>One of these two options:</p> <ol style="list-style-type: none"> 1. Level 1 of the CFA and 24 months of relevant investment management experience 2. CIM and 24 months of relevant investment management experience 	<p>One of these three options:</p> <ol style="list-style-type: none"> 1. CSC, PDO, and CFA or a professional designation as a lawyer, CA, CGA, CMA, notary in Quebec or the equivalent in a foreign jurisdiction, and: <ul style="list-style-type: none"> • 36 months of relevant securities experience working at an investment dealer, registered adviser or investment fund manager, or • 36 months providing professional services in the securities industry and 12 months working at a registered dealer, registered adviser or investment fund manager, for a total of 48 months 2. CSC, PDO and five years working at: <ul style="list-style-type: none"> • an investment dealer or a registered adviser (including 36 months in a compliance capacity), or • a Canadian financial institution in a compliance capacity relating to portfolio management and 12 months at a registered dealer or registered adviser, for a total of six years 3. PDO and advising representative requirements – portfolio manager
Restricted portfolio manager		
Advising representative	Associate advising representative	CCO
Regulator to determine on case-by-case basis	Regulator to determine on case-by-case basis	Regulator to determine on case-by-case basis
Investment fund manager		
CCO		
<p>One of these three options:</p> <ol style="list-style-type: none"> 1. CSC, PDO, and CFA or a professional designation as a lawyer, CA, CGA, CMA, notary in Quebec or the equivalent in a foreign jurisdiction, and: <ul style="list-style-type: none"> • 36 months of relevant securities experience working at a registered dealer, registered adviser or investment fund manager, or • 36 months providing professional services in the securities industry and 12 months working in a relevant capacity at an investment fund manager, for a total of 48 months 		

2. CIF, CSC or IFIC; PDO and five years of relevant securities experience working at a registered dealer, registered adviser or an investment fund manager (including 36 months in a compliance capacity)
3. CCO requirements for portfolio manager

**NOTICE OF REPEAL AND REPLACEMENT OF
NATIONAL INSTRUMENT 33-109 *REGISTRATION INFORMATION***

**AND AMENDMENTS TO
NATIONAL INSTRUMENT 31-102 *NATIONAL REGISTRATION DATABASE***

AND RELATED FORMS AND POLICIES

Introduction

The Canadian Securities Administrators (the CSA or we) have adopted new and amended rules, forms and policies relating to the information we obtain from firms and individuals who register under securities legislation. We have approved National Instrument 33-109 *Registration Information* (NI 33-109), its companion policy (CP 33-109), and the related forms (Forms), which will replace the national instrument, companion policy and forms that are currently in effect under the same numbers. We have also approved amendments to National Instrument 31-102 *National Registration Database* (NI 31-102) and its companion policy (CP 31-102). Subject to ministerial approvals in some jurisdictions, the changes will become effective on September 28, 2009.

These changes will enhance our administration of the registration requirement and are consequential to the adoption of National Instrument 31-103 *Registration Requirements and Exemptions* (NI 31-103). NI 33-109 also adopts a streamlined filing process for registrants that is consistent with National Policy 11-204 *Process for registration in multiple jurisdictions* (NP 11-204). Today the CSA is also publishing NI 31-103 and NP 11-204, which are available on the websites of CSA members.

This notice contains the following schedules:

- Schedule A NI 33-109 and the Forms (together, the Instrument)
- Schedule B CP 33-109
- Schedule C Amendments to NI 31-102
- Schedule D CP 31-102 in the form of a black line

Purpose and substance of the Instrument and the amendments to NI 31-102

The Instrument establishes the information that CSA members require from a firms that apply for registration as dealers, advisers or investment fund managers, and from individuals who act on behalf of these firms. It also requires registrants and permitted individuals to notify regulators of changes to their information.

The Forms under NI 33-109 are as follows:

- Form 33-109F1 *Notice of Termination of Registered Individuals and Permitted Individuals*
- Form 33-109F2 *Change or Surrender of Individual Categories*
- Form 33-109F3 *Business Locations other than Head Office*
- Form 33-109F4 *Registration of Individuals and Review of Permitted Individuals*
- Form 33-109F5 *Change of Registration Information*
- Form 33-109F6 *Firm Registration*
- Form 33-109F7 *Reinstatement of Registered Individuals and Permitted Individuals*

Two of the Forms are new:

- Form 33-109F6, which modernizes and harmonizes the information that we obtain from firms that are registered or seeking registration, and
- Form 33-109F7, which streamlines the process for reinstating registration after an individual transfers from one sponsoring firm to another, as described below.

The amendments to NI 31-102 will:

- add investment fund managers as a new type of filer on the National Registration Database (NRD),
- clarify the requirements for firms to notify the NRD administrator of certain details, and
- codify a common type of discretionary exemption we have granted in the past to facilitate the use of NRD by foreign firms.

Reinstatement

An individual who leaves their job with a registered firm and joins a new registered firm within 90 days may submit Form 33-109F7 to automatically reinstate their registration or permitted individual status, subject to certain conditions in subsection 2.3(2) of NI 33-109. An individual may not obtain reinstatement in this manner if they have new information to disclose regarding regulatory, criminal, civil or financial matters. An individual is also ineligible for reinstatement if the reason they left the former sponsoring firm was because they were asked to resign, or were dismissed, as a result of allegations of criminal activity, breach of securities legislation or breach of an SRO rule. An individual who is not eligible for automatic reinstatement must apply by submitting a Form 33-109F4 using the *Reactivation* submission on NRD.

Notice of Termination

When an individual leaves a sponsoring firm, or otherwise ceases to have authority to act on behalf of the firm as a registered or permitted individual, the sponsoring firm must submit a Form 33-109F1 to notify the regulator of the date and reason for the termination or cessation. This initial submission on NRD must be made within seven days of the termination date. Depending on the reason for the termination or cessation, the firm may also be required to answer additional questions in item 5 of the form. When required, a firm can provide this information in the initial submission on NRD or, if more time is needed, it can update the submission within 30 days of the termination date.

A registered or permitted individual can obtain a copy of their Form 33-109F1 from their former sponsoring firm. A new sponsoring firm must obtain from each registered or permitted individual who act on its behalf, a copy of the Form 33-109F1 most recently submitted in respect of the individual, if any.

Summary of written comments

We received some comments on the Forms that we published on February 28, 2008. A summary of the comments and our responses is set out under *Responses to Comments Received on the NRD Forms* in Appendix A to the *Notice of National Instrument 31-103 Registration Requirements and Exemptions*. The notice of NI 31-103 is also being published today and is available on the websites of CSA members, including

www.lautorite.qc.ca
www.albertasecurities.com
www.bcsc.bc.ca
www.gov.ns.ca/nssc
www.nbsc-cvmnb.ca
www.osc.gov.on.ca
www.sfsc.gov.sk.ca

Changes since last publication

Registration information generally

We have made changes to Form 33-109F4 and Form 33-109F6 to clarify the information required. We have also made housekeeping changes to the other registration Forms and added some definitions.

Updating firm information in Form 33-109F6

Under subsection 6.2(2) of NI 33-109, for a period of up to 12 months after September 28, 2009, firms that were registered before that date will continue to notify regulators of changes to the information previously submitted to their principal regulator, in most cases within seven days of the change.

However, under section 6.1 of NI 33-109, firms that were registered before September 28, 2009 must submit a completed Form 33-109F6 on or before September 30, 2010. This will establish a baseline of registration information for each firm and facilitate a firm's compliance process for notifying regulators of changes. After a firm submits its completed Form 33-109F6 it will be subject

to the notice requirement set out in section 3.1 of NI 33-109. Appendix A of CP 33-109 summarizes the notice requirements under the Instrument.

Submissions to principal regulator only

We added a provision under which firms that submit a notice under the Instrument outside of the NRD website may send it to their principal regulator only. Appendix B to CP 33-109 provides the contact information of the regulators for notices and applications that are not submitted through the NRD website. We also added Part 6 *Transition* to NI 33-109.

Transition

We published CSA Staff Notice 31-311 *Proposed National Instrument 31-103 Registration Requirements and Exemptions - Transition into the new registration regime* on June 12, 2009 to provide details of the transition process and timelines. The notice is available on the websites of CSA members.

Transition for Reinstatements

As indicated above, after joining a new sponsoring firm an individual may reinstate their registration by submitting a Form 33-109F7 within 90 days of leaving the former sponsoring firm. However, an individual who left the former sponsoring firm before September 28, 2009 would reinstate their registration by submitting a Form 33-109F4 using the Reactivation submission on NRD, instead of the Form 33-109F7, subject to the applicable conditions. Fees would be withdrawn on NRD for the Form 33-109F4, but where applicable they would be refunded for individuals who qualify for automatic reinstatement.

Background

The Instrument, amendments to NI 31-102 and related materials were published for comment on February 20, 2007 and on February 28, 2008.

Questions

Please address your questions to any of the following CSA staff:

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Saskatchewan Financial Services Commission
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dean.murrison@gov.sk.ca

July 17, 2009

Schedule A

NATIONAL INSTRUMENT 33-109
REGISTRATION INFORMATION

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**NATIONAL INSTRUMENT 33-109
REGISTRATION INFORMATION****PART 1 – DEFINITIONS AND INTERPRETATION****1.1 Definitions** – In this Instrument

“cessation date” means the first day on which an individual ceased to have authority to act as a registered individual on behalf of their sponsoring firm or ceased to be a permitted individual of their sponsoring firm, because of the end of, or a change in, the individual’s employment, partnership, or agency relationship with the firm;

“firm” means a person or company that is registered, or is seeking registration, as a dealer, adviser or investment fund manager;

“Form 33-109F1” means Form 33-109F1 *Notice of Termination of Registered Individuals and Permitted Individuals*;

“Form 33-109F2” means Form 33-109F2 *Change or Surrender of Individual Categories*;

“Form 33-109F3” means Form 33-109F3 *Business Locations other than Head Office*;

“Form 33-109F4” means Form 33-109F4 *Registration of Individuals and Review of Permitted Individuals*;

“Form 33-109F5” means Form 33-109F5 *Change of Registration Information*;

“Form 33-109F6” means Form 33-109F6 *Firm Registration*;

“Form 33-109F7” means Form 33-109F7 *Reinstatement of Registered Individuals and Permitted Individuals*;

“former sponsoring firm” means the registered firm for which an individual most recently acted as a registered individual or permitted individual;

“NI 31-102” means National Instrument 31-102 *National Registration Database*;

“NI 31-103” means National Instrument 31-103 *Registration Requirements and Exemptions*;

“NRD submission number” means the unique number generated by NRD to identify each NRD submission;

“permitted individual” means an individual who is not a registered individual and who is

- (a) a director, chief executive officer, chief financial officer, or chief operating officer of a firm, or who performs the functional equivalent of any of those positions, and
- (b) an individual who has beneficial ownership of, or direct or indirect control or direction over, 10 percent or more of the voting securities of a firm;

“principal jurisdiction” means,

- (a) for a firm, whose head office is in Canada, the jurisdiction of Canada in which the firm’s head office is located,
- (b) for an individual whose working office is in Canada, the jurisdiction of Canada in which the individual’s working office is located,
- (c) for a firm whose head office is outside Canada, the jurisdiction of the firm’s principal regulator, as identified by the firm on its most recently submitted Form 33-109F5 or Form 33-109F6, and
- (d) for an individual whose working office is outside Canada, the principal jurisdiction of the individual’s sponsoring firm;

“principal regulator” means, for a person or company, the securities regulatory authority or regulator of the person or company’s principal jurisdiction;

“registered firm” means a registered dealer, registered adviser or registered investment fund manager;

“registered individual” means an individual who is registered under securities legislation to do any of the following on behalf of a registered firm:

- (a) act as a dealer, underwriter or adviser;
- (b) act as a chief compliance officer;
- (c) act as an ultimate designated person;

“sponsoring firm” means,

- (a) for a registered individual, the registered firm on whose behalf the individual acts,
- (b) for an individual applying for registration, the firm on whose behalf the individual will act if the individual's application is approved,
- (c) for a permitted individual of a registered firm, the registered firm, and
- (d) for a permitted individual of a firm that is applying for registration, the applicant firm.

1.2 Interpretation – Terms used in this Instrument and that are defined in NI 31-102 have the same meanings as in NI 31-102.

PART 2 – APPLICATION FOR REGISTRATION AND REVIEW OF PERMITTED INDIVIDUALS

2.1 Firm Registration – A firm that applies for registration as a dealer, adviser or investment fund manager must submit each of the following to the regulator:

- (a) a completed Form 33-109F6;
- (b) for each business location of the applicant in the local jurisdiction other than the applicant's head office, a completed Form 33-109F3 in accordance with NI 31-102.

2.2 Individual Registration

- (1) Subject to subsection (2) and sections 2.4 and 2.6, an individual who applies for registration under securities legislation must submit a completed Form 33-109F4 to the regulator in accordance with NI 31-102.
- (2) A permitted individual of a registered firm who applies to become a registered individual with the firm must submit a completed Form 33-109F2 to the regulator in accordance with NI 31-102.

2.3 Reinstatement

- (1) An individual who applies for reinstatement of registration under securities legislation must submit a completed Form 33-109F4 to the regulator in accordance with NI 31-102, unless the individual submits a completed Form 33-109F7 in accordance with subsection (2).
- (2) The registration of an individual suspended under section 6.1 [*If an individual ceases to have authority to act for firm*] of NI 31-103 is reinstated on the date the individual submits a completed Form 33-109F7 to the regulator in accordance with NI 31-102 if all of the following apply:
 - (a) the Form 33-109F7 is submitted on or before the 90th day after the cessation date;
 - (b) the individual's employment, partnership or agency relationship with the former sponsoring firm did not end because the individual was asked by the firm to resign, or was dismissed, following an allegation against the individual of any of the following:
 - (i) criminal activity;
 - (ii) a breach of securities legislation;
 - (iii) a breach of a rule of an SRO;

- (c) after the cessation date there have been no changes to the information previously submitted in respect of any of the following items of the individual's Form 33-109F4:
 - (i) item 13 [*Regulatory disclosure*];
 - (ii) item 14 [*Criminal disclosure*];
 - (iii) item 15 [*Civil disclosure*];
 - (iv) item 16 [*Financial disclosure*];
- (d) the individual is seeking reinstatement with a sponsoring firm in the same category of registration in which the individual was registered on the cessation date;
- (e) the new sponsoring firm is registered in the same category of registration in which the individual's former sponsoring firm was registered.

2.4 Application to Change or Surrender Individual Registration Categories – A registered individual who applies for registration in an additional category, or to surrender a registration category, must make the application by submitting a completed Form 33-109F2 to the regulator in accordance with NI 31-102.

2.5 Permitted Individuals

- (1) A permitted individual must submit a completed Form 33-109F4 to the regulator, in accordance with NI 31-102, no more than 7 days after becoming a permitted individual, unless the individual submits a Form 33-109F7 in accordance with subsection (2).
- (2) An individual who has ceased to be a permitted individual of a former sponsoring and becomes a permitted individual of a new sponsoring firm may submit a completed Form 33-109F7 to the regulator if all of the following apply:
 - (a) the Form 33-109F7 is submitted in accordance with NI 31-102
 - (i) no more than 7 days after becoming a permitted individual of the new sponsoring firm, and
 - (ii) no more than 90 days after the cessation date;
 - (b) the individual holds the same permitted individual status with the new sponsoring firm that they held with the former sponsoring firm;
 - (c) the conditions described in paragraphs (b) and (c) of subsection 2.3(2) are met.

2.6 Commodity Futures Act Registrants

- (1) In Manitoba and Ontario, despite subsection 2.1(b), if a firm applies for registration under section 2.1 and is registered under the *Commodity Futures Act*, the applicant is not required to submit a completed Form 33-109F3 under section 3.2 for any business location of the applicant that is recorded on NRD.
- (2) In Manitoba and Ontario, despite subsection 2.2(1), if an individual applies for registration under securities legislation and is recorded on NRD with his or her sponsoring firm as registered under the *Commodity Futures Act*, the individual must make the application by submitting a completed Form 33-109F2 to the regulator in accordance with NI 31-102.

PART 3 – CHANGES TO REGISTERED FIRM INFORMATION

3.1 Notice of Change to a Firm's Information

- (1) Subject to subsections (3) or (4), a registered firm must notify the regulator of a change to any information previously submitted in Form 33-109F6 or under this subsection, as follows:
 - (a) for a change previously submitted in relation to part 3 of Form 33-109F6, within 30 days of the change;

- (b) for a change previously submitted in relation to any other part of Form 33-109F6, within 7 days of the change.
- (2) A notice of change referred to in subsection (1) must be made by submitting a completed Form 33-109F5.
- (3) A notice of change is not required under subsection (1) if the change relates to any of the following:
 - (a) a business location other than the head office of the firm if the firm submits a completed Form 33-109F3 under section 3.2;
 - (b) a termination, or a change, of a registered firm's employment, partnership or agency relationship with an officer, partner or director of the registered firm if the firm submits a completed Form 33-109F1 under subsection 4.2(1);
 - (c) the addition of an officer, partner, or director to the registered firm if that individual submits either of the following:
 - (i) a completed Form 33-109F4 under subsection 2.2(1) or 2.5(1);
 - (ii) a completed Form 33-109F7 under subsection 2.3(2) or 2.5(2);
 - (d) the information in the supporting documents referred to in any of the following items of Form 33-109F6:
 - (i) item 3.3 [*Business documents*];
 - (ii) item 5.1 [*Calculation of excess working capital*];
 - (iii) item 5.7 [*Directors' resolution for insurance*];
 - (iv) item 5.13 [*Audited financial statements*];
 - (v) item 5.14 [*Letter of direction to auditors*].
- (4) A person or company that submitted a completed Schedule B [*Submission to Jurisdiction and Appointment of Agent for Service*] to Form 33-109F6 must notify the regulator of a change to the information previously submitted in item 3 [*Name of agent for service of process*] or item 4 [*Address for service of process on the agent for service*] of that schedule, by submitting a completed Schedule B no more than 7 days after the change;
- (5) Subsection (4) does not apply to a person or company after they have ceased to be registered for a period of 6 years or more.
- (6) For the purpose of subsections (2) and (4), the person or company may give the notice by submitting it to the principal regulator.

3.2 Changes to Business Locations – A registered firm must notify the regulator of the opening of a business location, other than a new head office, or of a change to any information previously submitted in Form 33-109F3, by submitting a completed Form 33-109F3 to the regulator in accordance with NI 31-102, within 7 days of the opening of the business location or change.

PART 4 – CHANGES TO REGISTERED INDIVIDUAL AND PERMITTED INDIVIDUAL INFORMATION

4.1 Notice of Change to an Individual's Information

- (1) Subject to subsection (2), a registered individual or permitted individual must notify the regulator of a change to any information previously submitted in respect of the individual's Form 33-109F4 as follows:
 - (a) for a change of information previously submitted in items 4 [*Citizenship*] and 11 [*Previous employment*] of Form 33-109F4, within 30 days of the change;
 - (b) for a change of information previously submitted in any other items of Form 33-109F4, within 7 days of the change.

- (2) A notice of change is not required under subsection (1) if the change relates to information previously submitted in item 3 [*Personal information*] of Form 33-109F4.
- (3) A notice of change under subsection (1) must be made by submitting a completed Form 33-109F5 to the regulator in accordance with NI 31-102.
- (4) Despite subsection (3), a notice of change referred to in subsection (1) must be made by submitting a completed Form 33-109F2 to the regulator in accordance with NI 31-102, if the change relates to:
 - (a) an individual's status as a permitted individual of the sponsoring firm;
 - (b) a registered individual's status as an officer, partner, director or shareholder of the sponsoring firm.

4.2 Termination of Employment, Partnership or Agency Relationship

- (1) A registered firm must notify the regulator of the end of, or a change in, a sponsored individual's employment, partnership, or agency relationship with the firm if the individual ceases to have authority to act on behalf of the firm as a registered individual or permitted individual by submitting a Form 33-109F1 to the regulator in accordance with NI 31-102 with
 - (a) items 1 through 4 completed, and
 - (b) item 5 completed unless the reason for termination under item 4 was death or retirement of the individual or the completion or expiry of an employment or agency contract.
- (2) A registered firm must submit to the regulator the information required under
 - (a) subsection (1)(a), within 7 days of the cessation date, and
 - (b) subsection (1)(b), within 30 days of the cessation date.
- (3) A person or company must, within 7 days of a request from an individual for whom the person or company was the former sponsoring firm, provide to the individual a copy of the Form 33-109F1 that the person or company submitted under subsection (1) in respect of that individual.
- (4) If a person or company completed and submitted the information in item 5 of a Form 33-109F1 in respect of an individual who made a request under subsection (3) and that information was not included in the initial copy provided to the individual, the person or company must provide to that individual a further copy of the completed Form 33-109F1, including the information in item 5, within the later of
 - (a) 7 days after the request by the individual under subsection (3), and
 - (b) 7 days after the submission pursuant to subsection (2)(b).

PART 5 – DUE DILIGENCE AND RECORD-KEEPING

5.1 Sponsoring Firm Obligations

- (1) A firm must make reasonable efforts to ensure the truth and completeness of information that is submitted in accordance with this Instrument for any individual.
- (2) A sponsoring firm must obtain from each individual who is registered to act on behalf of the firm, or who is a permitted individual of the firm, a copy of the Form 33-109F1 most recently submitted by the individual's former sponsoring firm in respect of that individual, if any, within 60 days of the firm becoming the individual's sponsoring firm.
- (3) A sponsoring firm must retain all documents used by the firm to satisfy its obligation under subsection (1) as follows:
 - (a) in the case of a registered individual, for no less than 7 years after the individual ceases to be registered to act on behalf of the firm;

- (b) in the case of an individual who applied for registration but whose registration was refused by the regulator, for no less than 7 years after the individual applied for registration; or
- (c) in the case of a permitted individual, for no less than 7 years after the individual ceases to be a permitted individual with the firm.
- (4) Without limiting subsection (3), if a registered individual, an individual applying for registration, or a permitted individual appoints an agent for service, the sponsoring firm must keep the original Appointment of Agent for Service executed by the individual for the period of time set out in paragraph (3)(b).
- (5) A sponsoring firm that retains a document under subsection (3) or (4) in respect of an NRD submission must record the NRD submission number on the first page of the document.

PART 6 – TRANSITION

6.1 All Registered Firms to File Form 33-109F6 – September 30, 2010 – A registered firm that was registered before September 28, 2009 must submit a completed Form 33-109F6 to the regulator on or before September 30, 2010.

6.2 Notice of Change for Firms Registered before September 28, 2009

- (1) In this section, “Form 3” means the form that a firm submitted before this instrument came into force to apply for registration as a dealer, adviser or underwriter in the jurisdiction that, at the time the application was made, would have been the firm’s principal jurisdiction under this Instrument.
- (2) Subject to subsection (5), a registered firm that was first registered in a jurisdiction of Canada before this instrument came into force and that has not submitted a completed Form 33-109F6 to the regulator, must notify the regulator of a change to any information previously submitted
 - (a) in a notice of agent and address for service, by submitting to the regulator a completed Schedule B to Form 33-109F6, no more than 7 days after the change;
 - (b) in Form 3 or in any notice of change to information in that form submitted to the regulator, as follows:
 - (i) for a change of information equivalent to the information referred to in part 3 of Form 33-109F6, within 30 days of the change;
 - (ii) for a change of information equivalent to the information referred to in any other part of Form 33-109F6, within 7 days of the change.
- (3) A registered firm referred to in subsection (2) must notify the regulator of a change in its auditor or financial year-end within 7 days of the change.
- (4) For the purpose of subsections (2) and (3) the firm may give the notice by submitting it to the principal regulator.
- (5) A notice of change is not required under subsection (2) if the change relates to any of the following:
 - (a) the addition of an officer, partner, or director to the registered firm if that individual
 - (i) submits a completed Form 33-109F4 under subsection 2.2(1) or 2.5(1), or
 - (ii) submits a completed Form 33-109F7 under subsection 2.3(2) or 2.5(2);
 - (b) a termination, or a change, of a registered firm’s employment, partnership or agency relationship with an officer, partner or director of the registered firm if the firm submits a completed Form 33-109F1 under subsection 4.2(1);
 - (c) a business location other than the head office of the firm if the firm submits a completed Form 33-109F3 under section 3.2;
 - (d) information equivalent to the information referred to in section 3.1(3)(d).

6.3 National Registration Database Transition Period

- (1) In this section, "NRD access date" means the first day following September 25, 2009 that an NRD filer has access to NRD to make NRD submissions.
- (2) A notice submitted by an NRD filer before September 25, 2009, and not accepted or denied by the regulator by that date, must be resubmitted, as if the time required for the submission had fallen within the period commencing on September 25, 2009 and ending on the day before the NRD access date, in accordance with subsections (3), (4) and (6) as applicable.
- (3) Except in the case of a notice referred to in subsection (4), if the time required for making either of the following submissions falls within the period commencing on September 25, 2009 and ending on the day before the NRD access date, the time for making the submission is extended to the 45th day following the NRD access date:
 - (a) a notice that is required to be submitted in NRD format;
 - (b) a Form 33-109F4 that is required to be submitted under subsection 2.5(1).
- (4) If the time required for making either of the following submissions falls within the period commencing on September 25, 2009 and ending on the day before the NRD access date, the submission must be made other than through the NRD website:
 - (a) a notice referred to in subsection 4.1(1) if the change relates to previously submitted information about any of the following items of the individual's Form 33-109F4:
 - (i) item 14 [*Criminal disclosure*];
 - (ii) item 15 [*Civil disclosure*];
 - (iii) item 16 [*Financial disclosure*];
 - (b) a notice of termination referred to in subsection 4.2(1) from a former sponsoring firm, within the time required under subsection 4.2(2), if the individual's employment, partnership or agency relationship with the firm ended because the individual resigned or was dismissed for cause.
- (5) From September 28, 2009 to the day before the NRD access date, an individual may submit any of the following to the regulator other than through the NRD website:
 - (a) Form 33-109F7;
 - (b) Form 33-109F2;
 - (c) Form 33-109F4 other than under subsection 2.5(1).
- (6) If an NRD filer makes a submission other than through the NRD website under subsection (4) or (5), the NRD filer must resubmit the information in NRD format to the regulator as follows:
 - (a) for a Form 33-109F7 submitted under paragraph (5)(a),
 - (i) if the cessation date was on or after September 28, 2009, by submitting a completed Form 33-109F7 no later than 30 days after the NRD access date;
 - (ii) if the cessation date was before September 28, 2009, by submitting a completed Form 33-109F4 no later than 30 days after the NRD access date;
 - (b) for any other submission no later than 30 days after the NRD access date.

6.4 Transition – Reinstatement under Subsections 2.3(2) and 2.5(2)

- (1) Despite subsection 2.3(2), from the NRD access date to December 28, 2009 an individual who seeks reinstatement of registration under subsection 2.3(2) must submit a completed Form 33-109F4 to the regulator in accordance with NI 31-102, if the cessation date occurred before September 28, 2009.

- (2) For greater certainty, the registration of an individual who makes a submission under subsection (1) is reinstated in accordance with subsection 2.3(2) only if all of the conditions in paragraphs (a) through (e) of subsection 2.3(2) are met.
- (3) Subsection 2.5(2) does not apply to a permitted individual whose cessation date occurred before September 28, 2009.

PART 7 – EXEMPTION

7.1 Exemption

- (1) The regulator or the securities regulatory authority may grant an exemption from this Instrument, in whole or in part, subject to such conditions or restrictions as may be imposed in the exemption.
- (2) Despite subsection (1), in Ontario, only the regulator may grant such an exemption.
- (3) Except in Ontario, an exemption referred to in subsection (1) is granted under the statute referred to in Appendix B of National Instrument 14-101 *Definitions*, opposite the name of the local jurisdiction.

PART 8 – REPEAL AND EFFECTIVE DATE

- 8.1 **Repeal** – National Instrument 33-109 *Registration Information*, which came into force on February 14, 2003, is repealed.
- 8.2 **Effective Date** – This Instrument comes into force on the day National Instrument 31-103 *Registration Requirements and Exemptions* comes into force.

FORM 33-109F1
NOTICE OF TERMINATION OF REGISTERED INDIVIDUALS
AND PERMITTED INDIVIDUALS
(section 4.2)

GENERAL INSTRUCTIONS

Complete and submit this form to notify the relevant regulator(s) or, in Québec, the securities regulatory authority, or self-regulatory organization (SRO) that a registered individual or permitted person has left their sponsoring firm.

Terms

In this form, "cessation date" (or "effective date of termination") means the first day on which an individual ceased to have authority to act as a registered individual on behalf of their sponsoring firm or ceased to be a permitted individual of their sponsoring firm, because of the end of, or a change in, the individual's employment, partnership, or agency relationship with the firm;

How to submit the form

Submit this form at the National Registration Database (NRD) website in NRD format at www.nrd.ca.

If you are relying on the temporary hardship exemption in section 5.1 of National Instrument 31-102 [*National Registration Database*], you may submit this form in a format other than NRD format.

When to submit the form

You must submit the responses to Item 1, Item 2, Item 3 and Item 4 within five business days of the effective date of termination.

If you are required to complete Item 5, you must submit those responses within 30 days of the termination date. If you are submitting the responses to Item 5, in NRD format, after Items 1 to 4 have been submitted at NRD, use the NRD submission type called "Update/Correct Termination Information" to complete Item 5 of this form.

Item 1 Terminating firm

1. Name _____
2. NRD number _____

Item 2 Terminated individual

1. Name _____
2. NRD number _____

Item 3 Business location of the terminated individual

1. Address _____
2. NRD number _____

Item 4 Date and reason for termination

1. Cessation date / Effective date of termination _____
(YYYY/MM/DD)

This is the first day that the individual ceased to have authority to act in a registerable capacity on behalf of the firm or ceased to be a permitted individual.

2. Reason for termination / cessation (check one):

- Resigned - voluntary
- Resigned - at the firm's request
- Dismissed in good standing
- Dismissed for cause
- Completed temporary employment contract
- Retired
- Deceased
- Other

Item 5 Details about the termination

Complete Item 5 only if the individual resigned, was dismissed (whether or not for cause), or if the reason for termination under Item 4.2 was "Other". In the space below:

- state the reason(s) for the resignation, dismissal or "Other" reason for termination and
- provide details if the answer to any of the following questions is "Yes".

[For NRD Format only:]

- This information will be disclosed within 30 days of the effective date of termination
- Not applicable: completed temporary employment contract, retired or deceased

Answer the following questions to the best of the firm's knowledge.

In the past 12 months:

	Yes	No
1. Was the individual charged with any criminal offence?	<input type="checkbox"/>	<input type="checkbox"/>
2. Was the individual the subject of any investigation by any securities or financial industry regulator?	<input type="checkbox"/>	<input type="checkbox"/>
3. Was the individual subject to any significant internal disciplinary measures at the firm or at any affiliate of the firm related to the individual's activity as a registrant?	<input type="checkbox"/>	<input type="checkbox"/>
4. Were there any written complaints, civil claims and/or arbitration notices filed against the individual or against the firm about the individual's securities-related activities that occurred while the individual was registered or a permitted individual authorized to act on behalf of the firm?	<input type="checkbox"/>	<input type="checkbox"/>
5. Does the individual have any undischarged financial obligations to clients of the firm?	<input type="checkbox"/>	<input type="checkbox"/>
6. Has the firm or any affiliate of the firm suffered significant monetary loss or harm to its reputation as a result of the individual's actions?	<input type="checkbox"/>	<input type="checkbox"/>
7. Did the firm or any affiliate of the firm investigate the individual relating to possible material violations of fiduciary duties, regulatory requirements or the compliance policies and procedures of the firm or any affiliate of the firm? Examples include making unsuitable trades or investment recommendations, stealing or borrowing client money or securities, hiding losses from clients, forging client signatures, money laundering, deliberately making false representations and engaging in undisclosed outside business activity.	<input type="checkbox"/>	<input type="checkbox"/>

- 8. Did the individual repeatedly fail to follow compliance policies and procedures of the firm or any affiliate of the firm?
- 9. Did the individual engage in discretionary management of client accounts or otherwise engage in registerable activity without appropriate registration or without the firm's authorization?

Reasons/Details: _____

Item 6 Notice of collection and use of personal information

The personal information required under this form is collected on behalf of, and used by, the securities regulatory authorities in the jurisdictions set out in Schedule A to administer and enforce certain provisions of their securities legislation or derivatives legislation or both.

The personal information required under this form is also collected by and used by the SROs set out in Schedule A to administer and enforce their respective by-laws, regulations, rules, rulings and policies.

By submitting this form, the individual consents to the collection by the securities regulatory authorities or applicable SRO of this personal information, and any police records, records from other government or non-governmental regulators or SROs, credit records and employment records about the individual that the securities regulatory authorities or applicable SRO may need to complete their review of the information submitted in this form relating to the individual's continued fitness for registration or approval, if applicable, in accordance with the legal authority of the securities regulatory authorities while the individual is registered with or approved by it as the case may be. Securities regulatory authorities or SROs may contact government and private bodies or agencies, individuals, corporations and other organizations for information about the individual.

If you have any questions about the collection and use of this information, contact the securities regulatory authorities or applicable SRO in any jurisdiction in which the required information is submitted. See Schedule A for details. In Québec, you can also contact the Commission d'accès à l'information at 1-888-528-7741 or visit its website at www.cai.gouv.qc.ca.

Item 7 Warning

It is an offence under securities legislation and/or derivatives legislation, including commodity futures legislation to give false or misleading information on this form.

Item 8 Certification

Certification-NRD format:

- I am making this submission as agent for the firm. By checking this box, I certify that the firm provided me with all of the information on this form.

Certification-Format other than NRD format:

By signing below I certify to the regulator or, in Québec, the securities regulatory authority, in each jurisdiction where I am submitting this form for the firm, either directly or through the principal regulator, that:

- I have read this form and understand the questions, and
- all of the information provided on this form is true and complete.

Name of firm _____

Name of authorized signing officer or partner _____

Title of authorized signing officer or partner _____

Signature of authorized signing officer or partner _____

Date signed _____
(YYYY/MM/DD)

Schedule A
Contact information for
Notice of collection and use of personal information

Alberta

Alberta Securities Commission,
4th Floor, 300 - 5th Avenue SW
Calgary, AB T2P 3C4
Attention: Information Officer
Telephone: (403) 355-4151

British Columbia

British Columbia Securities Commission
P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, BC V7Y 1L2
Attention: Freedom of Information Officer
Telephone: (604) 899-6500 or (800) 373-6393 (in BC)

Manitoba

The Manitoba Securities Commission
500 - 400 St. Mary Avenue
Winnipeg, MB R3C 4K5
Attention: Director of Registrations
Telephone (204) 945-2548
Fax (204) 945-0330

New Brunswick

New Brunswick Securities Commission
Suite 300, 85 Charlotte Street
Saint John, NB E2L 2J2
Attention: Director, Regulatory Affairs
Telephone: (506) 658-3060

Newfoundland and Labrador

Securities NL
Financial Services Regulation Division
Department of Government Services
P.O. Box 8700, 2nd Floor, West Block
Confederation Building
St. John's, NL A1B 4J6
Attention: Manager of Registrations
Tel: (709) 729-5661

Nova Scotia

Nova Scotia Securities Commission
2nd Floor, Joseph Howe Building
1690 Hollis Street
P.O. Box 458
Halifax, NS B3J 2P8
Attention: Deputy Director, Capital Markets
Telephone: (902) 424-7768

Northwest Territories

Government of the Northwest Territories
P.O. Box 1320
Yellowknife, NWT X1A 2L9
Attention: Deputy Superintendent of Securities
Telephone: (867) 920-8984

Nunavut

Legal Registries Division
Department of Justice
Government of Nunavut
P.O. Box 1000 Station 570
Iqaluit, NU X0A 0H0
Attention: Deputy Registrar of Securities
Telephone: (867) 975-6590

Ontario

Ontario Securities Commission
Suite 1903, Box 55
20 Queen Street West
Toronto, ON M5H 3S8
Attention: FOI Coordinator
Telephone: (416) 593-8314

Prince Edward Island

Securities Registry
Office of the Attorney General B Consumer, Corporate and
Insurance Services Division
P.O. Box 2000
Charlottetown, PE C1A 7N8
Attention: Deputy Registrar of Securities
Telephone: (902) 368-6288

Québec

Autorité des marchés financiers
800, square Victoria, 22e étage
C.P. 246, tour de la Bourse
Montréal (Québec) H4Z 1G3
Attention: Responsable de l'accès à l'information
Telephone: (514) 395-0337 or (877) 525-0337 (in Québec)

Saskatchewan

Saskatchewan Financial Services Commission
Suite 601, 1919 Saskatchewan Drive
Regina, SK S4P 4H2
Attention: Director
Telephone: (306) 787-5842

Yukon

Yukon Securities Office
Department of Community Services
P.O. Box 2703 C-6
Whitehorse, YT Y1A 2C6
Attention: Superintendent of Securities
Telephone: (867) 667-5225

Self-regulatory organization

Investment Industry Regulatory Organization of Canada
121 King Street West, Suite 1600
Toronto, Ontario M5H 3T9
Attention: Privacy Officer
Telephone: (416) 364-6133
E-mail: PrivacyOfficer@iircoc.ca

FORM 33-109F2
CHANGE OR SURRENDER OF INDIVIDUAL CATEGORIES
 (section 4.2 or 2.2(2) or 2.5(2))

GENERAL INSTRUCTIONS

Complete and submit this form to notify the relevant regulator(s) or, in Québec, the securities regulatory authority, or self-regulatory organization (SRO) that a registered individual or permitted individual seeks to add and/or remove individual registration categories or permitted activities.

Terms

In this form, “you”, “your” and “individual” mean the registered individual or permitted individual who is seeking to add and/or remove registration categories or permitted activities.

How to submit this form

Submit this form at the National Registration Database (NRD) website in NRD format at www.nrd.ca.

If you are relying on the temporary hardship exemption in section 5.1 of National Instrument 31-102, you may submit this form in a format other than NRD format.

Item 1 Individual

Name of individual _____

NRD number of individual _____

Item 2 Registration jurisdictions

1. Are you filing this form under the passport system / interface for registration?

Only choose “no” if you are registered in:

- (a) only one jurisdiction of Canada, or
- (b) more than one jurisdiction of Canada and you are requesting a change or surrender:
 - (i) in a non-principal jurisdiction or jurisdictions, but not in your principal jurisdiction.

Yes No

2. Check each jurisdiction where you are seeking the change or surrender of individual categories of registration.

- Alberta
- British Columbia
- Manitoba
- New Brunswick
- Newfoundland and Labrador
- Northwest Territories
- Nova Scotia
- Nunavut
- Ontario
- Prince Edward Island
- Québec
- Saskatchewan
- Yukon

Item 3 Removing categories

What categories are you seeking to remove?

Item 4 Adding categories

1. What categories are you seeking to add?

2. If you are seeking registration as a representative of a mutual fund dealer or of a scholarship plan dealer in Québec, are you covered by your sponsoring firm's professional liability insurance?

Yes No

If "No", state:

The name of your insurer _____

Your policy number _____

Item 5 Reason for surrender

If you are seeking to remove a category or permitted activity, state the reason for the surrender in the local jurisdiction.

Item 6 Notice of collection and use of personal information

The personal information required under this form is collected on behalf of, and used by, the securities regulatory authorities in the jurisdictions set out in Schedule A to administer and enforce certain provisions of their securities legislation or derivatives legislation or both.

The personal information required under this form is also collected by and used by the SROs set out in Schedule A to administer and enforce their respective by-laws, regulations, rules, rulings and policies.

By submitting this form, the individual consents to the collection by the securities regulatory authorities or applicable SRO of this personal information, and any police records, records from other government or non-governmental regulators or SROs, credit records and employment records about the individual that the securities regulatory authorities or applicable SRO may need to complete their review of the information submitted in this form relating to the individual's continued fitness for registration or approval, if applicable, in accordance with the legal authority of the securities regulatory authorities while the individual is registered with or approved by it. Securities regulatory authorities or SROs may contact government and private bodies or agencies, individuals, corporations and other organizations for information about the individual.

If you have any questions about the collection and use of this information, contact the securities regulatory authorities or applicable SRO in any jurisdiction in which the required information is submitted. See Schedule A for details. In Québec, you can also contact the Commission d'accès à l'information at 1-888-528-7741 or visit its website at www.cai.gouv.qc.ca.

Item 7 Warning

It is an offence under securities legislation and/or derivatives legislation, including commodity futures legislation to give false or misleading information on this form.

Item 8 Certification**Certification-NRD format:**

I confirm I have discussed the questions in this form with an officer, branch manager or supervisor of my sponsoring firm. To the best of my knowledge and belief, the officer, branch manager or supervisor was satisfied that I fully understood the questions. I will limit my activities to those permitted by my category of registration.

I am making this submission as agent for the individual identified in this form. By checking this box, I certify that the individual provided me with all of the information on this form.

Certification-Format other than NRD format:

By signing below:

1. I certify to the regulator or, in Québec, the securities regulatory authority, in each jurisdiction where I am submitting this form, either directly or through the principal regulator, that:
 - I have read this form and understand the questions, and
 - all of the information provided on this form is true, and complete.
2. I confirm I have discussed the questions in this form with an officer, branch manager or supervisor of my sponsoring firm. To the best of my knowledge and belief, the officer, branch manager or supervisor was satisfied that I fully understood the questions. I will limit my activities to those permitted by my category of registration.

Signature of individual _____

Date signed _____
(YYYY/MM/DD)

By signing below, I certify to the regulator or, in Québec, the securities regulatory authority, in each jurisdiction where I am submitting this form for the individual, either directly or through the principal regulator, that:

1. the individual identified in this form will be engaged by the firm as a registered individual, or a non registered individual, and
2. I have, or a branch manager or supervisor or another officer or partner has, discussed the questions set out in this form with the individual. To the best of my knowledge and belief, the individual fully understands the questions.

Name of firm _____

Name of authorized signing officer or partner _____

Title of authorized signing officer or partner _____

Signature of authorized signing officer or partner _____

Date signed _____
(YYYY/MM/DD)

Schedule A
Contact information for
Notice of collection and use of personal information

Alberta

Alberta Securities Commission,
4th Floor, 300 - 5th Avenue SW
Calgary, AB T2P 3C4
Attention: Information Officer
Telephone: (403) 355-4151

British Columbia

British Columbia Securities Commission
P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, BC V7Y 1L2
Attention: Freedom of Information Officer
Telephone: (604) 899-6500 or (800) 373-6393 (in BC)

Manitoba

The Manitoba Securities Commission
500 - 400 St. Mary Avenue
Winnipeg, MB R3C 4K5
Attention: Director of Registrations
Telephone (204) 945-2548
Fax (204) 945-0330

New Brunswick

New Brunswick Securities Commission
Suite 300, 85 Charlotte Street
Saint John, NB E2L 2J2
Attention: Director, Regulatory Affairs
Telephone: (506) 658-3060

Newfoundland and Labrador

Securities NL
Financial Services Regulation Division
Department of Government Services
P.O. Box 8700, 2nd Floor, West Block
Confederation Building
St. John's, NL A1B 4J6
Attention: Manager of Registrations
Tel: (709) 729-5661

Nova Scotia

Nova Scotia Securities Commission
2nd Floor, Joseph Howe Building
1690 Hollis Street
P.O. Box 458
Halifax, NS B3J 2P8
Attention: Deputy Director, Capital Markets
Telephone: (902) 424-7768

Northwest Territories

Government of the Northwest Territories
P.O. Box 1320
Yellowknife, NWT X1A 2L9
Attention: Deputy Superintendent of Securities
Telephone: (867) 920-8984

Nunavut

Legal Registries Division
Department of Justice
Government of Nunavut
P.O. Box 1000 Station 570
Iqaluit, NU X0A 0H0
Attention: Deputy Registrar of Securities
Telephone: (867) 975-6590

Ontario

Ontario Securities Commission
Suite 1903, Box 55
20 Queen Street West
Toronto, ON M5H 3S8
Attention: FOI Coordinator
Telephone: (416) 593-8314

Prince Edward Island

Securities Registry
Office of the Attorney General B Consumer, Corporate and
Insurance Services Division
P.O. Box 2000
Charlottetown, PE C1A 7N8
Attention: Deputy Registrar of Securities
Telephone: (902) 368-6288

Québec

Autorité des marchés financiers
800, square Victoria, 22e étage
C.P. 246, tour de la Bourse
Montréal (Québec) H4Z 1G3
Attention: Responsable de l'accès à l'information
Telephone: (514) 395-0337 or (877) 525-0337 (in Québec)

Saskatchewan

Saskatchewan Financial Services Commission
Suite 601, 1919 Saskatchewan Drive
Regina, SK S4P 4H2
Attention: Director
Telephone: (306) 787-5842

Yukon

Yukon Securities Office
Department of Community Services
P.O. Box 2703 C-6
Whitehorse, YT Y1A 2C6
Attention: Superintendent of Securities
Telephone: (867) 667-5225

Self-regulatory organization

Investment Industry Regulatory Organization of Canada
121 King Street West, Suite 1600
Toronto, Ontario M5H 3T9
Attention: Privacy Officer
Telephone: (416) 364-6133
E-mail: PrivacyOfficer@iircoc.ca

FORM 33-109F3
BUSINESS LOCATIONS OTHER THAN HEAD OFFICE
(section 3.2)

GENERAL INSTRUCTIONS

Complete and submit this form to notify the relevant regulator(s) or, in Québec, the securities regulatory authority, or self-regulatory organization (SRO) that a business location has opened or closed, or information about a business location has changed.

Check one of the following and complete the entire form:

- Opening this business location
- Closing this business location
- Change to the information previously submitted about this business location. Clearly specify the information that has changed.

How to submit this form

Submit this form at the National Registration Database (NRD) website in NRD format at www.nrd.ca.

If you are relying on the temporary hardship exemption in section 5.1 of National Instrument 31-102, you may complete and submit this form in a format other than NRD format.

Item 1 Type of business location

Branch or Business Location

Sub-branch

Item 2 Supervisor or branch manager

Name of designated supervisor or branch manager _____

NRD number of the designated supervisor or branch manager _____

Item 3 Business location information

Business address _____

Mailing address (if different from business address) _____

Telephone number (_____) _____

Fax number (_____) _____

Item 4 Notice of collection and use of personal information

The personal information required under this form is collected on behalf of, and used by, the securities regulatory authorities in the jurisdictions set out in Schedule A to administer and enforce certain provisions of their securities legislation or derivatives legislation or both.

The personal information required under this form is also collected by and used by the SROs set out in Schedule A to administer and enforce their respective by-laws, regulations, rules, rulings and policies.

By submitting this form, the individual consents to the collection by the securities regulatory authorities or applicable SRO of this personal information, and any police records, records from other government or non-governmental regulators or SROs, credit records and employment records about the individual that the securities regulatory authorities or applicable SRO may need to complete their review of the information submitted in this form relating to the individual's continued fitness for registration or approval, if applicable, in accordance with the legal authority of the securities regulatory authorities while the individual is registered with or approved by it. Securities regulatory authorities or SROs may contact government and private bodies or agencies, individuals, corporations and other organizations for information about the individual.

If you have any questions about the collection and use of this information, contact the securities regulatory authorities or applicable SRO in any jurisdiction in which the required information is submitted. See Schedule A for details. In Québec, you can also contact the Commission d'accès à l'information at 1-888-528-7741 or visit its website at www.cai.gouv.qc.ca.

Item 5 Warning

It is an offence under securities legislation and/or derivatives legislation, including commodity futures legislation to give false or misleading information on this form.

Item 6 Certification**Certification-NRD format:**

I am making this submission as agent for the firm. By checking this box, I certify that the firm provided me with all of the information on this form.

Certification-Format other than NRD format:

By signing below, I certify to the securities regulator or, in Québec, the securities regulatory authority, in each jurisdiction where I am submitting this form for the firm, either directly or through the principal regulator, that:

- I have read this form and understand the questions, and
- all of the information provided on this form is true, and complete.

Name of firm _____

Name of authorized signing officer or partner _____

Title of authorized signing officer or partner _____

Signature of authorized signing officer or partner _____

Date signed _____
(YYYY/MM/DD)

Schedule A
Contact information for
Notice of collection and use of personal information

Alberta

Alberta Securities Commission,
4th Floor, 300 - 5th Avenue SW
Calgary, AB T2P 3C4
Attention: Information Officer
Telephone: (403) 355-4151

British Columbia

British Columbia Securities Commission
P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, BC V7Y 1L2
Attention: Freedom of Information Officer
Telephone: (604) 899-6500 or (800) 373-6393 (in BC)

Manitoba

The Manitoba Securities Commission
500 - 400 St. Mary Avenue
Winnipeg, MB R3C 4K5
Attention: Director of Registrations
Telephone (204) 945-2548
Fax (204) 945-0330

New Brunswick

New Brunswick Securities Commission
Suite 300, 85 Charlotte Street
Saint John, NB E2L 2J2
Attention: Director, Regulatory Affairs
Telephone: (506) 658-3060

Newfoundland and Labrador

Securities NL
Financial Services Regulation Division
Department of Government Services
P.O. Box 8700, 2nd Floor, West Block
Confederation Building
St. John's, NL A1B 4J6
Attention: Manager of Registrations
Tel: (709) 729-5661

Nova Scotia

Nova Scotia Securities Commission
2nd Floor, Joseph Howe Building
1690 Hollis Street
P.O. Box 458
Halifax, NS B3J 2P8
Attention: Deputy Director, Capital Markets
Telephone: (902) 424-7768

Northwest Territories

Government of the Northwest Territories
P.O. Box 1320
Yellowknife, NWT X1A 2L9
Attention: Deputy Superintendent of Securities
Telephone: (867) 920-8984

Nunavut

Legal Registries Division
Department of Justice
Government of Nunavut
P.O. Box 1000 Station 570
Iqaluit, NU X0A 0H0
Attention: Deputy Registrar of Securities
Telephone: (867) 975-6590

Ontario

Ontario Securities Commission
Suite 1903, Box 55
20 Queen Street West
Toronto, ON M5H 3S8
Attention: FOI Coordinator
Telephone: (416) 593-8314

Prince Edward Island

Securities Registry
Office of the Attorney General B Consumer, Corporate and
Insurance Services Division
P.O. Box 2000
Charlottetown, PE C1A 7N8
Attention: Deputy Registrar of Securities
Telephone: (902) 368-6288

Québec

Autorité des marchés financiers
800, square Victoria, 22e étage
C.P. 246, tour de la Bourse
Montréal (Québec) H4Z 1G3
Attention: Responsable de l'accès à l'information
Telephone: (514) 395-0337 or (877) 525-0337 (in Québec)

Saskatchewan

Saskatchewan Financial Services Commission
Suite 601, 1919 Saskatchewan Drive
Regina, SK S4P 4H2
Attention: Director
Telephone: (306) 787-5842

Yukon

Yukon Securities Office
Department of Community Services
P.O. Box 2703 C-6
Whitehorse, YT Y1A 2C6
Attention: Superintendent of Securities
Telephone: (867) 667-5225

Self-regulatory organization

Investment Industry Regulatory Organization of Canada
121 King Street West, Suite 1600
Toronto, Ontario M5H 3T9
Attention: Privacy Officer
Telephone: (416) 364-6133
E-mail: PrivacyOfficer@iircoc.ca

FORM 33-109F4
REGISTRATION OF INDIVIDUALS AND
REVIEW OF PERMITTED INDIVIDUALS
(section 2.2)

GENERAL INSTRUCTIONS

Complete and submit this form to the relevant regulator(s) or in Québec, the securities regulatory authority, or self-regulatory organization (SRO) if an individual is seeking registration in individual categories or is seeking to be reviewed as a permitted individual. You only need to complete and submit one of this form regardless of the number of categories you are seeking to be registered in.

Terms

In this form, “you”, “your” and “individual” mean the individual who is seeking registration or the individual who is filing this form as a permitted individual under securities legislation or derivatives legislation or both.

“Sponsoring firm” means the registered firm where you will carry out your duties as a registered or permitted individual.

“Derivatives” means financial instruments, such as futures contracts (including exchange traded contracts), futures options and swaps whose market price, value or payment obligations are derived from, or based on, one or more underlying interests. Derivatives can be in the form of instruments, agreements or securities.

“Major shareholder” and “shareholder” mean a shareholder who, in total, directly or indirectly owns voting securities carrying 10 per cent or more of the votes carried by all outstanding voting securities.

“Approved person” means, in respect of a member of the IIROC (Member), an individual who is a partner, director, officer, employee or agent of a Member who is approved by the IIROC or another Canadian SRO to perform any function required under any IIROC or another Canadian SRO By-law, Regulation, or Policy.

Several terms used in this form are defined in the securities legislation of your province or territory. Please refer to those definitions.

How to submit this form***NRD format***

Submit this form at the National Registration Database (NRD) website in NRD format at www.nrd.ca. You are only required to submit one form regardless of the number of registration categories you are seeking. If you have any questions, contact the compliance, registration or legal department of the sponsoring firm or a legal adviser, or visit the NRD information website at www.nrd-info.ca.

Format, other than NRD format

If you are relying on the temporary hardship exemption in section 5.1 of National Instrument 31-102 *National Registration Database*, you may submit this form in a format other than NRD format.

If you need more space, use a separate sheet of paper. Clearly identify the Item and question number. Complete and sign the form, and send it to the relevant regulator(s) or, in Québec, the securities regulatory authority, SRO (s) or similar authority. The number of originally signed copies of the form you are required to submit depends on the province or territory, and on the regulator, the securities regulatory authority or SRO.

To avoid delays in processing this form, be sure to answer all of the questions that apply to you. If you have questions, contact the compliance, registration or legal department of the sponsoring firm or a legal adviser, or visit the National Registration Database information website at www.nrd-info.ca.

Item 1 Name**1. Legal name**

Last name First name Second name (N/A) Third name (N/A)

NRD number (if applicable) _____

2. Other personal names

Are you currently, or have you ever been, known by any names other than your full legal name above, for example, nicknames or names due to marriage?

Yes No

If "yes", complete Schedule A.

3. Use of other names

Are you currently, or have you ever used, operated under, or carried on business under any name other than the name(s) mentioned above, for example, trade names for sole proprietorships or team names?

Yes No

If "yes", complete Schedule A.

Item 2 Residential address

Provide all of your residential addresses, including any foreign residential addresses, for the past 10 years.

1. Current and previous residential addresses

(number, street, city, province, territory or state, country, postal code)

Telephone number _____

Lived at this address since (YYYY/MM) _____

If you have lived at this address for less than 10 years, complete Schedule B.

2. Mailing address

Check here if your mailing address is the same as your current residential address provided above. Otherwise, complete the following:

(number, street, city, province, territory or state, country, postal code)

Item 3 Personal information

1. Date of birth _____
(YYYY/MM/DD)

2. Place of birth _____
(city, province, territory or state, country)

3. Gender Female Male

4. Eye colour _____

5. Hair colour _____

6. Height _____ in. or _____ cm.

7. Weight _____ lbs. or _____ kg.

Item 4 Citizenship**1. Citizenship information**

What is your country of citizenship?

- Canada
- Other, specify: _____

2. If you are a citizen of a country other than Canada, complete the following for that citizenship.

- Check here if you do not have a valid passport. Otherwise, provide:

Passport number: _____

Date of issue: _____
(YYYY/MM/DD)

Place of issue: _____
(city, province, territory or state, country)

Item 5 Registration jurisdictions**1. Are you filing this form under the passport system / interface for registration?**

Only choose "no" if:

(a) you are seeking registration only in your principal jurisdiction,

(b) you are seeking review as a permitted individual only in your principal jurisdiction

and you are not currently registered under securities legislation in any jurisdiction of Canada,

Yes No

2. Check each jurisdiction where you are seeking registration or review as a permitted individual:

- All jurisdictions
- Alberta
- British Columbia
- Manitoba
- New Brunswick
- Newfoundland and Labrador
- Northwest Territories
- Nova Scotia
- Nunavut
- Ontario
- Prince Edward Island
- Québec
- Saskatchewan
- Yukon

Item 6 Individual categories

- 1.** On Schedule C, check each category for which you are seeking registration as an individual or review as a permitted individual. If you are seeking review as a permitted individual, check each category that describes your position with your sponsoring firm.

2. If you are seeking registration as a representative of a mutual fund dealer or of a scholarship plan dealer in Québec, are you covered by your sponsoring firm's professional liability insurance?

Yes No

If "No", state:

The name of your insurer _____

Your policy number _____

Item 7 Address and agent for service

1. Address for service

You must have one address for service in each province or territory where you are submitting this form. A residential address or a business address is acceptable. A post office box is not acceptable. Complete Schedule D for each additional address for service you are providing.

Address for service:

(number, street, city, province or territory, postal code)

Telephone number _____

Fax number, if applicable _____

E-mail address, if available _____

2. Agent for service

If you have appointed an agent for service, provide the following information for the agent in each province or territory where you have an agent for service. The address of your agent for service must be the same as the address for service above. If your agent for service is not an individual, provide the name of your contact person.

Name of agent for service: _____

Contact person: _____
Last name, First name

Item 8 Proficiency

1. Course or examination information and other education

Complete Schedule E to indicate each course and examination that is required for registration or approval and that you have successfully completed or have been exempted from.

- Check here if you are not required under securities legislation or derivatives legislation or both, or the rules of an SRO to satisfy any course or examination requirements.

2. Student numbers

If you have a student number for a course that you successfully completed with one of the following organizations, provide it below:

CSI Global Education (formerly Canadian Securities Institute): _____

IFSE Institute (formerly IFIC): _____

Institute of Canadian Bankers (ICB): _____

CFA Institute (formerly AIMR): _____

Advocis (formerly CAIFA): _____

3. Exemption refusal

Has any securities regulator, derivatives regulator or SRO refused to grant you an exemption from a course, examination or experience requirement?

Yes No

If "Yes", complete Schedule F.

Item 9 Location of employment

1. Provide the following information for your new sponsoring firm. If you will be working out of more than one location, provide the following information for the location out of which you will be doing most of your business.

NRD location number: _____

Unique Identification Number (optional): _____

Business address: _____
(number, street, city, province, territory or state, country, postal code)

Telephone number: (____) _____ Fax number: (____) _____

2. If the firm has a foreign head office, and/or you are not a resident of Canada, provide the address for the location in which you will be conducting business.

Business address: _____
(number, street, city, province, territory or state, country, postal code)

Telephone number: (____) _____ Fax number: (____) _____

[The following under #3 "Type of location", #4 and #5 is for a Format other than NRD format only]

3. Type of location - for Format other than NRD format only:

Head office Branch or Business Location Sub-branch

4. Name of branch manager: _____

5. Check here if the mailing address of the location is the same as the business address provided above. Otherwise, complete the following:

Mailing address: _____
(number, street, city, province, territory or state, country, postal code)

Item 10 Current employment, other business activities, officer positions held and directorships

Complete a separate Schedule G for each of your current business and employment activities, including employment and business activities with your sponsoring firm and any employment and business activities outside your sponsoring firm. Also include all business related officer or director positions and any other equivalent positions held, whether you receive compensation or not.

Item 11 Previous employment and other activities

On Schedule H, complete your employment and other activities history for the past 10-years.

Item 12 Resignations and terminations

Have you ever resigned, been terminated or been dismissed for cause by an employer from a position following allegations that you:

1. Violated any statutes, regulations, rules or standards of conduct?

Yes No

If "Yes", complete Schedule I Item 12.1.

2. Failed to appropriately supervise compliance with any statutes, regulations, rules or standards of conduct?

Yes No

If "Yes", complete Schedule I Item 12.2.

3. Committed fraud or the wrongful taking of property, including theft?

Yes No

If "Yes", complete Schedule I Item 12.3.

Item 13 Regulatory disclosure**1. Securities and derivatives regulation**

- a) Other than a registration or permitted individual status that has been recorded under this NRD number, are you now, or have you ever been, registered or licensed with any securities regulator or derivatives regulator or both in any province, territory, state or country to trade in or advise on securities or derivatives or both?

Yes No

If "Yes", complete Schedule J, Item 13.1(a).

- b) Have you ever been refused registration or a licence to trade in or advise on securities or derivatives or both in any province, territory state or country?

Yes No

If "Yes", complete Schedule J, Item 13.1(b).

- c) Have you ever been denied the benefit of any exemption from registration provided in any securities or derivatives or both legislation or rules in any province, territory, state or country, other than what was disclosed in Item 8(3) of this form?

Yes No

If "Yes", complete Schedule J, Item 13.1(c).

- d) Are you now, or have you ever been subject to any disciplinary proceedings or any order resulting from disciplinary proceedings under any securities legislation or derivatives legislation or both in any province, territory, state or country?

Yes No

If "Yes", complete Schedule J, Item 13.1(d).

2. SRO regulation

- a) Other than an approval that has been recorded under this NRD number, are you now, or have you ever been, an approved person of an SRO or similar organization in any province, territory, state or country?

Yes No

If "Yes", complete Schedule J, Item 13.2(a).

- b) Have you ever been refused approved person status by an SRO or similar organization in any province, territory, state or country?

Yes No

If "Yes", complete Schedule J, Item 13.2(b).

- c) Are you now, or have you ever been, subject to any disciplinary proceedings conducted by any SRO or similar organization in any province, territory, state or country?

Yes No

If "Yes", complete Schedule J, Item 13.2(c).

3. Non-securities regulation

- a) Are you now, or have you ever been, registered or licensed under any legislation which requires registration or licensing to deal with the public in any capacity other than to trade in or advise on securities or derivatives or both in any province, territory, state or country (e.g. insurance, real estate, accountant, lawyer, teacher)?

Yes No

If "Yes", complete Schedule J, Item 13.3(a).

- b) Have you ever been refused registration or a licence under any legislation relating to your professional activities unrelated to securities or derivatives in any province, territory, state or country?

Yes No

If "Yes", complete Schedule J, Item 13.3(b).

- c) Are you now, or have you ever been, a subject of any disciplinary actions conducted under any legislation relating to your professional activities unrelated to securities or derivatives in any province, territory, state or country?

Yes No

If "Yes", complete Schedule J, Item 13.3(c).

Item 14 Criminal disclosure**Offences you must disclose**

You must disclose all criminal offences committed in any province, territory, state or country. This includes, but is not limited to, criminal offences under federal statutes such as the *Criminal Code* (Canada), *Income Tax Act* (Canada), *the Competition Act* (Canada), *Immigration Act* (Canada) and the *Controlled Drugs and Substances Act* (Canada) (or its predecessor, the *Narcotic Control Act* (Canada)). This includes pleas or findings of guilt for impaired driving, which are *Criminal Code* (Canada) matters. If you have been found guilty of a criminal offence, you must disclose the offence even if you have been granted an absolute or conditional discharge.

With respect to questions 14.2 and 14.4, if you or your firm has been found guilty of a criminal offence, or participated in the Alternative Measures Program within the past three years, you must disclose that offence even if an absolute or conditional discharge has been granted, or the charge has been dismissed, withdrawn or stayed. Some exceptions apply to stayed charges, and the Alternative Measures Program which are outlined below.

If you do not disclose a criminal offence under any statute other than the *Young Offenders Act (Canada)* or the *Youth Criminal Justice Act (Canada)*, regulators or, in Québec, the securities regulatory authority or self regulatory organization may treat it as a non-disclosure of material information.

Offences you do not have to disclose

The appropriate response is “No” if any of the following circumstances apply.

You are not required to disclose:

- crimes for which you received an absolute or conditional discharge if the crime has been purged from the criminal records in accordance with the *Criminal Records Act (Canada)*
- speeding, parking violations or any offence for which a pardon has been granted under the *Criminal Records Act (Canada)* and the pardon has not been revoked
- stayed charges for summary conviction offences that have been stayed for six months or more
- stayed charges for indictable offences that have been stayed for a year or more, and
- offences under the *Young Offenders Act (Canada)* or the *Youth Criminal Justice Act (Canada)*

With respect to questions 14.2 and 14.4, you are not required to disclose an offence for which you or your firm was found guilty if you or the firm participated in the Alternative Measures Program more than three years ago for that offence.

1. Are there any outstanding or stayed charges against you alleging a criminal offence that was committed in any province, territory, state or country?

Yes No

If “Yes”, complete Schedule K, Item 14.1.

2. Have you ever been found guilty, pleaded no contest to, or granted an absolute or conditional discharge from any criminal offence that was committed in any province, territory, state or country?

Yes No

If “Yes”, complete Schedule K, Item 14.2.

3. To the best of your knowledge, are there any outstanding charges against any firm of which you were, at the time the criminal offence was alleged to have taken place in any province, territory, state or country, a partner, director, officer or major shareholder?

Yes No

If “Yes”, complete Schedule K, Item 14.3.

4. To the best of your knowledge, has any firm, when you were a partner, officer, director or major shareholder, ever been found guilty, pleaded no contest to or granted an absolute or conditional discharge from a criminal offence that was committed in any province, territory, state or country?

Yes No

If “Yes”, complete Schedule K, Item 14.4.

Item 15 Civil disclosure

1. Are there currently any outstanding civil actions alleging fraud, theft, deceit, misrepresentation or similar misconduct against you or a firm where you are or were a partner, director, officer or major shareholder in any province, territory, state or country?

Yes No

If "Yes", complete Schedule L, Item 15.1.

2. Have you or a firm where you are or were a partner, director, officer or major shareholder ever been a defendant or respondent in any civil proceeding in which fraud, theft, deceit, misrepresentation or similar misconduct is, or was, successfully established in a judgment in any province, territory, state or country?

Yes No

If "Yes", complete Schedule L, Item 15.2.

Item 16 Financial disclosure**1. Bankruptcy**

Under the laws of any applicable jurisdiction, have you or has any firm when you were a partner, director, officer or major shareholder of that firm:

- a) Had a petition in bankruptcy issued or made a voluntary assignment in bankruptcy or any similar proceeding?

Yes No

If "Yes", complete Schedule M, Item 16.1(a).

- b) Made a proposal under any legislation relating to bankruptcy or insolvency or any similar proceeding?

Yes No

If "Yes", complete Schedule M, Item 16.1(b).

- c) Been subject to proceedings under any legislation relating to the winding up or dissolution of the firm, or under the *Companies' Creditors Arrangement Act* (Canada)?

Yes No

If "Yes", complete Schedule M, Item 16.1(c).

- d) Been subject to or initiated any proceedings, arrangement or compromise with creditors? This includes having a receiver, receiver-manager, administrator or trustee appointed by or at the request of creditors, privately, through court process or by order of a regulatory authority, to hold your assets.

Yes No

If "Yes", complete Schedule M, Item 16.1(d).

2. Debt obligations

Over the past 10 years, have you failed to meet a financial obligation of \$5,000 or more as it came due or, to the best of your knowledge, has any firm, while you were a partner, director, officer or major shareholder of that firm, failed to meet any financial obligation of \$5,000 or more as it came due?

Yes No

If "Yes", complete Schedule M, Item 16.2.

3. Surety bond or fidelity bond

Have you ever been refused for a surety or fidelity bond?

Yes No

If "Yes", complete Schedule M, Item 16.3.

4. Garnishments, unsatisfied judgments or directions to pay

Has any federal, provincial, territorial, state authority or court ever issued any of the following against you regarding your indebtedness or, to the best of your knowledge, the indebtedness of a firm where you are or were a partner, director, officer or major shareholder:

	Yes	No
Garnishment	<input type="checkbox"/>	<input type="checkbox"/>
Unsatisfied judgment	<input type="checkbox"/>	<input type="checkbox"/>
Direction to pay	<input type="checkbox"/>	<input type="checkbox"/>

If "Yes", complete Schedule M, Item 16.4.

Item 17 Ownership of securities and derivatives firms

Are you now, or have you ever been, a partner or major shareholder of any firm (including your sponsoring firm) whose business is trading in or advising on securities or derivatives or both?

Yes No

If "Yes", complete Schedule N.

Item 18 Agent for service

By submitting this form, you certify that in each jurisdiction of Canada where you have appointed an agent for service, you have completed the appointment of agent for service required in that jurisdiction.

Item 19 Submission to jurisdiction

By submitting this form, you agree to be subject to the securities legislation or derivatives legislation or both of each jurisdiction of Canada, and to the by-laws, regulations, rules, rulings and policies (collectively referred to as "rules" in this form) of the SROs to which you have submitted this form. This includes the jurisdiction of any tribunals or any proceedings that relate to your activities as a registrant or a partner, director or officer of a registrant under that securities legislation or derivatives legislation or both or as an Approved Person under SRO rules.

Item 20 Notice of collection and use of personal information

The personal information required under this form is collected on behalf of, and used by, the securities regulatory authorities in the jurisdictions set out in Schedule O to administer and enforce certain provisions of their securities legislation or derivatives legislation or both.

By submitting this form, the individual consents to the collection by the securities regulatory authorities of this personal information, and any police records, records from other government or non-governmental regulators or SROs, credit records and employment records about the individual that the securities regulatory authorities may need to complete their review of the information submitted in this form relating to the individual's continued fitness for registration or approval, if applicable, in accordance with the legal authority of the securities regulatory authorities while the individual is registered with or approved by it. Securities regulatory authorities may contact government and private bodies or agencies, individuals, corporations and other organizations for information about the individual.

If you have any questions about the collection and use of this information, contact the securities regulatory authority in any jurisdiction in which the required information is submitted. See Schedule O for details. In Québec, you can also contact the Commission d'accès à l'information at 1-888-528-7741 or visit its website at www.cai.gouv.qc.ca.

SROs

The principal purpose for the collection of personal information is to assess your suitability for registration or approval and to assess your continued fitness for registration or approval in accordance with the applicable securities legislation and the rules of the SROs.

By submitting this form, you authorize the SROs to which this form is submitted to collect any information from any source whatsoever. This includes, but is not limited to, personal confidential information about you that is otherwise protected by law such as, police, credit, employment, education and proficiency course completion records, and records from other government or non-governmental regulatory authorities, securities commissions, stock exchanges, or other SROs, private bodies, agencies, individuals or corporations, as may be necessary for the SROs to complete their review of your form or continued fitness for registration or approval in accordance with their rules for the duration of the period you remain so registered or approved. You further consent to and authorize the transfer of confidential information between SROs, securities commissions or stock exchanges from whom you now, or may in the future, seek registration or approval, or with which you are currently registered or approved for the purpose of determining fitness or continued fitness for registration or approval or in connection with the performance of an investigation or other exercise of regulatory authority, whether or not you are registered with or approved by them.

By submitting this form, you certify that you understand the rules of the applicable SROs of which you are seeking registration or approval or of which your sponsoring firm is a member or participating organization. You also undertake to become conversant with the rules of any SROs of which you or your sponsoring firm becomes a member or participating organization. You agree to be bound by, observe and comply with these rules as they are from time to time amended or supplemented, and you agree to keep yourself fully informed about them as they are amended and supplemented. You submit to the jurisdiction of the SROs from whom you are seeking registration or approval, or of which your sponsoring firm is now or in the future becomes a member or participating organization and, wherever applicable, their Governors, Directors and Committees. You agree that any registration or approval granted pursuant to this form may be revoked, terminated or suspended at any time in accordance with the then applicable rules of the respective SROs. In the event of any such revocation or termination, you must terminate all activities which require registration or approval and, thereafter, not perform services that require registration or approval for any member of the SROs or any approved affiliated company or other affiliate of such member without obtaining the approval of or registration with the SROs, in accordance with their rules.

By submitting this form, you undertake to notify the SROs from whom you are seeking registration or approval or with which you are currently or may in the future be registered or approved of any material change to the information herein provided in accordance with their respective rules. You agree to the transfer of this form, without amendment, to other SROs in the event that at some time in the future you seek registration or approval from such other SROs.

You certify that you have discussed the questions in this form, together with this Agreement, with an Officer or Branch Manager of your sponsoring member firm and, to your knowledge and belief, the authorized Officer or Branch Manager was satisfied that you fully understood the questions and the terms of this Agreement. You further certify that your business activities that are subject to securities rules and derivatives rules or both will be limited strictly to those permitted by the category of your registration or approval.

Item 21 Warning

It is an offence under securities legislation and/or derivatives legislation, including commodity futures legislation to give false or misleading information on this form.

Item 22 Certification**1. Certification - NRD format**

I confirm I have discussed the questions in this form with an officer, branch manager or supervisor of my sponsoring firm. To the best of my knowledge, the officer, branch manager or supervisor was satisfied that I fully understood the questions. I will limit my activities to those permitted by my category of registration.

I am making this submission as agent for the individual identified in this form. By checking this box, I certify that the individual provided me with all of the information on this form.

2. Certification - Format other than NRD format**Individual**

By signing below, I certify to the regulator, or in Québec the securities regulatory authority, in each jurisdiction where I am filing or submitting this form, either directly or through the principal regulator, that:

- I have read this form and understand the questions, and
- all of the information provided on this form is true, and complete.

Signature of individual _____ Date _____

Authorized partner or officer of the firm

By signing below, I certify to the regulator, or in Québec the securities regulatory authority, in each jurisdiction where I am submitting this form, either directly or through the principal regulator, for the individual that:

- the individual identified in this form will be engaged by the sponsoring firm as a registered individual or a permitted individual, and
- I have, or a branch manager, or supervisor, or another officer or partner has, discussed the questions set out in this form with the individual and, to the best of my knowledge, the individual fully understands the questions.

Name of firm _____

Name of authorized signing officer or partner _____

Title of authorized signing officer or partner _____

Signature of authorized signing officer or partner _____

Date signed _____
(YYYY/MM/DD)

Name 2:

Name: _____

Provide the reasons for the use of this other name (for example, trade name or team name):

If this other name is or was used in connection with any sponsoring firm, did the sponsoring firm approve the use of the name?

Yes No

When did you use this name?

From:

To:

(YYYY/MM)

(YYYY/MM)

Name 3:

Name: _____

Provide the reasons for the use of this other name (for example, trade name or team name):

If this other name is or was used in connection with any sponsoring firm, did the sponsoring firm approve the use of the name?

Yes No

When did you use this name?

From:

To:

(YYYY/MM)

(YYYY/MM)

SCHEDULE C
Individual Categories (Item 6)

Check each category for which you are seeking registration, approval or review as a permitted individual.

Categories common to all jurisdictions under securities legislation

Firm categories [Format other than NRD format only]

- Investment Dealer
- Mutual Fund Dealer
- Scholarship Plan Dealer
- Exempt Market Dealer
- Restricted Dealer
- Portfolio Manager
- Restricted Portfolio Manager
- Investment Fund Manager

Individual categories and permitted activities

- Dealing Representative
- Advising Representative
- Associate Advising Representative
- Ultimate Designated Person
- Chief Compliance Officer
- Officer – Specify title:
- Director
- Partner
- Shareholder
- Branch Manager (MFDA members only)
- IIROC approval only

Investment Industry Regulatory Organization of Canada

Approval categories

- Executive
- Director (Industry)
- Director (Non-Industry)
- Supervisor
- Investor
- Registered Representative
- Investment Representative
- Trader

Additional approval categories

- Chief Compliance Officer
- Chief Financial Officer
- Ultimate Designated Person

Products

- Non-Trading
- Securities
- Options
- Futures Contracts and Futures Contract Options
- Mutual Funds only

Customer type

- Retail
- Institutional
- Not Applicable

Portfolio management

- Portfolio Management

Categories under local commodity futures and derivatives legislation**Ontario****Firm categories**

- Commodity Trading Adviser
- Commodity Trading Counsel
- Commodity Trading Manager
- Futures Commission Merchant

Individual categories and permitted activities

- Advising Representative
- Salesperson
- Branch Manager
- Officer – Specify title:
- Director
- Partner
- Shareholder
- IIROC approval only

Manitoba***Firm categories***

- Dealer (Merchant)
- Dealer (Futures Commission Merchant)
- Dealer (Floor Broker)
- Adviser
- Local

Individual categories and permitted activities

- Floor Trader
- Salesperson
- Branch Manager
- Adviser
- Officer – Specify title:
- Director
- Partner
- Futures Contracts Portfolio Manager
- Associate Futures Contracts Portfolio Manager
- IIROC approval only
- Local

Québec - activities relating to derivatives***For information purposes, indicate whether you will carry on activities as a representative of:***

- An Investment Dealer Acting as a Derivatives Dealer
- A Portfolio Manager Acting as a Derivatives Portfolio Manager

SCHEDULE D
Address and agent for service (Item 7)

Item 7.1 Address for service

You must have one address for service in each province or territory in which you are now, or are seeking to become, a registered individual or permitted individual. A post office box is not an acceptable address for service.

Address for service: _____
(number, street, city, province or territory, postal code)

Telephone number: (____) _____ Fax number: (____) _____

E-mail address: _____

Item 7.2 Agent for service

If you have appointed an agent for service, provide the following information about the agent. The address for service provided above must be the address of the agent named below.

Name of agent for service: _____

(if applicable)

Contact person: _____
Last name, First name

SCHEDULE E
Proficiency (Item 8)

Item 8.1 Course or examination information and other education

Course or examination or other education	Date completed (YYYY/MM/DD)	Date exempted (YYYY/MM/DD)	Regulator / securities regulatory authority granting the exemption

SCHEDULE F
Proficiency (Item 8.3)

Item 8.3 Exemption refusal

Complete the following for each exemption that was refused.

1. Which securities regulator, derivatives regulator or SRO refused to grant the exemption?

State the name of the course, examination or experience requirement:

State the reason given for not being granted the exemption:

Date exemption refused: _____
(YYYY/MM/DD)

2. Which securities regulator, derivatives regulator or SRO refused to grant the exemption?

State the name of the course, examination or experience requirement:

State the reason given for not being granted the exemption:

Date exemption refused: _____
(YYYY/MM/DD)

3. Which securities regulator, derivatives regulator or SRO refused to grant the exemption?

State the name of the course, examination or experience requirement:

State the reason given for not being granted the exemption:

Date exemption refused: _____
(YYYY/MM/DD)

SCHEDULE G
Current employment, other business activities, officer positions held and directorships
(Item 10)

Complete a separate Schedule G for each of your current business and employment activities with your sponsoring firm and with all other organizations. This includes any business related officer or director positions held, or any other equivalent positions held, whether you receive compensation or not.

1. Start date _____
 (YYYY/MM/DD)

2. Firm information

Check here if this activity is employment with your sponsoring firm.

If the activity is with your sponsoring firm, you are not required to indicate the firm name and address information below:

Name of business or employer: _____

Address of business or employer: _____
 (number, street, city, province, territory or state, country)

Name and title of your immediate supervisor: _____

3. Description of duties

Describe all employment and business activities related to this employer. Include the nature of the business and your duties, title or relationship with the business. If you are seeking registration that requires specific experience, include details with this firm such as level of responsibility, value of accounts under direct supervision, number of years of experience, and percentage of time spent on each activity.

4. Number of work hours per week

How many hours per week do you devote to this business or employment? _____

If this activity is employment with your sponsoring firm and you work less than 30 hours per week, explain why.

5. Conflicts of interest

If you have more than one employer or are engaged in business related activities, disclose any potential for confusion by clients and any potential for conflicts of interest arising from your multiple employment or business related activities or proposed business related activities. Include whether or not any of your employers or organizations where you engage in business related activities are listed on an exchange. Confirm whether the firm has procedures for minimizing potential conflicts of interest and if so, confirm that you are aware of these procedures.

If you do not perceive any conflicts of interest arising from this employment, explain why.

SCHEDULE H
Previous employment and other activities (Item 11)

Provide the following information for each of your employment and other activities in the past 10-years. Account for all of your time, including full-time and part-time employment, self-employment or military service. Include your status for each, such as unemployed, full-time student, or other similar statuses. Do not include short-term employment of four months or less while a student, unless it was in the securities, derivatives or financial industry.

In addition to the information required in the paragraph above, if you were employed or had business activities in the securities or derivatives industry or both during and before the 10-year period, disclose all your securities and derivatives or both employment or business activities (both before and during the 10-year period).

- Unemployed
 Full-time student
 Employed or self-employed

From: _____
 (YYYY/MM)

To: _____
 (YYYY/MM)

Complete the following only if you are, or were, employed or self-employed during this period.

Name of business or employer:

Address of business or employer:

 (number, street, city, province, territory or state, country)

Name and title of immediate supervisor, if applicable:

Describe the firm's business, your position, duties and your relationship to the firm. If you are seeking registration in a category of registration that requires specific experience, include details of that experience. Examples include level of responsibility, value of accounts under direct supervision, number of years of that experience and research experience, and percentage of time spent on each activity.

Reason why you left the firm:

SCHEDULE I
Resignations and terminations (Item 12)

Item 12.1

For each allegation of violation of any statutes, regulations, rules or internal/external standards of conduct, state below (1) the name of the firm from which you resigned, were terminated or dismissed for cause, (2) whether you resigned, were terminated or dismissed for cause, (3) the date you resigned, were terminated or dismissed for cause, and (4) the circumstances relating to your resignation, termination or dismissal for cause.

Item 12.2

For each allegation of failure to supervise compliance with any statutes, regulations, rules or standards of conduct, state below, (1) the name of the firm from which you resigned, were terminated or dismissed for cause, (2) whether you resigned, were terminated or dismissed for cause, (3) the date you resigned, were terminated or dismissed for cause, and (4) the circumstances relating to your resignation, termination or dismissal for cause.

Item 12.3

For each allegation of fraud or the wrongful taking of property, including theft, state below (1) the name of the firm from which you resigned, were terminated or dismissed for cause, (2) whether you resigned, were terminated or dismissed for cause, (3) the date you resigned, were terminated or dismissed for cause, and (4) the circumstances relating to your resignation, termination or dismissal for cause.

SCHEDULE J
Regulatory disclosure (Item 13)

Item 13.1 Securities and derivatives regulation

- a) For each registration or licence, state below (1) the name of the firm, (2) the securities or derivatives regulator with which you are, or were, registered or licensed, (3) the type or category of registration or licence, and (4) the period that you held the registration or licence.

- b) For each registration or licence refused, state below (1) the name of the firm, (2) the securities or derivatives regulator that refused the registration or licence, (3) the type or category of registration or licence refused, (4) the date of the refusal, and (5) the reasons for the refusal.

- c) For each exemption from registration denied or licence refused, *other than what was disclosed in Item 8(3) of this form*, state below (1) the party that was refused the exemption from registration or licence, (2) the securities or derivatives regulator that refused the exemption from registration or licence, (3) the type or category of registration or licence refused, (4) the date of the refusal, and (5) the reasons for the refusal.

- d) For each order or disciplinary proceeding, state below (1) the name of the firm, (2) the securities or derivatives regulator that issued the order or is conducting or conducted the proceeding, (3) the date any notice of proceeding was issued, (4) the date any order or settlement was made, (5) a summary of any notice, order or settlement (including any sanctions imposed), (6) whether you are or were a partner, director, officer or major shareholder of the firm and named individually in the order or disciplinary proceeding, and (7) any other relevant details.

Item 13.2 SRO regulation

- a) For each approval, state below (1) the name of the firm, (2) the SRO with which you are or were an approved person, (3) the categories of approval, and (4) the period that you held the approval.

- b) For each approval refused, state below (1) the name of the firm, (2) the SRO that refused the approval, (3) the category of approval refused, (4) the date of the refusal, and (5) the reasons for the refusal.

- c) For each order or disciplinary proceeding, state below (1) the name of the firm, (2) the SRO that issued the order or that is, or was, conducting the proceeding, (3) the date any notice of proceeding was issued, (4) the date any order or settlement was made, (5) a summary of any notice, order or settlement (including any sanctions imposed), (6) whether you are or were a partner, director, officer or major shareholder of the firm and named individually in the order or disciplinary proceeding, and (7) any other information that you think is relevant or that the regulator or, in Québec, the securities regulatory authority may request.

Item 13.3 Non-securities regulation

- a) For each registration or licence, state below (1) the party who is, or was, registered or licensed (if insurance licensed, also indicate the name of the insurance agency), (2) with which regulatory authority, or under what legislation, the party is, or was, registered or licensed, (3) the type or category of registration or licence, and (4) the period that the party held the registration or licence.

- b) For each registration or licence refused, state below (1) the party that was refused registration or licensing (if insurance licensed, also indicate the name of the insurance agency), (2) with which regulatory authority, or under what legislation, the registration or licence was refused, (3) the type or category of registration or licence refused, (4) the date of the refusal, and (5) the reasons for the refusal.
-

- c) For each order or disciplinary proceeding, indicate below (1) the party against whom the order was made or the proceeding taken (if insurance licensed, indicate the name of the insurance agency), (2) the regulatory authority that made the order or that is, or was, conducting the proceeding, or under what legislation the order was made or the proceeding is being, or was conducted, (3) the date any notice of proceeding was issued, (4) the date any order or settlement was made, (5) a summary of any notice, order or settlement (including any sanctions imposed), (6) whether you are or were a partner, director, officer or major shareholder of the firm and named individually in the order or disciplinary proceeding and (7) any other information that you think is relevant or that the regulatory authority may request.
-

SCHEDULE K
Criminal disclosure (Item 14)

Item 14.1

For each charge, state below (1) the type of charge, (2) the date of the charge, (3) any trial or appeal dates, and (4) the court location.

Item 14.2

For each finding of guilty, pleading no contest to, or granting of an absolute or conditional discharge from a criminal offence state below (1) the offence, (2) the date found guilty, and (3) the disposition (any penalty or fine and the date any fine was paid).

Item 14.3

For each charge, state below (1) the name of the firm, (2) the type of charge, (3) the date of the charge, (4) any trial or appeal dates, and (5) the court location.

Item 14.4

For each finding of guilty, pleading no contest to, or granting of an absolute or conditional discharge from a criminal offence state below (1) the name of the firm, (2) the offence, (3) the date of the conviction, and (4) the disposition (any penalty or fine and the date any fine was paid).

SCHEDULE L
Civil disclosure (Item 15)

Item 15.1

For each outstanding civil proceeding, state below (1) the dates the statement of claim and statement of defence were issued, (2) the name of the plaintiff(s) in the proceeding, (3) whether the proceeding is pending or on appeal, (4) whether the proceeding was against a firm where you are, or were, a partner, director, officer or major shareholder and whether you have been named individually in the allegations, and (5) the jurisdiction where the action is being pursued.

Item 15.2

For each civil proceeding, state below (1) the dates the statement of claim and statement of defence were issued, (2) each plaintiff in the proceeding, (3) the jurisdiction where the action was pursued, (4) whether the proceeding was about a firm where you are, or were, a partner, director, officer or major shareholder and whether you have been named individually in the allegations and (5) a summary of any disposition or any settlement over \$10,000. You must disclose any actions settled without admission of liability.

SCHEDULE M
Financial Disclosure (Item 16)

Item 16.1 Bankruptcy

- (a) For each event, state below (1) the date of the petition or voluntary assignment, (2) the person or firm about whom this disclosure is being made, (3) any amounts currently owing, (4) the creditors, (5) the status of the matter, (6) a summary of any disposition or settlement, (7) date of discharge or release, if applicable, and (8) any other information that you think is relevant or that the regulator or, in Québec, the securities regulatory authority may request.
-

- (b) For each event, state below (1) the date of the proposal, (2) the person or firm about whom this disclosure is being made, (3) any amounts currently owing, (4) the creditors, (5) the status of the matter, (6) a summary of any disposition or settlement, and (7) any other information that you think is relevant or that the regulator or, in Québec, the securities regulatory authority may request.
-

- (c) For each event, state below (1) the date of the proceeding, (2) the person or firm about whom this disclosure is being made, (3) any amounts currently owing, (4) the creditors, (5) the status of the matter, (6) a summary of any disposition or settlement, and (7) any other information that you think is relevant or that the regulator or, in Québec, the securities regulatory authority may request.
-

- (d) For each proceeding, arrangement or compromise with creditors, state below (1) the date of proceeding, (2) the person or firm about whom this disclosure is being made, (3) any amounts currently owing, (4) the creditors, (5) the status of the matter, (6) a summary of any disposition or settlement, and (7) any other information that you think is relevant or that the regulator or, in Québec, the securities regulatory authority may request.
-

Item 16.2 Debt obligation

For each event, state below (1) the person or firm that failed to meet its financial obligation, (2) the amount that was owing at the time the person or firm failed to meet its financial obligation, (3) the person or firm to whom the amount is, or was, owing, (4) any relevant dates (for example, when payments are due or when final payment was made), (5) any amounts currently owing, and (6) any other information that you think is relevant or that the regulator or, in Québec, the securities regulatory authority may request, including why obligation has not been met/satisfied.

Item 16.3 Surety bond or fidelity bond

For each bond refused, state below (1) the name of the bonding company, (2) the address of the bonding company, (3) the date of the refusal, and (4) the reasons for the refusal.

Item 16.4 Garnishments, unsatisfied judgments or directions to pay

For each garnishment, unsatisfied judgment or direction to pay regarding your indebtedness, indicate below (1) the amount that was owing at the time the garnishment, judgment or direction to pay was rendered, (2) the person or firm to whom the amount is, or was, owing, (3) any relevant dates (for example, when payments are due or when final payment was made), (4) the percentage of earnings to be garnished or the amount to be paid, (5) any amounts currently owing, and (6) any other information that you think is relevant or that the regulator or, in Québec, the securities regulatory authority may request.

SCHEDULE N
Ownership of securities and derivatives firms (Item 17)

Firm name: _____

What is your relationship to the firm? Partner Major shareholder

What is the period of this relationship?

From: _____ To: _____ (if applicable)
 (YYYY/MM) (YYYY/MM)

Provide the following information:

a) State the number, value, class and percentage of securities, or the amount of partnership interest you own or propose to acquire when you are registered or approved as a result of the review of this form. If acquiring shares when you are so approved or registered, state the source (for example, treasury shares, or if upon transfer, state name of transferor).

b) State the market value (approximate, if necessary) of any subordinated debentures or bonds of the firm to be held by you or any other subordinated loan to be made by you to the firm:

c) If another person or firm has provided you with funds to invest in the firm, provide the name of the person or firm and state the relationship between you and that person or firm:

d) Are the funds to be invested (or proposed to be invested) guaranteed directly or indirectly by any person or firm?

Yes No

If "Yes", provide the name of the person or firm and state the relationship between you and that person or firm:

e) Have you directly or indirectly given up any rights relating to these securities or this partnership interest, or do you, when you are registered or approved as a result of the review of this form, intend to give up any of these rights (including by hypothecation, pledging or depositing as collateral the securities or partnership interest with any firm or person)?

Yes No

If "Yes", provide the name of the person or firm, state the relationship between you and that person or firm and describe the rights that have been or will be given up: _____

f) Is a person other than you the beneficial owner of the shares, bonds, debentures, partnership units or notes held by you?

Yes No

If "Yes", complete (g), (h) and (i).

g) Name of beneficial owner:

Last name	First name	Second name (if applicable)	Third name (if applicable)
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h) Residential address:

(number, street, city, province, territory or state, country, postal code)

i) Occupation:

SCHEDULE O
Contact information for
Notice of collection and use of personal information

Alberta

Alberta Securities Commission,
4th Floor, 300 - 5th Avenue SW
Calgary, AB T2P 3C4
Attention: Information Officer
Telephone: (403) 355-4151

British Columbia

British Columbia Securities Commission
P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, BC V7Y 1L2
Attention: Freedom of Information Officer
Telephone: (604) 899-6500 or (800) 373-6393 (in BC)

Manitoba

The Manitoba Securities Commission
500 - 400 St. Mary Avenue
Winnipeg, MB R3C 4K5
Attention: Director of Registrations
Telephone (204) 945-2548
Fax (204) 945-0330

New Brunswick

New Brunswick Securities Commission
Suite 300, 85 Charlotte Street
Saint John, NB E2L 2J2
Attention: Director, Regulatory Affairs
Telephone: (506) 658-3060

Newfoundland and Labrador

Securities NL
Financial Services Regulation Division
Department of Government Services
P.O. Box 8700, 2nd Floor, West Block
Confederation Building
St. John's, NL A1B 4J6
Attention: Manager of Registrations
Tel: (709) 729-5661

Nova Scotia

Nova Scotia Securities Commission
2nd Floor, Joseph Howe Building
1690 Hollis Street
P.O. Box 458
Halifax, NS B3J 2P8
Attention: Deputy Director, Capital Markets
Telephone: (902) 424-7768

Northwest Territories

Government of the Northwest Territories
P.O. Box 1320
Yellowknife, NWT X1A 2L9
Attention: Deputy Superintendent of Securities
Telephone: (867) 920-8984

Nunavut

Legal Registries Division
Department of Justice
Government of Nunavut
P.O. Box 1000 Station 570
Iqaluit, NU X0A 0H0
Attention: Deputy Registrar of Securities
Telephone: (867) 975-6590

Ontario

Ontario Securities Commission
Suite 1903, Box 55
20 Queen Street West
Toronto, ON M5H 3S8
Attention: FOI Coordinator
Telephone: (416) 593-8314

Prince Edward Island

Securities Registry
Office of the Attorney General B Consumer, Corporate and
Insurance Services Division
P.O. Box 2000
Charlottetown, PE C1A 7N8
Attention: Deputy Registrar of Securities
Telephone: (902) 368-6288

Québec

Autorité des marchés financiers
800, square Victoria, 22e étage
C.P. 246, tour de la Bourse
Montréal (Québec) H4Z 1G3
Attention: Responsable de l'accès à l'information
Telephone: (514) 395-0337 or (877) 525-0337 (in Québec)

Saskatchewan

Saskatchewan Financial Services Commission
Suite 601, 1919 Saskatchewan Drive
Regina, SK S4P 4H2
Attention: Director
Telephone: (306) 787-5842

Yukon

Yukon Securities Office
Department of Community Services
P.O. Box 2703 C-6
Whitehorse, YT Y1A 2C6
Attention: Superintendent of Securities
Telephone: (867) 667-5225

Self-regulatory organization

Investment Industry Regulatory Organization of Canada
121 King Street West, Suite 1600
Toronto, Ontario M5H 3T9
Attention: Privacy Officer
Telephone: (416) 364-6133
E-mail: PrivacyOfficer@iircoc.ca

FORM 33-109F5
CHANGE OF REGISTRATION INFORMATION
(sections 3.1 and 4.1)

GENERAL INSTRUCTIONS

Complete and submit this form to notify the relevant regulator(s) or, in Québec, the securities regulatory authority, or self-regulatory organization (SRO) of changes to information in the following forms:

1. Form 33-109F6, except for the changes set out in section 3.1 of National Instrument 33-109, or
2. Form 33-109F4.

How to submit this form

To report changes to information in a Form 33-109F4, submit this form at the National Registration Database website in NRD format at www.nrd.ca.

Submit this form in a format other than NRD format to report changes to information in a:

- a) Form 33-109F6, or
- b) Form 33-109F4, if the individual is relying on the temporary hardship exemption in section 5.1 of National Instrument 31-102 [*National Registration Database*].

Item 1 Type of form

Check the form that is being updated:

- Form 33-109F6
- Form 33-109F4 Name of individual _____

Item 2 Details of change

Provide the item number and details for each change to the form selected above:

Item number _____ Details _____

Effective date of change _____
 (YYYY/MM/DD)

Item 3 Notice of collection and use of personal information

The personal information required under this form is collected on behalf of, and used by, the securities regulatory authorities in the jurisdictions set out in Schedule A to administer and enforce certain provisions of their securities legislation or derivatives legislation or both.

The personal information required under this form is also collected by and used by the SROs set out in Schedule A to administer and enforce their respective by-laws, regulations, rules, rulings and policies.

By submitting this form, the individual consents to the collection by the securities regulatory authorities or applicable SRO of this personal information, and any police records, records from other government or non-governmental regulators or SROs, credit records and employment records about the individual that the securities regulatory authorities or applicable SRO may need to complete their review of the information submitted in this form relating to the individual's continued fitness for registration or approval, if applicable, in accordance with the legal authority of the securities regulatory authorities while the individual is registered with or approved by it. Securities regulatory authorities or SROs may contact government and private bodies or agencies, individuals, corporations and other organizations for information about the individual.

If you have any questions about the collection and use of this information, contact the securities regulatory authorities or applicable SRO in any jurisdiction in which the required information is submitted. See Schedule A for details. In Québec, you can also contact the Commission d'accès à l'information at 1-888-528-7741 or visit its website at www.cai.gouv.qc.ca.

Item 4 Warning

It is an offence under securities legislation and/or derivatives legislation, including commodity futures legislation to give false or misleading information on this form.

Item 5 Certification

1. Use the following certification when submitting this form in NRD format when making changes to Form 33-109F4

I confirm I have discussed the questions in this form with an officer, branch manager or supervisor of my sponsoring firm. To the best of my knowledge and belief, the officer, branch manager or supervisor was satisfied that I fully understood the questions. I will limit my activities to those permitted by my category of registration.

I am making this submission as agent for the individual identified in this form. By checking this box, I certify that the individual provided me with all of the information on this form.

2. Use the following certification when submitting this form in a format other than NRD format when making changes to Form 33-109F6

By signing below I certify to each regulator or, in Québec, the securities regulatory authority, in each jurisdiction where I am submitting this form, either directly or through the principal regulator, that:

- I have read this form and understand the questions, and
- all of the information provided on this form is true, and complete.

Name of firm _____

Name of authorized signing officer or partner _____

Title of authorized signing officer or partner _____

Signature of authorized signing officer or partner _____

Date signed _____
(YYYY/MM/DD)

3. Use the following certification when submitting this form in a format other than NRD format under the temporary hardship exemption in section 5.1 of NI 31-102 when making changes to Form 33-109F4

By signing below, I certify to the regulator or, in Québec, the securities regulatory authority, in each jurisdiction where I am submitting this form, either directly or through the principal regulator, that:

- I have read this form and understand the questions; and
- all of the information provided on this form is true and complete.

Signature of individual _____

Date signed _____
(YYYY/MM/DD)

Schedule A
Contact information for
Notice of collection and use of personal information

Alberta

Alberta Securities Commission,
4th Floor, 300 - 5th Avenue SW
Calgary, AB T2P 3C4
Attention: Information Officer
Telephone: (403) 355-4151

British Columbia

British Columbia Securities Commission
P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, BC V7Y 1L2
Attention: Freedom of Information Officer
Telephone: (604) 899-6500 or (800) 373-6393 (in BC)

Manitoba

The Manitoba Securities Commission
500 - 400 St. Mary Avenue
Winnipeg, MB R3C 4K5
Attention: Director of Registrations
Telephone (204) 945-2548
Fax (204) 945-0330

New Brunswick

New Brunswick Securities Commission
Suite 300, 85 Charlotte Street
Saint John, NB E2L 2J2
Attention: Director, Regulatory Affairs
Telephone: (506) 658-3060

Newfoundland and Labrador

Securities NL
Financial Services Regulation Division
Department of Government Services
P.O. Box 8700, 2nd Floor, West Block
Confederation Building
St. John's, NL A1B 4J6
Attention: Manager of Registrations
Tel: (709) 729-5661

Nova Scotia

Nova Scotia Securities Commission
2nd Floor, Joseph Howe Building
1690 Hollis Street
P.O. Box 458
Halifax, NS B3J 2P8
Attention: Deputy Director, Capital Markets
Telephone: (902) 424-7768

Northwest Territories

Government of the Northwest Territories
P.O. Box 1320
Yellowknife, NWT X1A 2L9
Attention: Deputy Superintendent of Securities
Telephone: (867) 920-8984

Nunavut

Legal Registries Division
Department of Justice
Government of Nunavut
P.O. Box 1000 Station 570
Iqaluit, NU X0A 0H0
Attention: Deputy Registrar of Securities
Telephone: (867) 975-6590

Ontario

Ontario Securities Commission
Suite 1903, Box 55
20 Queen Street West
Toronto, ON M5H 3S8
Attention: FOI Coordinator
Telephone: (416) 593-8314

Prince Edward Island

Securities Registry
Office of the Attorney General B Consumer, Corporate and
Insurance Services Division
P.O. Box 2000
Charlottetown, PE C1A 7N8
Attention: Deputy Registrar of Securities
Telephone: (902) 368-6288

Québec

Autorité des marchés financiers
800, square Victoria, 22e étage
C.P. 246, tour de la Bourse
Montréal (Québec) H4Z 1G3
Attention: Responsable de l'accès à l'information
Telephone: (514) 395-0337 or (877) 525-0337 (in Québec)

Saskatchewan

Saskatchewan Financial Services Commission
Suite 601, 1919 Saskatchewan Drive
Regina, SK S4P 4H2
Attention: Director
Telephone: (306) 787-5842

Yukon

Yukon Securities Office
Department of Community Services
P.O. Box 2703 C-6
Whitehorse, YT Y1A 2C6
Attention: Superintendent of Securities
Telephone: (867) 667-5225

Self-regulatory organization

Investment Industry Regulatory Organization of Canada
121 King Street West, Suite 1600
Toronto, Ontario M5H 3T9
Attention: Privacy Officer
Telephone: (416) 364-6133
E-mail: PrivacyOfficer@iircoc.ca

FORM 33-109F6 FIRM REGISTRATION

Who should complete this form?

This form is for firms seeking registration under securities legislation, derivatives legislation or both.

Complete and submit this form to seek initial registration as a dealer, adviser or investment fund manager, or to add one or more jurisdiction of Canada or categories to a firm's registration.

Definitions

Chief compliance officer – see section 2.1 of NI 31-103.

Derivatives – financial instruments, such as futures contracts (including exchange traded contracts), futures options and swaps whose market price, value or payment obligations are derived from or based on one or more underlying interests. Derivatives can be in the form of instruments, agreements or securities.

Firm – the person or company seeking registration.

Form – Form 33-109F6 *Firm registration*.

NI 31-103 – National Instrument 31-103 *Registration Requirements and Exemptions*.

NI 33-109 – National Instrument 33-109 *Registration Information*.

NRD – National Registration Database. For more information, visit www.nrd-info.ca.

Parent – a person or company that directly or indirectly has significant control of another person or company.

Permitted individual – see NI 33-109.

Predecessor – any entity listed in question 3.6 of this form.

Principal Regulator – see NI 33-109.

Significant control – a person or company has significant control of another person or company if the person or company:

- directly or indirectly holds voting securities representing more than 20 per cent of the outstanding voting rights attached to all outstanding voting securities of the other person or company, or
- directly or indirectly is able to elect or appoint a majority of the directors (or individuals performing similar functions or occupying similar positions) of the other person or company.

Specified affiliate – a person or company that is a parent of the firm, a specified subsidiary of the firm, or a specified subsidiary of the firm's parent.

Specified subsidiary – a person or company of which another person or company has significant control.

SRO – see National Instrument 14-101 *Definitions*.

Ultimate designated person – see section 2.1 of NI 31-103.

You – the individual who completes, submits, files and/or signs the form on behalf of the firm.

We and the regulator – the securities regulatory authority or regulator in the jurisdiction(s) of Canada where the firm is seeking registration.

Contents of the form

This form consists of the following:

Part 1 – Registration details
Part 2 – Contact information
Part 3 – Business history and structure
Part 4 – Registration history
Part 5 – Financial condition
Part 6 – Client relationships
Part 7 – Regulatory action
Part 8 – Legal action
Part 9 – Certification
Schedule A – Contact information for notice of collection and use of personal information
Schedule B – Submission to jurisdiction and appointment of agent for service
Schedule C – Form 31-103F1 *Calculation of excess working capital*

You are also required to submit the following supporting documents with your completed form:

1. Schedule B – Submission to Jurisdiction and Appointment of Agent for Service for each jurisdiction where the firm is seeking registration (question 2.4)
2. Business plan, policies and procedures manual, and client agreements (British Columbia, Alberta and Manitoba only) (question 3.3)
3. Constatting documents (question 3.7)
4. Organization chart (question 3.11)
5. Ownership chart (question 3.12)
6. Calculation of excess working capital (question 5.1)
7. Directors' resolution approving insurance (question 5.7)
8. Audited financial statements (question 5.13)
9. Letter of direction to auditors (question 5.14)

How to complete and submit the form

The firm is required to pay a registration fee in each jurisdiction of Canada where it is submitting and filing this form. Refer to the prescribed fees of the applicable jurisdiction for details.

All dollar values are in Canadian dollars. If a question does not apply to the firm, write "n/a" in the space for the answer.

If the firm is seeking registration in more than one jurisdiction of Canada or category, other than in the category of restricted dealer, you only need to complete and submit one form. If the firm is seeking registration as a restricted dealer, submit and file the form with each jurisdiction of Canada where the firm is seeking that registration.

You can complete this form:

- on paper and deliver it to the principal regulator or relevant SRO
- on paper, scan it and e-mail it to the principal regulator or SRO

If the firm is seeking registration in Ontario, and Ontario is not the firm's principal regulator, you must also file a copy of this form, without supporting documents, with the Ontario Securities Commission.

You can find contact information for submitting and filing the form in Appendix B of Companion Policy 33-109CP *Registration Information*.

We may accept the form in other formats. Please check with the regulator before you complete, submit and file the form. If you are completing the form on paper and need more space to answer a question, use a separate sheet of paper and attach it to this form. Clearly identify the question number.

You must include all supporting documents and fees with your submission. We may ask you to provide other information and documents to help determine whether the firm is suitable for registration.

It is an offence under securities legislation or derivatives legislation to give false or misleading information on this form.

See Part 3 of
NI 33-109.

Updating the information on the form

The firm is required to notify the regulator, within specified times, of any changes to the information on this form by submitting and filing Form 33-109F5 *Change of Registration Information*.

Collection and use of personal information

We and the SROs (if applicable) require personal information about the people referred to in this form as part of our review to determine whether the firm is suitable for registration. If the firm is approved, we also require this information to assess whether the firm continues to meet the registration requirements.

We may only:

- collect the personal information under the requirements in securities legislation or derivatives legislation or both
- use this information to administer and enforce provisions of the securities legislation or derivatives legislation or both

We may collect personal information from police records, records of other regulators or SROs, credit records, employment records, government and private bodies or agencies, individuals, corporations, and other organizations. We may also collect personal information indirectly.

We may provide personal information about the individuals referred to in this form to other regulators, securities or derivatives exchanges, SROs or similar organizations, if required for an investigation or other regulatory issue.

If anyone referred to in this form has any questions about the collection and use of their personal information, they can contact the regulator or SRO, if applicable, in the relevant jurisdiction of Canada. See Schedule A for details. In Québec, they can also contact the Commission d'accès à l'information du Québec at 1-888-528-7741 or visit its website at www.cai.gouv.qc.ca.

Part 1 – Registration details

1.1 Firm’s full legal name

Provide the full legal name of the firm as it appears on the firm’s constating documents required under question 3.7. If the firm is a sole proprietorship, provide your first, last and any middle names.

If the firm’s legal name is in English and French, provide both versions.

1.2 Firm’s NRD number

For more information, visit www.nrd-info.ca.

1.3 Why are you submitting this form?

- | | |
|--|---|
| <input type="checkbox"/> To seek initial registration as a firm in one or more jurisdictions of Canada | Complete:
The entire form |
| <input type="checkbox"/> To add one or more jurisdictions of Canada to the firm’s registration | Questions 1.1, 1.2, 1.4, 1.5, 2.4, and Part 9 |
| <input type="checkbox"/> To add one or more categories to the firm’s registration | Questions 1.1, 1.2, 1.4, 1.5, 5.1, 5.4, 5.5, 5.6, 5.7, 5.8, Part 6 and Part 9 |

1.4 In what category and jurisdiction is the firm seeking registration? Check all that apply.

(a) Categories under securities legislation

		Jurisdiction												
Abbreviations	Category	AB	BC	MB	NB	NL	NT	NS	NU	ON	PE	QC	SK	YT
Alberta (AB)	Investment dealer	<input type="checkbox"/>												
British Columbia (BC)	Mutual fund dealer	<input type="checkbox"/>												
Manitoba (MB)	Scholarship plan dealer	<input type="checkbox"/>												
New Brunswick (NB)	Exempt market dealer	<input type="checkbox"/>												
Newfoundland and Labrador (NL)	Restricted dealer	<input type="checkbox"/>												
Northwest Territories (NT)	Investment fund manager	<input type="checkbox"/>												
Nova Scotia (NS)	Portfolio manager	<input type="checkbox"/>												
Nunavut (NU)	Restricted portfolio manager	<input type="checkbox"/>												
Ontario (ON)														
Prince Edward Island (PE)														
Québec (QC)														
Saskatchewan (SK)														
Yukon (YT)														

(b) Categories under derivatives legislation (Manitoba and Ontario only)

Category	Manitoba
Dealer (merchant)	<input type="checkbox"/>
Dealer (futures commission merchant)	<input type="checkbox"/>
Dealer (floor broker)	<input type="checkbox"/>
Local	<input type="checkbox"/>
Adviser	<input type="checkbox"/>
	Ontario
Commodity trading adviser	<input type="checkbox"/>
Commodity trading counsel	<input type="checkbox"/>
Commodity trading manager	<input type="checkbox"/>
Futures commission merchant	<input type="checkbox"/>

(c) Investment dealers and portfolio managers (Québec only)

If the firm is seeking registration in Québec as an investment dealer or a portfolio manager, will the firm also act as a:

Derivatives dealer	Yes	<input type="checkbox"/>	No	<input type="checkbox"/>
Derivatives portfolio manager	Yes	<input type="checkbox"/>	No	<input type="checkbox"/>

1.5 Exemptions

Is the firm applying for any exemptions under securities or derivatives legislation?

Yes No

If yes, provide the following information for each exemption:

Type of exemption												
Legislation												
Jurisdiction(s) where the firm has applied for the exemption												
AB	BC	MB	NB	NL	NT	NS	NU	ON	PE	QC	SK	YT
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Part 2 – Contact information

Addresses

2.1 Head office address

A post office box on its own is not acceptable for a head office address.

Address line 1	
Address line 2	
City	Province/territory/state
Country	Postal/zip code
Telephone number	Fax number
Website	

If the firm's head office is in Canada, go to question 2.3.

If the firm's head office is not in Canada, go to question 2.2.

2.2 Firms whose head office is not in Canada

(a) Does the firm have any business addresses in Canada?

Yes No

If yes, provide the firm's primary Canadian business address:

Address line 1	
Address line 2	
City	Province/territory
Postal code	

The securities regulatory authority in this jurisdiction of Canada is the firm's principal regulator in Canada.

(b) If a firm is not registered in a jurisdiction of Canada or has not completed its first financial year since being registered, indicate the jurisdiction of Canada in which the firm expects most of its clients to be resident at the end of its current financial year. In all other circumstances, indicate the jurisdiction of Canada in which most of the firm's clients were resident at the end of its most recently completed financial year.

AB BC MB NB NL NT NS NU ON PE QC SK YT

A post office box is acceptable for a mailing address.

2.3 Mailing address

Same as the head office address

Address line 1	
Address line 2	
City	Province/territory/state
Country	Postal/zip code

If the firm does not have an office in a jurisdiction of Canada where it is seeking registration, it must appoint an agent for service in that jurisdiction of Canada.

2.4 Address for service and agent for service

Attach a completed Schedule B *Submission to Jurisdiction and Appointment of Agent for Service* for each jurisdiction of Canada where the firm is seeking registration and does not have an office.

Contact names

2.5 Ultimate designated person

A registered firm must have an individual registered in the category of ultimate designated person.

Legal name	
Title	
NRD number, if available	
Address <input type="checkbox"/> Same as firm head office address	
Address line 1	
Address line 2	
City	Province/territory/state
Country	Postal/zip code
Telephone number	E-mail address

2.6 Chief compliance officer

Same as ultimate designated person

A registered firm must have an individual registered in the category of chief compliance officer.

Legal name	
Title	
NRD number, if available	
Address <input type="checkbox"/> Same as firm head office address	
Address line 1	
Address line 2	
City	Province/territory/state
Country	Postal/zip code
Telephone number	E-mail address

Part 3 – Business history and structure

Business activities

3.1 The firm's business

Provide a description of the firm's proposed business, including its primary business activities, target market, and the products and services it will provide to clients.

3.2 Other names

In addition to the firm's legal name in question 1.1, does the firm use any other names, such as a trade name?

Yes No

If yes, list all other names and indicate if each name has been registered:

3.3 Business documents

Does the firm have the following documents to support its business activities?

	Yes	No
(a) Business plan for at least the next three years		
(b) Policies and procedures manual, including account opening procedures and the firm's policy on fairness in allocation of investment opportunities, if applicable		

If no, explain why the firm does not have the document:

If the regulator in British Columbia, Alberta or Manitoba is the principal regulator of the firm seeking registration, attach the firm's business plan, policies and procedures manual and client agreements, including any investment policy statements and investment management agreements.

History of the firm

3.4 When was the firm created?

3.5 How was the firm created?

- New start-up Go to question 3.7.
- Merger or amalgamation Go to question 3.6.
- Reorganization Go to question 3.6.
- Other statutory arrangement Please specify below and go to question 3.6.

3.6 Predecessors

List the entities that were merged, amalgamated, reorganized or otherwise arranged to create the firm.

3.7 Constatting documents

Attach the legal documents that established the firm as an entity, for example, the firm's articles and certificate of incorporation, any articles of amendments, partnership agreement or declaration of trust. If the firm is a sole proprietorship, provide a copy of the registration of trade name.

As part of their constating documents, firms whose head office is outside Canada may be required to provide proof of extra-provincial registration.

Business structure and ownership

3.8 Type of legal structure

- Sole proprietorship
- Partnership
- Limited partnership Name of general partner _____
- Corporation
- Other Please specify _____

3.9 Business registration number, if applicable

This is the firm's corporate registration number or Québec enterprise number (NEQ).

List the firm's business registration number for each jurisdiction of Canada where the firm is seeking registration.

Business registration number	Jurisdiction of Canada

3.10 Permitted individuals

List all permitted individuals of the firm.

Name	Title	NRD number, if applicable

3.11 Organization chart

Attach an organization chart showing the firm's reporting structure. Include all permitted individuals, the ultimate designated person and the chief compliance officer.

3.12 Ownership chart

Attach a chart showing the firm's structure and ownership. At a minimum, include all parents, specified affiliates and specified subsidiaries.

Include the name of the person or company, and class, type, amount and voting percentage of ownership of the firm's securities.

Part 4 – Registration history

The questions in Part 4 apply to any jurisdiction in the world.

4.1 Securities registration

In the last seven years, has the firm, or any predecessors or specified affiliates of the firm been registered or licensed to trade or advise in securities or derivatives?

Yes No

If yes, provide the following information for each registration:

Name of entity	
Registration category	
Regulator/organization	
Date registered or licensed (yyyy/mm/dd)	Expiry date, if applicable (yyyy/mm/dd)
Jurisdiction	

4.2 Exemption from securities registration

Is the firm currently relying on any exemptions from registration or licensing to trade or advise in securities or derivatives?

Yes No

If yes, provide the following information for each exemption:

Type of exemption
Regulator/organization
Date of exemption (yyyy/mm/dd)
Jurisdiction

4.3 Membership in an exchange or SRO

In the last seven years, has the firm, or any predecessors or specified affiliates of the firm been a member of a securities or derivatives exchange, SRO or similar organization?

Yes No

If yes, provide the following information for each membership:

Name of entity	
Organization	
Date of membership (yyyy/mm/dd)	Expiry date, if applicable (yyyy/mm/dd)
Jurisdiction	

4.4 Exemption from membership in an exchange or SRO

Is the firm currently relying on any exemptions from membership with a securities or derivatives exchange, SRO or similar organization?

Yes No

If yes, provide the following information for each exemption:

Type of exemption
Organization
Date of exemption (yyyy/mm/dd)
Jurisdiction

4.5 Refusal of registration, licensing or membership

Has the firm, or any predecessors or specified affiliates of the firm ever been refused registration, licensing or membership with a financial services regulator, securities or derivatives exchange, SRO or similar organization?

Yes No

If yes, provide the following information for each refusal:

Name of entity
Reason for refusal
Regulator/organization
Date of refusal (yyyy/mm/dd)
Jurisdiction

4.6 Registration for other financial products

Examples of other financial products include financial planning, life insurance and mortgages.

In the last seven years, has the firm, or any predecessors or specified affiliates of the firm been registered or licensed under legislation that requires registration or licensing to sell or advise in a financial product other than securities or derivatives?

Yes No

If yes, provide the following information for each registration or licence:

Name of entity	
Type of licence or registration	
Regulator/organization	
Date of registration (yyyy/mm/dd)	Expiry date, if applicable (yyyy/mm/dd)
Jurisdiction	

Part 5 – Financial condition

Capital requirements

5.1 Calculation of excess working capital

Attach the firm’s calculation of excess working capital. Firms that are members of an SRO must use the capital calculation form required by their SRO. Firms that are not members of an SRO must use Form 31-103F1 *Calculation of Excess Working Capital*. See Schedule C.

5.2 Sources of capital

List all cash, cash equivalents, debt and equity sources of the firm’s capital.

Name of person or entity providing the capital	Type of capital	Amount (\$)

5.3 Guarantors

In relation to its business, does the firm:

	Yes	No
(a) Have any guarantors?		
(b) Act as a guarantor for any party?		

If yes, provide the following information for each guarantee:

Name of party to the guarantee	
NRD number, if applicable	
Relationship to the firm	Amount of guarantee (\$)
Details of the guarantee	

See Schedule C Form 31-103F1 *Calculation of Excess Working Capital*.

Bonding and insurance

Questions 5.4 to 5.8 apply to the firm's bonding or insurance coverage or proposed bonding or insurance coverage for securities and derivatives activities only. This in accordance with Part 12, Division 2 of NI 31-103.

5.4 Jurisdictions covered

This information is on the financial institution bond.

Where does the firm have bonding or insurance coverage?

- AB
- BC
- MB
- NB
- NL
- NT
- NS
- NU
- ON
- PE
- QC
- SK
- YT

If the firm's bonding or insurance does not cover all jurisdiction of Canada where it is seeking registration, explain why.

5.5 Bonding or insurance details

This information is on the binder of insurance or on the financial institution bond.

Name of insurer	
Bond or policy number	
Specific insuring agreements and clauses	
Coverage for each claim (\$)	Annual aggregate coverage (\$)
Amount of the deductible (\$)	Renewal date (yyyy/mm/dd)

If the firm's insurance or proposed insurance is not in the form of a financial institution bond, explain how it provides equivalent coverage to the bond.

5.6 Professional liability insurance (Québec only)

If the firm is seeking registration in Québec as a mutual fund dealer or a scholarship plan dealer, provide the following information about the firm's professional liability insurance:

Name of insurer	
Policy number	
Specific insuring agreements and clauses	
Coverage for each claim (\$)	Annual aggregate coverage (\$)
Amount of the deductible (\$)	Renewal date (yyyy/mm/dd)
Jurisdictions covered:	
AB <input type="checkbox"/> BC <input type="checkbox"/> MB <input type="checkbox"/> NB <input type="checkbox"/> NL <input type="checkbox"/> NT <input type="checkbox"/> NS <input type="checkbox"/> NU <input type="checkbox"/> ON <input type="checkbox"/> PE <input type="checkbox"/> QC <input type="checkbox"/> SK <input type="checkbox"/> YT <input type="checkbox"/>	
Which insurance policy applies to your representatives?	
Firm's policy <input type="checkbox"/> Individual's policy <input type="checkbox"/> Both <input type="checkbox"/>	

5.7 Directors' resolution approving insurance

Attach a directors' resolution confirming that the firm has sufficient insurance coverage for its securities or derivatives-related activities.

5.8 Bonding or insurance claims

In the last seven years, has the firm made any claims against a bond or on its insurance?

Yes No

If yes, provide the following information for each claim:

Type of bond or insurance	
Date of claim (yyyy/mm/dd)	Amount (\$)
Reason for claim	
Date resolved (yyyy/mm/dd)	Result
Jurisdiction	

Solvency

5.9 Bankruptcy

In the last seven years, has the firm or any of its specified affiliates declared bankruptcy, made an assignment or proposal in bankruptcy, or been the subject of a petition in bankruptcy, or the equivalent in any jurisdiction?

Yes No

If yes, provide the following information for each bankruptcy or assignment in bankruptcy:

Name of entity	
Reason for bankruptcy or assignment	
Date of bankruptcy, assignment or petition (yyyy/mm/dd)	Date discharge granted, if applicable (yyyy/mm/dd)
Name of trustee	
Jurisdiction	

If applicable, attach a copy of any discharge, release or equivalent document.

5.10 Appointment of receiver

In the last seven years, has the firm or any of its specified affiliates appointed a receiver or receiver manager, or had one appointed, or the equivalent in any jurisdiction?

Yes No

If yes, provide the following information for each appointment of receiver:

Name of entity	
Date of appointment (yyyy/mm/dd)	Reason for appointment
Date appointment ended (yyyy/mm/dd)	Reason appointment ended
Name of receiver or receiver manager	
Jurisdiction	

Financial reporting

5.11 Financial year-end

(mm/dd)

If the firm has not established its financial year-end, explain why.

Provide the name of the individual auditing the financial statements and the name of the firm, if applicable.

5.12 Auditor

Name of auditor and accounting firm

5.13 Audited financial statements

Attach audited financial statements prepared within the last 90 days.

If the firm is a start-up company, you can attach an audited opening balance sheet instead.

5.14 Letter of direction to auditors

We may request an audit of the firm at any time while the firm is registered.

Attach a letter of direction from the firm authorizing the auditor to conduct any audit or review of the firm that the regulator may request.

Part 6 – Client relationships

6.1 Client assets

See Part 14, Division 3 of NI 31-103 and Companion Policy 31-103CP.

Does the firm hold or have access to client assets?

Yes No

If yes, provide the following information for each financial institution where the trust accounts for client assets are held.

Name of financial institution	
Address line 1	
Address line 2	
City	Province/territory
Postal code	Telephone number

6.2 Conflicts of interest

Does the firm have or expect to have any relationships that could reasonably result in any significant conflicts of interest in carrying out its registerable activities in accordance with securities or derivatives legislation?

Yes No

If yes, complete the following questions:

(a) Provide details about each conflict:

--

(b) Does the firm have policies and procedures to identify and respond to its conflicts of interest?

Yes No

If no, explain why:

--

Part 7 – Regulatory action

The questions in Part 7 apply to any jurisdiction in the world.

7.1 Settlement agreements

Has the firm, or any predecessors or specified affiliates of the firm ever entered into a settlement agreement with any financial services regulator, securities or derivatives exchange, SRO or similar organization?

Yes No

If yes, provide the following information for each settlement agreement:

Name of entity
Regulator/organization
Date of settlement (yyyy/mm/dd)
Details of settlement
Jurisdiction

7.2 Disciplinary history

Has any financial services regulator, securities or derivatives exchange, SRO or similar organization ever:

	Yes	No
(a) Determined that the firm, or any predecessors or specified affiliates of the firm violated any securities regulations or any rules of a securities or derivatives exchange, SRO or similar organization?		
(b) Determined that the firm, or any predecessors or specified affiliates of the firm made a false statement or omission?		
(c) Issued a warning or requested an undertaking by the firm, or any predecessors or specified affiliates of the firm?		
(d) Suspended or terminated any registration, licensing or membership of the firm, or any predecessors or specified affiliates of the firm?		
(e) Imposed terms or conditions on any registration or membership of the firm, or predecessors or specified affiliates of the firm?		
(f) Conducted a proceeding or investigation involving the firm, or any predecessors or specified affiliates of the firm?		
(g) Issued an order (other than an exemption order) or a sanction to the firm, or any predecessors or specified affiliates of the firm for securities or derivatives-related activity (e.g. cease trade order)?		

If yes, provide the following information for each action:

Name of entity	
Type of action	
Regulator/organization	
Date of action (yyyy/mm/dd)	Reason for action
Jurisdiction	

7.3 Ongoing investigations

Is the firm aware of any ongoing investigations of which the firm or any of its specified affiliates is the subject?

Yes No

If yes, provide the following information for each investigation:

Name of entity
Reason or purpose of investigation
Regulator/organization
Date investigation commenced (yyyy/mm/dd)
Jurisdiction

Part 8 – Legal action

The firm must disclose offences or legal actions under any statute governing the firm and its business activities in any jurisdiction.

8.1 Criminal convictions

Has the firm, or any predecessors or specified affiliates of the firm ever been convicted of any criminal or quasi-criminal offence?

Yes No

If yes, provide the following information for each conviction:

Name of entity	
Type of offence	
Case name	Case number, if applicable
Date of conviction (yyyy/mm/dd)	
Jurisdiction	

8.2 Outstanding criminal charges

Is the firm or any of its specified affiliates currently the subject of any outstanding criminal or quasi-criminal charges?

Yes No

If yes, provide the following information for each charge:

Name of entity
Type of offence
Date of charge (yyyy/mm/dd)
Jurisdiction

8.3 Outstanding legal actions

	Yes	No
(a) Is the firm currently a defendant or respondent (or the equivalent in any jurisdiction) in any outstanding legal action?		
(b) Are any of the firm's specified affiliates currently a defendant or respondent (or the equivalent in any jurisdiction) in any outstanding legal action that involves fraud, theft or securities-related activities, or that could significantly affect the firm's business?		

If yes, provide the following information for each legal action:

Name of entity
Type of legal action
Date of legal action (yyyy/mm/dd)
Current stage of litigation
Remedies requested by plaintiff or appellant
Jurisdiction

8.4 Judgments

	Yes	No
(a) Has any judgment been rendered against the firm or is any judgment outstanding in any civil court for damages or other relief relating to fraud, theft or securities-related activities?		
(b) Are any of the firm's specified affiliates currently the subject of any judgments that involve fraud, theft or securities-related activities, or that could significantly affect the firm's business?		

If yes, provide the following information for each judgment:

Name of entity
Type of judgment
Date of judgment (yyyy/mm/dd)
Current stage of litigation, if applicable
Remedies requested by plaintiffs

Part 9 – Certification

It is an offence under securities legislation or derivatives legislation to give false or misleading information on this form.

By signing below, you:

1. Certify to the regulator in each jurisdiction of Canada where the firm is submitting and filing this form, either directly or through the principal regulator, that:
 - you have read this form, and
 - to the best of your knowledge and after reasonable inquiry, all of the information provided on this form is true and complete.
2. Certify to each regulator in a non-principal jurisdiction of Canada where the firm is submitting and filing this form, either directly or through the principal regulator, that at the date of this submission:
 - the firm has submitted and filed all information required to be submitted and filed under the securities legislation or derivatives legislation or both of the principal jurisdiction of Canada in relation to the firm’s registration in that jurisdiction, and
 - this information is true and complete.
3. Authorize the principal regulator to give each non-principal regulator access to any information the firm has submitted or filed with the principal regulator under securities legislation or derivatives legislation or both of the principal jurisdiction of Canada in relation to the firm’s registration in that jurisdiction.
4. Acknowledge that the regulator may collect and provide personal information about the individuals referred to in this form under *Collection and use of personal information*.
5. Confirm that the individuals referred to in this form have been notified that their personal information is disclosed on this form, the legal reason for doing so, how it will be used and who to contact for more information.

Name of firm	
Name of firm’s authorized signing officer or partner	
Title of firm’s authorized signing officer or partner	
Signature	
Date (yyyy/mm/dd)	

Witness

The witness must be a lawyer, notary public or commissioner of oaths.

Name of witness	
Title of witness	
Signature	
Date (yyyy/mm/dd)	

Schedule A
Contact information for
Notice of collection and use of personal information

Alberta

Alberta Securities Commission,
4th Floor, 300 - 5th Avenue SW
Calgary, AB T2P 3C4
Attention: Information Officer
Telephone: (403) 355-4151

British Columbia

British Columbia Securities Commission
P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, BC V7Y 1L2
Attention: Freedom of Information Officer
Telephone: (604) 899-6500 or (800) 373-6393 (in BC)

Manitoba

The Manitoba Securities Commission
500 - 400 St. Mary Avenue
Winnipeg, MB R3C 4K5
Attention: Director of Registrations
Telephone (204) 945-2548
Fax (204) 945-0330

New Brunswick

New Brunswick Securities Commission
Suite 300, 85 Charlotte Street
Saint John, NB E2L 2J2
Attention: Director, Regulatory Affairs
Telephone: (506) 658-3060

Newfoundland and Labrador

Securities NL
Financial Services Regulation Division
Department of Government Services
P.O. Box 8700, 2nd Floor, West Block
Confederation Building
St. John's, NL A1B 4J6
Attention: Manager of Registrations
Tel: (709) 729-5661

Nova Scotia

Nova Scotia Securities Commission
2nd Floor, Joseph Howe Building
1690 Hollis Street
P.O. Box 458
Halifax, NS B3J 2P8
Attention: Deputy Director, Capital Markets
Telephone: (902) 424-7768

Northwest Territories

Government of the Northwest Territories
P.O. Box 1320
Yellowknife, NWT X1A 2L9
Attention: Deputy Superintendent of Securities
Telephone: (867) 920-8984

Nunavut

Legal Registries Division
Department of Justice
Government of Nunavut
P.O. Box 1000 Station 570
Iqaluit, NU X0A 0H0
Attention: Deputy Registrar of Securities
Telephone: (867) 975-6590

Ontario

Ontario Securities Commission
Suite 1903, Box 55
20 Queen Street West
Toronto, ON M5H 3S8
Attention: FOI Coordinator
Telephone: (416) 593-8314

Prince Edward Island

Securities Registry
Office of the Attorney General B Consumer, Corporate and
Insurance Services Division
P.O. Box 2000
Charlottetown, PE C1A 7N8
Attention: Deputy Registrar of Securities
Telephone: (902) 368-6288

Québec

Autorité des marchés financiers
800, square Victoria, 22e étage
C.P. 246, tour de la Bourse
Montréal (Québec) H4Z 1G3
Attention: Responsable de l'accès à l'information
Telephone: (514) 395-0337 or (877) 525-0337 (in Québec)

Saskatchewan

Saskatchewan Financial Services Commission
Suite 601, 1919 Saskatchewan Drive
Regina, SK S4P 4H2
Attention: Director
Telephone: (306) 787-5842

Yukon

Yukon Securities Office
Department of Community Services
P.O. Box 2703 C-6
Whitehorse, YT Y1A 2C6
Attention: Superintendent of Securities
Telephone: (867) 667-5225

Self-regulatory organization

Investment Industry Regulatory Organization of Canada
121 King Street West, Suite 1600
Toronto, Ontario M5H 3T9
Attention: Privacy Officer
Telephone: (416) 364-6133
E-mail: PrivacyOfficer@iircoc.ca

**Schedule B
Submission to jurisdiction and appointment of agent for service**

1. Name of person or company (the "Firm"):
2. Jurisdiction of incorporation of the person or company:
3. Name of agent for service of process (the "Agent for Service"):
4. Address for service of process on the Agent for Service:
5. The Firm designates and appoints the Agent for Service at the address stated above as its agent upon whom may be served a notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal or other proceeding (a "Proceeding") arising out of or relating to or concerning the Firm's activities in the local jurisdiction and irrevocably waives any right to raise as a defense in any such proceeding any alleged lack of jurisdiction to bring such Proceeding.
6. The Firm irrevocably and unconditionally submits to the non-exclusive jurisdiction of the judicial, quasi-judicial and administrative tribunals of the local jurisdiction and any administrative proceeding in the local jurisdiction, in any proceeding arising out of or related to or concerning the Firm's activities in the local jurisdiction.
7. Until six years after the Firm ceases to be registered, the Firm must file
 - a. a new Submission to Jurisdiction and Appointment of Agent for Service in this form no later than the 7th day after the date this Submission to Jurisdiction and Appointment of Agent for Service is terminated; and
 - b. an amended Submission to Jurisdiction and Appointment of Agent for Service no later than the 7th day after any change in the name or above address of the Agent for Service.
8. This Submission to Jurisdiction and Appointment of Agent for Service is governed by and construed in accordance with the laws of the local jurisdiction.

Dated: _____

(Signature of the Firm or authorized signatory)

(Name and Title of authorized signatory)

Acceptance

The undersigned accepts the appointment as Agent for Service of (Insert name of the Firm) under the terms and conditions of the foregoing Submission to Jurisdiction and Appointment of Agent for Service.

Dated: _____

(Signature of Agent for Service or authorized signatory)

(Name and Title of authorized signatory)

Schedule C
FORM 31-103F1 Calculation of excess working capital

Firm Name

Capital Calculation
(as at _____ with comparative figures as at _____)

	Component	Current period	Prior period
1.	Current assets		
2.	Less current assets not readily convertible into cash (e.g., prepaid expenses)		
3.	Adjusted current assets Line 1 minus line 2 =		
4.	Current liabilities		
5.	Add 100% of long-term related party debt unless the firm and the lender have executed a subordination agreement in the form set out in Appendix B and the firm has delivered a copy of the agreement to the regulator		
6.	Adjusted current liabilities Line 4 plus line 5 =		
7.	Adjusted working capital Line 3 minus line 6 =		
8.	Less minimum capital		
9.	Less market risk		
10.	Less any deductible under the firm's bonding or insurance policy		
11.	Less Guarantees		
12.	Less unresolved differences		
13.	Excess working capital		

Notes:

This form must be prepared on an unconsolidated basis.

Line 8. Minimum Capital – The amount on this line must be not less than (a) \$25,000 for an adviser, (b) \$50,000 for a dealer, and (c) \$100,000 for an investment fund manager.

Line 9. Market Risk – The amount on this line must be calculated according to the instructions set out in Schedule 1 to this Form.

Line 11. Guarantees – If the registered firm is guaranteeing the liability of another party, the total amount of the guarantee must be included in the capital calculation. If the amount of a guarantee is included in the firm's balance sheet as a current liability and is reflected in line 4, do not include the amount of the guarantee on line 11.

Line 12. Unresolved differences – Any unresolved differences that could result in a loss from either firm or client assets must be included in the capital calculation.

The examples below are intended to provide guidance as to how to calculate unresolved differences:

- (i) If there is an unresolved difference relating to client securities, the amount to be reported on Line 12 will be equal to the market value of the client securities that are short, plus the applicable margin rate for those securities.

(ii) If there is an unresolved difference relating to the registrant's investments, the amount to be reported on Line 12 will be equal to the market value of the investments (securities) that are short.

(iii) If there is an unresolved difference relating to cash, the amount to be reported on Line 12 will be equal to the amount of the shortfall in cash.

Management Certification

Registered Firm Name: _____

We have examined the attached capital calculation and certify that the firm is in compliance with the capital requirements as at _____.

Name and Title	Signature	Date
1. _____ _____	_____	_____
2. _____ _____	_____	_____

**Schedule 1 of Form 31-103F1 Calculation of Excess Working Capital
(calculating line 9 [market risk])**

For each security whose value is included in line 1, Current Assets, multiply the market value of the security by the margin rate for that security set out below. Add up the resulting amounts for all of the securities you hold. The total is the "market risk" to be entered on line 9.

(a) Bonds, Debentures, Treasury Bills and Notes

- (i) Bonds, debentures, treasury bills and other securities of or guaranteed by the Government of Canada, of the United Kingdom, of the United States of America and of any other national foreign government (provided such foreign government securities are currently rated Aaa or AAA by Moody's Investors Service, Inc. or Standard & Poor's Corporation, respectively), maturing (or called for redemption):
- | | |
|--------------------------|--|
| within 1 year | 1% of market value multiplied by the fraction determined by dividing the number of days to maturity by 365 |
| over 1 year to 3 years | 1 % of market value |
| over 3 years to 7 years | 2% of market value |
| over 7 years to 11 years | 4% of market value |
| over 11 years | 4% of market value |
- (ii) Bonds, debentures, treasury bills and other securities of or guaranteed by any province of Canada and obligations of the International Bank for Reconstruction and Development, maturing (or called for redemption):
- | | |
|--------------------------|--|
| within 1 year | 2% of market value multiplied by the fraction determined by dividing the number of days to maturity by 365 |
| over 1 year to 3 years | 3 % of market value |
| over 3 years to 7 years | 4% of market value |
| over 7 years to 11 years | 5% of market value |
| over 11 years | 5% of market value |
- (iii) Bonds, debentures or notes (not in default) of or guaranteed by any municipal corporation in Canada or the United Kingdom maturing:
- | | |
|--------------------------|--|
| within 1 year | 3% of market value multiplied by the fraction determined by dividing the number of days to maturity by 365 |
| over 1 year to 3 years | 5 % of market value |
| over 3 years to 7 years | 5% of market value |
| over 7 years to 11 years | 5% of market value |
| over 11 years | 5% of market value |
- (iv) Other non-commercial bonds and debentures, (not in default):
- 10% of market value
- (v) Commercial and corporate bonds, debentures and notes (not in default) and non-negotiable and non-transferable trust company and mortgage loan company obligations registered in the registered firm's name maturing:
- | | |
|--------------------------|---------------------|
| within 1 year | 3% of market value |
| over 1 year to 3 years | 6 % of market value |
| over 3 years to 7 years | 7% of market value |
| over 7 years to 11 years | 10% of market value |
| over 11 years | 10% of market value |

(b) Bank Paper

Deposit certificates, promissory notes or debentures issued by a Canadian chartered bank (and of Canadian chartered bank acceptances) maturing:

within 1 year	2% of market value multiplied by the fraction determined by dividing the number of days to maturity by 365
over 1 year	apply rates for commercial and corporate bonds, debentures and notes

(c) Acceptable foreign bank paper

Deposit certificates, promissory notes or debentures issued by a foreign bank, readily negotiable and transferable and maturing:

within 1 year	2% of market value multiplied by the fraction determined by dividing the number of days to maturity by 365
over 1 year	apply rates for commercial and corporate bonds, debentures and notes

“Acceptable Foreign Bank Paper” consists of deposit certificates or promissory notes issued by a bank other than a Canadian chartered bank with a net worth (i.e., capital plus reserves) of not less than \$200,000,000.

(d) Mutual Funds

Where securities of mutual funds qualified by prospectus for sale in any province of Canada, the margin required is:

- (i) 5% of the market value of the fund, where the fund is a money market mutual fund as defined in National Instrument 81-102; or
- (ii) the margin rate determined on the same basis as for listed stocks multiplied by the market value of the fund.

(e) Stocks

(i) On securities (other than bonds and debentures) including rights and warrants listed on any exchange in Canada or the United States:

Long Positions – Margin Required

Securities selling at \$2.00 or more – 50% of market value

Securities selling at \$1.75 to \$1.99 – 60% of market value

Securities selling at \$1.50 to \$1.74 – 80% of market value

Securities selling under \$1.50 – 100% of market value

Short Positions – Credit Required

Securities selling at \$2.00 or more – 150% of market value

Securities selling at \$1.50 to \$1.99 - \$3.00 per share

Securities selling at \$0.25 to \$1.49 – 200% of market value

Securities selling at less than \$0.25 – market value plus \$0.25 per shares

(ii) For positions in securities (other than bonds and debentures but including warrants and rights), 50% of the market value if the security is a constituent security on a major broadly-based index of one of the following exchanges:

- (a) American Stock Exchange
- (b) Australian Stock Exchange Limited
- (c) Bolsa de Valores de Sao Paulo
- (d) Borsa Italiana

- (e) Boston Stock Exchange
- (f) Chicago Board of Options Exchange
- (g) Chicago Board of Trade
- (h) Chicago Mercantile Exchange
- (i) Chicago Stock Exchange
- (j) Euronext Amsterdam
- (k) Euronext Brussels
- (l) Euronext Paris S.A.
- (m) Frankfurt Stock Exchange
- (n) London International Financial Futures and Options Exchange
- (o) London Stock Exchange
- (p) Montreal Exchange
- (q) New York Mercantile Exchange
- (r) New York Stock Exchange
- (s) New Zealand Exchange Limited
- (t) Pacific Exchange
- (u) Swiss Exchange
- (v) The Stock Exchange of Hong Kong Limited
- (w) Tokyo Stock Exchange
- (x) Toronto Stock Exchange
- (y) TSX Venture Exchange

(f) **For all other securities** – 100% of market value.

FORM 33-109F7
REINSTATEMENT
OF REGISTERED INDIVIDUALS AND PERMITTED INDIVIDUALS
(sections 2.3 and 2.5(2))

GENERAL INSTRUCTIONS

Complete and submit this form to the relevant regulator(s) or in Québec, the securities regulatory authority, or self-regulatory organization (SRO) if an individual has left a sponsoring firm and is seeking to reinstate their registration in the same category or reinstate their same status of permitted individual as before with a sponsoring firm. You only need to complete and submit one form regardless of the number of registration categories or permitted individual statuses you are seeking to be reinstated in.

An individual may reinstate their registration or permitted individual status by submitting this form. This form may only be used if all of the following apply:

1. this form is submitted on or before three months after the termination date of the individual's employment, partnership or agency relationship with the individual's former sponsoring firm,
2. there have been no changes to the information previously submitted in respect of Items 13 (Regulatory Disclosure), 14 (Criminal Disclosure), 15 (Civil Disclosure) and 16 (Financial Disclosure) of the individual's Form 33-109F4 since the individual left their former sponsoring firm, and
3. the individual's employment, partnership or agency relationship with their former sponsoring firm did not end because the individual was dismissed, or was asked by the firm to resign, following an allegation against the individual of criminal activity, a breach of securities legislation, or a breach of the rules of an SRO.

If you do not meet all of the above conditions then you must apply for reinstatement by completing on NRD a Form 33-109F4 by making the NRD submission entitled 'Reactivation of Registration'.

Terms

In this form, "you", "your" and "individual" means the individual who is seeking to reinstate their registration.

"former sponsoring firm" means the registered firm where you most recently carried out duties as a registered or permitted individual.

"major shareholder" and "shareholder" mean a shareholder who, in total, directly or indirectly owns voting securities carrying 10 per cent or more of the votes carried by all outstanding voting securities.

"new sponsoring firm" means the registered firm where you will begin carrying out duties as a registered or permitted individual when your registration or permitted individual status is reinstated.

Several terms used in this form are defined in the Form 33-109F4 [*Registration of Individuals and Review of Permitted Individuals*] that you submitted when you first became registered or elsewhere in the securities legislation of your province or territory. Please refer to those definitions.

How to submit this form**NRD format**

Submit this form at the National Registration Database (NRD) website in NRD format at www.nrd.ca. If you have any questions, contact the compliance, registration or legal department of the new sponsoring firm or a legal adviser, or visit the NRD information website at www.nrd-info.ca.

Format, other than NRD format

If you are relying on the temporary hardship exemption in section 5.1 of National Instrument 31-102 *National Registration Database*, you may submit this form in a format other than NRD format.

If you need more space, use a separate sheet of paper. Clearly identify the Item and question number. Complete and sign the form, and send it to the relevant regulator(s) or, in Québec, the securities regulatory authority, SRO (s) or similar authority. The number of originally signed copies of the form you are required to submit depends on the province or territory, and on the regulator, the securities regulatory authority or SRO.

To avoid delays in processing this form, be sure to answer all of the items that apply to you. If you have questions, contact the compliance, registration or legal department of the new sponsoring firm or a legal adviser, or visit the National Registration Database information website at www.nrd-info.ca.

Item 1 Name1. **NRD number:** _____2. **Legal name:**

Last name	First name	Second name (N/A <input type="checkbox"/>)	Third name (N/A <input type="checkbox"/>)
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3. **Date of birth** (YYYY/MM/DD): _____4. **Use of other names**

Are you currently using, or have you ever used, operated under, or carried on business under, a name other than the name(s) mentioned above (for example, trade names for sole proprietorships or team names)?

Yes No

If "yes", complete Schedule A.

Item 2 Number of jurisdictions

1. Are you seeking to reinstate your registration or permitted individual status in more than one jurisdiction of Canada?

Yes No

2. Check each province or territory in which you are seeking reinstatement of registration or reinstatement as a permitted individual:

- All jurisdictions
- Alberta
- British Columbia
- Manitoba
- New Brunswick
- Newfoundland and Labrador
- Northwest Territories
- Nova Scotia
- Nunavut
- Ontario
- Prince Edward Island
- Québec
- Saskatchewan
- Yukon

Item 3 Individual categories

1. On Schedule B, check each category for which you are seeking to reinstate your registration or permitted individual status. If you are seeking reinstatement of status as a permitted individual, check each category that describes your position with your new sponsoring firm.

2. If you are seeking reinstatement as a representative of a mutual fund dealer or of a scholarship plan dealer in Québec, are you covered by your new sponsoring firm's professional liability insurance?

Yes No

If "No", state:

The name of your insurer _____

Your policy number _____

Item 4 Address and agent for service**1. Address for service**

You must have one address for service in each province or territory where you are submitting this form. A residential or business address is acceptable. A post office box is not acceptable. Complete Schedule C for each additional address for service you are providing.

Address for service:

_____ (number, street, city, province or territory, postal code)

Telephone number _____ Fax number, if applicable _____

E-mail address, if available _____

2. Agent for service

If you have appointed an agent for service, provide the following information for the agent in each province or territory where you have an agent for service. The address of your agent for service must be the same as the address for service above. If your agent for service is not an individual, provide the name of your contact person.

Name of agent for service:

Contact person:

_____ Last name, First name

Item 5 Location of employment

1. Provide the following information for your new sponsoring firm. If you will be working out of more than one location, provide the following information for the location out of which you will be doing most of your business.

Unique Identification Number (optional): _____

NRD location number: _____

Business address:

_____ (number, street, city, province, territory or state, country, postal code)

Telephone number: (_____) _____ Fax number: (_____) _____

2. If the new sponsoring firm has a foreign head office, and/or you are not a resident of Canada, provide the address for the location in which you will be conducting business.

Business address: _____ (number, street, city, province, territory or state, country, postal code)

Telephone number: (_____) _____ Fax number: (_____) _____

[The following under #3 "Type of location", #4 and #5 is for a Format other than NRD format only]

3. Type of location:

Head office

Branch or Business Location

Sub-branch

4. Name of branch manager: _____

5. Check here if the mailing address of the location is the same as the business address provided above. Otherwise, complete the following:

Mailing address:

_____ (number, street, city, province, territory or state, country, postal code)

Date on which you will become authorized to act on behalf of the new sponsoring firm as a registered individual or permitted individual

_____ (YYYY/MM/DD)

Item 6 Previous employment

Provide the following information for your former sponsoring firm.

Name: _____

Date on which you were no longer authorized to act on behalf of your former sponsoring firm as a registered individual or permitted individual: _____

(YYYY/MM/DD)

The reason why you left your former sponsoring firm:

Item 7 Current employment, other business activities, officer positions held and directorships

Name of your new sponsoring firm: _____

Complete a separate Schedule D for each of your current business and employment activities, including employment and business activities with your new sponsoring firm and any employment and business activities outside your new sponsoring firm. Also include all business related officer or director positions and any other equivalent positions held, whether you receive compensation or not.

Item 8 Ownership of securities in new sponsoring firm

Are you a partner or major shareholder of your new sponsoring firm?

Yes No

If "Yes", complete Schedule E.

Item 9 Confirm permanent record

1. Check the appropriate box to indicate that, since leaving your former sponsoring firm, there has been a change to any information previously submitted for the items of your Form 33-109F4 that are listed below.

- Regulatory disclosure (Item 13)
- Criminal disclosure (Item 14)
- Civil disclosure (Item 15)
- Financial disclosure (Item 16)

2. Check the box below - ***I am eligible to file this Form 33-109F7, only*** if you satisfy both of the following conditions:
- (a) there are no changes to any of the disclosure items under Item 9.1 above, and
- (b) your employment, partnership or agency relationship with your former sponsoring firm did not end because you were asked by the firm to resign, or were dismissed, following an allegation against you of
- criminal activity,
 - a breach of securities legislation, or
 - a breach of the rules of an SRO.

If you do not meet the above conditions for selecting the box 'I am eligible to file this Form 33-109F7', then you must apply for reinstatement by completing on NRD a Form 33-109F4 by making the NRD submission entitled 'Reactivation of Registration'. If you are submitting a Form 33-109F4 in a format other than NRD format you must complete the entire form.

I am eligible to file this Form 33-109F7.

Item 10 Acknowledgements, submission to jurisdiction and notice of collection and use of personal information

By submitting this form, you:

- acknowledge that the submission to jurisdiction, consent to collection and use of personal information, and authorization in respect of SROs (to the extent applicable) that you provided in your Form 33-109F4 remain in effect and extend to this form
- consent to the collection and disclosure of your personal information by regulators and by your sponsoring firm, in each case, for registration and other related regulatory purposes.

If you have any questions about the collection and use of your personal information, contact the securities regulatory authority or applicable SRO in the relevant jurisdiction. See Schedule F for details. In Québec, you can also contact the Commission d'accès à l'information at 1-888-528-7741 or visit its website at www.cai.gouv.qc.ca.

You acknowledge and agree that if you are seeking reinstatement of your registration and it was subject to any undischarged terms and conditions when you left your former sponsoring firm, those terms and conditions will remain in effect at your new sponsoring firm.

Item 11 Warning

It is an offence under securities legislation and/or derivatives legislation, including commodity futures legislation, to give false or misleading information on this form.

Item 12 Certification

1. Certification - NRD format:

I confirm I have discussed the questions in this form with an officer, branch manager or supervisor of my sponsoring firm. To the best of my knowledge, the officer, branch manager or supervisor was satisfied that I fully understood the questions. I will limit my activities to those permitted by my category of registration.

I am making this submission as agent for the individual. By checking this box, I certify that the individual provided me with all of the information on this form.

2. Certification - Format other than NRD format:**Individual**

By signing below, I certify to the regulator, or in Québec the securities regulatory authority, in each jurisdiction where I am submitting this form, either directly or through the principal regulator that:

- I have read the form and understand the questions, and
- all of the information provided on this form is true, and complete.

Signature of individual _____ Date signed _____
(YYYY/MM/DD)

Authorized partner or officer of the new sponsoring firm

By signing below, I certify to the regulator, or in Québec the securities regulatory authority, in each jurisdiction where I am submitting this form for the individual that:

- the individual will be engaged by the new sponsoring firm as a registered individual or a permitted individual
- I have, or a branch manager or another officer or supervisor has, discussed the questions set out in this form with the individual and, to the best of my knowledge, the individual fully understands the questions, and
- the new sponsoring firm understands that if the individual's reinstatement of registration was subject to any undischarged terms and conditions when the individual left their former sponsoring firm, those terms and conditions remain in effect and agrees to assume any ongoing obligations that apply to the sponsoring firm in respect of the individual under those terms and conditions.

Name of firm _____

Name of authorized signing officer or partner _____

Title of authorized signing officer or partner _____

Signature of authorized signing officer or partner _____

Date signed _____
(YYYY/MM/DD)

SCHEDULE A
Use of other names (Item 1.4)

Item 1.4 Use of other names

Name 1:

Name: _____

Provide the reasons for the use of this other name (for example, trade name or team name)?: _____

If this other name is or was used in connection with any sponsoring firm, did the sponsoring firm approve the use of the name?

Yes No

When did you use this name?

From:

To:

(YYYY/MM)

(YYYY/MM)

Name 2:

Name: _____

Provide the reasons for the use of this other name (for example, trade name or team name):

If this other name is or was used in connection with any sponsoring firm, did the sponsoring firm approve the use of the name?

Yes No

When did you use this name?

From:

To:

(YYYY/MM)

(YYYY/MM)

Name 3:

Name: _____

Provide the reasons for the use of this other name (for example, trade name or team name):

If this other name is or was used in connection with any sponsoring firm, did the sponsoring firm approve the use of the name?

Yes No

When did you use this name?

From:

To:

(YYYY/MM)

(YYYY/MM)

SCHEDULE B
Individual Categories (Item 3)

Check each category for which you are seeking reinstatement of registration, approval or permitted individual status

Categories Common to all jurisdictions under securities legislation

Firm categories [Format other than NRD format only]

- Investment Dealer
- Mutual Fund Dealer
- Scholarship Plan Dealer
- Exempt Market Dealer
- Restricted Dealer
- Portfolio Manager
- Restricted Portfolio Manager
- Investment Fund Manager

Individual categories and permitted activities

- Dealing Representative
- Advising Representative
- Associate Advising Representative
- Ultimate Designated Person
- Chief Compliance Officer
- Officer – Specify title:
 - Director
 - Partner
 - Shareholder
 - Branch Manager (MFDA members only)
 - IIROC approval only

Investment Industry Regulatory Organization of Canada

Approval categories

- Executive
- Director (Industry)
- Director (Non-Industry)
- Supervisor
- Investor

Registered Representative

Investment Representative

Trader

Additional approval categories

Chief Compliance Officer

Chief Financial Officer

Ultimate Designated Person

Products

Non-Trading

Securities

Options

Futures Contracts and Futures Contract Options

Mutual Funds only

Customer type

Retail

Institutional

Not Applicable

Portfolio management

Portfolio Management

Categories under local commodity futures and derivatives legislation

Ontario

Firm categories

Commodity Trading Adviser

Commodity Trading Counsel

Commodity Trading Manager

Futures Commission Merchant

Individual categories and permitted activities

Advising Representative

Salesperson

Branch Manager

Officer – Specify title:

- Director
- Partner
- Shareholder
- IIROC approval only

Manitoba***Firm categories***

- Dealer (Merchant)
- Dealer (Futures Commission Merchant)
- Dealer (Floor Broker)
- Adviser
- Local

Individual categories and permitted activities

- Floor Trader
- Salesperson
- Branch Manager
- Adviser
- Officer – Specify title
- Director
- Partner
- Futures Contracts Portfolio Manager
- Associate Futures Contracts Portfolio Manager
- IIROC approval only
- Local

Québec – activities relating to derivatives

For information purposes, indicate whether you will carry on activities as a representative of:

- An Investment Dealer Acting as a Derivatives dealer
- A Portfolio Manager Acting as a Derivatives portfolio manager

SCHEDULE C
Address and agent for service (Item 4)

Item 4.1 Address for service

You must have one address for service in each province or territory in which you are now, or are seeking to become, a registered individual or permitted individual. A post office box is not an acceptable address for service.

Address for service:

(number, street, city, province or territory, postal code)

Telephone number: (____) _____ Fax number: (____) _____

E-mail address: _____

Item 4.2 Agent for service

If you have appointed an agent for service, provide the following information for the agent. The address for service provided above must be the address of the agent named below.

Name of agent for service: _____

(if applicable)

Contact person:

Last name, First name

SCHEDULE D
Current employment, other business activities, officer positions held and directorships
(Item 7)

Complete a separate Schedule E for each of your current business and employment activities with your sponsoring firm and with all other organizations. This includes any business related officer or director positions held, or any other equivalent positions held, whether you receive compensation or not.

1. Start date

(YYYY/MM/DD)

2. Firm information

Check here if this activity is employment with your sponsoring firm.

If the activity is with your sponsoring firm, you are not required to indicate the firm name and address information below:

Name of business or employer: _____

Address of business or employer: _____
(number, street, city, province, territory or state, country)

Name and title of your immediate supervisor: _____

3. Description of duties

Describe all employment and business activities related to this employer. Include the nature of the business and your duties, title or relationship with the business. If you are seeking registration that requires specific experience, include details with this firm such as level of responsibility, value of accounts under direct supervision, number of years of experience, and percentage of time spent on each activity.

4. Number of work hours per week

How many hours per week do you devote to this business or employment? _____

If this activity is employment with your sponsoring firm and you work less than 30 hours per week, explain why.

5. Conflict of Interest

If you have more than one employer or are engaged in business related activities, disclose any potential for confusion by clients and any potential for conflicts of interest arising from your multiple employment or business related activities or proposed business related activities. Include whether or not any of your employers or organizations where you engage in business related activities are listed on an exchange. Confirm whether the firm has procedures for minimizing potential conflicts of interest and if so, confirm that you are aware of these procedures.

If you do not perceive any conflicts of interest arising from this employment, explain why.

SCHEDULE E
Ownership of securities and derivatives firms (Item 8)

Firm name: _____

What is your relationship to the firm? Partner Major shareholder

What is the period of this relationship?

From: _____ To: _____ (if applicable)
 (YYYY/MM) (YYYY/MM)

Provide the following information:

a) State the number, value, class and percentage of securities, or the amount of partnership interest you own or propose to acquire when you are reinstated or approved as a result of the review of this form. If acquiring shares when you are so approved or registered, state the source (for example, treasury shares, or if upon transfer, state name of transferor).

b) State the market value (approximate, if necessary) of any subordinated debentures or bonds of the firm to be held by you or any other subordinated loan to be made by you to the firm:

c) If another person or firm has provided you with funds to invest in the firm, provide the name of the person or firm and state the relationship between you and that person or firm:

d) Are the funds to be invested (or proposed to be invested) guaranteed directly or indirectly by any person or firm?
 Yes No

If "Yes", provide the name of the person or firm and state the relationship between you and that person or firm:

e) Have you directly or indirectly given up any rights relating to these securities or this partnership interest, or do you, when you are registered or approved as a result of the review of this form, intend to give up any of these rights (including by hypothecation, pledging or depositing as collateral the securities or partnership interest with any firm or person)?
 Yes No

If "Yes", provide the name of the person or firm, state the relationship between you and that person or firm and describe the rights that have been or will be given up: _____

f) Is a person other than you the beneficial owner of the shares, bonds, debentures, partnership units or notes held by you?
 Yes No

If "Yes", complete (g), (h) and (i).

g) Name of beneficial owner:

Last name	First name	Second name (if applicable)	Third name (if applicable)

h) Residential address:

(number, street, city, province, territory or state, country, postal code)

i) Occupation: _____

SCHEDULE F
Contact information for
Notice of collection and use of personal information

Alberta

Alberta Securities Commission,
4th Floor, 300 - 5th Avenue SW
Calgary, AB T2P 3C4
Attention: Information Officer
Telephone: (403) 355-4151

British Columbia

British Columbia Securities Commission
P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, BC V7Y 1L2
Attention: Freedom of Information Officer
Telephone: (604) 899-6500 or (800) 373-6393 (in BC)

Manitoba

The Manitoba Securities Commission
500 - 400 St. Mary Avenue
Winnipeg, MB R3C 4K5
Attention: Director of Registrations
Telephone (204) 945-2548
Fax (204) 945-0330

New Brunswick

New Brunswick Securities Commission
Suite 300, 85 Charlotte Street
Saint John, NB E2L 2J2
Attention: Director, Regulatory Affairs
Telephone: (506) 658-3060

Newfoundland and Labrador

Securities NL
Financial Services Regulation Division
Department of Government Services
P.O. Box 8700, 2nd Floor, West Block
Confederation Building
St. John's, NL A1B 4J6
Attention: Manager of Registrations
Tel: (709) 729-5661

Nova Scotia

Nova Scotia Securities Commission
2nd Floor, Joseph Howe Building
1690 Hollis Street
P.O. Box 458
Halifax, NS B3J 2P8
Attention: Deputy Director, Capital Markets
Telephone: (902) 424-7768

Northwest Territories

Government of the Northwest Territories
P.O. Box 1320
Yellowknife, NWT X1A 2L9
Attention: Deputy Superintendent of Securities
Telephone: (867) 920-8984

Nunavut

Legal Registries Division
Department of Justice
Government of Nunavut
P.O. Box 1000 Station 570
Iqaluit, NU X0A 0H0
Attention: Deputy Registrar of Securities
Telephone: (867) 975-6590

Ontario

Ontario Securities Commission
Suite 1903, Box 55
20 Queen Street West
Toronto, ON M5H 3S8
Attention: FOI Coordinator
Telephone: (416) 593-8314

Prince Edward Island

Securities Registry
Office of the Attorney General B Consumer, Corporate and
Insurance Services Division
P.O. Box 2000
Charlottetown, PE C1A 7N8
Attention: Deputy Registrar of Securities
Telephone: (902) 368-6288

Québec

Autorité des marchés financiers
800, square Victoria, 22e étage
C.P. 246, tour de la Bourse
Montréal (Québec) H4Z 1G3
Attention: Responsable de l'accès à l'information
Telephone: (514) 395-0337 or (877) 525-0337 (in Québec)

Saskatchewan

Saskatchewan Financial Services Commission
Suite 601, 1919 Saskatchewan Drive
Regina, SK S4P 4H2
Attention: Director
Telephone: (306) 787-5842

Yukon

Yukon Securities Office
Department of Community Services
P.O. Box 2703 C-6
Whitehorse, YT Y1A 2C6
Attention: Superintendent of Securities
Telephone: (867) 667-5225

Self-regulatory organization

Investment Industry Regulatory Organization of Canada
121 King Street West, Suite 1600
Toronto, Ontario M5H 3T9
Attention: Privacy Officer
Telephone: (416) 364-6133
E-mail: PrivacyOfficer@iircoc.ca

Schedule B**Companion Policy 33-109CP
Registration Information****TABLE OF CONTENTS**

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**Companion Policy 33-109CP
Registration Information**

PART 1 – GENERAL**1.1 Purpose**

This Companion Policy sets out how the Canadian Securities Administrators interpret or apply National Instrument 33-109 *Registration Information* (the Rule).

The registration requirement in securities legislation provides protection to investors from unfair, improper or fraudulent practices and enhances capital market integrity and efficiency. The information required under the Rule allows regulators to assess a filer's fitness for registration or for permitted individual status, with regard to their solvency, integrity and proficiency. These fitness requirements are the cornerstones of the registration requirement. In each jurisdiction of Canada the registration requirement and the Rule apply to dealers, underwriters, advisers and investment fund managers and to individuals who act on their behalf as registered or permitted individuals.

1.2 Overview of the forms

The following forms are submitted by firms

- Form 33-109F6 *Firm Registration* – to apply for registration as a dealer, adviser or investment fund manager
- Form 33-109F3 *Business Locations other than Head Office* – to disclose each business location of the firm and any change of location
- Form 33-109F1 *Notice of Termination of Registered Individuals and Permitted Individuals* – to notify the regulator that a registered or permitted individual has ceased to have authority to act on behalf of the firm

The following forms are for individuals and are submitted in NRD format:

- Form 33-109F4 *Registration of Individuals and Review of Permitted Individuals* – to apply for registration or review as a permitted individual
- Form 33-109F2 *Change or Surrender of Individual Categories* – to apply for registration or review in an additional category or to surrender a category
- Form 33-109F7 *Reinstatement of Registered Individuals and Permitted Individuals* – to reinstate an individual's registration or a permitted individual status

1.3 Notice requirements

Form 33-109F5 *Change of Registration Information* is used by firms and individuals to notify regulators of any change to their registration information. Under sections 3.1 and 4.1 of the Rule a registrant and a permitted individual must keep their registration information current on an ongoing basis by filing notices of change of information within the required time.

Appendix A summarizes the notice requirements, time periods and the forms under the Rule to notify regulators of a change to a firm's or individual's registration information.

1.4 Contact information

When a firm submits a form F6, supporting documents or a form F5, it can make the submission using e-mail, fax or mail. Appendix B attached to this policy sets out the contact information for the regulator in each jurisdiction of Canada and for the Investment Industry Regulatory Organization of Canada (IIROC) in those jurisdictions where the securities regulatory authority has delegated, assigned or authorized IIROC to perform registration functions.

PART 2 – FORMS USED BY INDIVIDUALS**2.1 National Registration Database (NRD)**

The NRD is the database containing information about all registrants and permitted individuals under securities or commodity futures legislation in each jurisdiction of Canada. The requirement for firms to enrol, and to make certain submissions, on NRD

are set out in National Instrument 31-102 National Registration Database. Detailed information about the NRD and the enrolment process is available in the NRD User Guide published at www.nrd-info.ca.

2.2 Form 33-109F4

The NRD format for submitting a completed form F4 under subsections 2.2(1) or 2.5(1) of the Rule include four distinct NRD submission types that are made in the following circumstances:

- *Initial Registration*, when an individual is seeking registration, or review as a permitted individual, through NRD for the first time
- *Registration in an Additional Jurisdiction*, when an individual is registered or is a permitted individual in a jurisdiction of Canada and is seeking registration, or review as a permitted individual, in an additional jurisdiction;
- *Registration with an Additional Sponsoring Firm*, when an individual is registered, or is a permitted individual, on behalf of one sponsoring firm and applies for registration, or seeks review as a permitted individual, to act on behalf of an additional sponsoring firm
- *Reactivation of registration*, when an individual who has an NRD record is applying for registration, reinstatement of registration or is seeking review as a permitted individual and is not eligible under sections 2.3(2) or 2.5(2) of the Rule to submit a Form 33-109F7

Under subsection 2.5(1) of the Rule, within 7 days of becoming a permitted individual, the individual must submit a form F4 for review by the regulator. An individual whose registration is suspended may apply to reinstate the registration by submitting a completed form F4 to the regulator. This is done with the *Reactivation of registration* submission on NRD. After making this submission the individual may not conduct activities requiring registration unless and until the regulator has approved the application. However, an application for reinstatement or review is not required if the individual meets all of the conditions for automatic reinstatement in subsections 2.3(2) or 2.5(2) of the Rule, which include submitting a completed form F7 to the regulator as described in section 2.5 below.

2.3 Form 33-109F2

This form is used by individuals to apply to add or to surrender a registration category or to seek review of a change in their permitted individual category. If an individual has ceased to have authority to act on behalf of their sponsoring firm as a registered or permitted individual in the last jurisdiction of Canada where they were so acting, they cannot submit a form F2. Instead, the individual's sponsoring firm submits a Form 33-109F1 to notify the regulator of the termination or cessation of authority to act on behalf of the firm.

2.4 Form 33-109F5 for individuals

When an individual submits a form F5 to update their registration information the NRD will transmit the information to the regulator in each jurisdiction in which the individual is registered or is a permitted individual. However, only the principal regulator processes the submission to update the individual's registration information on NRD, or if necessary to deny or withdraw the submission.

2.5 Form 33-109F7 for reinstatement

When an individual leaves a sponsoring firm and joins a new registered firm, they may submit a form F7 to have their registration or permitted individual status automatically reinstated in the same category and jurisdiction(s) as before, subject to all of the conditions set out in subsection 2.3(2) or 2.5(2) of the Rule. An individual who meets all of the applicable conditions will be able to transfer directly from one sponsoring firm to another and start engaging in activities requiring registration from the first day that they submit the form F7.

2.6 Ongoing fitness for registration

Every registrant must maintain their fitness for registration on an ongoing basis. Under securities legislation the regulator has discretionary authority to suspend or revoke an individual's registration or to restrict it with terms and conditions at any time. The regulator may do this, for example, if it receives information through a notice of termination from an individual's former sponsoring firm or any other source that raises concerns about the individual's continued fitness for registration. Individuals will be given an opportunity to be heard before a decision is made to suspend or revoke registration or to impose terms and conditions.

PART 3 – FORMS USED BY FIRMS**3.1 Form 33-109F6**

When a firm submits a form F6 to apply for registration it may pay the regulatory fees to the applicable regulators by cheque or by using the NRD function called *Resubmit Fee Payment*. A firm that applies in multiple jurisdictions should submit its application to the regulator in the principal jurisdiction or, if Ontario is a non-principal jurisdiction, to the regulators in the principal jurisdiction and in Ontario. For more details refer to National Policy 11-204 *Process for registration in multiple jurisdictions*.

3.2 Form 33-109F5

A firm that is registered in multiple jurisdictions may submit a form F5 to its principal regulator only to notify regulators of a change to the firm's registration information, in accordance with subsection 3.1(6) of the Rule.

3.3 Form 33-109F3

A firm must notify the regulator of each business location in the jurisdiction, including a residence, where a firm's registered individuals are based for the purpose of carrying out activities that require registration. Firms submit this form through the NRD website.

3.4 Discretionary exemption for bulk transfers

Regulators will consider an application for an exemption from certain requirements in the Rule to facilitate a reorganization or combination of firms which would otherwise require a large number of submissions to change locations and transfer individuals. The information required, and the conditions to obtain, this type of exemption application are described in the attached Appendix C.

3.5 Form 33-109F1

Under section 4.2 of the Rule, a registered firm must notify the regulator no more than 7 days after an individual ceased to have authority to act on behalf of the firm, as a registered or permitted individual. Typically, this occurs due to the termination of the individual's employment, partnership or agency relationship with the firm. However, it also occurs when an individual is re-assigned to a different position at the firm that does not require registration or is not a permitted individual category. The form F1 is submitted through the NRD website to give notice of the cessation date and the reason for the termination or cessation.

Under paragraph 4.2(1)(b) of the Rule, the information in item 5 [*Details about the termination*] of a form F1 must be submitted unless the cessation of authority to act on behalf of the firm was caused by the death or retirement of the individual or the completion of an employment or agency contract. A firm can submit the information in item 5 either at the time of the making the initial submission on NRD, if the information is available within that 7 day period, or within 30 days of the cessation date, by making an NRD submission entitled *Update / Correct Termination Information*.

PART 4 – DUE DILIGENCE BY FIRMS**4.1 Obligations of former sponsoring firm**

After submitting a Form 33-109F1 with regard to a former sponsored individual a firm should promptly send the individual a copy of the completed form F1. Under subsections 4.2(3) and (4) of the Rule, within 7 days of a request by a former sponsored individual a firm must provide the individual with a copy of the form F1 that was submitted, and if necessary, a further copy that includes the information in item 5 of the form F1, within 7 days of submitting that information.

4.2 Obligations of new sponsoring firm

- (1) In fulfilling its obligations under subsection 5.1(1) of the Rule a firm should make reasonable efforts to do all of the following:
- establish written policies and procedures to verify an individual's information prior to submitting a Form 33-109F4 or Form 33-109F7 on behalf of the individual
 - document the firm's review of an individual's information in accordance with the firm's policies and procedures
 - regularly remind registered and permitted individuals about their disclosure obligations under the Rule, such as notifying the regulator about changes to their registration information

Under subsection 5.1(2) of the Rule, within 60 days of hiring a sponsored individual a firm must obtain a copy of the most recent Form 33-109F1, if any, for the individual. If a sponsoring firm cannot obtain it from the sponsored individual, as a last resort the individual should request it from the regulator.

The information referred to above will assist the firm in meeting its obligations under subsection 5.1(1) of the Rule and should inform the firm's hiring decisions. If an individual is hired before a completed Form 33-109F1 is available and if the firm discovers an inconsistency in the individual's disclosure to the firm or the regulator, then the firm should take appropriate action. All of the required information should be available within 60 days of hiring the individual, which will often fall within the individual's probation period under their employment or agency contract.

PART 5 – COMMODITY FUTURES ACT SUBMISSIONS

5.1 Ontario

In Ontario, if a person or company is required to make a submission under both the Rule and OSC Rule 33-506 (*Commodity Futures Act*) with respect to the same information, the securities regulatory authority is of the view that a single filing on a form required under either rule satisfies both requirements.

5.2 Manitoba

In Manitoba, the Rule is a rule under each of the *Securities Act* and the *Commodity Futures Act*. A single submission with respect to the same information will satisfy the requirements of both statutes.

Appendix A

Summary of Notice Requirements in National Instrument 33-109

Description of Change	Notice Period	Section	Form submitted
Firms – Form F6 information			by e-mail, fax or mail
Part 1 – Registration details	7 days	3.1(1)(b)	Form F5
Part 2 – Contact information, including head office address (except 2.4)	7 days		
Item 2.4 – Agent and Address for service [Items 3 and 4 of Schedule B to Form F6]	7 days	3.1(4)	Schedule B to Form F6 <i>Submission to Jurisdiction</i>
Part 3 – Business history & structure	30 days	3.1(1)(a)	Form F5
Part 4 – Registration history	7 days	3.1(1)(b)	
Part 5 – Financial condition	7 days		
Part 6 – Client relationships	7 days		
Part 7 – Regulatory action	7 days		
Part 8 – Legal action	7 days		
Firms – other notice requirements			in NRD format
Open / change of business location (other than head office)	7 days	3.2	Form F3
Termination / Cessation of Authority of a registered or permitted individual – items 1 – 4 item 5	7 days	4.2(2)(a)	Form F1
	30 days	4.2(2)(b)	
Individuals – Form F4 information			in NRD format
Item 1 – Name	7 days	4.1(1)(b)	Form F5
Item 2 – Address	7 days		
Item 3 – Personal information	No update required	4.1(2)	
Item 4 – Citizenship	30 days	4.1(1)(a)	
Item 5 – Registration jurisdictions	7 days	4.1(1)(b)	
Item 6 – Individual categories	7 days		
Item 7 – Address for service	7 days		
Item 8 – Proficiency	7 days		
Item 9 – Location of employment	7 days		
Item 10 – Current employment	7 days		
Item 11 – Previous employment	30 days	4.1(1)(a)	
Item 12 – Terminations	7 days	4.1(1)(b)	
Item 13 – Regulatory disclosure	7 days		
Item 14 – Criminal disclosure	7 days		
Item 15 – Civil disclosure	7 days		
Item 16 – Financial disclosure	7 days		
Item 17 – Ownership of securities	7 days		
Change of F4: registrant position or relationship with sponsoring firm / permitted status	7 days	4.1(4)	Form F2
Review of a Permitted individual	7 days after appointment	2.5	Form F4 or F7, subject to conditions
Automatic reinstatement of registration subject to conditions	within 90 days of cessation date	2.3(2)	Form F7

Appendix B

Contact Information for the Regulators and IIROC

- Part 1 provides the regulators' contact information for registrants in all categories, except for those in the jurisdictions and categories listed in Part 2
- Part 2 below, provides IIROC's contact information in the jurisdictions where IIROC performs registration functions for representatives of investment dealers and, in some cases, for investment dealer firms

PART 1 – Regulators' Contact Information

<p>Alberta e-mail: registration@asc.ca fax: (403) 297-4113 Alberta Securities Commission, 4th Floor, 300 - 5th Avenue S.W. Calgary, AB T2P 3C4 Registration department</p>	<p>British Columbia e-mail: registration@bcsc.bc.ca fax: (604) 899-6506 British Columbia Securities Commission P.O. Box 10142, Pacific Centre 701 West Georgia Street Vancouver, BC V7Y 1L2 Attention: Registration</p>
<p>Manitoba e-mail: registrationmsc@gov.mb.ca fax: (204) 945-0330 The Manitoba Securities Commission 500-400 St. Mary Avenue Winnipeg, MB R3C 4K5 Attention: Registrations</p>	<p>New Brunswick e-mail: nrs@nbosc-cvmnb.ca fax: (506) 658-3059 Fax: New Brunswick Securities Commission Suite 300, 85 Charlotte Street Saint John, NB E2L 2J2 Attention: Registration Officer nrs@nbosc-cvmnb.ca</p>
<p>Newfoundland and Labrador e-mail: scon@gov.nl.ca fax: (709) 729-6187 Financial Services Regulation Division Department of Government Services Government of Newfoundland and Labrador P.O. Box 8700, 2nd Floor, West Block Confederation Building St. John's, NL A1B 4J6 Attention: Registration Section</p>	<p>Northwest Territories e-mail: SecuritiesRegistry@gov.nt.ca fax: (867) 873-0243 Government of the Northwest Territories P.O. Box 1320 Yellowknife, NWT X1A 2L9 Attention: Exemption Review Staff</p>
<p>Nova Scotia e-mail: nrs@gov.ns.ca fax: (902) 424-4625 Nova Scotia Securities Commission 2nd Floor, Joseph Howe Building 1690 Hollis Street P.O. Box 458 Halifax, NS B3J 3J9 Attention: Registration</p>	<p>Nunavut e-mail: CorporateRegistrations@gov.nu.ca fax: (867) 975-6594 Legal Registries Division Department of Justice Government of Nunavut P.O. Box 1000 Station 570 Iqaluit, NU X0A 0H0 Attention: Deputy Registrar</p>

PART 1 – Regulators' Contact Information

Ontario e-mail: registration@osc.gov.on.ca fax: (416) 593-8283 Ontario Securities Commission Suite 1903, Box 55 20 Queen Street West Toronto, ON M5H 3S8 Attention: Registrant Regulation	Prince Edward Island e-mail: ccis@gov.pe.ca fax: (902) 368-5283 Consumer and Corporate Services Division, Office of the Attorney General P.O. Box 2000, 95 Rochford Street Charlottetown, PE C1A 7N8 Attention: Superintendent of Securities
Québec e-mail: inscription@lautorite.gc.ca fax : (514) 873-3090 Autorité des marchés financiers Service de l'encadrement des intermédiaires 800 square Victoria, 22e étage C.P 246, Tour de la Bourse Montréal (Québec) H4Z 1G3	Saskatchewan e-mail: registrationsfsc@gov.sk.ca fax: (306) 787-5899 Saskatchewan Financial Services Commission Suite 601 1919 Saskatchewan Drive Regina, SK S4P 4H2 Attention: Registration
Yukon Territory e-mail: corporateaffairs@gov.yk.ca fax: (867) 393-6251 Department of Community Services Yukon Yukon Securities Office P.O. Box 2703 Whitehorse, YT Y1A 2C6 Attention: Superintendent of Securities	

PART 2 - Investment Industry Regulatory Organization of Canada Contact Information

** registration of investment dealer firms and their representatives **

* registration of investment dealer representatives *

** Alberta – IIROC ** ** Saskatchewan- IIROC ** e-mail: registration@iiloc.ca fax: (403) 265-4603 #2300, 355- 4 th Avenue SW, Calgary, AB T2P 0J1 Attention: Registration department	**British Columbia – IIROC** e-mail: registration@iiloc.ca fax: 604-683-3491 1055 West Georgia Street Suite 2800 – Royal Centre Vancouver, BC V6E 3R5 Attention: Registration department
** Newfoundland and Labrador – IIROC ** * Ontario – IIROC * e-mail: registration@iiloc.ca fax: (416) 364-9177 Suite 1600, 121 King Street West Toronto, ON M5H 3T9 Attention: Registration department	* Québec – IIROC * e-mail: registration@iiloc.ca fax: (514) 878-0797 Organisme canadien de réglementation du commerce des valeurs mobilières 5 Place Ville Marie Bureau 1550 Montréal (Québec) H3B 2G2 Attention : Service des inscriptions

Appendix C

Discretionary Exemption for Bulk Transfers of Locations and Individuals

(1) If a registered firm is acquiring a large number of business locations (for example, as a result of an amalgamation or asset purchase) from one or more other registered firms that are located in the same jurisdiction(s) and registered in the same categories as the acquiring firm, and if a significant number of individuals are associated on NRD with the locations, the regulator will consider granting an exemption from any or all of the following requirements:

- (a) to submit a notice regarding the termination of each employment, partner, or agency relationship under section 4.2 of the Rule;
- (b) to submit a registration application or a reinstatement notice for each individual seeking to be a registered individual under section 2.2 or 2.3 of the Rule;
- (c) to submit a Form 33-109F4 or Form 33-109F7 for each permitted individual under section 2.5 of the Rule;
- (d) to notify the regulator of a change to the business location information in Form 33-109F3 under section 3.2 of the Rule.

(2) The exemption application should be submitted by the registered firm that will acquire control of the business locations at the closing of the transaction and should be submitted well in advance of the date (**transfer date**) on which the business locations will be transferred. It would typically be sufficient if a firm submits the application at least 30 days before the transfer date. An application for this type of exemption should include the following information:

- (a) the name and NRD number of the registered firm that will acquire control of the business locations;
- (b) for each registered firm that is transferring control of the business locations:
 - (i) the name and NRD number of the registered firm,
 - (ii) the address and NRD number of each business location that is being transferred from the registered firm named in (b)(i) to the registered firm named in (a),
 - (iii) the date that the business locations and individuals will be transferred to the registered firm named in (a).

(3) If the exemption is granted, as soon as practicable after the transfer date, the regulator will instruct the NRD administrator to record on NRD the transfer of the business locations, registered individuals and permitted individuals.

(4) Bulk transfers involving firms that are registered in different categories or different jurisdictions may need to take additional steps. Firms involved in such a transaction should contact their principal regulator to discuss what steps are required for the firm to be eligible for a bulk transfer exemption as described above.

(5) A firm applying for this type of exemption in more than one jurisdiction should refer to National Policy 11-203 *Process for Exemption Applications in Multiple Jurisdictions* for guidance on the form of application and the information required. The firm may set out the information referred to in (2) as follows:

- A) Registered firm that will acquire the business locations
Name:
Firm NRD number:
- B) Registered firm transferring the business locations
Name:
Firm NRD number:

Business locations that will be transferred
Address of business location:
NRD number of business location:
Address of business location:
NRD number of business location:

(Repeat for each business location as necessary)
- C) Date that business locations will be transferred:

Schedule C

Amendments to
National Instrument 31-102 *National Registration Database*

1. **National Instrument 31-102 National Registration Database is amended by this Instrument.**
2. **Section 1.1 is amended:**
 - (a) **in the definition of “firm filer”, by striking out “underwriter” and substituting “investment fund manager”; and**
 - (b) **in the definition of “NRD number”, by striking out “, a permitted individual,”.**
3. **Section 1.2 is amended by striking out “MI 33-109” wherever it occurs and substituting “NI 33-109”.**
4. **Section 2.1 is amended:**
 - (a) **in paragraph 4, by striking out “or a change to any information previously submitted in respect of Form 33-109F4”; and**
 - (b) **by adding the following after paragraph 4:**
 5. Form 33-109F5 to report a change to any information previously submitted in respect of Form 33-109F4;
 6. Form 33-109F7.
5. **Section 3.1 is amended by striking out “, permitted individual,” in subparagraph (1)(b).**
6. **Section 3.2 is amended:**
 - (a) **in subsection (d), by striking out “5 business days” and substituting “7 days”;**
 - (b) **in subsection (e), by striking out “5 business days” and substituting “7 days” and by striking out “and”;**
 - (c) **in subsection (f), by striking out “5 business days” and substituting “7 days”, and by adding “and” at the end of the subsection; and**
 - (d) **by adding the following after subsection (f):**
 - (g) submit any change in the phone number, fax number or e-mail address of the chief AFR in NRD format within 7 days of the change.
7. **Part 4 is amended:**
 - (a) **in section 4.2(1), by striking out “a firm” and substituting “an NRD” and by striking out “firm” and substituting “NRD”;**
 - (b) **in section 4.2(2), by striking out “firm” and substituting “NRD”; and**
 - (c) **by adding the following after section 4.3:**
 - 4.4 **Payment of Late Filing Fees**
 - (1) If a firm filer is required to pay late filing fees because of an activity that creates or relates to an NRD submission, the firm filer must pay the required fee by electronic pre-authorized debit through NRD.
 - (2) A payment under subsection (1) must be made from the firm filer's NRD account.

- 4.5 Exemption for Registrants not Resident in Canada** - Sections 3.2(c), 4.1, 4.2, 4.3 and 4.4 do not apply to a registered firm that
- (a) has no business office in a jurisdiction of Canada,
 - (b) does not have an account with a member of the Canadian Payments Association,
 - (c) is not an affiliate of a registered firm resident in a jurisdiction of Canada,
 - (d) pays the fees referred to in sections 4.1, 4.2 and 4.4 within 14 days of the date the payment is due,
 - (e) pays the following fees by submitting a cheque, payable to CDS INC. in Canadian funds, to the firm's principal regulator within 14 days of the date the payment is due:
 - (i) NRD user fees required in respect of an NRD submission;
 - (ii) annual NRD user fees, and
 - (f) pays any fee referred to in sections 4.1, 4.2 and 4.4, other than an NRD user fee, by submitting a cheque in Canadian funds to the securities regulatory authority or regulator in the local jurisdiction within 14 days of the date the payment is due.

8. Section 5.1 is repealed and the following substituted:

5.1 Temporary Hardship Exemption

- (1) If unanticipated technical difficulties prevent an NRD filer from making an NRD submission within the time required under securities legislation, the NRD filer is exempt from the requirement to make the submission within the required time period, if the NRD filer makes the submission other than through the NRD website or in NRD format no later than 7 days after the day on which the information was required to be submitted.
- (2) If unanticipated technical difficulties prevent an individual filer from submitting an application in NRD format, the individual filer may submit the application other than through the NRD website.
- (3) For the purpose of subsections (1) and (2), the NRD filer may make a notification or application other than through the NRD website by submitting it to the principal regulator.
- (4) Despite subsection (3), for the purpose of an application submitted under (2) which includes Ontario, the individual filer may make the application by submitting it to
 - (a) the principal regulator, if the principal jurisdiction is Ontario, or
 - (b) the principal regulator and the regulator in Ontario.
- (5) If an NRD filer makes a submission other than through the NRD website under this section, the NRD filer must include the following legend in capital letters at the top of the first page of the submission:

IN ACCORDANCE WITH SECTION 5.1 OF NATIONAL INSTRUMENT 31-102 *NATIONAL REGISTRATION DATABASE* (NRD), THIS [SPECIFY DOCUMENT] IS BEING SUBMITTED OTHER THAN THROUGH THE NRD WEBSITE UNDER A TEMPORARY HARDSHIP EXEMPTION.
- (6) If an NRD filer makes a submission other than through the NRD website under this section, the NRD filer must resubmit the information in NRD format as soon as practicable and in any event within 14 days after the unanticipated technical difficulties have been resolved.

9. Part 7 is repealed.

10. This Instrument comes into force on the day National Instrument 31-103 Registration Requirements and Exemptions comes into force.

Schedule D**COMPANION POLICY 31-102CP
NATIONAL REGISTRATION DATABASE****Part 1 PURPOSE**

The purpose of NI 31-102 is to establish requirements for the electronic submission of registration information through NRD. References in this policy to "we" mean the securities regulatory authority and regulator.

Part 2 PRODUCTION OF NRD FILINGS

The securities legislation of several jurisdictions contains a requirement to produce or make available an original or certified copy of information filed under the securities legislation. We consider that it may satisfy such a requirement in the case of information filed in NRD format by providing a printed copy or other output of the information in readable form that contains or is accompanied by a certification by the securities regulatory authority or regulator that the printed copy or output is a copy of the information filed in NRD format.

Part 3 DATE OF FILING

We think that information filed in NRD format is, for purposes of securities legislation, filed on the day that the transmission of the information to NRD is completed.

Part 4 OFFICIAL COPY OF NRD FILINGS

For purposes of securities legislation, securities directions or any other related purpose, we think that the official record of any information filed in NRD format by an NRD filer is the electronic information stored in NRD.

Part 5 AUTHORIZED FIRM REPRESENTATIVE AS AGENT

We think that when making an NRD submission an AFR is an agent of the firm or individual to whom the filing relates.

Part 6 ONGOING FIRM FILER REQUIREMENTS

We expect that firm filers will follow the processes set out in the NRD Use Guide to:

- (a) enrol with the NRD administrator;
- (b) keep their enrolment information current; and
- (c) keep their NRD account information current.

Part 7 COMMODITY FUTURES ACT SUBMISSIONS

In Ontario, if a person or company is required to make a submission under both NI 31-102 and OSC Rule 31-509 (*Commodity Futures Act*) with respect to the same information, the securities regulatory authority is of the view that a single filing on a form required under either rule satisfies both requirements.

NOTICE OF

NATIONAL POLICY 11-204

PROCESS FOR REGISTRATION IN MULTIPLE JURISDICTIONS

AND

AMENDMENTS TO

MULTILATERAL INSTRUMENT 11-102 *PASSPORT SYSTEM,*

COMPANION POLICY 11-102CP *PASSPORT SYSTEM,*

NATIONAL POLICY 11-202 *PROCESS FOR PROSPECTUS REVIEWS IN MULTIPLE*

JURISDICTIONS, AND

NATIONAL POLICY 11-203 *PROCESS FOR EXEMPTIVE RELIEF APPLICATIONS IN*

MULTIPLE JURISDICTIONS

Introduction — Passport/Interface System

Members of the Canadian Securities Administrators (CSA or we), other than the Ontario Securities Commission (OSC), (passport regulators) will implement the next phase of the passport system for registrants and amend phase II of passport for issuers effective on September 28, 2009 when National Instrument 31-103 *Registration Requirements and Exemptions* (NI 31-103) is implemented. Phase II of passport for issuers covers continuous disclosure, prospectuses and discretionary exemption applications. The amendments deal with issues that have arisen since implementation in March 2008.

All CSA members, including the OSC, will implement a new national policy setting out the processes for registration in multiple jurisdictions (NP 11-204) and amend the national policies for the filing and review of prospectuses (NP 11-202) and exemptive relief applications (NP 11-203). CSA members will also repeal National Instrument 31-101 *National Registration System* (NI 31-101) and its related policy and forms.

On December 19, 2008, CSA published a notice that the passport regulators intended to implement the passport for registrants and amend the passport for issuers and CSA intended to adopt NP 11-204 and amend NP 11-202 and NP 11-203. We are republishing the documents because we revised them to reflect the final versions of NI 31-103 and the various registration rules.

Passport system

The amendments to Multilateral Instrument 11-102 *Passport System* (MI 11-102) and Companion Policy 11-102CP *Passport System* (CP 11-102) are initiatives of the passport regulators.

Each of the passport regulators will make the amendments to MI 11-102 as a rule or regulation and will adopt the amendments to CP 11-102. The text of the amendments to MI 11-102 is set out in Schedule A. Appendix D to MI 11-102 as amended is in Schedule B and CP 11-102 as amended is in Schedule C.

MI 11-102 and CP 11-102 implement, in the main areas of securities regulation, a system that gives a market participant access to the capital markets in multiple jurisdictions by dealing only with its principal regulator and meeting the requirements of one set of harmonized laws. The amendments to MI 11-102 and CP 11-102 implement the next phase of the passport system for registrants and deal with issues that have arisen since the implementation of phase II of passport for issuers.

Although the OSC is not adopting MI 11-102 or the amendments to MI 11-102, it can be a principal regulator under the instrument, thereby giving market participants in Ontario access to the capital markets in passport jurisdictions by dealing only with the OSC.

National policy on the process for registration in multiple jurisdictions

NP 11-204 is an initiative of the CSA. Each member of the CSA will adopt NP 11-204. The text of NP 11-204 is in Schedule D.

NP 11-204 and the amendments to MI 11-102 replace NI 31-101 and its related policy and forms. Each CSA member will repeal:

- NI 31-101,
- Form 31-101F1 *Election to use NRS and Determination of Principal Regulator*, and
- Form 31-101F2 *Notice of Change*,

and will rescind

- National Policy 31-201 *National Registration System* (collectively, NRS)

An instrument repealing NI 31-101 is attached as Schedule E.

NP 11-204 sets out the procedures for a firm or individual to register in more than one jurisdiction. It includes an interface similar to NRS for registrants in passport jurisdictions to gain access to the Ontario market. Ontario registrants get direct access to passport jurisdictions under the amendments to MI 11-102.

Under MI 11-102 and NP 11-204, the principal regulator for a firm will usually be the regulator of the jurisdiction where the firm's head office is located and for an individual will be the regulator of the jurisdiction where the individual's working office is located. Firms and individuals that register in their principal jurisdiction through the Investment Industry Regulatory Organization of Canada will continue to do so.

Consequential amendments

All CSA members will also adopt consequential amendments to the following policies:

- NP 11-202
- NP 11-203

The text of the consequential amendments to NP 11-202 is in Schedule F and NP 11-203 as amended is in Schedule G.

In addition, consequential amendments related to passport are included in NI 31-103 and its companion policy and in the related amendments to National Instrument 31-102 *National Registration Database* (NI 31-102) and National Instrument 33-109 *Registration Information* (NI 33-109).

Local non-harmonized requirements and NRS

Most regulatory requirements for registrants will be harmonized through NI 31-103. However, registrants will be subject to a few additional local requirements that continue to exist in some jurisdictions. CP 11-102 includes a description of these requirements.

In addition, NI 31-103 transition provisions allow registrants to carry on their activities on the basis of the current capital and insurance requirements that apply in their principal jurisdiction under NRS. After the transition period, registrants must comply with the new, harmonized capital and insurance requirements in NI 31-103. NI 31-103 also harmonizes proficiency requirements across the country so applicants for registration no longer need an exemption from the proficiency requirements in non-principal jurisdictions. Please refer to NI 31-103 for further details.

Effective date and transition

A key foundation for the passport system is a set of nationally harmonized regulatory requirements consistently interpreted and applied throughout Canada. Implementation of passport for registrants depends on the adoption of NI 31-103. CSA members expect to implement consequential amendments to national and local rules when we adopt NI 31-103. In addition, governments in some jurisdictions will need to proclaim act amendments to harmonize registration requirements. We will implement the changes described in this notice on September 28, 2009 when we implement NI 31-103.

The amendments to MI 11-102 apply to an individual or firm seeking registration outside the principal jurisdiction on or after the effective date of NI 31-103. In addition, the amendments apply to an individual or firm that is registered in more than one jurisdiction on that date unless the individual or firm requests and obtains an exemption under section 4A.9(2) of MI 11-102.

The amendments to passport for issuers apply to prospectuses filed under National Instrument 71-101 *The Multijurisdictional Disclosure System* on or after September 28, 2009.

The amendments to MI 11-102 and CP 11-102 refer to rules (e.g., NI 31-103) and Act provisions that CSA expects to be in force on the effective date.

Background

CSA published the proposal to streamline the process for registration on July 18, 2008. All CSA members published NP 11-204 and the amendments to NP 11-202 and NP 11-203 and the repeal of NRS. In the same publication, the passport regulators published the amendments to MI 11-102 and CP 11-102.

On December 19, 2008, CSA published notice that we intended to implement the passport for registrants and amend the passport for issuers when we adopt NI 31-103. We also published a summary of the comments we received in response to the request for comments published in July 2008 and noted the CSA responses to comments.

CSA has now completed its work on NI 31-103, NI 31-102 and NI 33-109 and today, published advance notice that we intend to adopt these instruments. Since the December 2008 publication, we made only minor changes to the documents. We revised them to reflect the final versions of NI 31-103, NI 31-102 and NI 33-109 and the registration act amendments in each jurisdiction. We also renumbered the passport for registration in MI 11-102 as Part 4A instead of Part 6.

Questions

Please refer your questions to any of:

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Schedule D**National Policy 11-204**
Process for Registration in Multiple Jurisdictions

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National Policy 11-204
Process for Registration in Multiple Jurisdictions

PART 1 APPLICATION**1.1 Application**

This policy describes procedures for a firm or individual to register in more than one Canadian jurisdiction.

PART 2 DEFINITIONS**2.1 Definitions**

In this policy,

“IIROC” means the Investment Industry Regulatory Organization of Canada;

“interface registration” means a registration described in section 3.3 of this policy;

“MI 11-102” means Multilateral Instrument 11-102 *Passport System*;

“NI 31-102” means National Instrument 31-102 *National Registration Database*;

“NRD” has the same meaning as in NI 31-102;

“NRD submission” has the same meaning as in NI 31-102;

“OSC” means the regulator in Ontario;

“passport jurisdiction” means the jurisdiction of a passport regulator;

“passport registration” means a registration described in section 3.2 of this policy;

“passport regulator” means a regulator that has adopted MI 11-102;

“permitted individual” has the same meaning as in NI 33-109;

“regulator” means a securities regulatory authority or regulator; and

“SRO” means self-regulatory organization.

2.2 Further definitions

Terms used in this policy and that are defined in National Instrument 14-101 *Definitions*, MI 11-102 or Companion Policy 11-102CP *Passport System* have the same meanings as in those instruments and policy.

2.3 Interpretation

Unless the context indicates otherwise, a reference in this policy to a ‘regulator’, ‘principal regulator’, or the OSC is a reference to the SRO to whom the regulator, principal regulator, or OSC has delegated, assigned or authorized the performance of all or part of its registration function or to the relevant office of that SRO for the jurisdiction of the regulator or principal regulator.

PART 3 OVERVIEW AND PRINCIPAL REGULATOR**3.1 Overview**

This policy deals with a firm’s or individual’s registration in multiple jurisdictions in the following circumstances:

- (i) The firm or individual is seeking registration or is registered in the firm’s or individual’s principal jurisdiction (including Ontario) and the firm or individual seeks registration in another jurisdiction (excluding Ontario). This is a “passport registration.”

- (ii) The firm or individual is seeking registration or is registered in the firm's or individual's principal jurisdiction, the principal regulator is a passport regulator, and the firm or individual seeks registration in Ontario. This is an "interface registration."

3.2 Passport registration

Under MI 11-102, if a firm or individual seeks registration or is registered in the firm's or individual's principal jurisdiction (including Ontario) and seeks registration in another jurisdiction (excluding Ontario), the firm or individual makes a submission to register in the other jurisdiction. Only the principal regulator reviews the firm's or individual's submission and the firm or individual's sponsoring firm deals only with the firm's or individual's principal regulator. The principal regulator reviews the firm's or individual's submission to register in the other jurisdiction only to ensure that it is complete. The other regulator does not conduct a review of the firm or individual.

3.3 Interface registration

If a firm or individual seeks registration or is registered in the firm's or individual's principal jurisdiction, the principal regulator is a passport regulator, and the firm or individual seeks registration in Ontario, the firm or individual submits an application to register in Ontario. The principal regulator will review the firm's or individual's application to register in Ontario and the OSC will decide whether to opt in or opt out of the principal regulator's determination. The firm or the individual's sponsoring firm will generally deal only with the firm's or the individual's principal regulator.

3.4 Registration in passport jurisdictions and Ontario

If a firm or individual whose principal regulator is a passport regulator seeks registration in a non-principal passport jurisdiction and in Ontario, the firm or individual should refer to the processes for

- a passport registration, to register in the non-principal passport jurisdiction, and
- an interface registration, to register in Ontario.

3.5 Registration by SRO

In some jurisdictions, the regulator has delegated, assigned or authorized an SRO to perform all or part of its registration function. The SRO continues to perform these functions in the relevant jurisdictions for a passport registration or an interface registration under this policy. At the date of this policy, the following arrangements apply to registration of IIROC member firms and their representatives.

- (a) If Alberta, Saskatchewan, British Columbia or Newfoundland and Labrador is the principal jurisdiction of a firm or individual, the firm or the individual's sponsoring firm should deal with the office of IIROC, instead of the regulator, in or for that jurisdiction.
- (b) If Ontario or Québec is the principal jurisdiction of an individual, the individual's sponsoring firm should deal with the office of IIROC, instead of the regulator, in or for that jurisdiction in respect of the individual.

3.6 Principal regulator

(1) For purposes of a passport registration and an interface registration under this policy, the principal regulator of a firm or individual is identified in the same manner as in section 4A.1 of MI 11-102. This section summarizes section 4A.1 of MI 11-102 and provides guidance for identifying a firm's or individual's principal regulator. The regulator of any jurisdiction can be a principal regulator for registration under this policy.

If a firm or individual makes an application for exemptive relief from a requirement in Parts 3 and 12 of NI 31-103 or Part 2 of NI 33-109 in connection with an application for registration in the principal jurisdiction, the principal regulator for the application for exemptive relief is identified in the same manner as in section 4.4.1 of MI 11-102. If a firm or individual makes any other application for exemptive relief from a registration requirement, the principal regulator is identified in the same manner as in sections 4.1 to 4.4 of MI 11-102. If a firm or individual is not seeking the relief, or is seeking more than one item of relief and not all of the items of relief, in its principal jurisdiction, the principal regulator is identified in the same manner as in section 4.5 of MI 11-102. A firm or individual should refer to section 3.6 of NP 11-203 for further guidance on how to identify the principal regulator for exemptive relief application purposes.

(2) Subject to subsection (5) of this section and section 3.7 of this policy, the principal regulator of a firm is the regulator in the jurisdiction where the firm has its head office, unless the firm's head office is outside Canada. A firm identifies its head office in item 2.1 *Head office address* of Form 33-109F6 and this information is reflected on NRD.

(3) For greater certainty, a firm is a domestic firm if it is a legal entity and has a head office in Canada. For example, a Canadian subsidiary of a foreign firm is a domestic firm. A Canadian branch office of a foreign firm is not.

(4) Subject to subsection (7) of this section and section 3.7 of this policy, the principal regulator of an individual is the regulator in the jurisdiction where the individual has his or her working office, unless the individual's working office is outside Canada. The working office of a domestic individual is the office of the sponsoring firm where the individual does most of his or her business. A domestic individual identifies his or her working office in item 9 *Location of Employment* of Form 33-109F4 and this information is reflected on NRD.

(5) Subject to section 3.7 of this policy, if the head office of a firm is outside Canada, the principal regulator for the foreign firm is the regulator in the jurisdiction of Canada the firm identified as its principal jurisdiction in its most recently filed Form 33-109F5 or Form 33-109F6. These forms require a foreign firm to identify its principal jurisdiction in Canada. If the foreign firm is not registered in a jurisdiction of Canada or has not completed its first financial year since being registered, the principal jurisdiction is the jurisdiction of Canada in which the firm expects most of its clients to be resident at the end of its current financial year. In all other circumstances, it is the jurisdiction in which most of the firm's clients were resident at the end of its most recently completed financial year.

(6) Subject to section 3.7 of this policy, if the working office of an individual is outside Canada, the principal regulator of the foreign individual is the principal regulator of the individual's sponsoring firm.

(7) A firm should notify the regulator by providing the information about its head office or principal jurisdiction in Form 33-109F6 in accordance with NI 33-109 if

- in the case of a domestic firm, the firm changes the jurisdiction of its head office,
- in the case of a foreign firm, the jurisdiction in which most of the firm's clients were resident at the end of its most recently completed financial year changes.

NI 33-109 provides that the firm may make this submission to a non-principal regulator by giving it only to its principal regulator. A firm should refer to Appendix B of CP 33-109 for guidance on how to make this submission.

(9) In the event of a change in a domestic individual's working office, the individual should make the NRD Submission for a *Location of Employment Change* in accordance with NI 33-109.

(10) Under MI 11-102, a foreign firm registered in a non-principal passport jurisdiction before September 28, 2009 must submit the information required in item 2.2(b) of Form 33-109F6 by submitting a Form 33-109F5 on or before October 28, 2009. A foreign firm may make its submission to a non-principal passport regulator by giving it only to its principal regulator. Foreign firms should refer to Appendix B of CP 33-109 for guidance on how to make this submission.

(11) Under MI 11-102, the principal regulator for a foreign individual is the same as the principal regulator for the individual's sponsoring firm. For that reason, the foreign individual is not required to make a submission to identify the individual's principal regulator.

3.7 Discretionary change of principal regulator

(1) If a regulator thinks that the principal regulator identified under section 3.6 of this policy is inappropriate, the regulator will give the firm or individual written notice of the appropriate principal regulator for the firm or individual and the reasons for the change. The regulator specified in the notice will be the firm or individual's principal regulator as of the later of the date the firm or individual receives the notice and the effective date specified in the notice, if any. To streamline the process, the regulators will give the written notice relating to the principal regulator of an individual to the individual's sponsoring firm.

(2) Regulators do not generally expect changing the principal regulator for a domestic firm or domestic individual. Regulators anticipate changing the principal regulator for a foreign firm only in exceptional circumstances. Regulators may change the principal regulator for a foreign individual if the foreign individual is not registered in his or her sponsoring firm's principal jurisdiction or if the individual's principal regulator under this policy does not correspond to his or her principal regulator as shown on NRD. Regulators will give written notice of a change in principal regulator.

PART 4 GENERAL GUIDANCE FOR FIRMS AND INDIVIDUALS**4.1 Effect of submission**

(1) If an individual makes an NRD submission for the individual in relation to a passport registration or an interface registration in a non-principal jurisdiction, this has the effect of submitting the current information in the individual's entire Form 33-109F4 in the jurisdiction.

(2) Because firms do not file or submit their Form 33-109F6 on NRD, the form requires instead that the firm make a solemn declaration or affirmation that, among other things,

- the information provided on the form is true and complete, and
- with respect to a submission made in respect of a non-principal jurisdiction, at the date of the submission,
 - the firm has filed or submitted all information required to be filed or submitted in relation to the firm's registration in its principal jurisdiction,
 - the information is true and complete.

In addition, the form requires the firm to authorize its principal regulator to give each non-principal regulator access to any information the firm has filed or submitted to the principal regulator under securities legislation of the principal jurisdiction in relation to the firm's registration in that jurisdiction.

Should a regulator discover that a firm made a false declaration or affirmation, the regulator may take appropriate enforcement action against the firm.

4.2 Fees

(1) A firm or an individual must submit any required fees for the firm or the individual under applicable securities legislation in the principal jurisdiction and the non-principal passport jurisdiction when making the relevant submission. A submission is not considered complete unless the required fees are submitted under applicable securities legislation in relevant jurisdictions.

(2) A firm may pay the fee related to a submission by sending a cheque to the relevant regulator or submitting payment to each relevant regulator directly on NRD. A domestic individual must pay the fee related to a submission to each relevant regulator by submitting it on NRD. A foreign individual must pay the fee related to a submission by sending a cheque to the relevant regulator or submitting payment to each relevant regulator directly on NRD.

4.3 Firm submissions

A firm should refer to Appendix B of CP 33-109 for guidance on how to make a submission under section 5.2(1) to (3) or section 6.2(1) or (2) of this policy.

PART 5 PASSPORT REGISTRATION**5.1 Application**

(1) This part applies to a firm or individual seeking registration in any category (other than a firm seeking registration as a restricted dealer) in a non-principal passport jurisdiction. To register in a non-principal jurisdiction, a restricted dealer must apply directly to the non-principal passport regulator. This part applies to an individual seeking registration in a non-principal passport jurisdiction to act on behalf of a restricted dealer if the restricted dealer is registered as such in that jurisdiction and its principal jurisdiction.

(2) A firm seeking registration as a restricted dealer must complete the entire Form 33-109F6 and submit it, along with all supporting materials, in each jurisdiction where it seeks registration as such.

5.2 Filing of materials***For a firm***

(1) Under MI 11-102, a firm that seeks registration in a non-principal passport jurisdiction in a category for which the firm is registered or is concurrently seeking registration in its principal jurisdiction (including Ontario) should complete the entire Form 33-109F6 or the items of Form 33-109F6 specified in section 1.3 of the form for the firm's particular situation. The firm should

submit the F6 or relevant items together with any supporting materials. Making the submission to the principal regulator satisfies the firm's obligation under MI 11-102 to make the submission to the regulator in the non-principal passport jurisdiction.

For an individual

(2) Under MI 11-102, an individual who seeks registration in a non-principal passport jurisdiction in a category for which the individual is registered or is concurrently seeking registration in his or her principal jurisdiction (including Ontario) should submit a completed Form 33-109F4, or in some cases a completed Form 33-109F2, for the individual in accordance with NI 33-109.

(3) NI 33-109 requires a completed Form 33-109F4 or completed Form 33-109F2 to be submitted on NRD. NRD automatically submits the relevant form to the appropriate regulators. In some circumstances, it is not necessary to complete the entire form. For example, it is not necessary to complete the entire form for an individual to seek registration in the same category in an additional jurisdiction, to add or remove a category of registration, or to register in a category with an additional or a new sponsoring firm. In those circumstances, the relevant NRD submission indicates which items of the form to complete.

(4) Making an NRD submission under subsection (3) satisfies the individual's obligation under MI 11-102 to submit a completed Form 33-109F4.

Fees in non-principal jurisdiction

(5) Fees required for a firm or individual to register automatically in a non-principal passport jurisdiction under MI 11-102 are prescribed in the fee regulation of each jurisdiction. If the principal regulator refuses to register the firm or individual, the regulator in any non-principal passport jurisdiction in respect of which a submission was made will return the fees submitted in relation to the submission.

5.3 Registration

(1) NRD will record a firm's or an individual's category of registration in the principal jurisdiction, any T&C imposed by the principal regulator, and any exemption from Parts 3 and 12 of NI 31-103 or Part 2 of NI 33-109 granted by the principal regulator.

(2) Under MI 11-102, a firm or individual that is registered in a category in the firm's or individual's principal jurisdiction is automatically registered in a non-principal passport jurisdiction in the same category as in the firm's or the individual's principal jurisdiction if the firm or individual submitted the relevant completed NI 33-109 form and is a member or approved person of an SRO if that is required for that category of registration.

For a mutual fund dealer based in Québec, the SRO condition means that the firm must be a member of the Mutual Fund Dealers Association of Canada (MFDA) before it can register in another jurisdiction. However, this condition does not apply if the firm has an exemption in the local jurisdiction from the requirement to be a member of the MFDA.

For a representative of a mutual fund dealer or scholarship plan dealer whose working office is outside Québec, the SRO condition means that he or she must be a member of the Chambre de la sécurité financière before he or she can become registered in Québec. This condition does not apply if the individual has an exemption in Québec from the requirement to be a member of the Chambre.

For a representative of a mutual fund dealer whose working office is in Québec, the SRO conditions means that he or she must be an approved person of the MFDA before he or she can become registered outside of Québec. This condition does not apply if the individual has an exemption in the relevant jurisdiction from the requirement to be an approved person of the MFDA.

If a firm or individual is registered in the same category in the principal jurisdiction and in the non-principal passport jurisdiction, MI 11-102 provides that a T&C imposed on the registration in the principal jurisdiction applies as if it were imposed in the non-principal passport jurisdiction. The T&C applies until the earlier of the date that the regulator that imposed it cancels or revokes it, or the T&C expires.

(3) NRD will record for each non-principal passport jurisdiction in respect of which the firm or individual made the relevant submission

- the firm's or the individual's automatic registration in the same category as in the principal jurisdiction,
- any T&C imposed by the principal regulator that applies automatically to the firm or individual in the non-principal jurisdiction, and

- any exemption from Parts 3 and 12 of NI 31-103 or Part 2 of NI 33-109 granted by the principal regulator that applies automatically in the non-principal jurisdiction.

If a firm or individual made the relevant submission to register concurrently in the principal jurisdiction and one or more non-principal passport jurisdictions, NRD will show the same registration date in the principal jurisdiction and the non-principal passport jurisdiction(s).

If a firm or individual is already registered in the principal jurisdiction when the firm or individual makes the relevant submission in respect of a non-principal jurisdiction, NRD will show the date the submission is made in respect of the non-principal passport jurisdiction as the registration date in the non-principal passport jurisdiction for an individual. For a firm, NRD may show a different registration date in the non-principal passport jurisdiction. If that is the case, the registration date in the non-principal passport jurisdiction is the date on which the relevant submission was made in respect of the non-principal passport jurisdiction. The principal regulator will confirm the firm's registration date in the non-principal passport jurisdiction outside NRD.

(4) The principal regulator may grant or have granted a discretionary exemption application from a requirement of Parts 3 and 12 of NI 31-103 or Part 2 of NI 33-109 in connection with an application to register in the principal jurisdiction. In that case, the exemption applies automatically in the non-principal passport jurisdiction in which the firm or individual is registered automatically under MI 11-102 if certain conditions are met. The conditions are set out section 4.7 of MI 11-102. Among other things, section 4.7(1)(c) of MI 11-102 requires the applicant to give notice of intention to rely on the exemption in the non-principal jurisdiction.

PART 6 INTERFACE REGISTRATION

6.1 Application

(1) This part applies to a firm or an individual seeking registration in any category (other than a firm seeking registration as a restricted dealer) in Ontario when Ontario is a non-principal jurisdiction. To register in Ontario, a restricted dealer must apply directly to the OSC. This part applies to an individual seeking registration in Ontario to act on behalf of a restricted dealer if the restricted dealer is registered as such in Ontario and its principal jurisdiction.

(2) A firm seeking registration as a restricted dealer in Ontario must complete the entire Form 33-109F6 and submit it, along with all supporting materials, directly to the OSC whether Ontario is the firm's principal jurisdiction or non-principal jurisdiction.

6.2 Filing materials

For a firm

(1) If a firm seeks registration in Ontario in a category for which it is concurrently seeking registration in its principal jurisdiction, the firm should complete the entire Form 33-109F6 and submit it to its principal regulator and the OSC. Supporting materials that are required under Form 33-109F6 may be submitted to the OSC by giving them to the principal regulator.

(2) If a firm is registered in a category in its principal jurisdiction and subsequently seeks registration in the same category in Ontario, the firm should complete the items of Form 33-109F6 specified in section 1.3 of the form and submit the form to the principal regulator and the OSC.

Supporting materials that are required under Form 33-109F6 may be submitted to the OSC by giving them to the principal regulator.

(3) If a firm seeks to add a category in its principal jurisdiction and in Ontario, the firm must complete the items of Form 33-109F6 specified in section 1.3 of the form and submit the form to its principal regulator and the OSC.

Supporting materials that are required under Form 33-109F6 may be submitted to the OSC by giving them to the principal regulator.

For an individual

(4) Under NI 33-109, an individual who seeks registration is required to submit a completed Form 33-109F4, or in some cases a completed Form 33-109F2, through NRD. NRD automatically submits the relevant form to the appropriate regulators. In some circumstances, it is not necessary to complete the entire form. For example, it is not necessary to complete the entire form for an individual to seek registration in the same category in an additional jurisdiction, to add or remove a category of registration, or to register in a category with an additional or a new sponsoring firm. In those circumstances, the relevant NRD submission indicates which items of the form to complete.

(5) Making an NRD submission under subsection (4) satisfies the individual's obligation to submit a completed Form 33-109F4.

6.3 Decision-making process

(1) If a firm or individual seeks registration in the principal jurisdiction and in Ontario, the firm or the individual's sponsoring firm will generally deal only with the principal regulator.

(2) The principal regulator will submit to the OSC (or the Ontario office of IIROC, for an individual seeking registration as a representative of an investment dealer) an interface document containing its proposed determination. The OSC will advise the principal regulator whether it opts in to, or opts out of, the principal regulator's proposed determination generally within one business day from receiving the interface document. The Ontario office of IIROC will generally do this within one business day from receiving the interface document.

(3) The OSC may impose a local T&C on a firm's or an individual's registration without opting out.

(4) If the OSC opts out, it will give the principal regulator written reasons for its decision and the principal regulator will forward the reasons to the firm or the individual's sponsoring firm and use its best efforts to resolve the opt-out issues with the firm or the sponsoring firm of the individual and the OSC.

(5) If the principal regulator is able to resolve the OSC's opt-out issues with the firm or the individual's sponsoring firm before NRD shows the firm or individual as being registered in the principal jurisdiction, the OSC may opt back into the interface registration. In that case, the OSC will notify the principal regulator and the firm or the individual's sponsoring firm that it has opted back in. If the principal regulator is unable to resolve the OSC's opt-out issues, the firm or individual's sponsoring firm should deal with the OSC directly to resolve them.

6.4 Decision

(1) NRD will record a firm or individual's category of registration in the principal jurisdiction, any T&C that applies in the principal jurisdiction, and any exemption from Part 4 of NI 31-103 or Part 2 of NI 33-109 granted by the principal regulator. If the OSC opts in, NRD will also record that the firm or individual is registered in the same category in Ontario, including the date when the registration takes effect, and that the OSC has adopted the same T&C and granted the same exemption from Divisions 1 and 2 of Part 3 and Part 12 of NI 31-103 [or Part 2 of NI 33-109] as the principal regulator.

(2) If the OSC imposes a local T&C on a firm's or an individual's registration, NRD will also record any T&C applicable in Ontario only.

6.5 Opportunity to be heard

(1) If the principal regulator of a firm or an individual that seeks registration in the principal jurisdiction and, concurrently, in Ontario is not prepared to grant registration or is prepared to grant registration with a T&C, the principal regulator will

- send the firm or the individual's sponsoring firm a copy of the principal regulator's proposed T&C, if applicable, and
- notify the firm or the individual's sponsoring firm that it has the right to request an opportunity to be heard from the principal regulator.

If the OSC opts in to the determination of the principal regulator to refuse registration or impose a T&C, the principal regulator will forward to the firm or the individual's sponsoring firm the OSC's notification that the firm or individual has the right to request an opportunity to be heard from the OSC.

(2) If a firm or individual exercises the right to request an opportunity to be heard from the principal regulator or from the principal regulator and the OSC, the principal regulator will notify the OSC.

(3) If the firm or the individual's sponsoring firm also requests an opportunity to be heard in Ontario, the principal regulator and the OSC will decide whether to provide an opportunity to be heard separately, jointly or concurrently. After the firm or individual had an opportunity to be heard and the principal regulator makes a decision, the principal regulator will send to the OSC a new interface document setting out its proposed determination, if applicable.

(4) If a firm or individual is registered in the principal jurisdiction and, subsequently, applies to register in Ontario, and the OSC decides to refuse registration or impose a local T&C, the OSC will send the principal regulator for the firm or the individual

- a copy of the T&C, if applicable, and
- the OSC's notification that the firm or individual has the right to request an opportunity to be heard in Ontario.

The principal regulator will forward these documents to the firm or individual's sponsoring firm. Thereafter, the firm or individual will deal directly with the OSC.

Schedule E

Repeal of National Instrument 31-101 *National Registration System*

1. *This Instrument repeals National Instrument 31-101 National Registration System.*
2. *This Instrument comes into force on September 28, 2009.*

Schedule F**Amendments to
National Policy 11-202 Process for Prospectus Reviews in Multiple Jurisdictions**

- 1** *This Instrument amends National Policy 11-202 Process for Prospectus Reviews in Multiple Jurisdictions.*
- 2** *Section 4.1 is amended by striking out “under this policy” and substituting “under this policy and MI 11-102”.*
- 3** *Section 7.1(1) is amended by striking out the last sentence and substituting “To assist filers, the principal regulator will list in its receipt the passport jurisdictions where the prospectus has been filed under MI 11-102 and indicate that a receipt is deemed to be issued in each of those jurisdictions, if the conditions of MI 11-102 have been satisfied.”.*
- 4** *Section 7.1 is amended by adding the following:*
 - (3) If a pro forma prospectus or an amended and restated preliminary prospectus is filed in the principal jurisdiction and a preliminary prospectus is filed in a non-principal jurisdiction, the principal regulator will issue a document that evidences that the regulator in the non-principal jurisdiction issued a receipt for the preliminary prospectus.
- 5** *These amendments come into effect on September 28, 2009.*

Schedule G
National Policy 11-203***Process for Exemptive Relief Applications in Multiple Jurisdictions***

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Form of decision for passport application

Annex B

Form of decision for a dual application

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Form of decision for hybrid application

National Policy 11-203
Process for Exemptive Relief Applications in Multiple Jurisdictions

PART 1 APPLICATION

1.1 Application – This policy describes the process for the filing and review of an application for exemptive relief in more than one Canadian jurisdiction.

PART 2 DEFINITIONS

2.1 Definitions – In this policy

“AMF” means the regulator in Québec;

“application” means a request for exemptive relief other than a pre-filing or waiver application as those terms are defined in NP 11-202;

“coordinated review” means the review under this policy of a coordinated review application;

“coordinated review application” means an application described in section 3.4 of this policy;

~~“coordinated review” means the review under this policy of a coordinated review application;~~

“CP 11-102” means Companion Policy 11-102CP *Passport System* to MI 11-102;

“dual application” means an application described in section 3.3 of this policy;

“dual review” means the review under this policy of a dual application;

“exemption” means any discretionary exemption to which Part 4 of MI 11-102 applies;

“exemptive relief” means any approval, decision, declaration, designation, determination, exemption, extension, order, ruling, permission, recognition, revocation, waiver or other relief sought under securities legislation or securities directions;

“filer” means

- (a) a person or company filing an application, or
- (b) an agent of a person or company referred to in paragraph (a);

“hybrid application” means an application comprised of both

- (a) a passport application or dual application, and
- (b) a coordinated review application;

“MI 11-102” means Multilateral Instrument 11-102 *Passport System*;

“notified passport jurisdiction” means a passport jurisdiction for which a filer gave the notice referred to in section 4.7(1)(c) of MI 11-102

“NP 11-202” means National Policy 11-202 *Process for Prospectus Reviews in Multiple Jurisdictions*;

“NP 11-204” means National Policy 11-204 *Process for Registration in Multiple Jurisdictions*;

“OSC” means the regulator in Ontario;

“passport application” means an application described in section 3.2 of this policy;

“passport jurisdiction” means the jurisdiction of a passport regulator;

“passport regulator” means a regulator that has adopted MI 11-102;

“pre-filing” means a consultation with the principal regulator for an application, initiated before the filing of the application, regarding the interpretation of securities legislation or securities directions or their application to a particular transaction or matter or proposed transaction or matter; and

“regulator” means a securities regulatory authority or regulator.

2.2 Further definitions – Terms used in this policy that are defined in MI 11-102 or National Instrument 14-101 *Definitions* have the same meanings as in those instruments.

PART 3 OVERVIEW, PRINCIPAL REGULATOR AND GENERAL GUIDELINES

3.1 Overview – This policy applies to any application for exemptive relief in multiple jurisdictions. These are the possible types of applications:

- (a) The principal regulator is a passport regulator and the filer does not seek an exemption in Ontario. This is a “passport application.”
- (b) The principal regulator is the OSC and the filer also seeks an exemption in a passport jurisdiction. This is also a “passport application.”
- (c) The principal regulator is a passport regulator and the filer also seeks an exemption in Ontario. This is a “dual application.”
- (d) An application for any type of exemptive relief not covered by Part 4 of MI 11-102. This is a “coordinated review application.”

3.2 Passport application

(1) If the principal regulator is a passport regulator and the filer does not seek an exemption in Ontario, the filer files the application only with, and pays fees only to, the principal regulator. Only the principal regulator reviews the application. The principal regulator’s decision to grant an exemption automatically results in an equivalent exemption in the notified passport jurisdictions.

(2) If the principal regulator is the OSC and the filer also seeks an equivalent exemption in a passport jurisdiction, the filer files the application only with, and pays fees only to, the OSC. Only the OSC reviews the application. The OSC’s decision to grant the exemption automatically results in an equivalent exemption in the notified passport jurisdictions.

3.3 Dual application – If the principal regulator is a passport regulator and the filer also seeks an exemption in Ontario, the filer files the application with, and pays fees to, both the principal regulator and the OSC. The principal regulator reviews the application and the OSC, as a non-principal regulator, coordinates its review with the principal regulator. The principal regulator’s decision to grant the exemption automatically results in an equivalent exemption in the notified passport jurisdictions and, if the OSC has made the same decision as the principal regulator, evidences the decision of the OSC.

3.4 Coordinated review application – If the application is outside the scope of MI 11-102 (see section 4.1 of CP 11-102 for details on the types of applications that fall outside the scope of MI 11-102), the filer files the application and pays fees in each jurisdiction where the exemptive relief is required. The principal regulator reviews the application, and each non-principal regulator coordinates its review with the principal regulator. The decision of the principal regulator to grant exemptive relief evidences the decision of each non-principal regulator that has made the same decision as the principal regulator.

3.5 Hybrid applications – The processes and outcomes applicable to a passport application, dual application or a coordinated review application under this policy also apply to a hybrid application. For a hybrid application, the filer should follow the processes for both a coordinated review application and either a passport application or dual application, as appropriate.

3.6 Principal regulator

(1) For any application under this policy, the principal regulator is identified in the same manner as in sections 4.1 to 4.5 of MI 11-102. This section summarizes sections 4.1 to 4.5 of MI 11-102 and provides guidance on identifying the principal regulator for an application under this policy.

(2) For the purpose of this section, a specified jurisdiction is one of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, New Brunswick or Nova Scotia.

(3) Except as provided in subsections (4) to (8) of this section and in section 3.7 of this policy, the principal regulator for an exemptive relief application is

- (a) for an application made for an investment fund, the regulator of the jurisdiction in which the investment fund manager's head office is located; or
- (b) for an application made for a person or company other than an investment fund, the regulator of the jurisdiction in which the person or company's head office is located.

(4) ~~For~~Except as provided in subsection (6) to (9) of this section and in section 3.7 of this policy, the principal regulator for an application for exemptive relief from a provision of securities legislation related to insider reporting, the principal regulator is the regulator in the jurisdiction in which the head office of the reporting issuer, not the insider, is located.

(5) ~~For~~Except as provided in subsection (6) to (9) of this section and in section 3.7 of this policy, the principal regulator for an application for exemptive relief from a provision of securities legislation related to take-over bids, the principal regulator is the regulator in the jurisdiction in which the head office of the issuer whose securities are subject to the take-over bid, not the person or company that is making the take-over bid, is located.

(6) ~~If~~Except as provided in subsections (7), (8) and (9) of this section and section 3.7 of this policy, if the jurisdiction identified under subsection (3), (4) or (5) is not a specified jurisdiction, the principal regulator for the application is the regulator of the specified jurisdiction with which

- (a) in the case of an application for exemptive relief from a provision of securities legislation related to insider reporting, the reporting issuer has the most significant connection,
- (b) in the case of an application for exemptive relief from a provision of securities legislation related to take-over bids, the issuer whose securities are subject to the take-over bid has the most significant connection, or
- (c) in any other case, the person or company or, in the case of an investment fund, the investment fund manager, has the most significant connection.

(7) Except as provided in subsections (8) and (9) of this section and section 3.7 of this policy, if a firm or individual makes an application for exemptive relief from a requirement in Parts 3 and 12 of NI 31-103 or Part 2 of NI 33-109 in connection with an application for registration in the principal jurisdiction, the principal regulator for the exemptive relief application is the principal regulator as determined under section 3.6 of NP 11-204. Under section 3.6 of NP 11-204 the securities regulatory authority or regulator of any jurisdiction can be a principal regulator.

(8) ~~Except as provided in subsection (8)9) of this section, and section 3.7 of this policy,~~ if a person or company is not seeking exemptive relief in the jurisdiction of the principal regulator, as determined under subsections (3), (4), (5), (6) or (7), the principal regulator for the application is the regulator in the specified jurisdiction

- (a) in which the person or company is seeking exemptive relief, and
- (b) with which
 - (i) in the case of an application for exemptive relief from a provision of securities legislation related to insider reporting, the reporting issuer has the most significant connection,
 - (ii) in the case of an application for exemptive relief from a provision of securities legislation related to take-over bids, the issuer whose securities are subject to the take-over bid has the most significant connection, or
 - (iii) in any other case, the person or company or, in the case of an investment fund, the investment fund manager, has the most significant connection.

~~(8) 9)~~ Except as provided in section 3.7 of this policy, if at any one time a person or company is seeking more than one item of exemptive relief and not all of the exemptive relief is needed in the jurisdiction of the principal regulator, as determined under subsection (3), (4), (5), (6), (7) or (8), the person or company may make an application to the regulator in the specified jurisdiction

- (a) in which the person or company is seeking all of the exemptive relief, and
- (b) with which
 - (i) in the case of an application for exemptive relief from a provision of securities legislation related to insider reporting, the reporting issuer has the most significant connection,
 - (ii) in the case of an application for exemptive relief from a provision of securities legislation related to take-over bids, the issuer whose securities are subject to the take-over bid has the most significant connection, or
 - (iii) in any other case, the person or company or, in the case of an investment fund, the investment fund manager, has the most significant connection.

That regulator will be the principal regulator for the application.

(910) The factors a filer should consider in identifying the principal regulator for the application based on the most significant connection test are, in order of influential weight:

- (a) location of reporting issuer status or registration status,
- (b) location of management,
- (c) location of assets and operations,
- (d) location of majority of security holders or clients, and
- (e) location of trading market or quotation system in Canada.

3.7 Discretionary change in principal regulator

(1) If the principal regulator identified under section 3.6 of this policy thinks it is not the appropriate principal regulator, it will first consult with the filer and the appropriate regulator and then give the filer a written notice of the new principal regulator and the reasons for the change.

- (2) A filer may request a discretionary change of principal regulator for an application if
 - (a) the filer believes the principal regulator identified under section 3.6 of this policy is not the appropriate principal regulator,
 - (b) the location of the head office changes over the course of the application,
 - (c) the most significant connection to a specified jurisdiction changes over the course of the application, or
 - (d) the filer withdraws its application in the principal jurisdiction because no exemptive relief is required in that jurisdiction.
- (3) Regulators do not anticipate changing a principal regulator except in exceptional circumstances.
- (4) A filer should submit a written request for a change in principal regulator to its current principal regulator and include the reasons for requesting the change.

3.8 General guidelines

- (1) A filer should identify the exemptive relief that is appropriate and necessary in the principal jurisdiction and each non-principal jurisdiction to which the filer applies or for which it gives notice under section 4.7(1)(c) of MI 11-102.
- (2) The terms, conditions, restrictions and requirements of a decision will reflect the securities legislation and securities directions of the principal jurisdiction.
- (3) A decision will generally provide exemptive relief for the entire transaction or matter that is the subject of the application to ensure the transaction or matter gets uniform treatment in all jurisdictions. This means that, if the transaction or matter is

comprised of a series of trades, the decision will generally exempt all the trades in the series and the filer will not rely on statutory exemptions for some trades and on the decision for others.

(4) The regulators are not prepared to extend the availability of a non-harmonized exemption set out in National Instrument 45-106 *Prospectus and Registration Exemptions* (NI 45-106) to a non-principal jurisdiction where the non-harmonized exemption is not available under that rule. If a filer makes a passport application or a dual application that would have that effect, the principal regulator will request that the filer provide a representation that no person or company will rely on the exemption in that non-principal jurisdiction. For example, jurisdictions have adopted two types of offering memorandum exemptions under NI 45-106. A principal regulator would not grant an exemption that would have the effect of allowing the use of a type of offering memorandum exemption that is not available under NI 45-106 in a non-principal jurisdiction, unless the filer gave a representation that no person or company would offer the securities relying on that type of offering memorandum exemption in the non-principal jurisdiction.

(5) Regulators will generally send communications to filers by e-mail or facsimile.

PART 4 PRE-FILINGS

4.1 General

(1) A filer should submit a pre-filing sufficiently in advance of an application to avoid any delays in the issuance of a decision on the application.

(2) The principal regulator will treat the pre-filing as confidential except that it:

- (a) may provide copies or a description of the pre-filing to other regulators for discussion purposes if the pre-filing involves a novel and substantive issue or raises a novel policy concern, and
- (b) may have to release the pre-filing under freedom of information and protection of privacy legislation.

4.2 Procedure for passport application pre-filing – A filer should submit a pre-filing for a passport application by letter to the principal regulator and should

- (a) identify in the pre-filing the principal regulator for the application and each passport jurisdiction for which the filer intends to give the notice referred to in section 4.7(1)(c) of MI 11-102, and
- (b) submit the pre-filing to the principal regulator only.

4.3 Procedure for dual application pre-filing

(1) A filer submitting a pre-filing for a dual application should identify in the pre-filing the principal regulator, each passport jurisdiction for which the filer intends to give the notice referred to in section 4.7(1)(c) of MI 11-102, and Ontario.

(2) The filer should submit the pre-filing only to the principal regulator. If the pre-filing is routine, the filer will deal only with the principal regulator to resolve the pre-filing.

(3) If the principal regulator determines that a pre-filing submitted as a routine pre-filing involves a novel and substantive issue or raises a novel policy concern, it will advise the filer and direct the filer to submit the pre-filing to the OSC.

(4) If it is apparent to the filer that a pre-filing involves a novel and substantive issue or raises a novel policy concern, the filer may accelerate this process by submitting the pre-filing to both the principal regulator and the OSC.

(5) If a pre-filing involves a novel and substantive issue or raises a novel policy concern, the principal regulator will arrange with the OSC to discuss it within seven business days, or as soon as practicable after the OSC receives the pre-filing.

4.4 Procedure for coordinated review application pre-filing

(1) A filer submitting a pre-filing for a coordinated review application should identify in the pre-filing the principal regulator and all non-principal jurisdictions where the filer intends to file the application.

(2) The filer should submit the pre-filing only to the principal regulator. If the pre-filing is routine, the filer will deal only with the principal regulator to resolve the pre-filing.

(3) If the principal regulator determines that a pre-filing submitted as a routine pre-filing involves a novel and substantive issue or raises a novel policy concern, it will advise the filer and direct the filer to submit the pre-filing to each non-principal regulator.

(4) If it is apparent to the filer that a pre-filing involves a novel and substantive issue or raises a novel policy concern, the filer may accelerate this process by submitting the pre-filing to the principal regulator and each non-principal regulator with whom the filer intends to file the application.

(5) If a pre-filing involves a novel and substantive issue or raises a novel policy concern, the principal regulator will arrange with the non-principal regulators to discuss the pre-filing within seven business days, or as soon as practicable after all non-principal regulators receive the pre-filing.

4.5 Disclosure in related application – The filer should include in the application that follows a pre-filing,

- (a) a description of the subject matter of the pre-filing and the approach taken by the principal regulator, and
- (b) any alternative approach proposed by a non-principal regulator that was involved in discussions and that disagreed with the principal regulator.

PART 5 FILING MATERIALS

5.1 Election to file under this policy and identification of principal regulator – In its application, the filer should indicate whether it is filing a passport application, dual application, coordinated review application or hybrid application under this policy and identify the principal regulator for the application. If submitting a hybrid application, the filer should indicate whether it includes a passport application or a dual application.

5.2 Materials to be filed with application

(1) For a passport application, the filer should remit to the principal regulator the fees payable under the securities legislation of the principal regulator, and file the following materials with the principal regulator only:

- (a) a written application drafted in accordance with the procedures of the principal regulator as to format and content in which the filer:
 - (i) states the basis for identifying the principal regulator under section 3.6 of this policy,
 - (ii) identifies whether another application in connection with the same transaction or matter has been filed in one or more jurisdictions, the reasons for that application, and the principal regulator for that application,
 - (iii) sets out, for any related pre-filing, the information referred to in section 4.5 of this policy,
 - (iv) sets out, under separate headings, each provision of securities legislation listed in Appendix D of MI 11-102 below the name of the principal jurisdiction from which the filer and other relevant party seek an exemption,
 - (v) gives notice of the non-principal passport jurisdictions for which section 4.7(1) of MI 11-102 is intended to be relied upon for each equivalent provision of the local jurisdiction,
 - (vi) sets out any request for confidentiality,
 - (vii) sets out references to previous decisions of the principal regulator or other regulators that would support granting the exemption, or indicates that the exemption sought is novel and has not been previously granted;
 - (viii) includes a verification statement that authorizes the filing of the application and confirms the truth of the facts in the application; and
 - (ix) states that the filer and other relevant party is not in default of securities legislation in any jurisdiction or, if the filer is in default, the nature of the default;
- (b) supporting materials; and

- (c) a draft form of decision with terms, conditions, restrictions or requirements, including
 - (i) a representation stating that the filer and other relevant party are not in default of securities legislation in any jurisdiction or, if the filer or other relevant party is in default, the nature of the default; and
 - (ii) resale restrictions, if applicable, based on the securities legislation and securities directions of the principal jurisdiction.

(2) For a dual application, the filer should remit the fees payable under the securities legislation of the principal regulator and the OSC to each of them, as appropriate, and file the following materials with both the principal regulator and the OSC:

- (a) a written application drafted in accordance with the procedures of the principal regulator as to format and content in which the filer:
 - (i) states the basis for identifying the principal regulator under section 3.6 of this policy,
 - (ii) identifies whether another application in connection with the same transaction or matter has been filed in one or more jurisdictions, the reasons for the application, and the principal regulator for that application,
 - (iii) sets out, for any related pre-filing, the information referred to in section 4.5 of this policy,
 - (iv) sets out, under separate headings, each provision of securities legislation listed in Appendix D of MI 11-102 below the name of the principal jurisdiction from which the filer and other relevant party seek an exemption, the relevant provisions of securities legislation in Ontario and an analysis of any differences between the applicable provisions in the principal jurisdiction and Ontario,
 - (v) gives notice of the non-principal passport jurisdictions for which section 4.7(1) of MI 11-102 is intended to be relied upon for each equivalent provision of the local jurisdiction,
 - (vi) sets out any request for confidentiality,
 - (vii) sets out any request to shorten the review period (see section 6.2(3) of this policy) or the opt-out period (see section 7.2(4) of this policy) and provides supporting reasons,
 - (viii) sets out references to previous decisions of the principal regulator or other regulators that would support granting the exemption, or indicates that the exemption sought is novel and has not been previously granted;
 - (ix) includes a verification statement that authorizes the filing of the application and confirms the truth of the facts in the application; and
 - (x) states that the filer and any relevant party are not in default of securities legislation in any jurisdiction or, if the filer or other relevant party is in default, the nature of the default;
- (b) supporting materials; and
- (c) a draft form of decision with terms, conditions, restrictions or requirements, including
 - (i) a representation stating that the filer and other relevant party are not in default of securities legislation in any jurisdiction or if the filer or relevant party is in default, the nature of the default; and
 - (ii) resale restrictions, if applicable, based on the securities legislation and securities directions of the principal jurisdiction.

(3) For a coordinated review application, the filer should remit the fees payable under the securities legislation of the principal regulator and each non-principal regulator from whom the filer or other relevant parties seek exemptive relief to each of them, as appropriate, and file the following materials with the principal regulator and each of the non-principal regulators:

- (a) a written application drafted in accordance with the procedures of the principal regulator as to format and content in which the filer:
 - (i) states the basis for identifying the principal regulator section 3.6 of this policy,
 - (ii) identifies whether another application in connection with the same transaction or matter has been filed in one or more jurisdictions, the reasons for the application, and the principal regulator for that application,
 - (iii) sets out, for any related pre-filing, the information referred to in section 4.5 of this policy,
 - (iv) sets out, under separate headings, each provision of securities legislation in the principal jurisdiction from which the filer and other relevant party are seeking exemptive relief, the relevant provisions of securities legislation in each non-principal jurisdiction, and an analysis of any differences between the applicable provisions in the principal jurisdiction and each non-principal jurisdiction,
 - (v) sets out any request for confidentiality,
 - (vi) sets out any request to shorten the review period (see section 6.2(3) of this policy) or the opt-out period (see section 7.2(4) of this policy) and provides supporting reasons,
 - (vii) sets out references to previous decisions of the principal regulator or other regulators that would support granting the exemptive relief, or indicates that the exemptive relief sought is novel and has not been previously granted;
 - (viii) includes a verification statement that authorizes the filing of the application and confirms the truth of the facts in the application; and
 - (ix) states that the filer and any other relevant party are not in default of securities legislation in any jurisdiction or if the filer or other relevant party is in default, the nature of the default;
- (b) supporting materials; and
- (c) a draft form of decision with terms, conditions, restrictions or requirements, including
 - (i) a representation stating that the filer and any other relevant party are not in default of securities legislation in any jurisdiction or if the filer or other relevant party is in default, the nature of the default; and
 - (ii) resale restrictions, if applicable, based on the securities legislation and securities directions of the principal jurisdiction.

(4) For a hybrid application, the filer should pay the fees, file the application with each regulator and, for each type of application, set out the exemption or exemptive relief sought and submit the relevant information and materials, all as described in this section.

(5) A filer should file an application sufficiently in advance of any deadline to ensure that staff have a reasonable opportunity to complete the review and make recommendations for a decision.

(6) A filer making a passport application or a dual application should identify in the application all the exemptions required and give the required notice for all the passport jurisdictions for which section 4.7(1) of MI 11-102 is intended to be relied upon. The notice given under subsection (1)(a)(v) or (2)(a)(v) above satisfies the notice requirement of section 4.7(1)(c) of MI 11-102.

(7) A filer seeking exemptive relief in Québec should file a French language version of the draft decision when the AMF is acting as principal regulator.

5.3 Materials to be filed to make an exemption available in an additional passport jurisdiction under sections 4.7 and 4.8 of MI 11-102

(1) Under section 4.7(1) of MI 11-102, an exemption from a provision of securities legislation listed in Appendix D of that Instrument granted by the principal regulator under a passport application or dual application can become available in a non-principal passport jurisdiction for which the filer did not give the notice referred to in section 5.2(1)(a)(v) or 5.2(2)(a)(v) of this

policy in the initial application if certain conditions are met. One of the conditions is that the filer give the notice under section 4.7(1)(c) of MI 11-102 for the additional non-principal passport jurisdiction.

(2) Under section 4.8(1) of MI 11-102, an exemption from a provision of securities legislation that is now listed in Appendix D of that Instrument and that was granted before March 17, 2008 by the regulator in a specified jurisdiction, as defined in that section, can also become available in a non-principal passport jurisdiction if certain conditions are met. One of the conditions is that the filer gives the notice under section 4.8(1)(c) of MI 11-102 for the non-principal passport jurisdiction. Under section 4.8(3), the filer is not required to give this notice if the exemption relates to a CD requirement, as defined in Multilateral Instrument 11-101 *Principal Regulator System*, that is now listed in Appendix D of MI 11-102 and other conditions are met. For more guidance on section 4.8(1) of MI 11-102, refer to section 9.3 of this policy and section 4.5 of CP 11-102.

(3) For greater certainty, a filer may not rely on section 4.7 or 4.8 of MI 11-102 to obtain an automatic exemption from a provision of Ontario's securities legislation listed in Appendix D of MI 11-102. A filer may rely on section 4.7 and 4.8 of MI 11-102 only in a passport jurisdiction.

(4) The filer should give the notice referred to in subsection (1) to the principal regulator for the initial application and the notice referred to in subsection (2) to the regulator that would be the principal regulator under Part 4 of MI 11-102 if an application were to be made under that Part at the time the notice is given. The notice should

- (a) list each relevant non-principal passport jurisdiction for which notice is given that section 4.7(1) or 4.8(1) of MI 11-102 is intended to be relied upon,
- (b) include the date of the decision of
 - (i) the principal regulator for the initial application, if the notice is given under section 4.7(1)(c) of MI 11-102, or
 - (ii) the regulator of the specified jurisdiction that granted the application, if the notice is given under section 4.8(1)(c) of MI 11-102,
- (c) include the citation for the regulator's decision,
- (d) describe the exemption the regulator granted, and
- (e) confirm that the exemption is still in effect.

(5) If an exemption sought in a passport application or a dual application is required in a non-principal jurisdiction at the time the filer files the application, but the filer does not give the notice required under section 4.7(1)(c) of MI 11-102 for that jurisdiction until after the principal regulator grants the exemption, the regulator of the non-principal passport jurisdiction will take appropriate action. This could include removing the exemption, in which case the filer would have an opportunity to be heard in that jurisdiction in appropriate circumstances.

(6) The regulator that receives the notice referred to in subsection (1) or (2) will send a copy of the notice and its decision to the regulator in the relevant non-principal passport jurisdiction.

5.4 Request for confidentiality

(1) A filer requesting that the regulators hold an application and supporting materials in confidence during the application review process should provide a substantive reason for the request in its application.

(2) If a filer is requesting that the regulators hold the application, supporting materials, or decision in confidence after the effective date of the decision, the filer should describe the request for confidentiality separately in its application, and pay any required fee:

- (a) in the principal jurisdiction, if the filer is making a passport application,
- (b) in the principal jurisdiction and in Ontario, if the filer is making a dual application, or
- (c) in each jurisdiction, if the filer is making a coordinated review application.

(3) Any request for confidentiality should explain why the request is reasonable in the circumstances and not prejudicial to the public interest and when any decision granting confidentiality could expire.

(4) Communications on requests for confidentiality will normally take place by e-mail. If a filer is concerned with this practice, the filer may request in the application that all communications take place by facsimile or telephone.

5.5 Filing – A filer should send the application materials in paper together with the fees to

- (a) the principal regulator, in the case of a passport application,
- (b) the principal regulator and the OSC, in the case of a dual application, or
- (c) each regulator from which the filer seeks exemptive relief, in the case of a coordinated review application.

The filer should also provide an electronic copy of the application materials, including the draft decision document, by e-mail or on CD ROM. Filing the application concurrently in all required jurisdictions will make it easier for the principal regulator and non-principal regulators, if applicable, to process the application expeditiously. In British Columbia, an electronic filing system is available for filing and tracking exemptive relief applications. Filers should file an application in British Columbia using that system instead of e-mail. Filers should file applications related to National Instrument 81-102 Mutual Funds on SEDAR. Filers should file applications related to individual proficiency requirements in NI 31-103 on NRD.

Filers should send pre-filing and application materials by e-mail using the relevant address or addresses listed below:

British Columbia	www.bcsc.bc.ca (click on BCSC e-services and follow the steps)
Alberta	legalapplications@seccom.ab.ca
Saskatchewan	exemptions@gov.sk.ca exemptions@sfsc.gov.sk.ca
Manitoba	exemptions.msc@gov.mb.ca
Ontario	applications@osc.gov.on.ca
Québec	Dispenses-Passeport@lautorite.qc.ca
New Brunswick	Passport-passeport@nbsc-cvmnb.ca
Nova Scotia	nsscexemptions@gov.ns.ca
Prince Edward Island	CCIS@gov.pe.ca
Newfoundland and Labrador	securitiesexemptions@gov.nl.ca
Yukon	Corporateaffairs@gov.yk.ca
Northwest Territories	SecuritiesRegistry@gov.nt.ca
Nunavut	legal.registries@gov.nu.ca legalregistries@gov.nu.ca

5.6 Incomplete or deficient material – If the filer's materials are deficient or incomplete, the principal regulator may ask the filer to file an amended application. This will likely delay the review of the application.

5.7 Acknowledgment of receipt of filing

(1) After the principal regulator receives a complete and adequate application, the principal regulator will send the filer an acknowledgment of receipt of the application. The principal regulator will send a copy of the acknowledgement to any other regulator with whom the filer has filed the application. The acknowledgement will identify the name, phone number, fax number and e-mail address of the individual reviewing the application.

(2) For a dual application, coordinated review application or hybrid application, the principal regulator will tell the filer, in the acknowledgement, the end date of the review period identified in section 6.2(3) of this policy.

5.8 Withdrawal or abandonment of application

(1) If a filer withdraws an application at any time during the process, the filer is responsible for notifying the principal regulator and any non-principal regulator with whom the filer filed the application and for providing an explanation of the withdrawal.

(2) If at any time during the review process, the principal regulator determines that a filer has abandoned an application, the principal regulator will notify the filer that it will mark the application as "abandoned". In that case, the principal regulator will close the file without further notice to the filer unless the filer provides acceptable reasons not to close the file in writing within 10 business days. If the filer does not, the principal regulator will notify the filer and any non-principal regulator with whom the filer filed the application that the principal regulator has closed the file.

PART 6 REVIEW OF MATERIALS**6.1 Review of passport application**

(1) The principal regulator will review any passport application in accordance with its securities legislation and securities directions and based on its review procedures, analysis and considering previous decisions.

(2) The filer will deal only with the principal regulator, who will provide comments to and receive responses from the filer.

6.2 Review and processing of dual application or coordinated review application

(1) The principal regulator will review any dual application or coordinated review application in accordance with its securities legislation and securities directions, based on its review procedures, analysis and considering previous decisions. The principal regulator will consider any comments from a non-principal regulator with whom the filer filed the application. Please refer to section 5.2(2) of this policy for guidance on the non-principal regulator with whom a filer should file a dual application, and to section 5.2(3) for similar guidance for a coordinated review application.

(2) The filer will generally deal only with the principal regulator, who will be responsible for providing comments to the filer once it has considered the comments from the non-principal regulators and completed its own review. However, in exceptional circumstances, the principal regulator may refer the filer to a non-principal regulator with whom the filer has filed the application.

(3) A non-principal regulator with whom the filer has filed the application will have seven business days from receiving the acknowledgement referred to in section 5.7(1) of this policy to review the application. In exceptional circumstances, if the filer filed the dual application or coordinated review application concurrently in the non-principal jurisdictions and shows that it is necessary and reasonable in the circumstances for the application to receive immediate attention, the principal regulator may abridge the review period. A non-principal regulator that disagrees with abridging the review period may notify the filer and the principal regulator and request the filer to withdraw the application in that jurisdiction. In that case, the application will proceed as a local application without the need to file a new application and pay any additional related fees.

(4) Exceptional circumstances when the principal regulator may abridge the review period include:

- (a) where exemptive relief is sought for a contested take-over bid and delay would prejudice the filer's position, and
- (b) other situations in which the filer is responding to a critical event beyond its control and could not have applied for the exemptive relief earlier.

(5) Unless the filer provides compelling reasons as to why it did not start the application process sooner, the principal regulator will not consider the following circumstances as exceptional:

- (a) the mailing of a management information circular for a scheduled meeting of security holders to consider a transaction,
- (b) the filing of a prospectus where the receipt for the prospectus cannot evidence the exemptive relief,
- (c) the closing of a transaction,
- (d) the filing of a continuous disclosure document shortly before the date on which its filing is required, or
- (e) other situations in which the deadline was known before filing the application and the filer could have filed the application earlier.

While staff will attempt to accommodate transaction timing where possible, filers planning time-sensitive transactions should build sufficient regulatory approval time into their transaction schedules.

The fact that a filer may consider an application as routine is not a compelling argument for requesting an abridgement.

(6) Filers should provide sufficient information in an application to enable staff to assess how quickly they should handle the application. For example, if the filer has committed to take certain steps by a specific date and needs to have staff's view or a decision by that date, the filer should explain why staff's view or the exemptive relief is required by the specific date and identify these time constraints in its application.

(7) A non-principal regulator with whom the filer has filed the dual application or coordinated review application will advise the principal regulator, before the expiration of the review period, of any substantive issues that, if left unresolved, would cause staff to recommend that the non-principal regulator opt out of the review. The principal regulator may assume that a non-principal regulator does not have comments on the application if the principal regulator does not receive them within the review period.

(8) A non-principal regulator with whom the filer has filed the dual application or coordinated review application will notify the filer and the principal regulator and request that the filer withdraw the application if staff of the non-principal regulator think that no exemptive relief is required under its securities legislation.

PART 7 DECISION-MAKING PROCESS

7.1 Passport application

(1) After completing the review process and after considering the recommendation of its staff, the principal regulator will determine whether to grant or deny the exemption a filer sought in a passport application.

(2) If the principal regulator is not prepared to grant the exemption a filer sought in its passport application based on the information before it, it will notify the filer accordingly.

(3) If a filer receives a notice under subsection (2) and this process is available in the principal jurisdiction, the filer may request the opportunity to appear before, and make submissions to, the principal regulator.

7.2 Dual application or coordinated review application

(1) After completing the review process and after considering the recommendation of its staff, the principal regulator will determine whether to grant or deny the exemption a filer sought in a dual application or the exemptive relief the filer sought in a coordinated review application and immediately circulate its decision to the non-principal regulators with whom the filer filed the application.

(2) Each non-principal regulator with whom the filer filed the dual application or coordinated review application will have five business days from receipt of the principal regulator's decision to confirm whether it has made the same decision and is opting in or is opting out of the dual review or coordinated review.

(3) If the non-principal regulator is silent, the principal regulator will consider that the non-principal regulator has opted out.

(4) If the filer shows that it is necessary and reasonable in the circumstances, the principal regulator may request, but cannot require, the non-principal regulators to abridge the opt-out period. In some circumstances, abridging the opt-out period may not be feasible. For example, in many jurisdictions, only a panel of the regulator that convenes according to a schedule can make some types of decisions.

(5) The principal regulator will not send the filer a decision for a dual application or coordinated review application before the earlier of

(a) the expiry of the opt-out period, or

(b) receipt from a non-principal regulator with whom the filer filed the application of the confirmation referred to in subsection (2).

(6) If the principal regulator is not prepared to grant the exemption a filer sought in its dual application or the exemptive relief the filer sought in its coordinated review application based on the information before it, it will notify the filer and all non-principal regulators with whom the filer filed the application.

(7) If a filer receives a notice under subsection (6) and this process is available in the principal jurisdiction, the filer may request the opportunity to appear before, and make submissions to, the principal regulator. The principal regulator may hold a hearing on its own, or jointly or concurrently with the non-principal regulators with whom the filer filed the application. After the hearing, the principal regulator will send a copy of the decision to the filer and all non-principal regulators with whom the filer filed the application.

(8) A non-principal regulator electing to opt out will notify the filer, the principal regulator and any other non-principal regulator with whom the filer filed the application and give its reasons for opting out. The filer may deal directly with the non-principal regulator to resolve outstanding issues and obtain a decision without having to file a new application or pay any additional related fees. If the filer and non-principal regulator resolve all outstanding issues, the non-principal regulator may opt

back into the dual review or coordinated review by notifying the principal regulator and the other non-principal regulators with whom the filer filed the application within the opt-out period referred to in subsection (2).

PART 8 DECISION

8.1 Effect of decision made under passport application

(1) The decision of the principal regulator under a passport application to grant an exemption from a provision of securities legislation listed below the name of the principal jurisdiction in Appendix D of MI 11-102 is the decision of the principal regulator. Under MI 11-102, a filer is automatically exempt from the equivalent provision of each notified passport jurisdiction as a result of the principal regulator for the application granting the exemption.

(2) Except in the circumstances described in section 5.3(1) or (2) of this policy, the exemption is effective in each notified passport jurisdiction on the date of the principal regulator's decision (even if the regulator in the notified passport jurisdiction is closed on that date). In the circumstances described in section 5.3(1) of this policy, the exemption is effective in the relevant non-principal passport jurisdiction on the date the filer gives the notice under section 4.7(1)(c) or 4.8(1)(c) of MI 11-102 for that jurisdiction (even if the regulator in that jurisdiction is closed on that date).

8.2 Effect of decision made under dual application

(1) The decision of the principal regulator under a dual application to grant an exemption from a provision of securities legislation listed below the name of the principal jurisdiction in Appendix D of MI 11-102 is the decision of the principal regulator. Under MI 11-102, a filer is automatically exempt from an equivalent provision of each notified passport jurisdiction as a result of the principal regulator for the application granting the exemption. The decision of the principal regulator under a dual application also evidences the OSC's decision, if the OSC has confirmed that it has made the same decision as the principal regulator.

(2) The principal regulator will not issue the decision until the earlier of

- (a) the date that the OSC confirms that it has made the same decision as the principal regulator, or
- (b) the date the opt-out period referred to in section 7.2(2) of this policy has expired.

8.3 Effect of decision made under coordinated review application

(1) The decision of the principal regulator under a coordinated review application to grant exemptive relief from a provision of securities legislation in the principal jurisdiction is the decision of the principal regulator and evidences the decision of each non-principal regulator that has confirmed that it has made the same decision as the principal regulator.

(2) The principal regulator will not issue the decision until the earlier of

- (a) the date that the principal regulator has received confirmation from each non-principal regulator that it has made the same decision as the principal regulator, or
- (b) the date the opt-out period referred to in section 7.2(2) of this policy has expired.

8.4 Listing non-principal jurisdictions

(1) For convenience, the decision of the principal regulator on a passport application or a dual application will refer to the notified passport jurisdictions, but it is the filer's responsibility to ensure that it gives the required notice for each jurisdiction for which section 4.7(1) of MI 11-102 is intended to be relied upon.

(2) The decision of the principal regulator on a dual application or a coordinated review application will contain wording that makes it clear that the decision evidences and sets out the decision of each non-principal regulator that has made the same decision as the principal regulator.

(3) For a coordinated review application for which Québec is not the principal jurisdiction, the AMF will issue a local decision concurrently with and in addition to the principal regulator's decision. The AMF decision will contain the same terms and conditions as the principal regulator's decision. No other local regulator will issue a local decision.

8.5 Form of decision

(1) Except as described in subsection (2), the decision will be in the form set out in:

- (a) Annex A, for a passport application,

- (b) Annex B, for a dual application,
 - (c) Annex C, for a coordinated review application, or
 - (d) Annex D, for a hybrid application.
- (2) A principal regulator may issue a less formal decision where it is appropriate.
- (3) If the decision is to deny the exemptive relief, the decision will set out reasons.

8.6 Issuance of decision – The principal regulator will send the decision to the filer and to all non-principal regulators.

PART 9 EFFECTIVE DATE AND TRANSITION

9.1 Effective date

This policy comes into effect on March 17, 2008.

9.2 Exemptive relief applications filed before March 17, 2008

The process set out in National Policy 12-201 *Mutual Reliance Review System for Exemptive Relief Applications (MRRS)* will continue to apply to an exemptive relief application and any related pre-filing filed in multiple jurisdictions before March 17, 2008.

9.3 Availability of passport for exemptions applied for before March 17, 2008

(1) Section 4.8(1) of MI 11-102 provides that an exemption from the equivalent provision is automatically available in the local jurisdiction if

- (a) an application was made in a specified jurisdiction before March 17, 2008 for an exemption from a provision of securities legislation that is now listed in Appendix D of MI 11-102,
- (b) the regulator in the specified jurisdiction granted the exemption before, on or after March 17, 2008, and
- (c) certain other conditions are met, including giving the required notice for the additional non-principal passport jurisdiction; refer to section 5.3 of this policy for information on where to give the required notice and what information the notice should contain.

(2) A specified jurisdiction for purposes of section 4.8 of MI 11-102 is a principal jurisdiction under Multilateral Instrument 11-101 *Principal Regulator System*. Therefore, section 4.8(1) applies to an exemption from a CD requirement, as defined in Multilateral Instrument 11-101 *Principal Regulator System*, which the principal regulator under that Instrument granted to a reporting issuer before March 17, 2008 if the exemption relates to a CD requirement that is now listed in Appendix D of MI 11-102. In this case, however, section 4.8(3) exempts a reporting issuer from having to give the notice required in section 4.8(1)(c). Refer to section 4.5 of the CP 11-102 for guidance on the effect of section 4.8 of MI 11-102.

(3) For greater certainty, a filer may not rely on section 4.8 of MI 11-102 to obtain an automatic exemption from a provision of Ontario's securities legislation listed in Appendix D of MI 11-102. A filer may rely on section 4.8 of MI 11-102 only in a passport jurisdiction.

9.4 Revocation or variation of MRRS decisions made before March 17, 2008

(1) A filer that wants the regulators to revoke an MRRS decision made before March 17, 2008 should make a coordinated review application.

(2) A filer that wants the regulators to vary an MRRS decision made before March 17, 2008 should make a coordinated review application. However, in the case of an MRRS decision that gave exemptive relief from a provision set out in Appendix D of MI 11-102, the filer should instead request new relief by making a passport application or dual application and referencing the MRRS decision in the new application and the proposed decision document.

(3) If a filer makes a passport application or a dual application under subsection (2), the filer must give the notice required under section 4.7(1)(c) of MI 11-102 and meet the other conditions of that section for the principal regulator's decision to have effect automatically in a non-principal passport jurisdiction. A filer may give the notice in the application it files with the principal regulator.

Annex A**Form of decision for passport application**

[Citation:[neutral citation]]

[Date of decision]]

In the Matter of
the Securities Legislation of
[name of principal jurisdiction] (the Jurisdiction)

and

In the Matter of
the Process for Exemptive Relief Applications in Multiple Jurisdictions

and

In the Matter of
**[name(s) of filer(s) and other relevant parties,
including definitions as required]** (the Filer(s))

Decision**Background**

The principal regulator in the Jurisdiction has received an application from the Filer(s) for a decision under the securities legislation of the Jurisdiction of the principal regulator (the Legislation) for **[describe the exemption sought (the Exemption Sought) by referring to the relevant requirement(s) or provision(s) listed in the first column of Appendix D to MI 11-102.]**

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

- (a) the **[name of the principal regulator]** is the principal regulator for this application, and
- (b) the Filer(s) has(have) provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in **[names of non-principal passport jurisdictions]**.

Interpretation

Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this decision, unless otherwise defined. **[Add additional definitions here.]**

Representations

This decision is based on the following facts represented by the Filer(s):

[Insert material representations necessary to explain why the principal regulator came to this decision. Include the location of the Filer's head office and, if appropriate, the connecting factor the filer used to identify the principal regulator for the application. State that the filer and any other relevant party is not in default of securities legislation in any jurisdiction or, if the filer or other relevant party is in default, set out the nature of the default.]

Decision

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Exemption Sought is granted provided that:

[Insert numbered terms, conditions, restrictions or requirements. These should include references to the relevant requirement(s) or provision(s) listed in the first column of Appendix D to MI 11-102.]

[If any exemption has an effective date after the date of the decision, state here.]

_____ (Name of signatory for the principal regulator)

_____ (Title)

_____ (Name of principal regulator)

(justify signature block)

Annex B

Form of decision for a dual application

[Citation:[neutral citation]]

[Date of decision]]

In the Matter of
the Securities Legislation of
[name of principal jurisdiction] and Ontario (the Jurisdictions)

and

In the Matter of
the Process for Exemptive Relief Applications in Multiple Jurisdictions

and

In the Matter of
[name(s) of filer(s) and other relevant parties,
including definitions as required] (the Filer(s))

Decision**Background**

The securities regulatory authority or regulator in each of the Jurisdictions (Decision Maker) has received an application from the Filer(s) for a decision under the securities legislation of the Jurisdictions (the Legislation) for **[describe the exemption sought (the Exemption Sought) by referring to the relevant requirement(s) or provision(s) listed in the first column of Appendix D to MI 11-102.]**

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a dual application):

- (a) the [name of the principal regulator] is the principal regulator for this application,
- (b) the Filer(s) has(have) provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in [names of non-principal passport jurisdictions], and
- (c) the decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this decision, unless otherwise defined. **[Add additional definitions here.]**

Representations

This decision is based on the following facts represented by the Filer(s):

[Insert material representations necessary to explain why the Decision Makers came to this decision. Include the location of the Filer's head office and, if appropriate, the connecting factor the filer used to identify the principal regulator for the application. State that the filer and any other relevant party is not in default of securities legislation in any jurisdiction or, if the filer or other relevant party is in default, set out the nature of the default.]

Decision

Each of the Decision Makers is satisfied that the decision meets the test set out in the Legislation for the Decision Maker to make the decision.

The decision of the Decision Makers under the Legislation is that the Exemption Sought is granted provided that:

[Insert numbered terms, conditions, restrictions or requirements. These should include references to the relevant requirement(s) or provision(s) listed in the first column of Appendix D to MI 11-102.]

[If any exemption has an effective date after the date of the decision, state here.]

_____ (Name of signatory for the principal regulator)

_____ (Title)

_____ (Name of principal regulator)

(justify signature block)

Annex C

Form of decision for coordinated review application

[Citation:[neutral citation]]

[Date of decision]]

In the Matter of
the Securities Legislation of
[name of jurisdictions participating in decision] (the Jurisdictions)

and

In the Matter of
the Process for Exemptive Relief Applications in Multiple Jurisdictions

and

In the Matter of
**[name(s) of filer(s) and other relevant parties,
including definitions as required]** (the Filer(s))

Decision

Background

The securities regulatory authority or regulator in each of the Jurisdictions (Decision Maker) has received an application from the Filer(s) for a decision under the securities legislation of the Jurisdictions (the Legislation) for **[describe the exemptive relief sought (the Exemptive Relief Sought) in words (e.g., that the filer is not a reporting issuer). Do not use statutory references. Include defined terms as necessary.]**

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a coordinated review application):

- (a) the **[name of the principal regulator]** is the principal regulator for this application, and
- (b) the decision is the decision of the principal regulator and evidences the decision of each other Decision Maker.

Interpretation

Terms defined in National Instrument 14-101 *Definitions* have the same meaning if used in this decision, unless otherwise defined. **[Add additional definitions here.]**

Representations

This decision is based on the following facts represented by the Filer(s):

[Insert material representations necessary to explain why the Decision Makers came to this decision. Include the location of the Filer's head office and, if appropriate, the connecting factor the filer used to identify the principal regulator for the application. State that the filer and any other relevant party is not in default of securities legislation in any jurisdiction or, if the filer or other relevant party is in default, set out the nature of the default. Do not use statutory references.]

Decision

Each of the Decision Makers is satisfied that the decision meets the test set out in the Legislation for the Decision Maker to make the decision.

The decision of the Decision Makers under the Legislation is that the Exemptive Relief Sought is granted provided that:

[Insert numbered terms, conditions, restrictions or requirements. These should be generic and without statutory references to the Legislation of the Jurisdictions.]

[If any exemptive relief has an effective date after the date of the decision, state here.]

_____ (Name of signatory for the principal regulator)

_____ (Title)

_____ (Name of principal regulator)

(justify signature block)

Annex D

Form of decision for hybrid application

[Citation:[neutral citation]]

[Date of decision]]

In the Matter of
the Securities Legislation of
[name of principal jurisdiction (for a passport application), or of principal jurisdiction and Ontario (for a dual application), and name of each jurisdiction participating in coordinated review application decision]

and

In the Matter of
the Process for Exemptive Relief Applications in Multiple Jurisdictions

and

In the Matter of
**[name(s) of filer(s) and other relevant parties,
including definitions as required,]** (the Filer(s))

Decision**Background****[If you are making a passport application, insert:]**

The securities regulatory authority or regulator in _____ has received an application from the Filer(s) for a decision under the securities legislation of the jurisdiction of the principal regulator (the Legislation) for **[describe the exemption sought (the Passport Exemption) by referring to the relevant requirement(s) or provision(s) listed in the first column of Appendix D to MI 11-102.]**

OR**[If you are making a dual application, insert:]**

The securities regulatory authority or regulator in _____ and Ontario (Dual Exemption Decision Makers) have received an application from the Filer(s) for a decision under the securities legislation of those jurisdictions (the Legislation) for **[describe the exemption sought (the Dual Exemption) by referring to the relevant requirement(s) or provision(s) listed in the first column of Appendix D to MI 11-102.]**

AND**[For your coordinated review application, insert:]**

The securities regulatory authority or regulator in each of _____ (the Jurisdictions) (Coordinated Exemptive Relief Decision Makers) has received an application from the Filer(s) for a decision under the securities legislation of the Jurisdictions (the Legislation) for **[describe the exemptive relief sought (the Coordinated Exemptive Relief) in words (e.g., that the filer is not a reporting issuer). Do not use statutory references. Include defined terms as necessary.]**

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a hybrid application):

- (a) the **[name of the principal regulator]** is the principal regulator for this application,
- (b) the Filer(s) has(ve) provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in **[names of non-principal passport jurisdictions]**,
- (c) the decision is the decision of the principal regulator, **[if you are making a dual application, insert: “and the decision evidences the decision of the securities regulatory authority or regulator in Ontario.”]** and
- (d) the decision evidences the decision of each Coordinated Exemptive Relief Decision Maker.

Interpretation

Terms defined in MI 11-102 and National Instrument 14-101 *Definitions* have the same meaning if used in this decision, unless otherwise defined. **[Add additional definitions here.]**

Representations

This decision is based on the following facts represented by the Filer(s):

[Insert material representations necessary to explain why the Decision Makers came to this decision. Include the location of the Filer's head office and, if appropriate, the connecting factor the filer used to identify the principal regulator for the application. State that the filer and any other relevant party is not in default of securities legislation in any jurisdiction or, if the filer or other relevant party is in default, set out the nature of the default. Do not use statutory references.]

Decision

Each of the principal regulator **[if you are making a dual application, insert: “, the securities regulatory authority or regulator in Ontario,”]** and the Coordinated Exemptive Relief Decision Makers is satisfied that the decision meets the test set out in the Legislation for the relevant regulator or securities regulatory authority to make the decision.

[If you are making a passport application, insert:]

The decision of the principal regulator under the Legislation is that the Passport Exemption is granted provided that:

[Insert numbered terms, conditions, restrictions or requirements. These should include references to the relevant requirement(s) or provision(s) listed in the first column of Appendix D to MI 11-102.]

OR

[If you are making a dual application, insert:]

The decision of the Dual Exemption Decision Makers under the Legislation is that the Dual Exemption is granted provided that:

[Insert numbered terms, conditions, restrictions or requirements. These should include references to the relevant requirement(s) or provision(s) listed in the first column of Appendix D to MI 11-102.]

AND

[For your coordinated application, insert:]

The decision of the Coordinated Review Decision Makers under the Legislation is that the Coordinated Exemptive Relief is granted provided that:

[Insert numbered terms, conditions, restrictions or requirements. These should be generic and without statutory references to the Legislation of the Jurisdictions.]

[If any exemption or exemptive relief has an effective date after the date of the decision, state here.]

_____ (Name of signatory for the principal regulator)

_____ (Title)

_____ (Name of principal regulator)

(justify signature block)