

CSA Notice of Amendments to

**National Instrument 33-109 *Registration Information* and Changes
to the Companion Policy to National Instrument 33-109
*Registration Information***

and

**Consequential Amendments to National Instrument 31-103
*Registration Requirements, Exemptions and Ongoing Registrant
Obligations* and Changes to the Companion Policy to National
Instrument 31-103 *Registration Requirements, Exemptions and
Ongoing Registrant Obligations***

**Modernizing Registration Information Requirements, Clarifying
Outside Activity Reporting and Updating Filing Deadlines**

December 16, 2021

Introduction

The Canadian Securities Administrators (the **CSA** or **we**) requires accurate, complete and timely registration information to assess whether an individual or firm is or remains suitable for registration, with regards to their proficiency, integrity and solvency. Investor harm may arise if individuals and entities are inappropriately registered and carry on a securities business. In this regard, registration protects investors from unfair, improper or fraudulent practices and fosters fair and efficient capital markets and confidence in capital markets.

We are adopting targeted amendments to registration information requirements to provide greater clarity on the information to be submitted, to help individuals and firms provide complete and accurate registration information, and to reduce the regulatory burden of doing so, while allowing the CSA to receive the information necessary to carry out its regulatory roles. In this Notice, we refer to firms who are registered or applying for registration, and individuals who are registered, are permitted individuals, or are applying for registration or to be permitted individuals, collectively as **Registrants**.

Specifically, we are adopting:

- amendments to National Instrument 33-109 *Registration Information* (**NI 33-109**), including its related forms (the **Registration Forms**), and changes to the Companion Policy 33-109 *Registration Information* (**33-109CP**), and

- consequential amendments to National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (**NI 31-103**) and changes to the Companion Policy 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (**31-103CP**).

We refer to the amendments to NI 33-109 and NI 31-103 and changes to 33-109CP and 31-103CP collectively as the **Amendments**.

The Amendments are relevant to all Registrants, including members of the Investment Industry Regulatory Organization of Canada (**IIROC**) and the Mutual Fund Dealers Association of Canada (**MFDA**, together with IIROC, the **SROs**).

The Amendments have been or are expected to be adopted by each member of the CSA. The CSA worked together with staff of the SROs to develop the Amendments. IIROC and the MFDA plan to implement corresponding amendments to the IIROC Rules and the MFDA Rules, respectively.

In some jurisdictions, ministerial approvals are required for the implementation of the Amendments. Provided all ministerial approvals are obtained, the Amendments will come into force on June 6, 2022.

Substance and Purpose

A Registrant submits registration information to securities regulatory authorities and is required to keep this information up-to-date. Registration information is submitted through seven different Registration Forms, the primary forms being Form 33-109F4 *Registration of Individuals and Review of Permitted Individuals* (the **Individual Registration Form**) and Form 33-109F6 *Firm Registration* (the **Firm Registration Form**).

While registered firms are responsible for the oversight of their applicants for registration, registered individuals and permitted individuals¹ (collectively, **Individual Registrants**), registration is an important gatekeeper requirement in securities legislation. Considering the registration information submitted, among other information, we assess whether a Registrant is able to carry out their obligations under securities legislation. High standards of fitness and business conduct, as well as a demonstrated commitment to compliance with securities laws must be met to be registered.

The Amendments address issues identified by CSA staff and respond to concerns raised by Registrants. They will provide greater clarity on the information to be submitted, to help Registrants provide complete and accurate registration information, and to reduce the regulatory burden of doing so, while allowing regulators to receive the information necessary to carry out its regulatory roles. The changes include the following:

- Establishing a new reporting framework for reporting activities carried on by Individual Registrants outside of their sponsoring firms (**Outside Activities**, previously referred to as “outside business activities”),

¹ Permitted individuals are reviewed by regulators due to their association with a registered firm but are not registered.

- Implementing a new rule that will replace the existing practice of imposing terms and conditions which restrict the client base of Individual Registrants whose Outside Activities are positions of influence over certain clients (referred to as “restricted client terms and conditions”)² ,
- Extending some deadlines to report changes in registration information,
- Modifying or clarifying certain registration information requirements to adjust the burden of collection with the intended purpose of collecting that information, such as reporting changes to percentage ownership in ownership charts, reporting a change in the annual expiry date of insurance policies, and reporting changes in litigation status,
- Implementing a new rule to reduce multiple filings of the same information by corporate groups by allowing registered firms to delegate to an affiliated registered firm the requirement to notify the securities regulatory authority of changes in certain registration information where the reporting and filing firms have the same principal regulator,
- Amending certain registration information requirements to provide greater clarity on the information asked for and reduce common errors, such as making clear that the following registration information is required to be disclosed:
 - allegations of non-compliance with standards of conduct, such as a firm’s policies and procedures, that existed at the time of resignation or termination from the firm (even if they were not the reason for the resignation or termination),
 - non-compliance with securities laws, SRO rules or bylaws, or standards of conduct (e.g., the sponsoring firm’s policies and procedures or the standards of conduct of a professional body), and other detrimental information that existed at the time of resignation or termination (even if they were not the reason for registration or termination),
 - criminal offences under any foreign law,
 - bankruptcy, consumer proposals and other insolvency events no matter how long ago they occurred, and
 - all non-securities licenses, including medical licenses,
- Clarifying that Form 33-109F7 *Reinstatement of Registered Individuals and Permitted Individuals* (the **Reinstatement Form**) may only be used if, among other requirements, the individual’s registration information was up-to-date at the time the individual previously ceased to be registered or to be a permitted individual,
- Clarifying when certain Registration Forms should be used, such as which forms a permitted individual may be required to submit, to reduce the number of forms returned,
- Consolidating where information is provided on relevant securities experience in the Registration Forms and clarifying that only education and course information required for registration needs to be disclosed,

² The terms and conditions prohibit the registered individual from advising, or trading for, clients who they know from their position of influence.

- Moving the certification to the front of each Registration Form and creating a single certification standard to underscore and clarify the standard of care expected of Registrants when completing the Registration Forms,
- Updating and improving the readability of the privacy notice to provide greater clarity on how personal information is collected and used by the CSA and SROs, and
- Implementing a new requirement to report the business titles and professional designations used by Individual Registrants.

The Amendments are not intended to change the nature of the registration process, the requirement to register or the assessment of fitness for registration. The Amendments are intended to provide the most benefit to Registrants and securities regulatory authorities, given the costs to make changes to the National Registration Database (NRD) and considering that NRD will eventually be replaced by SEDAR+.

Publication for Comment and Stakeholder Testing

We published proposed targeted amendments (the **Proposals**) on February 4, 2021 for a 90-day comment period. The comment period ended on May 5, 2021.

In addition, during the comment period, we conducted a test of the Proposals to the Individual Registration Form to assess whether those changes would have their intended effects.

The test was conducted using an online survey between March 31, 2021 to April 19, 2021. Participants consisted of registered individuals from registered firms of different registration categories, different sizes and different geographical locations. Participants were randomly assigned to view the current language and the Proposals to the Individual Registration Form for the following questions:

- Disclosure of education and course information (Item 8.1);
- Outside Activities (Item 10);
- Allegations of detrimental information at the time of resignation or termination (Item 12);
- Disclosure of other registrations and licenses (Item 13.3); and
- Financial disclosure (Item 16).

We thank the registered individuals who participated in the test and the registered firms for their support for this test. 302 registered individuals completed the test.

The overall test results indicate that the group which viewed the language in the Proposals outperformed the group which viewed the current, existing language. There was an 8.4% improvement in accurately disclosing information by those participants that saw the Proposals. This finding is statistically significant. In particular, there was a significant improvement in correct disclosures by participants who saw the Proposals relating to Outside Activities.

Summary of Changes

Annex A – *Summary of notable changes to the Proposals* includes a summary of notable changes made to the Proposals and our reasons for making them.

The changes from the Proposals include the following:

- We have removed from the Outside Activities reporting framework the requirement to report Category 6 [Specified activities] to securities regulatory authorities.
- We have clarified that activities with an affiliate are to be reported as Outside Activities.
- We have revised the language of the new rule on positions of influence to specify that registered firms and their Individual Registrants should not sell to or advise individuals that the registered firm *knows* the Individual Registrant is in a position of influence over or the registered firm or Individual Registrant *knows* are certain close family members of an individual that the Individual Registrant is in a position of influence over.
- We have provided additional guidance on positions of influence in relation to Individual Registrants who are involved in the activities of community, cultural, or religious organizations, or who are elected officials.
- We have changed the deadline to report a cessation of authority of an Individual Registrant or a change in an individual's status to 15 days, such that there are generally two reporting deadlines (i.e., 15 days or 30 days). We have made a consequential change to extend the deadline for the registered firm to provide an Individual Registrant with a copy of Form 33-109F1 *Notice of End of Individual Registration or Permitted Individual Status* from 10 days to 15 days.
- We have removed the requirement in Item 12 of the Individual Registration Form to report resignations and terminations following allegations that the Individual Registrant violated, or failed to appropriately supervise compliance with, the rules or bylaws or standards of conduct of an industry association.
- We have reverted to the original language for Item 12.3 of the Individual Registration Form to report allegations relating to fraud or the wrongful taking of property, including theft.
- We have added instructions for Item 13.3 of the Individual Registration Form that only registration and licensing required to deal with the public in any capacity are to be disclosed.
- We have amended section 2.3 of NI 33-109 to clarify when an Individual Registrant's NRD record is up-to-date so that a Reinstatement Form may be used and have provided guidance in Annex C of this notice relating to when Individual Registrants should review and respond to items in NRD that read "there is no response to this question".
- We have made a consequential amendment to section 12.7 of NI 31-103 that a change in the expiry date of a registered firm's insurance policy does not need to be reported where

the insurance policy has not lapsed and there have been no other changes to the insurance policy.

- We have revised the guidance on reporting status updates to litigation to provide more details.
- We have clarified that Individual Registrants are to report their business titles and professional designations.

As these changes are not material, we are not publishing the changes to the Proposals for a further comment period.

Summary of Written Comments Received by the CSA

We received submissions from 21 commenters. We have considered the comments received and thank all of the commenters for their input. The list of the commenters and a summary of comments, together with our responses, are contained in Annex B – *List of commenters and summary of comments on the Proposals and responses* of this notice.

The comment letters can be viewed on the websites of each of the:

- Alberta Securities Commission at www.albertasecurities.com,
- Autorité des marchés financiers at www.lautorite.qc.ca, and
- Ontario Securities Commission at www.osc.gov.on.ca.

Transition

Provided all Ministerial approvals are obtained, the Amendments (including the Amendments to NI 31-103 relating to positions of influence) will come into force on June 6, 2022.

We wish to make it clear that it is not our expectation that current Individual Registrants would update their registration information, such as reporting Outside Activities under the new framework or providing their titles, as of the effective date of the Amendments (*i.e.*, June 6, 2022) or immediately after that date. We would expect Individual Registrants will update their registration information when there has been a change in registration information the Individual Registrant previously provided. At that time, we expect the Individual Registrant to review and update any other registration information that is not complete or accurate in light of the Amendments.

We have also clarified in the Amendments and have provided guidance in Annex C of this notice relating to registration information in NRD, specifically, where NRD states “there is no response to this question”. All Individual Registrants are required to update their information in NRD where it states “there is no response to this question” by the earlier of (i) the date the Individual Registrant reports a change to their registration information and (ii) June 6, 2023.

Local Matters

Where applicable, Annex I provides additional information required by the local securities legislation.

Contents of Annexes

This notice contains the following annexes:

- Annex A – Summary of notable changes to the Proposals
- Annex B – List of commenters and summary of comments on the Proposals and responses
- Annex C – Frequently asked questions on updating registration information on NRD
- Annex D – Adoption of the Amendments
- Annex E – Amendments to NI 33-109
- Annex F – Changes to 33-109CP
- Annex G – Amendments to NI 31-103
- Annex H – Changes to 31-103CP
- Annex I – Local matters

This notice will also be available on the following websites of CSA jurisdictions:

www.lautorite.qc.ca
www.albertasecurities.com
www.bcsc.bc.ca
www.fcmb.ca
nssc.novascotia.ca
www.osc.gov.on.ca
www.fcaa.gov.sk.ca
www.mbsecurities.ca

Questions

Please refer your questions to any of the following:

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ANNEX A

SUMMARY OF NOTABLE CHANGES TO THE PROPOSALS

This annex summarizes the notable changes to the Proposals. In addition to the changes summarized in this annex, the Amendments also include technical drafting changes and clarifications.

Outside Activities

The Proposals provided that there would be six categories of Outside Activities that are reportable to securities regulatory authorities:

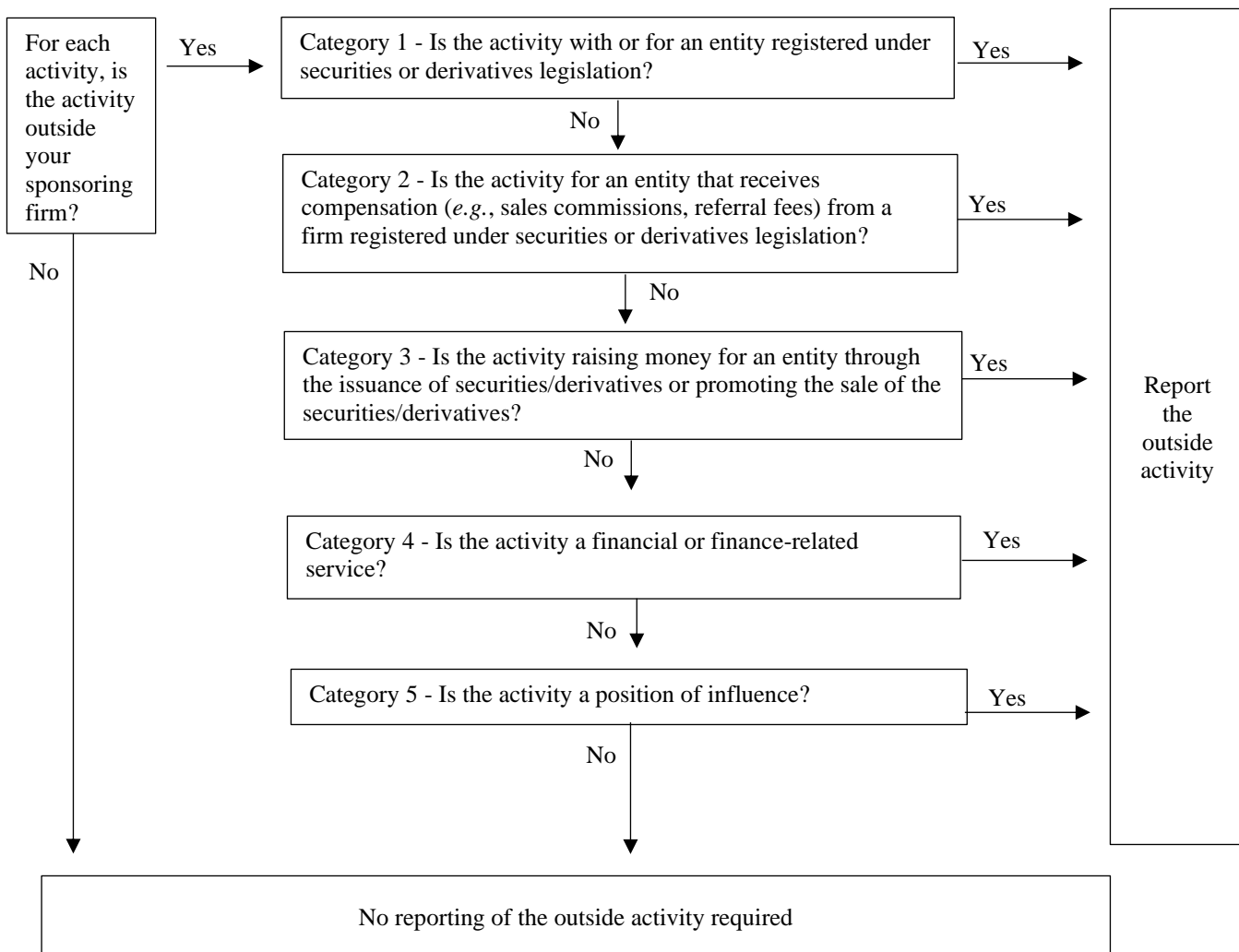
1. Activities with another registered firm
2. Activities with an entity that receives compensation from another registered firm for the Registrant's registrable activity
3. Other securities-related activities
4. Provision of financial or finance-related services
5. Positions of influence
6. Specified activities

Based on comments received, we have made the following revisions:

- We have removed the requirement to report Category 6 [Specified activities] to securities regulatory authorities on the basis that Categories 1 to 5 allow the CSA to receive the information necessary to carry out its regulatory role. Although activities that fall within Category 6 are no longer reportable to securities regulatory authorities¹, firms are responsible for conflicts of interest arising from all Outside Activities (even if they are not reportable to us) and for ensuring their registered individuals have sufficient time to perform the registrable activity and properly service clients, and to maintain their proficiency.

We have also revised Appendix C of the Companion Policy to National Instrument 33-109 *Registration Information*, which illustrates the analysis on whether an activity outside of the sponsoring firm is reportable, to reflect the removal of Category 6 and have reproduced it below.

¹ Securities regulatory authorities have the discretion to request more information in these areas on a case-by-case basis. Individual Registrants will continue to be required to report the number of hours they work for their sponsoring firm.



- We have clarified the following:
 - Firms are required to identify and address material conflicts of interest arising from the Registrants' Outside Activities and these Outside Activities may not be limited to those reportable to the securities regulatory authorities.
 - An individual's activity with an affiliated entity is a reportable Outside Activity if it falls within Categories 1 to 5.
 - The description of the activities that fall within Category 4 [Provision of financial and finance-related services].
 - Volunteer activities are not reportable, unless they fall within Categories 1 to 5.

Positions of influence

In the Proposals, we introduced a definition of position of influence, introduced a new rule that codifies the restriction of the client base of a registered individual who is in a position of influence over certain clients, and required the reporting of positions of influence to securities regulatory authorities as an Outside Activity.

We have maintained the definition of position of influence as published, including listing certain positions of influence. Based on our experience, these are positions with a high level of conflict, which must be reported and managed by firms. We are of the view that the listed positions will ease compliance burden on firms by providing clarity and consistent treatment.

Nevertheless, we agree that positions of influence can be a matter of judgment based on the particular facts and circumstances. Therefore, it is not an exhaustive list and guidance is provided. In light of the comments received, we have provided additional guidance on individuals who are involved in the activities of community, cultural, or religious organizations, as well as on individuals who are elected officials.

The restriction on the registered individual's securities activities is required to address the conflict arising from the relationship and in our view, this is a measured regulatory approach in contrast to a ban on the activity. After considering the comments received, we have revised the language of the restriction to specify that registered firms and their Individual Registrants should not sell to or advise individuals that the registered firm *knows* the Individual Registrant is in a position of influence over or the registered firm or Individual Registrant *knows* are certain close family members of an individual that the Individual Registrant is in a position of influence over.

We continue to be of the view that positions of influence should be reported to regulators.

Reporting deadlines

We published proposals to extend some reporting deadlines such that Registrants would be required to submit registration information generally either within 15 days or 30 days. However, we did not propose changes to the reporting deadlines for changes in an individual's status, such as becoming a permitted individual or ceasing to be an Individual Registrant, which are reportable within 10 days of the change in status.

Based on the feedback received that three different reporting deadlines would add complexity and increase the likelihood of errors, we changed the deadline to report becoming a permitted individual or ceasing to be an Individual Registrant to 15 days, such that there are generally two reporting deadlines – 15 days or 30 days. A longer reporting period does not raise regulatory risk when an individual ceases to have authority as an Individual Registrant and we are aware through other regulatory filings of when an individual will become a permitted individual.

As a result of this change, we have made a consequential change to extend the deadline for the registered firm to provide an Individual Registrant with a copy of Form 33-109F1 *Notice of End of Individual Registration or Permitted Individual Status (Notice of Cessation)* from 10 days to 15 days. This change is necessary to align the firm's filing deadline of the Notice of Cessation with securities regulatory authorities. Otherwise, in certain circumstances, the registered firm would be required to provide the Individual Registrant with the Notice of Cessation before the registered firm is required to file it with securities regulatory authorities.

Common errors and updated certificate requirements

The Proposals included changes to address the receipt by regulators of Registration Forms that are incomplete and/or inaccurate because

- the registration information requirement is unclear,
- despite the certification requirement, the Registrant is not carefully completing the Registration Form,
- the Registrant does not understand the registration information requirements,
- the sponsoring firm, who is required to have discussed the Registration Form with the Individual Registrant, is not providing adequate support, and/or
- the Registrant is not being forthright.

The Proposals also make changes to address areas of the Individual Registration Form that are more likely to be filled out incorrectly.

After considering the comments received and the results of the test conducted, we have made the following revisions:

- As criminal disclosures are reported in a different section of the Individual Registration Form, we have decided not to amend Item 12.3 of the Individual Registration Form. Individual Registrants will continue to be required to report resignations or terminations when at the time of resignation or termination, there was an allegation that the Individual Registrant committed fraud or the wrongful taking of property, including theft.
- We have removed the requirement in Item 12 of the Individual Registration Form to report resignations and terminations following allegations that the Individual Registrant violated, or failed to appropriately supervise compliance with, the rules or bylaws or standards of conduct of an industry association.
- We have further revised the language in Item 16 of the Individual Registration Form to clarify that Individual Registrants are required to report bankruptcies no matter how long ago the bankruptcy occurred.
- We have added instructions to Item 13.3 of the Individual Registration Form to make clear that only registration and licenses that involve dealing with the public are to be disclosed.
- We have amended section 2.3 of NI 33-109 to clarify when an Individual Registrant's NRD record is up-to-date so that a Reinstatement Form may be used and have provided guidance in Annex C to this Notice relating to when Individual Registrants should review and respond to items in NRD that read "there is no response to this question".
- Where education and course information are to be reported, we have further clarified that only those required for the registration categories or IIROC approval should be disclosed.
- We have clarified that reporting securities experience applies to certain supervisors and have included instructions for applicants seeking registration as advising representatives limited to client relationship management.

Additionally, we have revised the language of some of the certifications to reflect the CSA's practice of separately obtaining consent to enter a business location that is a personal residence at the time of a compliance review.

Regulatory burden of certain reporting requirements

In the Proposals, to address concerns that some specific registration information requirements may create a disproportionate reporting burden relative to their original purpose, we proposed changes to:

- Reduce the requirement for reporting changes in percentage ownership on an ownership chart to when the percentage ownership exceeds or falls below 10%, 20% or 50%;
- Provide a mechanism for a registered firm to delegate to another registered firm the requirement to notify the regulator of changes in certain registration information;
- Remove the requirement to report a change in the expiry date of a registered firm's insurance policy where the insurance policy has not lapsed and there have been no other changes to the insurance policy;
- Provide additional guidance on changes in litigation to be reported; and
- Remove the requirement that the Firm Registration Form be witnessed.

We continue to believe these changes will reduce the burden on Registrants, without impacting regulators' ability to oversee Registrants. However, based on the comments received, we have clarified certain aspects of these changes, including:

- In relation to delegating reporting to an authorized affiliate, we have clarified that the certificate of the delegation is only required to be filed once, unless there is a change to the authorized affiliate and in that case, an updated certificate should be filed.
- We have made a consequential amendment to section 12.7 of NI 31-103 that a change in the expiry date of a registered firm's insurance policy does not need to be reported where the insurance policy has not lapsed and there has been no other changes to the insurance policy.
- We have revised the guidance on reporting status updates to litigation to provide more details.

Collecting information on professional titles

The Proposals introduced a new requirement for Individual Registrants to report to regulators the titles they use.

We acknowledge the comments received suggesting alternative ways for regulators to collect this information, but have maintained the information requirement for Individual Registrants to report their titles. This information implements the CSA's oversight for the new section 13.18 of NI 31-103 introduced as part of the Client Focused Reforms that prohibits Registrants from holding out their services in any manner that could reasonably be expected to deceive or mislead any person as to:

- their proficiency, experience or qualifications;

- the nature of the person's relationship or potential relationship with the Registrant; or
- the products or services provided or that might be provided.

However, we have clarified that Individual Registrants are to provide the business titles and professional designations that they use or will use once registered, and to keep this information up-to-date.

Transition

In the Proposals, we proposed the following transition plan:

- The proposed amendments would come into force at the end of 2021 (i.e., December 31, 2021).
- For the proposed amendments relating to positions of influence, firms be allowed a six-month transition period from when the proposed amendments come into force (i.e., June 30, 2022).
- Where, after this date, there is a change to registration information that was previously reported, the individual would review and update any other information.

We have simplified the transition plan in light of the comments received. Subject to Ministerial approvals being obtained, the Amendments (including the Amendments to NI 31-103 relating to positions of influence) will now come into force on June 6, 2022.

We acknowledge the comments received regarding the existing regulatory changes Registrants are implementing and the difficulties commenters raised with the year-end implementation. Additionally, we are of the view that a single date to implement the Amendments is simple and avoids potential confusion and error. The timeframe for the implementation of the Amendments for positions of influence remains the same as set out in the Proposals.

We have also clarified in the Amendments and have provided guidance in Annex C relating to registration information in NRD, specifically, where NRD states "there is no response to this question". All Individual Registrants are required to update their information in NRD where it states "there is no response to this question" by the earlier of (i) the date the Individual Registrant reports a change to their registration information after June 6, 2022 and (ii) June 6, 2023.

ANNEX B

LIST OF COMMENTERS AND SUMMARY OF COMMENTS ON THE PROPOSALS AND RESPONSES

This annex summarizes the written public comments we received on the Proposals and our responses to those comments. Out of the 21 commenters, 17 were from industry stakeholders (including Registrants, industry associations and law firms), 2 were from non-industry stakeholders (including investors, investor advocates, academics and others), and 2 were anonymous.

A. List of commenters

1. ACCP (Association of Canadian Compliance Professionals)
2. Advocis (The Financial Advisors Association of Canada)
3. AIMA (Alternative Investment Management Association)
4. Canada Life Assurance Company
5. Capital International Asset Management (Canada) Inc.
6. FAIR Canada
7. Financial Planning Association of Canada
8. IFIC (The Investment Funds Institute of Canada)
9. IGM Financial Inc.
10. IIAC (Investment Industry Association of Canada)
11. Independent Financial Brokers of Canada
12. Kenmar Associates
13. PMAC (Portfolio Management Association of Canada)
14. Portfolio Strategies Corporation
15. Primerica Financial Services (Canada) Ltd.
16. PCMA (Private Capital Markets Association of Canada)
17. Sun Life Financial Investments Services (Canada) Inc.
18. The Canadian Advocacy Council of CFA Societies Canada
19. VigilantCS
20. Anonymous #1
21. Anonymous #2

B. Summary of comments and CSA responses

1. General comments

No.	Subject	Summarized Comment	CSA Response
1.	Support for the Proposals	Many commenters indicated general support for the Proposals. They were of the view that many of the Proposals were important for clarifying Registrant reporting obligations, will lead to a more streamlined registration regime and will reduce regulatory	We thank commenters for their support. We have carefully developed the Proposals with the involvement of the SROs and believe the Amendments will clarify registration information requirements, help Registrants provide complete and accurate information, and

		<p>burden. However, they also saw further opportunity to enhance the efficiency of the registration information process.</p> <p>One commenter, while supportive of the Proposals, felt other investor protection matters, such as a binding decision mandate for OBSI and review of firm complaint handling procedures, should have been a priority.</p> <p>The same commenter was of the view that the CSA team evaluating the SRO framework should be asked to comment on these proposed changes given that there is a possibility that all registration activities could be assigned to a new SRO.</p>	<p>reduce the regulatory burden, while allowing the CSA to receive the information necessary to carry out its regulatory role.</p> <p>As set out in the CSA's 2019-2022 Business Plan, Strategic Goal 1.4, it remains a priority of the CSA to improve investor access to redress for losses resulting from improper or fraudulent transactions by supporting and strengthening OBSI as an independent dispute resolution service.</p>
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2. Comments relating to Outside Activities

No.	Subject	Summarized Comment	CSA Response
2.	New reporting framework for Outside Activities	<p>Many commenters were supportive of the introduction of a new reporting framework for Outside Activities and the new guidance. However, a couple of commenters were of the view that reporting Outside Activities was duplicative in light of the Client Focused Reforms. In contrast, one commenter believed the new framework went too far with respect to lessening the reporting requirements for Outside Activities and that the proposed changes may result in disclosure of fewer positions or activity that can</p>	<p>The new reporting framework for Outside Activities is intended to address concerns raised by the previous principles-based reporting requirement and to provide greater clarity to Registrants. Based on the test we conducted on the Proposals relating to Outside Activities, there was a significant improvement in disclosure by participants who saw the Proposals relating to Outside Activities.</p> <p>From an assessment of the application of the new</p>

	<p>give rise to conflict of interest issues, resulting in potential investor harm. Another commenter identified concerns with permitting Outside Activities for individuals charged with acting in the best interests of clients.</p> <p>Several commenters were of the view that it would be a burden to track, monitor and potentially report all Outside Activities. Two commenters believed that because firms must continue to monitor and supervise Outside Activities, the proposed changes are unlikely to reduce regulatory burden.</p> <p>Several commenters raised suggestions for revising the reporting framework, including that a more principles-based approach be implemented; that reporting of activities should only arise where the individual is engaging with clients or proposed clients; or that a mechanism to allow discretion for firms to include or exclude activities that should not be reported.</p> <p>One commenter noted that there could be potential inconsistency between CSA</p>	<p>framework against a sample of information on Outside Activities reported to us, we anticipate a 27% reduction in reporting to securities regulatory authorities and, in turn, a reduction in burden for Registrants.</p> <p>We acknowledge that Registrants will need to continue to obtain information from their Individual Registrants on their Outside Activities and to monitor the Outside Activities in order to fulfil their responsibilities to address the risk and conflicts arising from their Individual Registrants' Outside Activities.</p> <p>Although Registrants are responsible for addressing conflicts of interest, securities regulatory authorities require reporting of certain Outside Activities to carry out their ongoing oversight role.</p>
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		and SROs reporting expectations that could be a challenge especially with respect to assessing conflicts of interest.	
3.	General comments on the categories	<p>Several commenters were of the view that the various categories of Outside Activities are relatively clear. In contrast, several other commenters held the opposite view and believe that what should or should not be reported can sometimes be unclear and asked for more guidance.</p> <p>Many commenters indicated that they did not identify any other category of Outside Activities that should be reported to the CSA.</p> <p>Three commenters suggested guidance be provided on what types of activities would be outside the proposed six categories and would not have to be reported by Individual Registrants to their sponsoring firms, and in turn, to regulators, unless subject to another reporting requirement.</p> <p>Two commenters sought clarification as to whether a Registrant engaged with an affiliated company would be required to report that activity as an Outside Activity. Another commenter was of the view that activities for affiliated entities within a corporate group should not be considered Outside Activities and should not be reportable.</p>	<p>The Proposals included guidance in 33-109CP to assist Registrants in their assessment of what types of activities fall within each category. We have made changes to the guidance to clarify that an Individual Registrant's activity for an affiliated entity is considered an Outside Activity.</p> <p>Registered firms are required to have policies and procedures to identify and address material conflicts of interest and risks arising from all Outside Activities that their Individual Registrants may participate in. This assessment should not be limited to only the Outside Activities reportable by the registered firm to securities regulatory authorities.</p>

4.	Category 1 [Activities with another registered firm]	One commenter was of the view that Category 1 should focus on securities industry related activity, and not on positions that are more administrative in nature.	Reporting of all activities with a registered firm (regardless of the activities performed) assists us in understanding what activities an Individual Registrant is carrying on for other registered firms and assists in our assessment of whether the individual is suitable for registration and how conflicts are addressed by both registered firms.
5.	Category 3 [Other securities-related activities]	Several commenters disagreed with the requirement to report Outside Activities involving raising capital. One of these commenters was of the view that this activity should be reported in other sections of the forms. Two of these commenters thought the category is overly broad, not adequately defined or easily subject to a variety of interpretations. A couple of commenters requested further guidance to clarify the types of activities that should be reported under the category.	<p>We are of the view that whether an Individual Registrant is or was previously involved in capital-raising activities is relevant information to securities regulatory authorities to understand whether the Individual Registrant is suitable for registration.</p> <p>The Proposals included guidance in 33-109CP to assist Registrants to understand the types of activities that fall within this category.</p>
6.	Category 4 [Provision of financial or finance-related services] - General	One commenter believed that the proposed category “financial or financial-related services” was overly broad, not adequately defined or easily subject to a variety of interpretations. This commenter sought clarification that the activities listed in this category are the only applicable activities captured by these terms. Another commenter requested further guidance to clarify the types of activities that should be reported under the category.	<p>The Proposals included guidance in 33-109CP to assist Registrants to understand the types of activities that fall within this category.</p> <p>We have made changes to describe the types of activities in plain English and to include instructions that reiterate the requirements at the top. We have also clarified that the activities described are non-exhaustive in order to capture financial services that may not exist today but may evolve from technological changes</p>

		<p>One commenter described various activities, such as a registrant being a trustee or beneficiary of a family trust/holding company that is a client of the registrant's firm or having a personal holding company, that they were of the view was unclear whether those activities would be disclosable in Category 4.</p> <p>Many commenters agreed that 7 years is an appropriate timeframe, noting that it is a similar timeline required for records management and retention under securities legislation and aligns with other timelines. Several commenters disagreed and suggested reporting timeframes of 4 years or 10 years.</p> <p>One commenter suggested that the Outside Activities' financial questions be written in plain English to reduce confusion.</p> <p>One commenter requested the instructions in Category 4 be moved to the top so it would not be overlooked.</p>	<p>and innovation.</p> <p>We have not changed the timeframe for reporting capital-raising activity as we believe it to be an appropriate timeframe.</p>
7.	Category 6 [Specified activities]	<p>Many commenters generally disagreed with the specific time requirement for this reporting category. Five commenters suggested that activities reportable in this category should be those that would impact the client-Registrant relationship, principally conflicts of interest. Another commenter recommended that rather than</p>	<p>We have revised the framework to remove the requirement to report activities that fall within Category 6 [Specified activities]. We are of the view that from the reporting under Categories 1 to 5, we will continue to receive the necessary information understand the activities of the Registrants and to oversee the Registrants.</p>

		<p>monitoring a time threshold, firms should assess the potential risk of an Outside Activity considering more relevant factors as outlined in the other categories of the reporting framework. Several commenters recommended the removal of category 6.</p> <p>One commenter believed that any Outside Activity raising potential or actual conflicts of interest should be reportable, regardless of time spent.</p> <p>In contrast, one commenter agreed with a cumulative minimum time threshold.</p> <p>One commenter requested a detailed list of "specified activities" that would fall under this category to provide further clarity and to reduce the confusion and over-reporting.</p>	<p>Although only certain Outside Activities are reportable to securities regulatory authorities, registered firms are required to have policies and procedures to identify and address material conflicts of interest and risks arising from all Outside Activities that their Individual Registrants may participate in. This assessment should not be limited to only the Outside Activities reportable by the registered firm to securities regulatory authorities.</p> <p>As this category has been removed, we have not addressed the comment to provide a list of activities that would fall within it.</p>
8.	Category 6 [Specified activities] – time threshold	<p>Many commenters disagreed with the 30-hours per month threshold and thought it was too low.</p> <p>A couple of commenters noted that many Registrants may engage in activities fulltime on weekends and evenings and could easily exceed the 30 hours per month without any negative effect on their ability to appropriately serve their clients.</p> <p>The commenters believed 50 hours; 60 hours per month; 80 hours per month are more</p>	<p>We did not address these comments as we have removed the requirement for Registrants to report Outside Activities that fall within Category 6 [Specified activities].</p>

		<p>appropriate. Five commenters recommended a principles-based approach to establishing the amount of time.</p> <p>One commenter indicated that different registration categories may have different time commitments. Another commenter suggested that the time threshold be averaged over a longer time period than monthly, as this could represent a new regulatory burden for the firm and advisor.</p>	
9.	Business versus non-business activity	<p>One commenter was of the view that the removal of the word “business” from the term “Outside Business Activity” increased the breadth of monitoring and reporting to include any and all activities a Registered Individual may participate in, and increases regulatory burden.</p> <p>Another commenter held the opposite view and believe the change from “Outside Business Activities” to “Outside Activities” added clarity and reflects current regulatory expectations.</p>	<p>The removal of the word “business” addressed confusion it raised and helps clarify that unpaid activities outside the registered firm is an Outside Activity. The Amendments reduce and clarify the scope of what must be reported to securities regulators.</p>
10.	Non-compensated and volunteer activities	<p>A number of commenters agreed with the clarity provided on activities that are no longer reportable under the new framework.</p> <p>Some commenters identified circumstances that they thought non-compensated activities should be reportable, including if non-active operations (such as being the</p>	<p>We have made changes to the instructions and to the guidance in 33-109CP to clarify when non-compensated activities are reportable.</p> <p>We agree that there is a benefit in financial professionals taking on community roles that are complementary to their existing knowledge and expertise. However, we have</p>

		<p>owner of a holding company or acting as a landlord) exceed a specified time threshold and when personal corporations should be reported.</p> <p>One of these commenters suggested publishing a dynamic list of uncompensated activities relating to securities or financial services to help increase clarity.</p> <p>Another commenter was of the view that volunteer financial and financial services-related activities (<i>e.g.</i>, serving as treasurers) should not be reportable, unless they give rise to potential conflicts of interest. They noted that there is a benefit to encouraging financial professionals to take on community roles that are complementary to their existing knowledge and expertise.</p>	<p>continued to maintain the reporting requirement of uncompensated financial and financial services related activities as it is information necessary for our oversight role, particularly in light of the potential for confusion and conflicts. We also note that, for many of the categories of reportable Outside Activities, compensation is not a factor as to whether an activity falls within a category.</p>
11.	Dual-licensed individuals	<p>One commenter believed that life and disability insurance, including segregated fund sales, should not be reportable because the CSA has no jurisdiction in the insurance industry. Another commenter disagreed and felt that insurance agents, along with mutual fund salespersons, raise the most significant conflicts of interest. The commenter recommended an integrated insurance-securities database, at least at the provincial level.</p>	<p>We have continued to maintain the reporting requirement of uncompensated financial and financial services related activities as it is information necessary for our oversight role, particularly in light of the potential for confusion and conflicts.</p>
12.	Guidance on Outside Activities	<p>Two commenters sought guidance on Outside Activities, including:</p> <ul style="list-style-type: none"> • guidance on the required 	<p>The current guidance in 31-103CP, as well as in the Proposals, provides the information sought by</p>

		<p>separation of an Outside Activity and a registrable activity;</p> <ul style="list-style-type: none"> • how a sponsoring registered firm is required to monitor Outside Activities; • policies and procedures on how a firm will approve Outside Activities; and • how clients will be informed of any approved Outside Activities associated with their dealer representative. <p>One of the two commenters disagreed with the requirement to assess whether a Registered Individual's activities and lifestyle are commensurate with the person's compensation by the firm. The commenter was of the view that this was too intrusive, difficult to monitor and raised unrealistic expectations.</p> <p>The other commenter identified factors for when an Outside Activity should not be permitted by a registered firm.</p> <p>The same commenter also recommended that both securities regulators and firms take steps to prevent off-book transactions and fraud from Outside Activities.</p>	<p>commenters, including:</p> <ul style="list-style-type: none"> • the conflicts and risks that arise from Outside Activities; • expectations of how firms should monitor and supervise their Individual Registrant's Outside Activities; and • practices that Regulated Firms should consider in monitoring and supervising their Individual Registrant's Outside Activities. <p>The guidance on practices that Regulated Firms should consider in monitoring and supervising their Individual Registrant's Outside Activities, including whether a registered individual's activities and lifestyle are commensurate with the person's compensation by the firm, was previously published in guidance issued in CSA Staff Notice 31-326 <i>Outside Business Activities</i>.</p>
13.	Reporting Outside Activities	<p>Commenters also asked for clarity on how activities should be reported on the Individual Registration Forms,</p>	<p>Where multiple activities are related to one entity outside the registered firm, one schedule may be completed.</p>

		<p>including:</p> <ul style="list-style-type: none"> • whether multiple activities that are related to one entity can be completed on one schedule; • whether the information requested in each field can be made more explicit; and • what date should be included as the “start” date for an Outside Activity where the individual is transitioning from one firm to another and the activity was approved by the previous firm. <p>One commenter asked if the removal of Outside Activities no longer reportable can be completed as part of any subsequent changes or reporting of registration information.</p> <p>Another commenter noted employers outside of the financial industry or regulated firms do not typically have conflicts of interest procedures, especially for the type of role that Individual Registrants would be involved with on a part time basis, such as in retail or hospitality industries, yet the Individual Registration Form appears to require applicants to disclose the conflict of interest procedures of these employers.</p>	<p>We have reviewed the questions asked in Schedule G of the Individual Registration Form and Schedule D of the Reinstatement Form and have not made any changes as we are of the view that the questions are clear.</p> <p>The start date should be the actual start date of the Outside Activity, which may be a date prior to the Individual Registrant joining the registered firm.</p> <p>Where an Outside Activity is no longer reportable as a result of the Amendments, this may be removed as part of any subsequent changes or reporting of registration information.</p> <p>If the employer of the Outside Activity does not have conflicts of interest policy or procedures, we would expect the Individual Registrant to state the same.</p>
14.	Training and communication	<p>One commenter believed that training and communication on the revised expectations will be important, and that registered firms should be reminding Individual Registrants of their duty to</p>	<p>As set out in the guidance in 31-103CP, we expect registered firms:</p> <ul style="list-style-type: none"> • to provide training or education on Outside Activities, including the need to report on changes

		report both new, and changes to, their Outside Activities and provide context to the due diligence requirement. The commenter also noted that registered firms should also periodically re-evaluate the accepted and denied Outside Activities of their advisors, and supervisory or compliance staff should receive regular training on the Outside Activities that are accepted or denied, to better detect red flags.	<p>in Outside Activities and the restrictions on a registered individual who is in a position of influence as to the clients the registered individual can deal with or advise; and</p> <ul style="list-style-type: none"> • assess whether the registered firm has the necessary information and is able to properly supervise and monitor the Outside Activities.
15.	Reporting of Outside Activities by independent board members	One commenter identified the difficulties firms face in obtaining information about Outside Activities from Permitted Individuals that are independent board members. The commenter noted that, unlike with employees, firms have limited ability to hold such board members accountable and to enforce reporting timelines.	We remind Individual Registrants that they have disclosure obligations under NI 33-109, such as notifying the regulator about changes to their registration information, including Outside Activities. Disregard by board members of securities law requirements may raise concerns about a firm's fitness for registration.
16.	Consequences for non-compliance	One commenter recommended that the CSA takes steps to hold firms accountable and liable where approved Outside Activity has harmed an investor, particularly where the firm did not approve the Outside Activity. The commenter also recommended increasing the level of sanctions in cases of unauthorized Outside Activities cases to the point where they are impactful on the firm and provide strong general deterrence.	<p>We conduct compliance reviews of registered firms to monitor whether they are complying with securities laws. If a registered firm or individual associated with the firm has not complied with securities laws, we may take a number of actions, including:</p> <ul style="list-style-type: none"> • Tracking and monitoring the firm or individual; • Conducting a follow-up review; • Imposing terms and conditions on registration; or • Referring the matter to Enforcement, who may initiate a proceeding

			against the firm or individual.
17.	Disclosure of Outside Activities	<p>One commenter suggested that firms should disclose to clients engaged with a representative for which the firm has approved an Outside Activity, that such approval has been granted and that such information should be made available on CSA Registration Check.</p> <p>The same commenter recommended that the CSA launch an investor education program on how to engage with representatives that have or could have outside business or other activities.</p>	<p>Subsections 13.4(1) and (2) of NI 31-103 requires a registered firm to take reasonable steps to identify and respond to conflicts of interest. Further, subsection 13.4(3) of NI 31-103 states that “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.” This disclosure requirement is also set out in paragraph 14.2(2)(e) of NI 31-103 as information a firm must deliver to clients.</p> <p>To the extent that a registered firm approved Outside Activity has been identified by the firm as a material conflict of interest that must be addressed in the best interest of the client, then pursuant to subsection 13.4(4), the firm is required to disclose material conflicts of interest to a client whose interests are affected by the conflict of interest if “a reasonable client would expect to be informed of those conflicts of interest”. This disclosure must be prominent, specific and written in plain language, and must be disclosed at the appropriate time in order to be meaningful to the client.</p>

3. Comments relating to Positions of Influence

No.	Subject	Summarized Comment	CSA Response
18.	General comments	<p>Several commenters were of the view that restrictions on positions of influence were not required as concerns could be addressed under the conflicts of interest provisions of NI 31-103.</p> <p>One commenter suggested that the CSA consider alternative approaches to the prohibition, including mitigation factors such as professional requirements (e.g., codes of conduct, ongoing education, fiduciary duty). Two commenters recommend that section 13.4.3 of NI 31-103 be amended to align with IIROC's personal financial dealings rule.</p> <p>One commenter believed that no aspect of the new rule on positions of influence will be difficult to administer if a principles-based approach is applied. Another commenter was of the view that education and training will be a key component for implementation by firms.</p>	<p>We have maintained restrictions on the clients a registered individual in a position of influence may have. The restrictions are required to address the conflict arising from the relationship between a registered individual and the clients the registered individual knows from the outside activity that is a position of influence and in our view, are a measured regulatory approach in contrast to a ban on the activity.</p> <p>We continue to be of the view that positions of influence should be reported to regulators.</p>
19.	Definition of "position of influence"	<p>Several commenters were of the view that the list of positions was sufficient. One commenter noted that as the list was non-exhaustive, there were no additional positions that need to be specifically set out. Another commenter believes that lawyers and accountants should be added to the list.</p>	<p>We have maintained the definition of position of influence as published, including (a) a reasonable person standard and (b) listing certain positions of influence. Based on our experience, these are positions with a high level of conflict which must be reported and managed by firms. We are of the view that the listed positions will ease</p>

	<p>A few commenters disagreed with the list of professions that were identified as positions of influence. These commenters:</p> <ul style="list-style-type: none">• emphasize the importance of avoiding a one-size-fits-all perspective;• suggest that the list should be guidance;• disagree that simply by virtue of being a notary, an Individual Registrant should be deemed to be in a position of influence. <p>Several commenters noted whether someone is in a position of influence is context specific. Two commenters were of the view that the test is subjective and unclear, and will result in confusion and inconsistent application.</p> <p>Two commenters were concerned that regulators in different jurisdictions could have differing views of when an Individual Registrant is or is not in a position of influence.</p> <p>Several commenters provided suggestions for the definition of “position of influence” including:</p> <ul style="list-style-type: none">• adding at the end of the sentence “and is a conflict of interest that cannot be managed in accordance with applicable securities laws”;• having a “reasonable person” standard or provide discretion to registered firms in determining whether or not a position of influence exists;• qualifying whether the	<p>compliance burden on firms by providing clarity and consistent treatment.</p> <p>Positions of influence can be a matter of judgment of a reasonable person and based on the particular facts and circumstances. Therefore, it is not an exhaustive list and guidance is provided in 31-103CP.</p>
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		<p>individual in a position of influence is using that position to solicit business;</p> <ul style="list-style-type: none"> • adding persons who hold powers of attorney or are executors or beneficiaries; and • Removing teachers and instructors as “positions of influence”; and • adding bank employees who are registered to sell mutual funds. 	
20.	Guidance on “positions of influence”	<p>Guidance was sought by commenters on the following:</p> <ul style="list-style-type: none"> • what characteristics define a position of influence; • when individuals with trust-based relationships and positions of community, cultural, or religious leadership are positions of influence. • susceptibility is a question of fact and circumstances for the specific individual; and • examples of positions of influence that are more common in the discretionary asset management industry (<i>e.g.</i>, those that may raise affinity-fraud type concerns). <p>Two commenters recommended that the position of influence guidance in the draft amendments to NI 31-103CP be amended as follows: “If both the degree of influence by the registered individual in the position of influence and the confusion or susceptibility of a person subject to that influence result in or could</p>	<p>We have provided additional guidance on individuals who are involved in the activities of community, cultural, or religious organizations, as well as on individuals who are elected officials.</p> <p>Positions of influence are a matter of judgment of a reasonable person and based on the particular facts and circumstances. Therefore, it is not an exhaustive list and guidance is provided in 31-103CP.</p>

		result in the person being subject to the undue influence of the registered individual, a registered firm is expected to consider the outside activity to be a position of influence”.	
21.	Community positions	<p>Some commenters were concerned that the prohibition would discourage Individual Registrants from becoming involved with community organizations or may inadvertently capture certain community activities that do not pose a material conflict of interest. A couple of commenters recommended a positive statement be made in 31-103CP that the application of new section 13.4.3 is not intended to restrict registrants from assuming roles in their communities. In contrast, one commenter believes that the Proposals provided clarity and will alleviate rejection of volunteer activities on the basis they are positions of influence.</p> <p>One commenter did not agree that pro bono activities should be categorized as “positions of influence.” Other commenters suggested clarifying that individuals who are associated with charities but are not involved in their money raising efforts, or are members of fraternal organizations or religious congregations, are not to be considered to be in positions of influence solely by these relationships.</p>	<p>Whether a position is compensated does not affect whether it is a position of influence. These positions give rise to a high level of conflict which must be reported and managed by firms.</p> <p>We have included additional instructions and guidance on when a non-compensated position is a reportable Outside Activity.</p>
22.	The term susceptibility	A number of commenters were supportive of the use of the term “susceptibility”. One	We have continued to apply the term “susceptibility” as we believe it accurately reflects

		<p>commenter was of the view that it supported the CSA's intent to move towards a principles-based approach to reporting Outside Activities and reflects the nature of the relationships of concern. Alternatively, two commenters suggested that an objective "reasonableness" standard be applied to the concept of susceptibility. A third commenter suggested a degree of influence test and degree of client confusion test.</p> <p>Two commenters disagreed with the use of the term "susceptibility" as it requires an understanding of the facts and circumstances outside the registered individual's areas of expertise. One of those commenters suggests terms "subject to persuasion" or "easily influenced" instead. Two commenters suggested "vulnerability".</p> <p>One commenter believed that "susceptibility" implies a higher level of "may be" influenced and could be assumed when no influence exists.</p>	<p>the nature of the relationships that gives rise to the concerns being addressed by the prohibition.</p>
23.	Prohibited clients	<p>A couple of commenters were of the view the prohibition was too broad.</p> <p>Two commenters indicated that it may be difficult for a Registrant to know the familial relationship and suggested a knowledge qualifier.</p> <p>One commenter suggested the close family members be</p>	<p>Based on our experience, these are positions with a high level of conflict which must be reported and managed by firms. We have revised the language of the prohibition to specify that registered firms and their Individual Registrants should not sell to or advise individuals that the registered firm or Individual Registrant <i>knows</i> are certain</p>

		<p>similar to that of related persons under the <i>Income Tax Act</i> (Canada), which would result in the removal of grandparent from the list. The commenter also questioned the inclusion of brothers and sisters as they did not believe that siblings share such information and that one sibling would be susceptible to the influence of a person who is in a position of influence over their sibling.</p>	<p>close family members of an individual that the Individual Registrant is in a position of influence over, given that familial relationships may not be always be readily apparent.</p> <p>We are of the view that the list of individuals (which registered individuals in a position of influence cannot sell to or advise) will ease compliance burden on firms by providing clarity and consistent treatment. Due to the close familial relationship, we are of the view that these individuals could be susceptible to persons who are in a position of influence over their family members.</p> <p>Accordingly, we have not removed grandparents or siblings from the list of individuals that registered individuals in a position of influence cannot sell to or advise. Grandparents and siblings are currently clients that persons in positions of influence may not sell to or advise as set out in the standard terms and conditions imposed on the registered individual's registration. We have not observed any compliance concerns in practice.</p>
24.	Application of section 13.4.3 of NI 31-103	<p>One commenter did not identify any potential difficulties in administering the new rule, other than the subjectivity of any influence/non-influence determination and any assessments of an individual's</p>	<p>We thank commenters for their comments.</p> <p>We expect the sponsoring registered firm to have procedures in place to provide reasonable assurance of compliance with the restriction</p>

		<p>degree of susceptibility.</p> <p>Another commenter noted that it would be difficult to determine the level of continued involvement or communication a registered individual who is in a position of influence can have with a client who is transferred and serviced by another registered individual.</p>	<p>on the registered individual's activities as set out in section 13.4.3 of NI 31-103.</p>
25.	Disclosure of positions of influence	<p>One commenter suggested positions of influence be posted on the CSA Registration Check website.</p>	<p>Subsections 13.4(1) and (2) of NI 31-103 requires a registered firm to take reasonable steps to identify and respond to conflicts of interest. Further, subsection 13.4(3) of NI 31-103 states that "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." This disclosure requirement is also set out in paragraph 14.2(2)(e) of NI 31-103 as information a firm must deliver to clients.</p> <p>To the extent that a registered firm approved Outside Activity identified by the firm as a material conflict of interest that must be addressed in the best interest of the client, then pursuant to subsection 13.4(4), the firm is required to disclose material conflicts of interest to a client whose interests are affected by the conflict of interest if "a reasonable client would expect</p>

			to be informed of those conflicts of interest”. This disclosure must be prominent, specific and written in plain language, and must be disclosed at the appropriate time in order to be meaningful to the client.
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4. Comments relating to reporting deadlines

No.	Subject	Summarized Comment	CSA Response
26.	General reporting deadlines	<p>Many commenters supported the change of some reporting requirements from 10 days to 15 days and from 15 days to 30 days as being sufficient time for gathering, analyzing and submitting information to securities regulatory authorities.</p> <p>One commenter disagreed with the increase in filing deadlines on the basis that registration information will be out of date for longer periods. The commenter did not see how extended reporting deadlines improved investor protection.</p>	In developing the Proposals, we reviewed and carefully considered each reporting requirement and assessed the timeframe for the reporting of that information to us.
27.	Reporting deadline for Outside Activities	Many commenters indicated specific support for extending the deadline for reporting Outside Activities or changes in Outside Activities from 10 days to 30 days. However, one commenter requested the CSA consider whether reporting of Outside Activities from Permitted Individuals who are not employed with the firm can be done on an annual basis or quarterly. On the other hand, one commenter understood Registrant concerns about the current 10-day period for reporting outside business	We have maintained the 30-day reporting deadline for Outside Activities as set out in the Proposals. We are of the view that this reporting deadline is appropriate for the reporting of this type of information.

		<p>activities, but believes that increasing the time period to 30 days and extending the deadline for other filings to 15 days will continue to lead to confusion and late filings by market participants.</p> <p>One commenter saw the extension to 30 days for reporting Outside Activities as reasonable and aligns with other international regulators such as FINRA.</p>	
28.	Multiple reporting deadlines	<p>Many commenters raised concerns about having 3 different reporting deadlines (10, 15 or 30 days) noting this will add complexity to the reporting process and increase the likelihood of errors.</p> <p>Alternative reporting deadlines were suggested by multiple commenters.</p>	<p>We changed the deadline to report a cessation of authority of an Individual Registrant or a change in an individual's status to 15 days, such that there are generally two reporting deadlines – 15 days or 30 days.</p> <p>A longer reporting period does not raise regulatory risk where an individual ceases to have authority of an Individual Registrant.</p> <p>If an individual becomes a permitted individual, a notice under section 11.9 or 11.10 of NI 31-103 is typically filed at least 30 days prior to any acquisition or as soon as the registered firm becomes aware. Accordingly, securities regulatory authorities will already be aware of any changes to the permitted individuals of a registered firm.</p>
29.	Ontario late filing fee	<p>One commenter disagreed with the late filing fees of the Ontario Securities Commission (OSC). They were of the view that late</p>	<p>We anticipate that the new reporting framework for Outside Activities, along with the extension of time to report</p>

		fees deter the reporting of these activities and encourages late filing.	<p>Outside Activities to 30 days, will reduce the number of late filings of new or changes to Outside Activities.</p> <p>The OSC waived late filing fees for the period from January 1, 2019 to December 31, 2021 for the purposes of developing the Proposals and publishing the Amendments. The OSC has extended the moratorium until the Amendments come into effect on June 6, 2022.</p>
30.	Challenges from updated reporting deadlines	One commenter noted that there may be unanticipated challenges in providing updates by the proposed deadlines.	We thank the commenter for their comments.
31.	Reporting deadlines in other areas	Regarding required timeframes for information, one commenter noted that there are inconsistencies throughout the document, and requests that the CSA reviews and synchronizes the applicable time periods, while taking into consideration how far past timelines should go to determine fitness for registration.	Amending the time periods for other requirements is beyond the scope of the targeted changes. We will consider these time periods for future amendments.

5. Comments relating to regulatory burden of certain reporting requirements

No.	Subject	Summarized Comment	CSA Response
32.	General delegation of reporting to an authorized affiliate	<p>A number of commenters supported this change.</p> <p>A number of commenters believed that as it only applies to Registrants with the same principal regulator, it is unlikely to meaningfully reduce the burden for Registrants that are part of large groups. Other commenters also noted that as it</p>	<p>We continue to only allow firms to delegate reporting to a registered affiliate with the same principal regulator. Extending this initiative to registered firms with different principal regulators is not practical given there is no national database for firm registration information, including reporting updates.</p>

		<p>can only be relied upon by Registrants with the same principal regulator, it cannot be relied upon by international firms that are exempt from registration in Canada.</p> <p>One commenter thought this provision would be of limited use because a Registrant is required to file an attestation each time it wants another firm to make a filing on its behalf.</p>	<p>These filings are submitted through each of the CSA's local electronic filing systems and not through NRD.</p> <p>From an assessment of a sample of filings we received from affiliated registered firms, we anticipate a 27% reduction in reporting to securities regulatory authorities and, in turn, a reduction in burden for Registrants.</p> <p>We note that international firms relying on an exemption do not submit registration information. Generally, they are required to pay participation fees and submit a new notice of who their agent for service is when there is a change. We do not think this is unduly burdensome for the international firms to report this information.</p> <p>We have revised the provision to make it clear that a certificate is only required to be filed at the start of using the delegation function and then afterwards only when there is a change to the authorized affiliate.</p>
33.	Authorized affiliate	<p>One commenter was not aware of any circumstances where reporting could not be delegated. A couple of commenters noted that the firm may have its own reasons for who it would delegate the authority to report on its behalf, such as a centralized corporate group that handles regulatory reporting.</p>	<p>We thank commenters for their comments. As noted above, we maintained the requirement that the authorized affiliate be an affiliate of the registered firm and have the same principal regulator.</p>

		Alternatively, one commenter believed that if there is a change in registration information that only applies to one of the firms, such as a change in UDP or CCO, that should not be delegated to an affiliate	
34.	Reporting that may be delegated	<p>One commenter believed that the newly proposed subsection 3.1(2.1) of NI 33-109 is of limited use as it pertains only to certain parts of the Firm Registration Form.</p> <p>Commenters suggested that the delegation be extended to other reporting requirements including:</p> <ul style="list-style-type: none"> • the reporting of information on “specified affiliates”; • the reporting of address changes that may apply to one or more affiliates; and • the reporting of notices on litigation even if the filing firm is not named in the litigation. <p>Two commenters suggested that each Registrant should be required to disclose information about its own activities only and not on the activities of their “specified affiliates.”</p>	<p>We have not made any changes to the information that may be reported by an authorized affiliate. In developing the Proposals, we considered the information that affiliated firms submit that is duplicative because of their affiliation. These formed the basis of the information that may be reported by an authorized affiliate.</p> <p>We have not amended the reporting of information about a registered firm’s “specified affiliates”. We are of the view that information about specified affiliates provides relevant information about the registered firm’s stewardship, and in turn, its fitness for registration.</p>
35.	Support for the change in reporting percentage ownership changes	<p>Four commenters supported the proposal to report changes in percentage ownership only where a person or company’s percentage crosses certain thresholds as it would reduce the number of filings.</p> <p>One commenter suggested a change from 20% to 25% to be consistent with NI 31-103 subsection 13.2(3) Know Your Client requirements and anti-</p>	<p>We have not changed the percentage thresholds where reporting is required. We have maintained the 20% as it aligns with the insider reporting requirement under securities laws.</p>

		money laundering and anti-terrorist financing requirements.	
36.	Reporting status change in legal actions	<p>One commenter believed the Proposals relating to litigation status reporting should reduce the number of reports firms file.</p> <p>Another commenter did not identify any changes in litigation that should not be reported or would be captured in reporting elsewhere. Other commenters suggested what information should be reported, including:</p> <ul style="list-style-type: none"> • the settlement of the case or the issuance of a judgment. • service of the claim, when there are substantive findings; and final resolution of the claim; • only legal actions that are significant need be reported (i.e., over a certain amount that is considered material to the firm and/or its parent); • limited to those that involve fraud, theft or securities-related activities or that could significantly affect the firm's business; and • procedural motions and related matters should not be reported. <p>One commenter suggested that for integrated financial institutions with multiple affiliates, a blanket declaration could be used to state that at any time, any of the entities could be subject to class action lawsuits and will only report to the CSA when the courts have concluded the case against the applicable entity.</p>	<p>We have revised the guidance on reporting status updates to litigation to take into account the comments received.</p> <p>Reporting has not been limited to certain types of allegations because non-compliance or misconduct in areas beyond fraud, theft or securities-related activities could provide important information about the firm's suitability for registration. Similarly, we have also not added a blanket declaration for class actions as the nature of the claims made in each class action will be different and may be pertinent to an assessment of a firm's suitability for registration.</p> <p>Reporting has not been limited to certain entities because non-compliance, misconduct, or fraudulent activities at an affiliate entity in another country may provide important information on the suitability for registration of the Registrant where the entities are under common control.</p>

		<p>One firm asked that the CSA consider allowing registered firms and affiliated international entities relying on registration exemptions to only report regulatory and/or legal action in respect of the registered firm, and not for specific affiliates that do not have dealings with Canadian investors.</p> <p>One commenter requested clarification on what is meant by “significantly affect the firm”.</p>	<p>We disagree that reporting should be based on the size of the firm and have not added a materiality threshold. Integrity issues are not dependent on the size of the claim. Firms are required to maintain ongoing suitability for registration, which includes integrity and proficiency, not simply solvency. Some civil claims, if proven, can bear on the integrity or proficiency of a Registrant. We also disagree that larger firms should not be required to disclose comparable civil claims that smaller firms or individuals are required to disclose.</p> <p>Legal action disclosure has been streamlined by permitting filings to be made by one firm on behalf its affiliates and by expressly excluding non-material information such as discovery, procedural and scheduling developments from the disclosure requirement.</p>
37.	Privacy of litigation information	<p>One commenter was of the view that certain changes in legal actions could compromise private or confidential information, and may significantly affect the outcome of the action and the firm. The commenter noted that these issues will likely be specific to the firm and the actual issues being litigated and noted it was important to provide an element of discretion or allowance for confidential reporting so that they are not compromised by the reporting requirement.</p>	<p>Information provided to us is not published and is kept confidential to the extent permitted by law.</p>

38.	Reporting changes of expiry date of insurance policies	Several commenters supported the proposed amendments that remove the update requirements for expired insurance policies where a firm has simply renewed the insurance policy without change. One of the two commenters also requested that the CSA clarify that a notice of change in an insurance policy pursuant to section 12.7 of National Instrument 31-103 is also not required to be filed when the only change is to the expiry date.	We have made a consequential amendment to section 12.7 of NI 31-103 to remove the reporting requirement of renewal of an insurance policy.
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6. Comments relating to common errors and updated certification requirements

No.	Subject	Summarized Comment	CSA Response
39.	General comments on common errors	<p>Several commenters were of the view that the Proposals relating to common errors were clear.</p> <p>One commenter believed that, where an Individual Registrant changes sponsoring firms, the CSA should require the previous sponsoring firm to address the incomplete or inaccurate information, rather than the new sponsoring firm.</p>	<p>We thank the commenters for their comments.</p> <p>We expect Registrants to keep their registration information up-to-date.</p>
40.	Detrimental information at time of termination or resignation (Item 12 of the Individual Registration Form)	<p>One commenter supported the amendment that clarifies individual Registrants must disclose detrimental information that existed at the time of their resignation or termination, regardless of whether it caused or contributed to the resignation or termination.</p> <p>Another commenter requested that the “for cause” be reinserted. The commenter was of the view that proposed revised wording does not allow</p>	Regarding detrimental information that existed at the time of an individuals’ resignation or termination, we continue to be of the view that disclosure of the detrimental information is required even if it is not the reason for termination or resignation. This information is used to assess the individual’s fitness for registration.

		for the individual to rebut or indicate if they were subsequently cleared and is contrary to a presumption of innocence unless an appropriate review process has occurred. When there has been cause the implication is that the previous employer has met a higher level of proof.	
41.	Scope of allegations (paragraph 2.3(2)(b) of NI 33-109; Item 12 of the Individual Registration Form; Reinstatement Form)	Two commenters questioned whether the reporting of allegations in Canada or in any foreign jurisdiction of a commission of a crime or a contravention of “ any statute, regulation, order of a court or regulatory body, rules or bylaws of an SRO or failure to meet any standard of conduct of the sponsoring firm, an industry association or any relevant authority” is too broad. One of the two commenters noted that some of the additional qualifications relating to reinstatement of registration are too broad and could result in registration delays from disclosures that may not be meaningful to the individual’s fitness for re-registration.	<p>We view this information to be relevant to an assessment of whether an individual is suitable for registration or whether their registration is otherwise objectionable.</p> <p>We have removed the requirement to report resignations and terminations following allegations that the Individual Registrant violated, or failed to appropriately supervise compliance with, the rules or bylaws or standards of conduct of an industry association as industry associations are advocacy bodies that do not grant credentials and enforce standards of conduct.</p> <p>We have revised the language from “any authority exercising jurisdiction over specific business activities or professions” to “professional body”.</p>
42.	Industry associations and professional bodies (paragraph 2.3(2)(b) of NI 33-109; Item 12 of the Individual Registration Form; Reinstatement Form)	Two commenters believed that references to “industry associations” should be deleted in subsection 2.3(2) of NI 33-109 and Item 12 of Form 33-109F4 with respect to resignations and terminations, as industry associations are not	We have removed the requirement to report resignations and terminations following allegations that the Individual Registrant violated, or failed to appropriately supervise compliance with, the rules or bylaws or

		self-regulatory and do not monitor their members' compliance nor sanction them, and the language used does not accurately reflect what the CSA is trying to capture. The commenters suggested the use of "professional bodies" as an alternative.	standards of conduct of an industry association. We have revised the language from "any authority exercising jurisdiction over specific business activities or professions" to "professional body".
43.	Reporting of licenses (Item 13.3 of the Individual Registration Form)	One commenter believed that reporting all "non-securities licenses, including medical licenses" is unclear and appeared to be excessive, given that the commenter has never come across doctors that are also Registrants. They noted that it appears that possessing a firearms license or hunting would also be reportable. Another commenter provided suggestions for Item 13 Regulatory Disclosures and Schedule J, including replacing "doctor" with "medicine" or "medical professions"; and restoring "professional" to question (c).	We are of the view that registration and licenses required to deal with the public provides information relevant to an assessment of whether the individual is suitable for registration or whose registration is otherwise objectionable. We have added instructions in Item 13.3 of the Individual Registration Form to make clear that only registration and licenses that involve dealing with the public are to be disclosed.
44.	Reporting of relevant securities experience (Item 8.4 and Schedule F of the Individual Registration Form; Item 2.3 and Schedule A of Form 33-109F2 <i>Change or Surrender of Individual Categories</i>)	One commenter requested clarification as to whether item 8.4 [Relevant securities experience] of 33-109F4 applies to Associate Portfolio Managers and Portfolio Managers, and Supervisors.	We have amended the instructions to clarify the supervisor category.
45.	Reporting of course information (Item 8.1 and Schedule E of the Individual	One commenter suggested clarifying that reporting education and course information required for	We have revised the language to clarify this point.

	Registration Form)	registration should only apply to securities registration applicable to the individual's registration category.	
46.	Certification	<p>Three commenters indicated they were not aware of any circumstances where the certification standard may not be met. For one of these commenters, this was subject to the inherent and inevitable subjectivity of "reasonable inquiry".</p> <p>One commenter supported the certification being placed at the beginning.</p> <p>Another commenter recommended requiring a certification such as "true and complete and understands the consequences of providing false information", as a strong attestation will give investors confidence that the information can be relied upon; if the signatory cannot locate a certain piece of information, they should flag it for the firm and CSA.</p>	<p>We have maintained the standard of certification. Each registration form has a warning in bold at the beginning that it is an offence to knowingly give false or misleading information to the regulator or securities regulatory authority.</p> <p>Detailed guidance on the expectations of applicants and sponsoring firms in providing true and complete applications for registration is set out in CSA SN 33-320 The Requirement for True and Complete Applications for Registration issued on July 2017.</p>
47.	Reinstatement of Registration	<p>One anonymous commenter was supportive that the Reinstatement Form could only be used if the applicant's NRD record is up-to-date as it will mean a consistent standard for all jurisdictions.</p> <p>Another commenter sought clarification on whether an individual's registration information in NRD was up-to-date and could rely on the Reinstatement Form if, at the time the individual ceased to be</p>	<p>We have amended section 2.3 of NI 33-109 to clarify when an Individual Registrant's NRD record is up-to-date and have provided guidance in Annex C of this notice on an Individual Registrant's registration information in NRD that reads "there is no response to this question".</p>

		registered as a permitted individual, their information was up-to-date, but their NRD record now includes “ <i>there is no response to this question</i> ” as opposed to a Yes or No answer for certain questions.	
48.	“Termination” to “Cessation”	One commenter noted by replacing “termination” and “terminate” with “cessation” and “cease”, the CSA will also now receive information from Registrants that were treated as independent contractors.	We thank the commenter for their comment.

7. Comments on privacy notice and consent

No comments were received in relation to the proposed amendments to the privacy notice and consent.

8. Comments on collecting information on professional titles

No.	Subject	Summarized Comment	CSA Response
49.	General comments	<p>A number of commenters supported the requirement to report titles. Reporting of titles will help confirm compliance with the new regulations under Client Focused Reforms and the pending Financial Advisor and Financial Planner titling frameworks. Some of the commenters noted that this will also help reduce consumer confusion and ensure that investors are accessing advice from professionals with appropriate credentials.</p> <p>Several commenters indicated that a survey of industry participants would be more efficient than collecting titles through the registration process. One of these commenters was of the view that imposing ongoing</p>	<p>We have maintained the requirement for Individual Registrants to report their titles. This information requirement implements the CSA’s oversight for the new section 13.18 of NI 31-103 introduced as part of the Client Focused Reforms that prohibits Registrants from holding out their services in any manner that could reasonably be expected to deceive or mislead any person as to:</p> <ul style="list-style-type: none"> • their proficiency, experience or qualifications; • the nature of the person’s relationship or potential relationship with the Registrant; or • the products or services

		<p>title reporting obligations was unlikely to provide useful information. The commenter along with other commenters were of the view that the requirement would be burdensome and likely to result in reporting deficiencies.</p> <p>One commenter was of the view that the CSA should make it clear that individuals do not have the right to self-title.</p>	<p>provided or that might be provided.</p> <p>Paragraph 13.18(2)(c) of NI 31-103 [once the Client Focused Reforms come into force] prohibits a registered individual from using a title that was not approved by their sponsoring firm.</p>
50.	Challenges in reporting titles	<p>Two commenters did not identify any challenges in reporting titles.</p> <p>Commenters raised questions on what titles would be reported, including:</p> <ul style="list-style-type: none"> • whether “professional title” means business titles and professional designation granted by a recognized credentialing body (<i>e.g.</i>, Chartered Financial Analyst); • how Registrants with multiple titles (<i>e.g.</i>, those who hold other financial licenses for insurance or other products) report; and • for new applications, whether it is necessary to indicate the current title used and proposed title to be used upon regulatory approval. 	<p>We have clarified that Individual Registrants are to provide all the business titles and professional designations that they use or will be using once registered and to keep this information up-to-date.</p>
51.	Implementation of reporting titles	<p>One commenter inquired if there was an expectation to update the titles for active Registrants.</p>	<p>It is not our expectation that current Individual Registrants would have to update their registration information for their titles as of the effective date of the Amendments or immediately after that date. Individual Registrants will be required to update their titles</p>

			when there has been a change in registration information previously provided and by June 6, 2023. At that time, we would expect the Individual Registrant to report their titles and for any changes to their titles thereafter.
52.	Further work on titles	Various commenters provided suggestions for further work on titles.	We thank commenters for their suggestions.

9. Comments on Transition

No.	Subject	Summarized Comment	CSA Response
53.	Effective date and transition period	<p>A few commenters had no objections to the transition plan and did not foresee any issues with achieving the implementation of changes based on noted dates.</p> <p>However, a significant number of commenters indicated that the proposed transition date of December 31, 2021 would not provide adequate time for these changes for the following reasons:</p> <ul style="list-style-type: none"> time is required to assess what changes will need to be made to the firms' practices and processes; training will need to be provided; many Registrants operational and technical resources will be focused on implementing pre-existing regulatory changes; individual Registrants will already be overwhelmed by the volume of new changes coming into effect during this period; and the timing conflicts with 	<p>We thank commenters for their comments.</p> <p>We have revised the effective date of the Amendments and removed the transition period for positions of influence. Subject to Ministerial approvals being obtained, the Amendments (including the Amendments to NI 31-103 relating to positions of influence) will come into force on June 6, 2022.</p> <p>We acknowledge the comments received regarding the existing regulatory changes Registrants are implementing and the difficulties commenters raised with the year-end implementation. Additionally, we are of the view that a single date to implement the Amendments is simple and avoids potential confusion</p>

		<p>other work, such as year-end compliance attestations.</p> <p>These commenters recommended various alternative transition dates, generally for more time.</p>	<p>and error.</p>
54.	Updating information	<p>Several commenters raised comments on when current Individual Registrants would need to review and update Form 33-109F4 for the Proposals in light of new or amended information requirements (e.g., titles, Outside Activities).</p> <p>One commenter requested an “amnesty” or grace period for reporting Outside Activities and positions of influence that would have been reportable prior to the Proposed Revisions taking effect.</p> <p>The same commenter also requested clarification on the intended future or extension of the moratorium on late fees for OBA filings. The moratorium expires on December 31, 2021 at the latest.</p>	<p>It is not our expectation that current Individual Registrants would have to update their registration information, such as reporting Outside Activities under the new framework or providing their titles, as of the effective date of the Amendments (<i>i.e.</i>, June 6, 2022) or immediately after that date. Individual Registrants are required to update their registration information when there has been a change in registration information previously provided. At that time, we expect the Individual Registrant to review and update any other registration information that is not complete or accurate in light of the Amendments. Where the response in NRD states “there is no response to this question” (which generally will be the case for new questions), Individual Registrants will be required to respond to those questions the earlier of when they next update their registration information and June 6, 2023.</p> <p>The OSC waived late filing fees for the period from January 1, 2019 to December 31, 2021 for the purposes of developing the Proposals and publishing the Amendments. The OSC has extended the</p>

			moratorium until the Amendments come into force on June 6, 2022.
55.	NRD changes	<p>One commenter requested clarification on what changes would be made to NRD in light of the following statement “At this time, we are not proposing new forms or enabling Form 33-109F6 Firm Registration (Firm Registration Form) to be submitted in the National Registration Database (NRD). Any amendments to the registration information requirements will require changes to the NRD and NRD is currently anticipated to be replaced by SEDAR+ in 2023.”</p> <p>Another commenter raised various suggestions to improve the registration information, including:</p> <ul style="list-style-type: none"> • implementing technological changes such as self-check software to eliminate reporting errors before filing; • updating the structure and format of the registration forms and digitalized forms; and • publishing a plain language manual on how registration works. 	<p>NRD will be updated to reflect the Amendments.</p> <p>NRD will be replaced with SEDAR+. Accordingly, we have made targeted changes that, in our view, will provide the most benefit to Registrants and securities regulatory authorities pending SEDAR+. As a result, we have not proceeded with significant changes, such as enabling the Firm Registration Form to be submitted in NRD.</p>
56.	Individual Registrant access to records	<p>One commenter was not aware of any circumstances where a registered individual will need to request a copy of their individual registration form from the regulator to update information that is not complete or accurate.</p> <p>Three commenters identified that Individual Registrants may need to request a copy of their</p>	<p>A registered firm can view an individual’s current and previous Individual Registration Form disclosure in NRD.</p> <p>A registered firm can also generate a report which discloses an Individual Registrant’s current disclosures for each item of</p>

		<p>Permanent Record (i.e., the Individual Registration Form) from the regulator to update information if they are no longer associated with the firm, particularly if they are seeking to join a new firm. The commenters explained that the new Registered Firm may require the Permanent Record to conduct a suitability review prior to engaging the individual. The commenters also identified that the Individual Registrant may wish to request a copy of their Permanent Record for their files and for future reference from the regulator.</p>	<p>the Individual Registration Form. At the end of the report there is a section on previous disclosures for each item, which can be provided to the Individual Registrant.</p> <p>An Individual Registrant may request a copy of their own registration information by making a request to their principal regulator or SRO in accordance with the applicable procedures for the principal regulator or SRO, as the case may be.</p>
57.	Access to NRD	<p>Several commenters believed that Registrants should always have access to the full record of what has been submitted and it should be readily made available upon request from securities regulatory authorities. One of those commenters and another commenter believed that in order to ensure accuracy of the file, there must be an effort to move away from physical forms and focus on machine-to-machine delivery of digitized filings that can be accessed by a Registrant.</p> <p>One commenter was of the view that the CSA should not say it is not their responsibility to keep track of a Registrant's books and records.</p> <p>Two commenters noted that the administrative burden that implementing the proposed amendments will place on many registered firms can be significantly reduced if registered firms are given the ability to run pertinent NRD reports such as</p>	<p>It is expected that SEDAR+ will allow for more functionality in terms of both access to registration filings and information as well as through the use of enhanced methods of filing information (for example, the possible use of an Application Programming Interface for making updates).</p> <p>We have considered the suggestion that registered firms be given the ability to run pertinent NRD reports such as Outside Activities on a comprehensive all registered individuals basis rather than single registered individual. This functionality is being assessed by the CSA IT Systems Office to determine when and how it could be implemented in the future.</p>

		<p>outside activities on a comprehensive all registered individuals basis rather than single registered individuals.</p> <p>Two commenters noted that access to NRD would allow individual to review and confirm accuracy of their information and would promote more timely and accurate updates.</p>	
58.	SEDAR+	<p>Three commenters stressed the importance of engaging Registrants early on in the development of SEDAR+ to ensure a more effective electronic filing system is in place.</p> <p>These commenters noted that the design of SEDAR+ could significantly improve reporting obligations (<i>i.e.</i>, quality of the information being provided and time frames) and reduce regulatory burden if firms are presented with more meaningful reports, including Outside Activities.</p> <p>One commenter suggested that the CSA coordinate the Amendments with the launch of the usability improvements contemplated in the SEDAR+ project. The commenter requested additional details about the status of SEDAR+ and how it will impact the Proposals. The commenter suggested enabling Form 33-109F6 - <i>Firm Registration Form</i> to be submitted via NRD.</p>	<p>The CSA has been steadily working on SEDAR+ and is working on responding to feedback on its existing systems to improve market participants' filing experiences and offer investors better access to disclosure information.</p> <p>Initial user experience feedback was sought from a select and representative set of users prior to further system configuration.</p> <p>Additional user experience feedback is planned. External outreach and engagement activities for SEDAR+ including demonstrations of the new system learning experience walk-throughs and user experience sessions providing market participants insight to the system before its release. Mechanisms to support market participants' feedback on these sessions will be included.</p>

10. Other comments

59.	Regulatory focus	<p>One commenter also provided various suggestions on what securities regulators should focus on, including:</p> <ul style="list-style-type: none">• enhance monitoring of social media;• increasing the requirements to be an EMD in light of plans to expand the role of EMDs to increased retail investor access and expand the products retail investors can buy from EMDs; and• use OBSI complaints as a data source for policy development and registration criteria.	<p>We thank the commenter for their comment.</p>
60.	Drug addiction and mental illness	<p>One commenter believed that firms are required to take steps to mitigate the risks associated with drug addiction and mental illness, as they can lead to flawed investment recommendations causing harm to clients.</p>	<p>We thank the commenter for their comment.</p>

ANNEX C
FREQUENTLY ASKED QUESTIONS
ON UPDATING REGISTRATION INFORMATION ON NRD

Frequently asked questions (FAQ) on updating NRD

National Instrument 33-109 *Registration Information* (**NI 33-109**) sets out the registration information registered individuals and permitted individuals (collectively, **Individual Registrants**) are required to provide to regulators and when Individual Registrants are required to report updates to the information previously provided. This registration information is reported in the National Registration Database (**NRD**).

On June 6, 2022, amendments come into force (the **Amendments**) which include changes to the registration information required in Form 33-109F4 *Registration of Individuals and Review of Permitted Individuals* (the **Individual Registration Form**) and in Form 33-109F7 *Reinstatement of Registered Individuals and Permitted Individuals* (the **Reinstatement Form**).

To assist Individual Registrants and their sponsoring firms, this FAQ is intended to address questions from the Amendments relating to registration information in NRD. The list is not exhaustive.

We have divided the FAQs into the following categories:

- A. Updating registration information
- B. Changes to how responses are recorded on NRD
- C. Updating responses that read “there is no response to this question”
- D. Accessing records on NRD
- E. Late fees in the applicable jurisdictions

A. Updating registration information

1. When and how do I update my registration information?

You are required to report changes to your registration information within 15 or 30 days of a change (as set out in section 4.1 of NI 33-109).

Generally, you update your registration information by filing a Form 33-109F5 *Change of Registration Information* (the **Change Form**) on NRD. For example, if you move to a new residential address, you are required to report this change within 30 days using a Change Form.

If multiple changes are being reported, you will need to submit a Change Form for each change.

However, in other cases, a Form 33-109F2 *Change or Surrender of Individual Categories* (the **Add/Surrender Form**) is used to report changes in registration information. For example, the Add/Surrender Form is used by an Individual Registrant to seek registration in an additional jurisdiction.

2. *What happens if I do not update my registration information within the required timeframe?*

If you report a change to your registration information after the required timeframe to notify the regulator:

- your submission will be considered late,
- your registration information will be considered out-of-date, and
- you may be subject to late fees in the applicable jurisdictions (late fees are discussed in Section E of this FAQ).¹

B. Changes to how responses are recorded on NRD

3. *What happens to my responses in NRD when the questions are changed in the Individual Registration Form?*

Your responses in NRD will continue to appear even though the related questions have changed because of the Amendments.

We take two approaches when a question is changed. First, if the change to the question is to clarify and draw out specific details, but the question otherwise remains consistent with the previous question, we will replace the question and keep the previous response. Second, if the change to the question is significant such that the previous response does not make sense in relation to the revised question, we will replace the question and will replace the response with “there is no response to this question”.²

As the intent of the Amendments is to clarify the questions and reduce errors, for existing questions, we replaced the questions but kept the previous responses.

4. *What happens when a new question is added to the Individual Registration Form?*

The response in NRD will read “there is no response to this question” for the new questions added to the Individual Registration Form. The Amendments add two new questions to the Individual Registration Form. The first new question requires the reporting of titles for reportable activities (item 3(e) of Schedule G for item 10). The second new question requires the reporting of non-securities license numbers (item 13.3(a) of Schedule J for item 13).

For example, in Schedule G, section 3(e) is a new question which states “provide all business title(s) and professional designation(s) you use for the activity.” On June 6, 2022, the response in NRD will read “there is no response to this question”.

¹ Depending on the information disclosed, the regulator or securities regulatory authority may take other action unrelated to the timing of the submission (e.g., terms and conditions imposed on firms or individuals for certain types of disclosures).

² Previous amendments to registration information requirements were made in 2009 and in 2015 and at that time, responses in NRD to certain questions were replaced with “there is no response to this question”. Individual Registrants may already have this statement in their NRD responses due to these prior changes.

5. *Is my registration information considered out-of-date when there are responses in NRD that read “there is no response to this question”?*

Your registration information will be considered out-of-date if you have not responded to those questions in NRD that read “there is no response to this question” by the required timeframe.

We have provided a transition period to provide responses to those questions in NRD that read “there is no response to this question.” Specifically, in subsection 4.3 of NI 33-109, you are required to update responses that read “there is no response to this question” by the earlier of:

- the date you are next required to notify the regulator of a change to your registration information after June 6, 2022, and
- June 6, 2023.

C. Updating responses that read “there is no response to this question”

6. *When do I have to answer questions that read “there is no response to this question” on NRD?*

You are required to update responses that read “there is no response to this question” by the earlier of:

- the date you are next required to notify the regulator of a change to your registration information after June 6, 2022, and
- June 6, 2023.

Please see subsection 4.3 of NI 33-109.

7. *What do I do if an outside activity previously reported no longer needs to be reported?*

After reviewing your registration information, you may determine that an outside activity you previously reported is no longer required to be reported. For these activities, you are required to update your information by providing an end date on NRD (i.e., the date you make the filing) and the reason for the end date (i.e., the activity is no longer required to be reported). Activities that have been recorded as ended will no longer appear as current reportable activities under item 10 of the Individual Registration Form, but rather will be recorded on NRD as previous reportable activities under item 11 of the Individual Registration Form.³

If you submit a change in registration information after June 6, 2022 and do not indicate an end date to an outside activity already reported and recorded on NRD, it will be our understanding that you have assessed the activity and have determined that the activity is reportable.

³ Your current employment will appear in item 10 (Reportable activities). Your previous employment will appear in item 11 (Previous employment and other activities).

Scenario 1

Omari has previously reported two outside activities: (1) acting as a volunteer coach of his son's soccer team and (2) being a board member of a company affiliated with his sponsoring firm. After reviewing the changes to NI 33-109, he understands that he does not need to report the volunteer coaching position. On June 30, 2022, he files a Change Form reporting June 30, 2022 as the end date for the volunteer coaching position and stating, for the reason, that it is no longer required to be reported. He also reports the title of his board position.

8. *Do new questions have to be updated in the same manner?*

All new questions will have a response that reads "there is no response to this question". You are required to update all responses that read "there is no response to this question" by the earlier of:

- the date you are next required to notify the regulator of a change to your registration information after June 6, 2022, and
- June 6, 2023.

Scenario 2

Natalia is a registered mutual fund dealing representative with MFD Securities Inc. She also is a bookkeeper for a restaurant and has reported this outside activity. She was named in a lawsuit on September 3, 2022. This is the first change to her registration information since June 6, 2022. In NRD, the new question in Schedule G, section 3(e) of the Individual Registration Form, which requires her to disclose business title(s) and professional designation(s), reads "there is no response to this question". Natalia is required to

- report the lawsuit,
- report her business title(s) and professional designation(s) used in her position with her sponsoring firm MFD Securities Inc.,
- report her business title(s) and professional designation(s) used in her position as bookkeeper for the restaurant, and
- answer all other questions where the response is "there is no response to this question".

9. *How often should I review my registration information to make sure the responses on NRD remain accurate?*

You should review your information regularly because you are required to keep your registration information current on an ongoing basis. Changes are made by filing the Change Form and Add/Surrender Form within the required timeframe (either 15 days or 30 days of the change, as set out in NI 33-109).

We have provided a transition period to respond to any questions that read "there is no response to this question". You are required to answer any questions that contain "there is no response to this question" by the earlier of:

- the date you are next required to notify the regulator of a change to your registration information after June 6, 2022, and
- June 6, 2023.

Please see subsection 4.3 of NI 33-109.

We understand that many registered firms require their Individual Registrants to review all registration information at least annually to verify if their information on NRD is accurate. This practice provides an opportunity for Individual Registrants to update their information on NRD, including any questions that have “there is no response to this question” as responses, if they have not already done so as part of reporting on other changes. We note, however, that the annual review may identify changes to registration information that should have been reported at an earlier date. This may result in late fees in the applicable jurisdictions.

Scenario 3

Ephram is a registered representative for Pro Active Capital Inc. He is also a licensed mortgage broker, which he previously reported. Annually in September, Pro Active Capital Inc. provides its registered representatives with a copy of their registration information in NRD to review and inform Pro Active Capital Inc. if there have been any changes. It is now September 2022 and time for the annual review. Ephram receives a copy of his responses in NRD and sees that there are questions that state “there is no response to this question”, including the question requiring the reporting of his mortgage broker license number. Ephram will report his responses and will also answer all questions where the response is “there is no response to this question”.

Scenario 4

Molly has had no changes to her registration information since June 6, 2022. It is now May 1, 2023. Molly requests a copy of her registration information in NRD from her sponsoring firm. She reviews the registration information that she previously reported and files a Change Form responding to any questions where the response in NRD is “there is no response to this question” before June 6, 2023.

10. *If my NRD information contains questions that have “there is no response to this question” as responses, will my registration information be considered out-of-date, such that I will not be able to use the Reinstatement Form?*

If, on or after June 6, 2023, your registration information on NRD contains questions that have “there is no response to this question” as responses, your information will be considered out-of-date and you will not be eligible to use the Reinstatement Form. Please see clause 2.3(2)(b.2) of NI 33-109 and item 9, question 2 in the Reinstatement Form.

D. Accessing records on NRD

11. *Can I see what my previous response was if it was replaced with “there is no response to this question”?*

Yes. If you are registered with a firm, your firm can view your previous responses for different periods (e.g., prior to “2009/09/28”). The previous responses are accessed using the “View History” button in NRD.

A firm can also generate a report called “Generate Permanent Record Report for an Individual Registrant”. This report provides the current and past responses for each item in the Individual Registration Form.

We would expect firms to provide this report to their Individual Registrants periodically or when requested by the Individual Registrant. This will allow the Individual Registrant to have the last information they provided to their firm and the regulator. The Individual Registrant will be able to identify what information is out-of-date and should be updated.

Scenario 5

Clive has been registered as an advising representative since 2008. As a result of changes made to certain questions in 2009 and 2015, his responses to these questions in NRD were replaced with “there is no response to this question.” Clive has not needed to make any updates to his registration information since his registration in 2008 and has never responded to those questions. After reviewing the Amendments, he understands that he needs to (a) report the title he uses with his sponsoring firm as required by a new question (item 3(e) of Schedule G for item 10 of the Individual Registration Form) and (b) update his responses to those certain questions where, as a result of previous amendments, the responses state “there is no response to this question”. He requests from his firm and reviews a “Generate Permanent Record Report for an Individual Registrant” and submits a Change Form providing his registration information for each of the items that state “there is no response to this question.”

E. Late fees in the applicable jurisdictions

12. *If I do not update questions that have “there is no response to this question” as responses within the transition timeframe, will I be charged a late fee?*

Yes, this disclosure would be subject to a late fee under applicable local regulator rules⁴.

Individual Registrants are required by subsection 4.3 of NI 33-109 to update any questions that have “there is no response to this question” as a response by the earlier of:

- the date you are next required to notify the regulator of a change to your registration information after June 6, 2022, and
- June 6, 2023.

If you make an update after you are required to, you will be subject to a late fee under applicable local regulator rules.

13. *My registration information has changed and there is another question on NRD where the response reads “there is no response to this question”. If I report the change in my registration information, but I do not update the response to the other question, will I be charged a late fee?*

If you do not update responses that say “there is no response to this question” when you report other registration information changes, we will consider you to be late in providing this information. You would be subject to a late fee under applicable local regulator rules. Additionally, your registration information would be considered out-of-date and you would not be eligible to use the Reinstatement Form. Please see clause 2.3(2)(b.1) of NI 33-109.

⁴ Ontario Securities Commission Rule 13-502 *Fees* and Ontario Securities Commission Rule 13-503 (*Commodity Futures Act*) *Fees*

14. *My registration information changed before June 6, 2022 and I did not report it. Will I be subject to a late fee if I report it now?*

NI 33-109 requires Individual Registrants to report changes to their registration information within 15 days or 30 days of a change. If you did not report information that was required to be disclosed under the previous question and that information continues to be required under the new question, you could be subject to a late fee.

Scenario 6

Kwan is a dealing representative for Capital Finance Partners LLC and an insurance broker. Being an insurance broker was a reportable outside activity before the Amendments to NI 33-109, but Kwan did not report this outside activity. After reading about the Amendments to NI 33-109, Kwan understands that he is required to report being an insurance broker, including the title(s) he uses and his insurance broker license number. When Kwan reports being an insurance broker, Kwan will be subject to a late fee in the applicable jurisdictions because this activity was required to be disclosed previously and continues to be required to be disclosed under the new question.

ANNEX D

ADOPTION OF THE AMENDMENTS

The Amendments to NI 33-109 and NI 31-103 will be implemented as:

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

The Amendments to 33-109CP and 31-103CP will be adopted as a policy in each of the CSA member jurisdictions.

In Ontario, the Amendments to NI 33-109 and NI 31-103, as well as other required materials, were delivered to the Minister of Finance on or about December 13, 2021. The Minister may approve or reject these Amendments or return them for further consideration. If the Minister approves the Amendments or does not take any further action, the Amendments will come into force on June 6, 2022.

In Québec, the Amendments to NI 33-109 and NI 31-103 are adopted as 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 regulations will come into force on the date of its publication in the Gazette officielle du Québec or on any later date specified in the regulations. They are also published in the Bulletin of the Autorité des marchés financiers.

In British Columbia, the implementation of the Amendments to NI 33-109 and NI 31-103 is subject to ministerial approval. If all necessary approvals are obtained, British Columbia expects these Amendments to come into force on June 6, 2022.

In Saskatchewan, the implementation of the Amendments to NI 33-109 and NI 31-103 is subject to ministerial approval. If all necessary approvals are obtained, these Amendments will come into force on June 6, 2022 or if after June 6, 2022, on the day on which they are filed with the Registrar of Regulations.

ANNEX E
AMENDMENTS TO
NATIONAL INSTRUMENT 33-109
REGISTRATION INFORMATION

1. *National Instrument 33-109 Registration Information is amended by this Instrument.*
2. *Section 1.1 is amended*
 - (a) *in the definition of “cessation date” by deleting “, because of the end of, or a change in, the individual’s employment, partnership, or agency relationship with the firm”, and*
 - (b) *by replacing the definition of “Form 33-109F1” with the following:*

“Form 33-109F1” means Form 33-109F1 *Notice of End of Individual Registration or Permitted Individual Status*;
3. *Subsection 2.3(2) is amended*
 - (a) *by replacing paragraph (b) with the following:*
 - (b) in the case of the individual ceasing to be a registered individual or a permitted individual of a sponsoring firm, at the time of cessation there was no allegation against the individual, in Canada or in any foreign jurisdiction, relevant to an assessment of whether the individual is not suitable for registration or the registration is objectionable, including, for greater certainty, an allegation of any of the following:
 - (i) a crime;
 - (ii) a contravention of any statute, regulation or order of a court or regulatory body;
 - (iii) a contravention of any rule or bylaw of an SRO, of a professional body or of a similar organization;
 - (iv) a failure to meet any standard of conduct of the sponsoring firm or of any professional body; *and*
 - (b) *by adding the following paragraphs:*
 - (b.1) on or before the cessation date, the individual notified, in accordance with section 4.1, the regulator or, in Québec, the securities regulatory authority of any change to the information previously submitted in the individual’s Form 33-109F4;
 - (b.2) if the Form 33-109F7 is submitted on or after June 6, 2023, on the date Form 33-109F7 is submitted, the individual’s information in the National Registration Database does not state “there is no response to this

question” for any item of the individual’s Form 33-109F4,;

4. Section 2.5 is amended

- (a) by replacing “10 days” with “15 days” wherever it appears, and**
- (b) in subsection (2), by replacing paragraph (c) with the following:**
 - (c) the conditions in paragraphs 2.3(2)(b), (b.1), (b.2) and (c) are met..

5. Section 3.1 is amended

- (a) by replacing subsection (1) with the following:**
 - (1) In this section, “authorized affiliate” means, in respect of a registered firm, another registered firm that
 - (a) is an affiliate of the registered firm, and
 - (b) has the same principal regulator as the registered firm.
 - (1.1) Subject to subsection (3) or (4), a registered firm must notify the regulator or, in Québec, the securities regulatory authority of a change to any information previously submitted in Form 33-109F6 or under this subsection as follows:
 - (a) for a change to information previously submitted in relation to any of the following parts or items of Form 33-109F6, within 30 days of the change:
 - (i) part 3 [*Business history and structure*];
 - (ii) item 4.1 [*Securities registration*];
 - (iii) item 5.12 [*Auditor*];
 - (iv) item 6.1 [*Client assets*];
 - (v) item 6.2 [*Conflicts of interest*];
 - (b) for a change to information previously submitted in relation to any other part of Form 33-109F6, within 15 days of the change.,
- (b) in subsection (2), by replacing “subsection (1)” with “subsection (1.1)”;**
- (c) by adding the following subsection:**
 - (2.1) A registered firm may delegate to an authorized affiliate the duty to notify the regulator or, in Québec, the securities regulatory authority under subsection (1.1) of a change to information previously submitted if all of the following apply:

- (a) the change in information relates only to one or more of the following items or parts of Form 33-109F6:
- (i) item 3.12 [*Ownership chart*];
 - (ii) item 4.1 [*Securities registration*];
 - (iii) item 4.3 [*Membership of exchange or SRO*];
 - (iv) item 4.5 [*Refusal of registration, licensing or membership*];
 - (v) item 4.6 [*Registration for other financial products*];
 - (vi) part 7 [*Regulatory action*];
 - (vii) part 8 [*Legal action*];
- (b) the registered firm has filed a certificate, executed by the officer or partner authorized to certify and sign Form 33-109F5, with the registered firm's principal regulator, that confirms all of the following:
- (i) the registered firm has delegated to the authorized affiliate the duty to notify the regulator or, in Québec, the securities regulatory authority of a change to any information set out in paragraph (a),
 - (ii) the full legal name and NRD number of the registered firm and the authorized affiliate, and
 - (iii) that the following certification of the registered firm applies to each notice of change submitted by the authorized affiliate:
- “I have read this form and understand all matters within this form, including the questions, and to the best of my knowledge and after reasonable inquiry, all of the information provided on this form is true and complete.”;
- (c) the registered firm directs the authorized affiliate to include the full legal name and NRD number of the registered firm and to state the following in each notice of change submitted by the authorized affiliate:

“The registered firm has delegated to the authorized affiliate the duty to notify the regulator or, in Québec, the securities regulatory authority of a change to any of the following items or parts of Form 33-109F6:

- (i) item 3.12 [*Ownership chart*];
- (ii) item 4.1 [*Securities registration*];

- (iii) item 4.3 [*Membership of exchange or SRO*];
- (iv) item 4.5 [*Refusal of registration, licensing or membership*];
- (v) item 4.6 [*Registration for other financial products*];
- (vi) part 7 [*Regulatory action*];
- (vii) part 8 [*Legal action*].”,

(d) in subsection (3), by replacing “subsection (1)” with “subsection (1.1)”, by replacing “termination” with “cessation” in paragraph (b), and by adding the following paragraphs:

- (e) a change in a person or company’s ownership of the firm’s voting securities referred to in item 3.12 of Form 33-109F6, if the change did not result in the person or company’s percentage of ownership falling below or exceeding 10%, 20% or 50% of the firm’s voting securities;
- (f) a renewal of the bonding or insurance referred to in item 5.5 or in item 5.6 of Form 33-109F6, if the bonding or insurance has not lapsed and the only change is the expiry date of the bonding or insurance policy to a new date that is at least one year from the previous expiry date., **and**

(e) in subsection (4) by replacing “a completed Schedule B” with “an executed Schedule B”, adding “in” before “item 4”, and replacing “10 days” with “15 days”.

6. Section 3.2 is amended by replacing “10 days” with “15 days” wherever it appears.

7. Section 4.1 is amended

(a) by replacing subsection (1) with the following:

- (1) Subject to subsection (2), a registered individual or permitted individual must notify the regulator or, in Québec, the securities regulatory authority of a change to any information previously submitted in respect of the individual’s Form 33-109F4 as follows:
 - (a) for a change to information previously submitted in any of the following items, within 30 days of the change:
 - (i) item 2.1 [*Current and previous residential addresses*];
 - (ii) item 2.2 [*Mailing address*];
 - (iii) item 4 [*Citizenship*];
 - (iv) item 10 [*Reportable activities*];
 - (v) item 11 [*Previous employment and other activities*];

- (b) for a change to information previously submitted in any other items of Form 33-109F4, within 15 days of the change.,

(b) by replacing subsection (2) with the following:

- (2) A notice of change is not required under subsection (1) if the change only relates to any of the following:
 - (a) information previously submitted in item 3 [*Personal information*] of Form 33-109F4;
 - (b) the individual ceasing to have authority to act on behalf of the sponsoring firm as a registered individual or be a permitted individual of the sponsoring firm if a Form 33-109F1 is required to be submitted by the sponsoring firm under subsection 4.2(1),
and

(c) by replacing paragraph (4)(a) with the following:

- (a) a change in a category of permitted activities of a permitted individual.,

8. Section 4.2 is amended

(a) by replacing subsection (1) with the following:

- (1) A registered firm must notify the regulator or, in Québec, the securities regulatory authority if an individual ceases to have authority to act on behalf of the registered firm as a registered individual or be a permitted individual of the registered firm by submitting Form 33-109F1 to the regulator or, in Québec, the securities regulatory authority in accordance with National Instrument 31-102 *National Registration Database* with
 - (a) items 1 to 4 of the Form completed, and
 - (b) item 5 of the Form completed unless the reason for cessation under item 4 was death of the individual.. *and*

(b) by replacing “10 days” with “15 days” wherever it appears.

9. The Instrument is amended by adding the following section:

4.3 Updating NRD

A registered individual or permitted individual must submit in accordance with National Instrument 31-102 *National Registration Database* to the regulator or, in Québec, the securities regulatory authority, a completed Form 33-109F5 for any item of the

individual's Form 33-109F4 in the National Registration Database that states "there is no response to this question" by the earlier of

- (a) the date the individual is required to notify the regulator or, in Québec, the securities regulatory authority under subsection 4.1(1) of the first change after June 6, 2022 to any information previously submitted in respect of the individual's Form 33-109F4, and
- (b) June 6, 2023..

10. Form 33-109F1 Notice of Termination of Registered Individuals and Permitted Individuals (section 4.2) is amended

- (a) *by replacing the title with the following*

"FORM 33-109F1 Notice of End of Individual Registration or Permitted Individual Status (Section 4.2)",

- (b) *by adding the following immediately before the heading "GENERAL INSTRUCTIONS":*

WARNING - It is an offence to knowingly give false or misleading information to the regulator or the securities regulatory authority.

CERTIFICATION

I, on behalf of the firm, certify to the regulator or, in Québec, the securities regulatory authority in each jurisdiction where the firm is submitting this form and to any applicable self-regulatory authority (SRO) that

- I have read this form and understand all matters within this form, including the questions, and
- to the best of my knowledge and after reasonable inquiry, all of the information provided on this form is true and complete.

NRD format:

☐ I, the authorized firm representative, am making this submission under authority delegated by the firm. By checking this box, I certify that the firm

- (a) provided me with all of the information on this form, and
- (b) makes the certification above.

Non-NRD format:

By signing below, I, on behalf of the firm, make the certification above.

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)

- (c) ***by deleting the heading “Terms” and replacing the text between the heading “Terms” and “How to submit the form” with the following:***

As set out in section 1.1 of National Instrument 33-109 *Registration Information*, “cessation date” means the last day on which an individual had authority to act as a registered individual on behalf of their sponsoring firm or the last day on which an individual was a permitted individual of their sponsoring firm.,

- (d) ***by replacing the text between the heading “When to submit the form” and “Item 1 Terminating firm” with the following:***

As set out in paragraph 4.2(2)(a) of National Instrument 33-109 *Registration Information*, you must submit the responses to Items 1, 2, 3 and 4 within 15 days of the cessation date.

If you are required to complete Item 5, you must submit those responses within 30 days of the cessation 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 Cessation Information” to complete Item 5 of this form.,

- (e) ***in Item 1, by replacing in the heading “Terminating” with “Former sponsoring”,***
- (f) ***in Item 2, by replacing in the heading “Terminated individual” with “Individual”,***
- (g) ***in Item 3, by deleting in the heading “terminated”,***
- (h) ***by replacing Item 4 with the following:***

Item 4	Date and reason for cessation

1. Cessation date _____
(YYYY/MM/DD)

The above date is the last day on which the individual had authority to act as a registered individual on behalf of the sponsoring firm, or the last day on which the individual was a permitted individual of the sponsoring firm.

2. Reason for cessation (check one):

Resigned - voluntary ☐Resigned - at the firm's request ☐Terminated in good standing ☐Terminated for cause ☐Completed temporary employment contract ☐Retired ☐Deceased ☐Other ☐

If “Other”, explain:

(i) *in Item 5, by replacing in the heading “termination” with “cessation” and by replacing the text between the heading and the sentence “Answer the following questions to the best of the firm’s knowledge.” with the following:*

Complete Item 5 except where the individual is deceased. In the space below

- state the reason(s) for the cessation 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 cessation date

☐ Not applicable: individual is deceased

(j) *in Item 5, by replacing in question 7 “outside business activity” with “outside activity”, and*

(k) *by repealing Items 7 and 8.*

11. Form 33-109F2 Change or Surrender of Individual Categories (sections 2.2(2), 2.4, 2.6(2) or 4.1(4)) is amended

(a) *by adding the following text between the title Form 33-109F2 Change or Surrender of Individual Categories (sections 2.2(2), 2.4, 2.6(2) or 4.1(4))” and the heading “GENERAL INSTRUCTIONS”:*

WARNING - It is an offence to knowingly give false or misleading information to the regulator or the securities regulatory authority.

CERTIFICATION

Individual

I, the individual, certify to the regulator or, in Québec, the securities regulatory authority in each jurisdiction where I am submitting this form and to any applicable self-regulatory organization (SRO) that

- I have read this form and understand all matters within this form, including the questions,
- I have discussed this form with a branch manager, supervisor, officer or partner of my sponsoring firm and that to the best of my knowledge, the branch manager, supervisor, officer or partner is satisfied that I understand all matters within this form, including the questions,
- to the best of my knowledge and after reasonable inquiry, all of the information provided on this form is true and complete, and
- if applicable, I will limit my activities to those allowed by my category of registration and any SRO approval.

I consent to and authorize the collection, directly and indirectly, of personal information by each regulator, securities regulatory authority and SRO and to the use of my personal information as set out in item 6.

Firm

I, on behalf of the firm, certify to the regulator or, in Québec, the securities regulatory authority in each jurisdiction where the firm is submitting this form and to any applicable SRO 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, supervisor, officer or partner has, discussed this form with the individual. To the best of my knowledge, the individual understands all matters within this form, including the questions.

NRD format:

- ☐ I, the authorized firm representative, am making this submission under authority delegated by the firm and the individual identified in this form. By checking this box, I certify that
- (a) the firm provided me with all of the information on this form and makes the firm certification above,
 - (b) the individual provided the firm with all of the information on this form and makes the individual certification above, and
 - (c) the individual provided the above consent and authorization for the collection and use of the individual's personal information.

Non-NRD format:

Individual

By signing below, I, the individual, make the above individual certification and provide my consent and authorization for the collection, directly and indirectly, and use of my personal information.

Signature of individual _____

Date signed _____
(YYYY/MM/DD)

Firm

By signing below, I, on behalf of the firm, make the firm certification above.

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)

- (b) *in Item 4, by deleting “industry” in the subheading “3. Relevant securities industry experience” and by replacing the text between that subheading and “Item 5 Reason for surrender” with the following:*

Do you have securities experience?

Yes ☐ No ☐ N/A ☐

If you are an individual applying for IIROC approval, select “N/A”.

If “Yes”, complete Schedule A.

- (c) *by replacing Item 6 with the following:*

Item 6 Notice and consent for collection and use of personal information

1. Notice of collection and use of personal information

Your personal information is collected by, or on behalf of, each securities regulatory authority and SRO set out in Schedule B. Any of the securities regulatory authorities or SROs set out in Schedule B may contact governmental or regulatory authorities, private bodies or agencies, individuals, corporations, employers, and other organizations, in Canada and in other countries, for information about you.

This personal information is being collected under the authority of the applicable securities legislation, derivatives legislation (including commodity futures legislation) or both of the securities regulatory authorities and under the SRO rules of an SRO set out in Schedule B. The collection, use and disclosure are done in accordance with applicable freedom of information and privacy legislation.

The principal purpose of this collection by the securities regulatory authorities is to administer, enforce, carry out their duties or exercise their powers under their respective securities legislation, derivatives legislation (including commodity futures legislation) or both, and by the SROs to administer and enforce the rules of the SROs.

The information submitted by you on this form with your consent, or collected indirectly with your authorization, may be collected

- at any time during your registration or while you are a permitted individual, or
- at the time the regulator or, in Québec, the securities regulatory authority, or the SRO is informed by your sponsoring firm that you no longer have

authority to act on behalf of the sponsoring firm or are not a permitted individual of the sponsoring firm.

If you have any questions about the collection, use and disclosure of this information, contact the securities regulatory authority or SRO in any jurisdiction in which the required information is submitted. See Schedule B for details.

Certain information, such as your name(s) (including aliases, trade names or some past names), your sponsoring firm, and other relevant registration information will be listed in a publicly available registry of registered individuals and, if applicable, on the Disciplined List.

Certain securities regulatory authorities may provide to or receive from certain entities information under separate provisions of their securities legislation or derivatives legislation (including commodity futures legislation) or both, and SROs may provide or receive information under the rules of the SROs. This consent and notice does not limit the authority, powers, obligations, or rights conferred on any of the securities regulatory authorities by legislation or regulations in effect in their jurisdiction.

2. Consent to collect and use personal information

By submitting this form, you consent to and authorize the collection, directly and indirectly, of personal information by each securities regulatory authority and SRO and to the use of your personal information as set out above.

The personal information that each securities regulatory authority or SRO collects includes the following:

- the personal information provided in this form;
- the personal information provided by your sponsoring firm;
- registration or financial services licensing information;
- law enforcement records, including police records;
- credit records;
- bankruptcy or other insolvency records;
- employment records and information received from an employer;
- records and information received from entities you had or have an independent contractor or agency relationship with;
- personal information available online;
- records from governmental or regulatory authorities, SROs or professional bodies;
- records of, and used in, court proceedings, including probation records.,

(d) ***by repealing Item 7,***

(e) ***by repealing Item 8,***

(f) *by replacing Schedule A with the following:*

Schedule A
Relevant securities experience (Item 4)

Instructions:

- *Some registration categories require a specified amount of experience to have been obtained within specified timeframes. Please see National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations or the relevant SRO rules for more information.*
- *If you are applying to be an advising representative or an associate advising representative, or with IIROC as a portfolio manager, associate portfolio manager, or supervisor designated to be responsible for the supervision of managed accounts, provide details of the activities you performed for each position in which you gained relevant investment management experience. Such details may include the level of responsibility; value of accounts under direct supervision; number of years of experience in performing securities research and analysis for the purpose of portfolio securities selection, portfolio construction and analysis; type of experience in performing client relationship management; number of years of experience collecting know-your-client information; or number of years of experience conducting suitability assessments.*
- *If you are applying as an advising representative limited to client relationship management, indicate this by including the following statement: “Individual seeking registration as CRM AR”.*
- *For all other categories, provide details of activities that you performed for each position in which you gained relevant securities industry experience.*

1. If you are applying

- to be an advising representative or an associate advising representative of a portfolio manager, describe the relevant investment management experience that you have gained, or
- for any other category, describe the relevant securities industry experience that you have gained.

For each position in which you gained relevant experience, provide the following information:

- (a) the name of the firm or entity with which you gained this experience;
- (b) your title;
- (c) the start and end dates of this position;
- (d) the details of the activities you performed that are relevant for the category of registration that you are applying for;
- (e) the percentage of your time in this position that was spent on activities relating to the experience.

2. Indicate the continuing education activities in which you have participated during the last 36 months and that are relevant to the category of registration you are applying for:

- (g) *in Schedule B, by replacing “Notice of” in the title with “notice and consent for”,*
- (h) *in Schedule B in the portion of the form under the contact information for British Columbia, by replacing “Freedom of Information Officer” with “Registration staff” and adding “E-mail: Registration@bcsc.bc.ca” at the end,*
- (i) *in Schedule B in the portion of the form under the contact information for Saskatchewan, by deleting “Deputy” after “Attention:” and adding at the end “Email: registrationfcaa@gov.sk.ca”,*
- (j) *in Schedule B in the portion of the form under the contact information for Nova Scotia, by replacing “Deputy Director, Capital Markets” with “Registration”,*
- (k) *in Schedule B in the portion of the form under the contact information for Yukon, by adding “Office of the Yukon” before “Superintendent of Securities” and replacing “(867) 667-5314” with “(867) 667-5466”, and*
- (l) *in Schedule B in the portion of the form under the contact information for Northwest Territories, by deleting “Deputy” after “Attention:”.*

12. Form 33-109F3 Business Locations Other Than Head Office (section 3.2) is amended

- (a) *by adding the following text between the title “FORM 33-109F3 Business Locations Other Than Head Office (section 3.2)” and “GENERAL INSTRUCTIONS”:*

WARNING - It is an offence to knowingly give false or misleading

information to the regulator or the securities regulatory authority.

CERTIFICATION

I, on behalf of the firm, certify to the regulator or, in Québec, the securities regulatory authority in each jurisdiction where the firm is submitting this form and to any applicable self-regulatory organization (SRO) that

- I have read this form and understand all matters within this form, including the questions,
- if the business location specified in this form is a residence, the individual conducting business from that business location has completed a Form 33-109F4 *Registration of Individuals and Review of Permitted Individuals*, and
- to the best of my knowledge and after reasonable inquiry, all of the information provided on this form is true and complete.

NRD format:

- ☐ I, the authorized firm representative, am making this submission under authority delegated by the firm.
- ☐ By checking this box, I, the authorized firm representative, certify that
- (a) the firm provided me with all of the information on this form, and
 - (b) the firm makes the certification above.

Non-NRD format:

By signing below, I, on behalf of the firm, make the certification above.

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)

(b) by adding at the end of Item 3 the following:

Notice regarding a business location that is a residence

For the administration of securities legislation or derivatives legislation, including commodity futures legislation, or both, the regulator or, in Québec, the securities regulatory authority may require access to the business location to review the books, records and documents of the registered firm. If applicable, the SRO may also require access to the business location for the administration of the rules of the SRO.

If the business location specified in this form is a residence, the regulator, securities regulatory authority or SRO may request consent to enter the residence.

If consent is not provided, it may affect the ability of the regulator, securities regulatory authority or SRO to access the books, records or documents of a registered firm and to determine whether securities legislation, derivatives legislation (including commodity futures legislation) or the rules of the SRO are being complied with. As a result, the regulator, securities regulatory authority or SRO may take action if they are unable to access and review the books, records or documents of a registered firm held at the business location.

- (c) *by repealing Item 4,*
- (d) *by repealing Item 5,*
- (e) *by repealing Item 6, and*
- (f) *by repealing Schedule A.*

13. Form 33-109F4 Registration of Individuals and Review of Permitted Individuals (section 2.2) is amended

- (a) *by adding the following text between the title “Form 33-109F4 Registration of Individuals and Review of Permitted Individuals (section 2.2)” and “GENERAL INSTRUCTIONS”:*

WARNING - It is an offence to knowingly give false or misleading information to the regulator or the securities regulatory authority.

CERTIFICATION

Individual

I, the individual, certify to the regulator or, in Québec, the securities regulatory authority in each jurisdiction where I am submitting this form and to any applicable self-regulatory organization (SRO) that

- I have read this form and understand all matters within this form, including the questions and, for greater certainty, if the business location is a

residence, the notice in Item 9,

- I have discussed this form with a branch manager, supervisor, officer or partner of my sponsoring firm and that to the best of my knowledge, the branch manager, supervisor, officer or partner is satisfied that I understand all matters within this form, including the questions,
- to the best of my knowledge and after reasonable inquiry, all of the information provided on this form is true and complete, and
- if applicable, I will limit my activities to those allowed by my category of registration and any SRO approval.

I consent to and authorize the collection, directly and indirectly, of personal information by each regulator, securities regulatory authority and SRO and to the use of my personal information as set out in item 20.

Firm

I, on behalf of the firm, certify to the regulator or, in Québec, the securities regulatory authority in each jurisdiction where the firm is submitting this form and to any applicable SRO 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, supervisor, officer or partner has, discussed this form with the individual. To the best of my knowledge, the individual understands all matters within this form, including the questions.

NRD format:

- ☐ I, the authorized firm representative, am making this submission under authority delegated by the firm and the individual identified in this form. By checking this box, I certify that
- (a) the firm provided me with all of the information on this form and makes the firm certification above,
 - (b) the individual provided the firm with all of the information on this form and makes the individual certification above, and
 - (c) the individual provided the above consent and authorization for the collection and use of the individual's personal information.

Non-NRD format:

Individual

By signing below, I, the individual, make the above individual certification and provide my consent and authorization for the collection, directly and indirectly, and use of my personal information.

Signature of individual _____

Date signed _____
(YYYY/MM/DD)

Firm

By signing below, I, on behalf of the firm, make the firm certification above.

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)

(b) in Item 5, by replacing the portion of the form in section 2 with the following:

- 2.** Check each jurisdiction where you are seeking registration or, if you are seeking review as a permitted individual, check each jurisdiction where your sponsoring firm is registered:

- ☐ All jurisdictions
- ☐ Alberta
- ☐ British Columbia
- ☐ Manitoba
- ☐ New Brunswick
- ☐ Newfoundland and Labrador
- ☐ Northwest Territories
- ☐ Nova Scotia
- ☐ Nunavut
- ☐ Ontario
- ☐ Prince Edward Island

- ☐ Québec
☐ Saskatchewan
☐ Yukon

- (c) ***in Item 8, by replacing the portion of the form after the subheading “1. Course, examination or designation information and other education” and before the subheading “2. Student numbers” with the following:***

Complete Schedule E to state each course, examination and designation that

- is required for the registration categories or SRO approval categories you are applying for, and
- you have successfully completed or, if you are an IIROC applicant, have been exempted from.

- ☐ Check here if you are not required under securities legislation or derivatives legislation (including commodity futures legislation), or the rules of an SRO, to satisfy any course, examination or designation requirements.,

- (d) ***in Item 8, by deleting “industry” in the subheading “4. Relevant securities industry experience” and replacing the text between that subheading and “Item 9 Location of employment” with the following:***

If you are an individual applying for IIROC approval, select “N/A”.

Do you have relevant securities experience?

Yes ☐ No ☐ N/A ☐

If “Yes”, complete Schedule F.,

- (e) ***by adding at the end of Item 9 the following:***

6. Notice regarding a business location that is a residence

For the administration of securities legislation or derivatives legislation, including commodity futures legislation, or both, the regulator or, in Québec, the securities regulatory authority may require access to the business location to review the books, records and documents of the registered firm. If applicable, the SRO may also require access to the business location for the administration of the rules of the SRO.

If the business location specified in this form is a residence, the regulator, securities regulatory authority or SRO may request consent to enter the residence.

If consent is not provided, it may affect the ability of the regulator, securities regulatory authority or SRO to access the books, records or documents of a registered firm and to determine whether securities legislation, derivatives legislation (including commodity futures legislation) or the rules of the SRO are being complied with. As a result, the regulator, securities regulatory authority or SRO may take action if they are unable to access and review the books, records or documents of a registered firm held at the business location.

(f) **by replacing Item 10 with the following:**

Item 10 Reportable activities

1. Activities with your sponsoring firm

Instructions: Describe all of your roles and responsibilities with your sponsoring firm, whether these roles and responsibilities are securities related or not (e.g., sale of securities, review of marketing materials, IT helpdesk, negotiation of employment contracts, sales of banking and insurance products and services). Include any other information about your position with your sponsoring firm that is relevant for the regulator or, in Québec, the securities regulatory authority to know (e.g., if your role is specialized). For example, if you are applying as an advising representative limited to client relationship management, indicate this by including the following statement in Schedule G: "Individual is seeking registration as CRM AR."

Complete a Schedule G with respect to your roles and responsibilities with your sponsoring firm.

2. Reportable outside activities

Instructions: Consider all of the activities that you participate in outside of your sponsoring firm, whether or not you receive compensation for such activities and whether or not any such activity is business related. Activities performed for an affiliated entity are considered activities outside of your sponsoring firm. If any of the categories below describes one or more activities that you participate in, complete a separate Schedule G for each activity or entity. If multiple activities are performed for one entity, complete a single Schedule G identifying all the activities performed.

Uncompensated activities that do not fall within Categories 1 to 5 (i.e., generally activities that do not involve securities or financial services and are not a position of influence, such as being a little league soccer coach) are not reportable.

Category 1 - Activities with another registered firm

Instructions: Report activities with registered firms, other than your sponsoring

firm. All activities in this category are reportable, whether or not you receive compensation for such activities. Major shareholder means a shareholder who, in total, directly or indirectly owns voting securities carrying 10 percent or more of the votes carried by all outstanding voting securities.

If you are a director, officer, employee, contractor, consultant, agent, or service provider of a registered firm other than your sponsoring firm, or are in any other equivalent position with or for that registered firm, or are a major shareholder or partner of that registered firm, complete a separate Schedule G for the registered firm.

Category 2 - Activities with an entity that receives compensation from a registered firm

If you are a director, officer, employee, contractor, consultant, or agent of a specified entity, or are in any other equivalent position with or for a specified entity, or are a shareholder or partner of a specified entity, complete a separate Schedule G for the specified entity.

For the purposes of this category, “specified entity” means an entity that receives compensation from a registered firm for activities that you provide for your sponsoring firm or another registered firm.

Category 3 - Other securities-related activities

Instructions: All activities in this category are reportable, whether or not you receive compensation for such activities. Charitable or other fundraising activities that do not involve the issuance of securities or derivatives are not reportable.

If you have been at any time in the last 7 years directly involved in raising money for an entity through the issuance of securities or derivatives or promoting the sale of an entity’s securities or derivatives outside of your activities with your sponsoring firm or another registered firm, complete a separate Schedule G for each entity for which you performed these activities.

Directors and officers of reporting issuers and of entities that have been at any time in the last 7 years raising money through the issuance of securities or derivatives are considered to be directly involved in raising money for that entity.

Category 4 - Provision of financial or finance-related services

Instructions: All activities in this category are reportable, whether or not you receive compensation for such activities. For example, volunteer activities pertaining to your securities or financial services knowledge must be reported under this category. Also report if you are the owner or management of an entity

that provides these services. Major shareholder means a shareholder who, in total, directly or indirectly owns voting securities carrying 10 percent or more of the votes carried by all outstanding voting securities.

Complete a separate Schedule G for each activity, as applicable, if you

- sell or negotiate insurance, including being an insurance broker or agent,
- provide loan or deposit or other banking products and services,
- carry on a money service business, including exchanging one type of currency for another, transferring money from one person to another, or issuing or redeeming money orders, traveller's cheques or anything similar,
- facilitate or administer mortgages, including acting as a mortgage broker, agent or administrator,
- prepare tax returns or provide tax advice,
- help create programs for persons to meet their long-term financial goals, including providing financial planning (including estate planning) or financial advice,
- provide corporate finance services, including services provided in the capacity of a comptroller, treasurer and chief financial officer,
- advise persons under financial stress on credit/debt restructuring,
- are a pension consultant,
- provide advice on mergers and acquisitions,
- provide accounting or bookkeeping services,
- provide oversight or independent review or expert opinion on the management of an entity's financial assets,
- lend money or accept deposits of money (e.g., alternative financing, non-bank financial institution), or
- provide other financial or finance-related services not identified above.

Also complete a separate Schedule G for each activity, as applicable, if you are a director or officer, or are in any other equivalent position with or for, or are a major shareholder or active partner of, an entity that provides one or more of the services in the above list.

Category 5 - Positions of influence

Instructions: All positions of influence (e.g., medical doctor, leader in a religious organization) are reportable, whether or not you receive compensation for such activities. Guidance: see also section 13.4.3 of National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations and the Companion Policy to National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations.

Complete a separate Schedule G for each position of influence that you are in.;

- (g) *by replacing Item 12 with the following:*

Item 12 Resignations and terminations

Instructions: Disclose all allegations against you that existed at the time of your resignation or termination. The allegation does not need to be the reason for or cause of your resignation or termination. Sales targets are not considered a standard of conduct of a sponsoring firm.

Have you ever resigned or been terminated from a position or contract when, at the time of your resignation or termination, there existed an allegation that you:

1. Contravened any statutes, regulations, orders of a court or regulatory body, rules or bylaws or failed to meet any standard of conduct of a sponsoring firm or of any professional body?

Yes ☐ No ☐

If “Yes”, complete Schedule I, Item 12.1.

2. Failed to appropriately supervise compliance with any statutes, regulations, orders of a court or regulatory body, rules or bylaws or with any standard of conduct of a sponsoring firm or of any professional body?

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.,

- (h) *in Item 13, by adding “Instructions: Only disclose registration or licences to deal with the public in any capacity.” after the subheading “3. Non-securities regulation” and before questions 3(a),*
- (i) *in question 3(a) of Item 13, by adding “, medical doctor, mortgage broker or agent” after “teacher” and before “),*
- (j) *in question 3(b) of Item 13, by deleting “professional”,*
- (k) *in question 3(c) of Item 13, by deleting “professional”,*

- (l) *in Item 14, by replacing the text between the heading “Item 14 Criminal disclosure” and the sentence “You are not required to disclose:” with the following:*

You must disclose all offences, including:

- a criminal offence under the laws of Canada such as the *Criminal Code* (Canada), the *Income Tax Act* (Canada), the *Competition Act* (Canada), the *Immigration and Refugee Protection Act* (Canada) and the *Controlled Drugs and Substances Act* (Canada), even if
 - a record suspension has been ordered under the *Criminal Records Act* (Canada), or
 - you have been granted an absolute or conditional discharge under the *Criminal Code* (Canada),
- a criminal offence under the laws of any foreign jurisdiction such as U.S. federal and state criminal offences, and
- a criminal offence, with respect to questions 14.2 and 14.4,
 - of which you or any entity when you were a partner, director, officer or major shareholder of that entity has been found guilty, or
 - for which you or any entity when you were a partner, director, officer or major shareholder of that entity has participated in the Alternative Measures Program, a diversion program, or any alternative resolution program within the previous three years, even if a record suspension has been ordered under the *Criminal Records Act* (Canada),,

- (m) *in question 3 of Item 14, by replacing “firm” with “entity”,*

- (n) *in question 4 of Item 14, by replacing “firm” with “entity”,*

- (o) *in Item 15, by replacing “a firm” with “an entity” wherever it appears,*

- (p) *by replacing Item 16 with the following:*

Item 16 Financial disclosure

1. Bankruptcies, insolvencies, consumer proposals and creditor arrangements

*Instructions: You must provide the following information **no matter when the event occurred** (even if it was longer than 7 years ago).*

The information is required to be reported even if you or the entity has been discharged or released from bankruptcy.

Under the laws of any jurisdiction of Canada or any foreign jurisdiction, have any of the following events ever occurred to **you** or to any **entity** when you were a partner, director, officer or major shareholder of the entity:

- a) had a petition in bankruptcy issued or made a voluntary assignment into bankruptcy or any similar proceeding (no matter when it occurred, even if it was longer than 7 years ago, and even if you or the entity have been discharged or released from bankruptcy)?

Yes ☐ No ☐

If “Yes”, complete Schedule M, Item 16.1(a).

- b) a proposal, including a consumer 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) proceedings under any legislation relating to the winding up or dissolution of the entity, or under the *Companies’ Creditors Arrangement Act* (Canada)?

Yes ☐ No ☐

If “Yes”, complete Schedule M, Item 16.1(c).

- d) any proceedings, arrangement or compromise with creditors?

Yes ☐ No ☐

If “Yes”, complete Schedule M, Item 16.1(d).

2. Debt obligations

During the past 10 years

- have you failed to meet a financial obligation of \$10,000 or more as it came due, or
- to the best of your knowledge, has any entity, while you were a partner, director, officer or major shareholder of that entity, failed to meet any financial obligation of \$10,000 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, seizure in the hands of third persons, unsatisfied judgments or directions to pay

Has any governmental or regulatory authority or court, in any jurisdiction, ever issued any of the following

- against you regarding your indebtedness, or
- to the best of your knowledge, against an entity regarding the entity’s indebtedness incurred at the time you were a partner, director, officer or major shareholder of the entity:

Yes No

Garnishment or seizure in
the hands of third persons ☐ ☐

Unsatisfied judgment ☐ ☐

Direction to pay ☐ ☐

If “Yes”, complete Schedule M, Item 16.4.,

(q) ***by replacing Item 20 with the following:***

Item 20 Notice and consent for collection and use of personal information

1. Notice of collection and use of personal information

Your personal information is collected by, or on behalf of, each securities regulatory authority and SRO set out in Schedule O. Any of the securities regulatory authorities or SROs set out in Schedule O may contact governmental or regulatory authorities, private bodies or agencies, individuals, corporations, employers, and other organizations, in Canada and in other countries, for information about you.

This personal information is being collected under the authority of the applicable securities legislation, derivatives legislation (including commodity futures legislation) or both of the securities regulatory authorities and under the SRO rules of an SRO set out in Schedule O. The collection, use and disclosure are done in accordance with applicable freedom of information and privacy legislation.

The principal purpose of this collection by the securities regulatory authorities is to administer, enforce, carry out their duties or exercise their powers under their respective securities legislation, derivatives legislation (including commodity futures legislation) or both, and by the SROs to administer and enforce the rules of the SROs.

The information submitted by you in this form with your consent, or collected indirectly with your authorization, may be collected

- at the time of your application,
- at any time during your registration or while you are a permitted individual, or
- at the time the regulator or, in Québec, the securities regulatory authority, or the SRO is informed by your sponsoring firm that you no longer have authority to act on behalf of the sponsoring firm or are not a permitted individual of the sponsoring firm.

If you have any questions about the collection, use and disclosure of this information, contact the securities regulatory authority or SRO in any jurisdiction in which the required information is submitted. See Schedule O for details.

Certain information, such as your name(s) (including aliases, trade names or some past names), your sponsoring firm, and other relevant registration information will be listed in a publicly available registry of registered individuals and, if applicable, on the Disciplined List.

Certain securities regulatory authorities may provide to or receive from certain entities information under separate provisions of their securities legislation or derivatives legislation (including commodity futures legislation) or both, and SROs may provide or receive information under the rules of the SROs. This consent and notice does not limit the authority, powers, obligations, or rights conferred on any of the securities regulatory authorities by legislation or regulations in effect in their jurisdiction.

2. Consent to collect and use personal information

By submitting this form, you consent to and authorize the collection, directly and indirectly, of personal information by each securities regulatory authority and SRO and to the use of your personal information as set out above.

The personal information that each securities regulatory authority or SRO collects includes the following:

- the personal information provided in this form;
- the personal information provided by your sponsoring firm;
- registration or financial services licensing information;
- law enforcement records, including police records;
- credit records;
- bankruptcy or other insolvency records;
- employment records and information received from an employer;
- records and information received from entities you had or have an independent contractor or agency relationship with;
- personal information available online;
- records from governmental or regulatory authorities, SROs or professional bodies;
- records of, and used in, court proceedings, including probation records.,

(r) ***by repealing Item 21,***

(s) ***by repealing Item 22,***

(t) ***in Schedule C, by replacing the text between the subheading “Approval categories” and “Additional approval categories” with the following:***

- ☐ Executive
- ☐ Director (Industry)
- ☐ Director (Non-Industry)
- ☐ Supervisor
- ☐ Investor
- ☐ Registered Representative
- ☐ Investment Representative
- ☐ Portfolio Manager

- [] Associate Portfolio Manager
- [] Trader,

(u) ***in Schedule E, by adding the following text between the heading “Item 8.1 Course, examination or designation information and other education” and the table:***

Instructions: Please see Division 2 [Education and experience requirements] in Part 3 [Registration requirements - individuals] of National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations for the education and experience requirements for the categories that you are seeking to be registered in or the relevant SRO rules for the SRO approval categories.

Below, state each course, examination and designation that:

- is required for the registration categories or SRO approval categories you are applying for, and
- you have successfully completed.

***For IIROC applicants only** - If applicable, please indicate the date of any exemption granted for any course, examination, designation or other education required for approval.,

(v) ***in the table to Schedule E, by adding “*” at the end of “Date exempted” and by adding “*” at the end of “Regulator / securities regulatory authority granting the exemption”,***

(w) ***by replacing Item 8.4 in Schedule F with the following:***

Item 8.4 Relevant securities experience

Instructions:

- *Some registration categories require a specified amount of experience to have been obtained within specified timeframes. Please see National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations or the relevant SRO rules for more information.*
- *If you are applying to be an advising representative or an associate advising representative, or with IIROC as a portfolio manager, associate portfolio manager, or supervisor designated to be responsible for the supervision of managed accounts, provide details of the activities you performed for each position in which you gained relevant investment management experience. Such details may include the level of responsibility; value of accounts under direct supervision; number of years of experience in performing securities research and analysis for the purpose of portfolio securities selection, portfolio construction and analysis; type of experience in performing client relationship management; number of years of experience collecting know-*

your-client information; or number of years of experience conducting suitability assessments.

- *If you are applying as an advising representative limited to client relationship management, indicate this by including the following statement: “Individual seeking registration as CRM AR”.*
- *For all other categories, provide details of activities that you performed for each position in which you gained relevant securities industry experience.*

1. If you are applying

- to be an advising representative or an associate advising representative of a portfolio manager, describe the relevant investment management experience that you have gained, or
- for any other category, describe the relevant securities industry experience that you have gained.

For each position in which you gained relevant experience, provide the following information:

- (a) the name of the firm or entity with which you gained this experience;
- (b) your title;
- (c) the start and end dates of this position;
- (d) the details of the activities you performed that are relevant for the category of registration that you are applying for;
- (e) the percentage of your time in this position that was spent on activities relating to the experience.

2. Indicate the continuing education activities in which you have participated during the last 36 months and that are relevant to the category of registration you are applying for:

(x) ***by replacing Schedule G with the following:***

Schedule G
Reportable activities (Item 10)

1. Start date _____
(YYYY/MM/DD)

2. Sponsoring firm or other entity information

☐ Check here if the reportable activity is with your sponsoring firm.

If the reportable activity is with your sponsoring firm, you are not required to indicate the firm's name and address but are required to provide the name and title of your immediate supervisor. For all other types of reportable activity, enter all of the 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 the reportable activity and your roles and responsibilities

Instructions: If you are completing this schedule in relation to your activities with your sponsoring firm, for (e) below, provide the title(s) you will use once registered, and if you are already registered, provide the title(s) you use as of the date of this filing.

(a) Describe the entity that you carry on the activity with or for, including the nature of the entity's business.

(b) Is the entity listed on an exchange?

(c) Describe your relationship with the entity.

(d) Describe all of your roles and responsibilities relating to the activity.

(e) Provide all business title(s) and professional designation(s) you use for the activity.

4. Number of work hours per week

How many hours per week do you spend on this activity? _____

5. Conflicts of interest

Instructions: Complete this section if you have a reportable activity outside your sponsoring firm. Do not complete this section if your reportable activity is solely with your sponsoring firm.

Take into consideration existing and reasonably foreseeable material conflicts of interest and existing and potential client confusion.

(a) Does the activity give rise to any material conflicts of interest between the client and the sponsoring firm or you? Does the activity give rise to client confusion? If no material conflicts of interest or client confusion are expected, explain why.

(b) Describe (i) the material conflicts of interest, and (ii) how these conflicts will be addressed in the best interest of the client.

(c) Describe (i) the client confusion, and (ii) how the client confusion will be addressed.

(d) Does your sponsoring firm and the entity have procedures for identifying and addressing material conflicts of interest? If so, confirm you are complying with both sets of procedures.

(e) State the name and title of the individual at your sponsoring firm who has reviewed and approved the activity.

-
-
-
- (y) *in Schedule H, by deleting* “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.”,
- (z) *by replacing Schedule I with the following:*

Schedule I
Resignations and terminations (Item 12)

Item 12.1

For each allegation of contravention of any statute, regulation, order of a court or regulatory body, rule or bylaw or failure to meet any standard of conduct of a sponsoring firm or of any professional body, state below (1) the name of the firm from which you resigned or were terminated, (2) whether you resigned or were terminated, (3) the date you ceased to carry on duties, (4) the circumstances relating to your resignation or termination, (5) details of the allegation (regardless of whether the allegation caused or contributed to your resignation or termination), including the statutes, regulations, orders, rules or bylaws allegedly contravened or standards of conduct allegedly not met, (6) details of how the allegation was addressed, and (7) any details of the resignation, termination, or allegation relevant to the determination of your suitability for registration or whether your registration is otherwise objectionable.

Item 12.2

For each allegation of failure to supervise compliance with any statute, regulation, order of a court or regulatory body, rule or bylaw or with any standard of conduct of a sponsoring firm or of any professional body, state below, (1) the name of the firm from which you resigned or were terminated, (2) whether you resigned or were terminated, (3) the date you ceased to carry on duties, (4) the circumstances relating to your resignation or termination, (5) details of the allegation of failure to supervise (regardless of whether the allegation caused or contributed to your resignation or

termination), (6) details of how the allegation was addressed, and (7) any details of the resignation, termination, or allegation relevant to the determination of your suitability for registration or whether your registration is otherwise objectionable.

Item 12.3

For each allegation that you committed fraud or the wrongful taking of property, including theft, state below (1) the name of the firm from which you resigned or were terminated, (2) whether you resigned or were terminated, (3) the date you ceased to carry on duties, (4) the circumstances relating to your resignation or termination, (5) details of the allegation (regardless of whether the allegation caused or contributed to your resignation or termination), (6) details of how the allegation was addressed, and (7) any details of the resignation, termination, or allegation relevant to the determination of your suitability for registration or whether your registration is otherwise objectionable.

(aa) in Schedule J by replacing part (c) after the heading “Item 13.2 SRO Regulation” with the following:

- 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 details of the order or disciplinary proceeding relevant to the determination of your suitability for registration or whether your registration is otherwise objectionable.
-

(bb) in Schedule J by replacing the portion of the form after the heading “Item 13.3 Non-securities regulation” with the following:

- a) For each registration or licence, state below (1) the party who is, or was, registered or licensed, (2) if applicable, the employer or entity for whom you performed the registerable or licensable activity, (3) the period that the party held the registration or licence, (4) the type or category of registration or licence, (5) with which regulatory authority, or under what legislation, the party is, or was, registered or licensed, and (6) the licence number.

-
- b) For each registration or licence refused, state below (1) the party that was refused registration or licensing, (2) if applicable, the employer or entity for whom you performed the registerable or licensable activity, (3) with which regulatory authority, or under what legislation, the registration or licence was refused, (4) the type or category of registration or licence refused, (5) the date of the refusal, and (6) 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, (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 entity and named individually in the order or disciplinary proceeding, and (7) any details of the order or disciplinary proceeding relevant to the determination of your suitability for registration or whether your registration is otherwise objectionable.
-

(cc) *in Schedule K, by replacing “firm” with “entity” wherever it occurs,*

(dd) *in item 15.1 of Schedule L, by replacing*

(i) “the name of the plaintiff(s) in the proceeding” *with* “the name of each plaintiff in the proceeding”, *and*

(ii) “a firm” *with* “an entity” *wherever it occurs,*

(ee) *in item 15.2 of Schedule L,*

(i) *by replacing* “each plaintiff in the proceeding” *with* “the name of each plaintiff in the proceeding”

(ii) *by replacing* “a firm” *with* “an entity” *wherever it occurs, and*

(iii) *by inserting a “,” after* “the allegations” *and before* “and (5)”,

(ff) *by replacing Schedule M with the following:*

Schedule M
Financial disclosure (Item 16)

Item 16.1 Bankruptcies, insolvencies, consumer proposals and creditor arrangements

*Instructions: Proposals includes **consumer proposals**.*

- (a) For each event, state below (1) the date of the petition or voluntary assignment into bankruptcy or similar proceeding, (2) the person or entity 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) the date of discharge or release, if applicable, and (8) any details of the petition or voluntary assignment into bankruptcy or similar proceeding relevant to the determination of your suitability for registration or whether your registration is otherwise objectionable.
-

- (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 details of the proposal relevant to the determination of your suitability for registration or whether your registration is otherwise objectionable.
-

- (c) For each event, state below (1) the date of the proceeding, (2) the person or entity 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 details of the proceeding relevant to the determination of your suitability for registration or whether your registration is otherwise objectionable.
-

- (d) For each proceeding, arrangement or compromise with creditors, state below (1) the date of the proceeding, arrangement or compromise, (2) the person or entity 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 details of the proceeding, arrangement or compromise relevant to the determination of your suitability for registration or whether your registration is otherwise objectionable.
-

Item 16.2 Debt obligation

For each event, state below (1) the person or entity that failed to meet its financial obligation, (2) the amount that was owing at the time the person or entity failed to meet its financial obligation, (3) the person or entity 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 details of the debt obligation relevant to the determination of your suitability for registration or whether your registration is otherwise objectionable, including why the obligation has not been met or 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, seizure in the hands of third persons, unsatisfied judgments or directions to pay

For each garnishment, seizure in the hands of third persons, unsatisfied judgment or direction to pay regarding your indebtedness or the indebtedness of an entity incurred at the time you were a partner, director, officer or major shareholder, indicate below (1) the amount that was owing at the time the garnishment, seizure in the hands of third persons, judgment or direction to pay was rendered, (2) the person or entity 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) why the indebtedness has not been met or satisfied, (5) the percentage of earnings to be garnished or seized in the hands of third persons or the amount to be paid, (6) any amounts currently owing, and (7) any details of the garnishment, seizure in the hands of third persons, unsatisfied judgment or direction to pay relevant to the determination of your suitability for registration or whether your registration is otherwise objectionable.

(gg) *in Schedule N, by replacing the text between the sentence “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:” and the sentence “f) Is a person other than you the beneficial owner of the*

shares, bonds, debentures, partnership units or notes held by you?” ***with the following:***

- c) If another person or entity has provided you with funds to invest in the firm, provide the name of the person or entity and state the relationship between you and that person or entity:

- d) Is the payment of the funds to be invested (or proposed to be invested) guaranteed directly or indirectly by any person or entity?

Yes ☐ No ☐

If “Yes”, provide the name of the person or entity and state the relationship between you and that person or entity:

- 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 entity or person)?

Yes ☐ No ☐

If “Yes”, provide the name of the person or entity, state the relationship between you and that person or entity and describe the rights that have been or will be given up:

- (hh) ***in Schedule O, by replacing “Notice of” in the title with “notice and consent for”,***
- (ii) ***in Schedule O in the portion of the form under the contact information for British Columbia, by replacing “Freedom of Information Officer” with “Registration staff” and adding “E-mail: Registration@bcsc.bc.ca” at the end,***
- (jj) ***in Schedule O in the portion of the form under the contact information for Saskatchewan, by deleting “Deputy” after “Attention:” and adding at the end “Email: registrationfcaa@gov.sk.ca”,***
- (kk) ***in Schedule O in the portion of the form under the contact information for Nova Scotia, by replacing “Deputy Director, Capital Markets” with “Registration”,***
- (ll) ***in Schedule O in the portion of the form under the contact information for Yukon, by adding “Office of the Yukon” before “Superintendent of Securities” and***

replacing “(867) 667-5314” with “(867) 667-5466”, and

(mm) in Schedule O in the portion of the form under the contact information for Northwest Territories, by deleting “Deputy” after “Attention:”.

14. Form 33-109F5 Change of Registration Information (sections 3.1 and 4.1) is amended

(a) by adding the following text between the title “Form 33-109F5 Change of Registration Information (sections 3.1 and 4.1)” and “GENERAL INSTRUCTIONS”:

WARNING - It is an offence to knowingly give false or misleading information to the regulator or the securities regulatory authority.

CERTIFICATION

1. Form 33- 109F4: Use the following certification when making changes to Form 33-109F4

Individual

I, the individual, certify to the regulator or, in Québec, the securities regulatory authority in each jurisdiction where I am submitting this form and to any applicable self-regulatory organization (SRO) that

- I have read this form,
- I have read Form 33-109F4 and understand all matters within this form, including its questions and, for greater certainty, if the business location is a residence, the notice in Item 9,
- I have discussed Form 33-109F4 with a branch manager, supervisor, officer or partner of my sponsoring firm and that to the best of my knowledge, the branch manager, supervisor, officer or partner is satisfied that I understand all matters within Form 33-109F4, including the questions in Form 33-109F4,
- to the best of my knowledge and after reasonable inquiry, all of the information provided on this form is true and complete, including information required to be disclosed by Form 33-109F4 that I am not changing with this form, and
- if applicable, I will limit my activities to those allowed by my category of registration and any SRO approval.

I consent to and authorize the collection, directly and indirectly, of personal

information by each regulator, securities regulatory authority and SRO and to the use of my personal information as set out in Item 3.

Firm

I, on behalf of the firm, certify to the regulator or, in Québec, the securities regulatory authority in each jurisdiction where the firm is submitting this form and to any applicable SRO 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, supervisor, officer or partner has, discussed Form 33-109F4 with the individual. To the best of my knowledge, the individual understands all matters within Form 33-109F4, including the questions.

NRD format:

- ☐ I, the authorized firm representative, am making this submission under authority delegated by the firm and the individual identified in this form. By checking this box, I certify that
- (a) the firm provided me with all of the information on this form and makes the firm certification above,
 - (b) the individual provided the firm with all of the information on this form and makes the individual certification above, and
 - (c) the individual provided the above consent and authorization for the collection and use of the individual's personal information.

Non-NRD format:

Individual

By signing below, I, the individual, make the above individual certification and provide my consent and authorization for the collection, directly and indirectly, and use of my personal information.

Signature of individual _____

Date signed _____
(YYYY/MM/DD)

Firm

By signing below, I, on behalf of the firm, make the firm certification above.

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)

2. Form 33- 109F6: Use the following certification when making changes to Form 33- 109F6

By signing below, I, on behalf of the firm, certify to the regulator or, in Québec, the securities regulatory authority in each jurisdiction where the firm is submitting this form and to any applicable SRO that

- I have read this form and understand all matters within this form, including the questions, and to the best of my knowledge and after reasonable inquiry, 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)

(b) *by replacing Item 3 with the following:*

Item 3 Notice and consent for collection and use of personal information

1. Notice of collection and use of personal information

Your personal information is collected by, or on behalf of, each securities regulatory authority and SRO set out in Schedule A. Any of the securities regulatory authorities or SROs set out in Schedule A may contact governmental or regulatory authorities, private bodies or agencies, individuals, corporations, employers, and other organizations, in Canada and in other countries, for information about you.

This personal information is being collected under the authority of the applicable securities legislation, derivatives legislation (including commodity futures legislation) or both of the securities regulatory authorities and under the SRO rules of an SRO set out in Schedule A. The collection, use and disclosure are done in accordance with applicable freedom of information and privacy legislation.

The principal purpose of this collection by the securities regulatory authorities is to administer, enforce, carry out their duties or exercise their powers under their respective securities legislation, derivatives legislation (including commodity futures legislation) or both, and by the SROs to administer and enforce the rules of the SROs.

The information submitted by you in this form with your consent, or collected indirectly with your authorization, may be collected

- at any time during your registration or while you are a permitted individual, or
- at the time the regulator or, in Québec, the securities regulatory authority, or the SRO is informed by your sponsoring firm that you no longer have authority to act on behalf of the sponsoring firm or are not a permitted individual of the sponsoring firm.

If you have any questions about the collection, use and disclosure of this information, contact the securities regulatory authority or SRO in any jurisdiction in which the required information is submitted. See Schedule A for details.

Certain information, such as your name(s) (including aliases, trade names or some past names), your sponsoring firm, and other relevant registration information will be listed in a publicly available registry of registered individuals and, if applicable, on the Disciplined List.

Certain securities regulatory authorities may provide to or receive from certain entities information under separate provisions of their securities legislation or derivatives legislation (including commodity futures legislation) or both, and SROs may provide or receive information under the rules of the SROs. This consent and notice does not limit the authority, powers, obligations or rights conferred on any of the securities regulatory authorities by legislation or regulations in effect in their jurisdiction.

2. Consent to collect and use personal information

By submitting this form, you consent to and authorize the collection, directly and indirectly, of personal information by each securities regulatory authority and SRO and to the use of your personal information as set out above.

The personal information that each securities regulatory authority or SRO collects includes the following:

- the personal information provided in this form;
- the personal information provided by your sponsoring firm;
- registration or financial services licensing information;
- law enforcement records, including police records;
- credit records;
- bankruptcy or other insolvency records;
- employment records and information received from an employer;
- records and information received from entities you had or have an independent contractor or agency relationship with;
- personal information available online;
- records from governmental or regulatory authorities, SROs or professional bodies;
- records of, and used in, court proceedings, including probation records,.

- (c) *by repealing Item 4,*
- (d) *by repealing Item 5,*
- (e) *in Schedule A, by replacing “Notice of” in the title with “notice and consent for”,*
- (f) *in Schedule A in the portion of the form under the contact information for British Columbia, by replacing “Freedom of Information Officer” with “Registration staff” and adding “E-mail: Registration@bcsc.bc.ca” at the end,*
- (g) *in Schedule A in the portion of the form under the contact information for Saskatchewan, by deleting “Deputy” after “Attention:” and adding at the end “Email: registrationfcaa@gov.sk.ca”,*
- (h) *in Schedule A in the portion of the form under the contact information for Nova Scotia, by replacing “Deputy Director, Capital Markets” with “Registration”,*
- (i) *in Schedule A in the portion of the form under the contact information for Yukon, by adding “Office of the Yukon” before “Superintendent of Securities” and replacing “(867) 667-5314” with “(867) 667-5466”, and*
- (j) *in Schedule A in the portion of the form under the contact information for Northwest Territories, by deleting “Deputy” after “Attention:”.*

15. Form 33-109F6 Firm Registration is amended

- (a) *by replacing the text between the heading “Contents of the form” and the sentence “You are also required to submit the following supporting documents with*

your completed form:” *with the following:*

This form consists of the following:

Collection and use of personal information

Certification

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 – [repealed]

Schedule A – Contact information for consent and 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;

- (b) ***by replacing the text between the sentence*** “However, the questions in Part 4 – Registration History and Part 7 – Regulatory Action are to be answered in respect of any jurisdiction in the world.” ***and the heading*** “Updating the information on the form” ***with the following:***

It is an offence to knowingly give false or misleading information to the regulator or securities regulatory authority.

- (c) ***by replacing the text between the heading*** “Collection and use of personal information” ***and the heading*** “Part 1 – Registration details” ***with the following:***

In obtaining information about the firm, each securities regulatory authority and SRO set out in Appendix A may receive and collect personal information about individuals, if any, associated with the firm and its directors, officers, partners, employees, contractors and agents.

This may include the collection of

- the personal information provided in this form,
- registration or financial services licensing information,
- personal information available online,
- records from governmental or regulatory authorities, SROs or professional bodies, or
- records of, and used in, court proceedings, including probation records.

Any of the securities regulatory authorities or SROs set out in Schedule A may contact governmental or regulatory authorities, private bodies or agencies,

individuals, corporations, employers, and other organizations, in Canada and in other countries, for information about the individual.

This personal information is being collected under the authority of the applicable securities legislation, derivatives legislation (including commodity futures legislation), or both of the securities regulatory authorities and under the SRO rules of an SRO set out in Schedule A. The collection, use and disclosure are done in accordance with applicable freedom of information and privacy legislation.

The principal purpose of this collection by the securities regulatory authorities is to administer, enforce, carry out their duties or exercise their powers under their respective securities legislation, derivatives legislation (including commodity futures legislation) or both, and for the SROs to administer and enforce the rules of the SROs.

The information may be collected

- at the time of the firm's application,
- at any time during the firm's registration, or
- at the time the regulator or, in Québec, the securities regulatory authority, or the SRO is informed by the firm that it is surrendering its registration.

If you or anyone referred to in this form has any questions about the collection, use, and disclosure of this information, you or they can contact the regulator or, in Québec, the securities regulatory authority, or SRO in any jurisdiction in which the required information is submitted. See Schedule A for details.

Certain registration information about the firm and its registered individuals will be listed in a publicly available registry, including names used by the firm, the address of the firm's head office, whether the firm is on the Disciplined List, the jurisdictions and categories in which the firm is registered, and whether any terms and conditions have been imposed on the firm's registration, and the firm's registered individuals.

Certain securities regulatory authorities may provide to or receive from certain entities information under separate provisions of their securities legislation or derivatives legislation (including commodity futures legislation) or both, and SROs may provide or receive information under the rules of the SROs. This consent and notice does not limit the authority, powers, obligations, or rights conferred on any of the securities regulatory authorities by legislation or regulations in effect in their jurisdiction.

WARNING: It is an offence to knowingly give false or misleading information to the regulator or the securities regulatory authority.

CERTIFICATION

By signing this form, I, on behalf of the firm,

1. certify to the regulator or, in Québec, the securities regulatory authority in each jurisdiction where the firm is submitting this form and to any applicable self-regulatory organization (SRO) that
 - I have read this form,
 - the firm has submitted and filed all information required to be submitted and filed under securities legislation and/or derivatives legislation in the principal jurisdiction of Canada where the firm is seeking registration, and
 - to the best of my knowledge and after reasonable inquiry, all of the information provided on this form is true and complete,
2. authorize the principal regulator to give each non-principal regulator and, where applicable, SRO access to any information the firm has submitted or filed with the principal regulator under securities legislation or derivatives legislation or both in relation to the firm's registration in that jurisdiction,
3. acknowledge that the regulator or, in Québec, the securities regulatory authority, and SRO may collect and provide personal information about the individuals referred to in this form under the heading *Collection and Use of Personal Information*, and
4. confirm that the individuals referred to in this form have been notified that the individuals' 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 authorized signing officer or partner _____

Title of authorized signing officer or partner _____

Signature of authorized signing officer or partner _____

Date signed _____,
(YYYY/MM/DD)

(d) in item 2.4, by replacing “a completed Schedule B” with “an executed Schedule B”,

- (e) *by replacing item “3.10 Permitted individuals” with the following:*

3.10 Permitted individuals

List all permitted individuals of the firm.

State why the individual is considered a permitted individual (*e.g.*, director, partner, officer, shareholder, or a permitted individual as described in paragraph (c) of the definition of “permitted individual” in section 1.1 of National Instrument 33-109 *Registration Information*).

Name	Type of Permitted Individual	NRD number, if applicable

- (f) *by replacing item 3.12 with the following:*

3.12 Ownership chart

Attach a chart showing the firm’s structure and ownership. Include all parents, specified affiliates and specified subsidiaries. Indicate which of the parents, specified affiliates and specified subsidiaries are registered under securities legislation in any jurisdiction of Canada and provide their NRD number.

Include the name of the person or company, and class, type, amount and percentage ownership of the firm’s voting securities.,

- (g) *in item 4.6 by replacing the table after the sentence “If yes, provide the following information for each registration or licence:” with the following:*

Name of entity	
Type of licence or registration	
Licence number	
Regulator/organization	
Date of registration (yyyy/mm/dd)	Expiry date, if applicable (yyyy/mm/dd)

Jurisdiction	

- (h) *in item 5.13(b), by replacing “an interim financial report” with “interim financial information (as set out in section 12.11 of NI 31-103)”*,
- (i) *by repealing Part 9,*
- (j) *in Schedule A in the portion of the form under the contact information for British Columbia, by replacing “Freedom of Information Officer” with “Registration staff” and adding “E-mail: Registration@bcsc.bc.ca” at the end,*
- (k) *in Schedule A in the portion of the form under the contact information for Saskatchewan, by deleting “Deputy” after “Attention:” and adding at the end “E-mail: registrationfcaa@gov.sk.ca”,*
- (l) *in Schedule A in the portion of the form under the contact information for Nova Scotia, by replacing “Deputy Director, Capital Markets” with “Registration”,*
- (m) *in Schedule A in the portion of the form under the contact information for Yukon, by adding “Office of the Yukon” before “Superintendent of Securities” and replacing “(867) 667-5314” with “(867) 667-5466”,*
- (n) *in Schedule A in the portion of the form under the contact information for Northwest Territories, by deleting “Deputy” after “Attention:”,*
- (o) *in Schedule B, by replacing the portion of the form in point 7 with the following:*
 - 7. Until six years after the Firm ceases to be registered, the Firm must file a new executed Submission to jurisdiction and appointment of agent for service in this form
 - a. no later than the 15th day after the date this Submission to jurisdiction and appointment of agent for service is terminated, and
 - b. no later than the 15th day after any change in the name or address of the Agent for Service., *and*
- (p) *in Schedule C, by replacing “CICA Handbook” with “CPA Canada Handbook”.*

16. Form 33-109F7 Reinstatement of Registered Individuals and Permitted Individuals (sections 2.3 and 2.5(2)) is amended

- (a) *by adding the following text between the title “Form 33-109F7 Reinstatement of Registered Individuals and Permitted Individuals (sections 2.3 and 2.5(2))” and*

“GENERAL INSTRUCTIONS”:

WARNING - It is an offence to knowingly give false or misleading information to the regulator or the securities regulatory authority.

CERTIFICATION

Individual

I, the individual, certify to the regulator or, in Québec, the securities regulatory authority in each jurisdiction where I am submitting this form and to any applicable self-regulatory organization (SRO) that

- I have read this form and understand all matters within this form, including the questions and, for greater certainty, if the business location is a residence, the notice in Item 5,
- I have discussed this form with a branch manager, supervisor, officer or partner of my sponsoring firm and that to the best of my knowledge, the branch manager, supervisor, officer or partner is satisfied that I understand all matters within this form, including the questions,
- to the best of my knowledge and after reasonable inquiry, all of the information provided on this form is true and complete,
- if applicable, I will limit my activities to those allowed by my category of registration and any SRO approval, and
- the new sponsoring firm understands that if my registration was subject to any terms and conditions that were unsatisfied when I left my former sponsoring firm, those terms and conditions remain in effect and the new sponsoring firm agrees to assume any ongoing obligations that applied to the former sponsoring firm in respect of my registration under those terms and conditions.

I consent to and authorize the collection, directly and indirectly, of personal information by each regulator, securities regulatory authority and SRO and to the use of my personal information as set out in Item 10.

Firm

I, on behalf of the firm, certify to the regulator or, in Québec, the securities regulatory authority in each jurisdiction where the firm is submitting this form and to any applicable SRO that

- the individual identified in this form will be engaged by the new sponsoring firm as a registered individual or a permitted individual,
- I have, or a branch manager, supervisor, officer or partner has, discussed this form with the individual. To the best of my knowledge, the individual understands all matters within this form, including the questions, and
- the new sponsoring firm understands that if the individual's registration was subject to any undischarged terms and conditions when the individual left the individual's former sponsoring firm, those terms and conditions remain in effect and agrees to assume any ongoing obligations that apply to the former sponsoring firm in respect of the individual under those terms and conditions.

NRD format:

- ☐ I, the authorized firm representative, am making this submission under authority delegated by the firm and the individual identified in this form. By checking this box, I certify that
- (a) the firm provided me with all of the information on this form and makes the firm certification above,
 - (b) the individual provided the firm with all of the information on this form and makes the individual certification above, and
 - (c) the individual provided the above consent and authorization for the collection and use of the individual's personal information.

Non-NRD format:

Individual

By signing below, I, the individual, make the above individual certification and provide my consent and authorization for the collection, directly and indirectly, and use of my personal information.

Signature of individual _____

Date signed _____
(YYYY/MM/DD)

Firm

By signing below, I, on behalf of the firm, make the firm certification above.

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)

- (b) *by replacing the text between the heading “General Instructions” and “Terms” with the following:*

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 the individual’s registration in one or more of the same categories or reinstate the same status of permitted individual as before with a new sponsoring firm, and
- the new sponsoring firm is registered in the same category of registration in which the individual’s former sponsoring firm was registered.

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 the individual’s registration or permitted individual status by submitting this form. This form must not be used unless all of the following apply:

1. this form is submitted on or before the 90th day after the cessation date of the individual’s employment, partnership or agency relationship with the individual’s former sponsoring firm;
2. the information in the individual’s Form 33-109F4 was up-to-date as of the cessation date of the individual’s employment, partnership or agency relationship with the individual’s former sponsoring firm;
3. if this form is submitted on or after June 6, 2023, on the date this form is submitted, the individual’s information in the National Registration Database does not state “there is no response to this question” for any item of the individual’s Form 33-109F4;
4. there have been no changes to the information previously submitted in respect of the following items of the individual’s Form 33-109F4 since the

individual left their former sponsoring firm:

- Item 13 (Regulatory disclosure), other than changes to Item 13.3(a);
- Item 14 (Criminal disclosure);
- Item 15 (Civil disclosure);
- Item 16 (Financial disclosure);

5. at the time of cessation with the individual's former sponsoring firm, there were no allegations against the individual, in Canada or in any foreign jurisdiction, relevant to an assessment of whether the individual is not suitable for registration or the registration is objectionable, including, for greater certainty, an allegation against the individual of any of the following:
- a crime;
 - a contravention of any statute, regulation, or order of a court or regulatory body;
 - a contravention of any rule or bylaw of an SRO, of a professional body, or of a similar organization;
 - a failure to meet any standard of conduct of the sponsoring firm or of any professional body.

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*".

(c) ***in Item 2, by replacing the portion of the Form in section 2 with the following:***

2. Check each province or territory in which you are seeking reinstatement of registration or, if you are seeking reinstatement as a permitted individual, check each province or territory where your sponsoring firm is registered:

- | | |
|--------------------------|---------------------------|
| <input type="checkbox"/> | All jurisdictions |
| <input type="checkbox"/> | Alberta |
| <input type="checkbox"/> | British Columbia |
| <input type="checkbox"/> | Manitoba |
| <input type="checkbox"/> | New Brunswick |
| <input type="checkbox"/> | Newfoundland and Labrador |
| <input type="checkbox"/> | Northwest Territories |
| <input type="checkbox"/> | Nova Scotia |
| <input type="checkbox"/> | Nunavut |
| <input type="checkbox"/> | Ontario |
| <input type="checkbox"/> | Prince Edward Island |
| <input type="checkbox"/> | Québec |
| <input type="checkbox"/> | Saskatchewan |
| <input type="checkbox"/> | Yukon |

(d) ***by adding at the end of Item 5 the following:***

6. Notice regarding a business location that is a residence

For the administration of securities legislation or derivatives legislation, including commodity futures legislation, or both, the regulator or, in Québec, the securities regulatory authority may require access to the business location to review the books, records and documents of the registered firm. If applicable, the SRO may also require access to the business location for the administration of the rules of the SRO.

If the business location specified in this form is a residence, the regulator, securities regulatory authority or SRO may request consent to enter the residence.

If consent is not provided, it may affect the ability of the regulator, securities regulatory authority or SRO to access the books, records or documents of a registered firm and to determine whether securities legislation, derivatives legislation (including commodity futures legislation) or the rules of the SRO are being complied with. As a result, the regulator, securities regulatory authority or SRO may take action if they are unable to access and review the books, records or documents of a registered firm held at the business location.

(e) **by replacing Item 7 with the following:**

Item 7 Reportable activities

Name of your new sponsoring firm: _____

1. Activities with your sponsoring firm

Instructions: Describe all of your roles and responsibilities with your sponsoring firm, whether these roles and responsibilities are securities related or not (e.g., sale of securities, review of marketing materials, IT helpdesk, negotiation of employment contracts, sales of banking and insurance products and services). Include any other information about your position with your sponsoring firm that is relevant for the regulator or, in Québec, the securities regulatory authority to know (e.g., if your role is specialized). For example, if you are applying as an advising representative limited to client relationship management, indicate this by including the following statement in Schedule D: "Individual is seeking registration as CRM AR."

Complete a Schedule D with respect to your roles and responsibilities with your sponsoring firm.

2. Reportable outside activities

Instructions: Consider all of the activities that you participate in outside of your

sponsoring firm, whether or not you receive compensation for such activities and whether or not any such activity is business related. Activities performed for an affiliated entity are considered activities outside of your sponsoring firm. If any of the categories below describes one or more activities that you participate in, complete a separate Schedule D for each activity or entity. If multiple activities are performed for one entity, complete a single Schedule D identifying all the activities performed.

Uncompensated activities that do not fall within Categories 1 to 5 (i.e., generally activities that do not involve securities or financial services and are not a position of influence, such as being a little league soccer coach) are not reportable.

Category 1 - Activities with another registered firm

Instructions: Report activities with registered firms, other than your sponsoring firm. All activities in this category are reportable, whether or not you receive compensation for such activities. Major shareholder means a shareholder who, in total, directly or indirectly owns voting securities carrying 10 percent or more of the votes carried by all outstanding voting securities.

If you are a director, officer, employee, contractor, consultant, agent, or service provider of a registered firm other than your sponsoring firm, or are in any other equivalent position with or for that registered firm, or are a major shareholder or partner of that registered firm, complete a separate Schedule D for the registered firm.

Category 2 - Activities with an entity that receives compensation from a registered firm

If you are a director, officer, employee, contractor, consultant, or agent of a specified entity, or are in any other equivalent position with or for a specified entity, or are a shareholder or partner of a specified entity, complete a separate Schedule D for the specified entity.

For the purposes of this category, “specified entity” means an entity that receives compensation from a registered firm for activities that you provide for your sponsoring firm or another registered firm.

Category 3 - Other securities-related activities

Instructions: All activities in this category are reportable, whether or not you receive compensation for such activities. Charitable or other fundraising activities that do not involve the issuance of securities or derivatives are not reportable.

If you have been at any time in the last 7 years directly involved in raising money for an entity through the issuance of securities or derivatives or promoting the sale of an entity's securities or derivatives outside of your activities with your sponsoring firm or another registered firm, complete a separate Schedule D for each entity for which you performed these activities.

Directors and officers of reporting issuers and of entities that have been at any time in the last 7 years raising money through the issuance of securities or derivatives are considered to be directly involved in raising money for that entity.

Category 4 - Provision of financial or finance-related services

Instructions: All activities in this category are reportable, whether or not you receive compensation for such activities. For example, volunteer activities pertaining to your securities or financial services knowledge must be reported under this category. Also report if you are the owner or management of an entity that provides these services. Major shareholder means a shareholder who, in total, directly or indirectly owns voting securities carrying 10 percent or more of the votes carried by all outstanding voting securities.

Complete a separate Schedule D for each activity, as applicable, if you

- sell or negotiate insurance, including being an insurance broker or agent,
- provide loan or deposit or other banking products and services,
- carry on a money service business, including exchanging one type of currency for another, transferring money from one person to another, or issuing or redeeming money orders, traveller's cheques or anything similar,
- facilitate or administer mortgages, including acting as a mortgage broker, agent or administrator,
- prepare tax returns or provide tax advice,
- help create programs for persons to meet their long-term financial goals, including providing financial planning (including estate planning) or financial advice,
- provide corporate finance services, including services provided in the capacity of a comptroller, treasurer and chief financial officer,
- advise persons under financial stress on credit/debt restructuring,
- are a pension consultant,
- provide advice on mergers and acquisitions,
- provide accounting or bookkeeping services,
- provide oversight or independent review or expert opinion on the management of an entity's financial assets,
- lend money or accept deposits of money (e.g., alternative financing, non-bank financial institutions), or
- provide other financial or finance-related services not identified above.

Also complete a separate Schedule D for each activity, as applicable, if you are a director or officer, or are in any other equivalent position with or for, or are a major shareholder or active partner of, an entity that provides one or more of the services in the above list.

Category 5 - Positions of influence

Instructions: All positions of influence (e.g., medical doctor, leader in a religious organization) are reportable, whether or not you receive compensation for such activities. Guidance: see also section 13.4.3 of National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations and the Companion Policy to National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations.

Complete a separate Schedule D for each position of influence that you are in.,

(f) in Item 9, by replacing section 2 with the following:

2. Check the box below - ***I am eligible to file this Form 33-109F7*** - only if you satisfy all of the following conditions:

- (a) the information in your Form 33-109F4 was up-to-date when you left your sponsoring firm;
- (b) there are no changes to any of the disclosure items under Item 9.1 above;
- (c) if this form is submitted on or after June 6, 2023, on the date this form is submitted, your information in the National Registration Database does not state “there is no response to this question” for any item of Form 33-109F4;
- (d) at the time of cessation with your former sponsoring firm, there was no allegation against you, in Canada or in any foreign jurisdiction, relevant to an assessment of whether you are not suitable for registration or your registration is objectionable, including, for greater certainty, any allegations against you of
 - a crime,
 - a contravention of any statute, or regulation, or order of a court or regulatory body,
 - a contravention of any rule or bylaw of an SRO, or a professional body, or of a similar organization, or
 - a failure to meet any standard of conduct of the sponsoring firm or of any professional body.

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.,

(g) ***by replacing Item 10 with the following:***

Item 10 Submission to jurisdiction and notice and consent for collection and use of personal information

1. Submission to jurisdiction

By submitting this form, you agree to be subject to the securities legislation or derivatives legislation (including commodity futures legislation) or both of each jurisdiction of Canada, and to the bylaws, 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.

2. Notice of collection and use of personal information

Your personal information is collected by, or on behalf of, each securities regulatory authority and SRO set out in Schedule F. Any of the securities regulatory authorities or SROs set out in Schedule F may contact governmental or regulatory authorities, private bodies or agencies, individuals, corporations, employers, and other organizations, in Canada and in other countries, for information about you.

This personal information is being collected under the authority of the applicable securities legislation, derivatives legislation (including commodity futures legislation) or both of the securities regulatory authorities and under the SRO rules of an SRO set out in Schedule F. The collection, use and disclosure are done in accordance with applicable freedom of information and privacy legislation.

The principal purpose of this collection by the securities regulatory authorities is to administer, enforce, carry out their duties or exercise their powers under their respective securities legislation, derivatives legislation (including commodity futures legislation) or both, and by the SROs to administer and enforce the rules of the SROs.

The information submitted by you in this form with your consent, or collected indirectly with your authorization, may be collected

- at the time of your application,
- at any time during your registration or while you are a permitted individual, or
- at the time the regulator or, in Québec, the securities regulatory authority, or the SRO is informed by your sponsoring firm that you no longer have authority to act on behalf of the sponsoring firm or are not a permitted individual of the sponsoring firm.

If you have any questions about the collection, use and disclosure of this information, contact the securities regulatory authority or SRO in any jurisdiction in which the required information is submitted. See Schedule F for details.

Certain information, such as your name(s) (including aliases, trade names or some past names), your sponsoring firm, and other relevant registration information will be listed in a publicly available registry of registered individuals and, if applicable, on the Disciplined List.

Certain securities regulatory authorities may provide to or receive from certain entities information under separate provisions of their securities legislation or derivatives legislation (including commodity futures legislation) or both, and SROs may provide or receive information under the rules of the SROs. This consent and notice does not limit the authority, powers, obligations or rights conferred on any of the securities regulatory authorities by legislation or regulations in effect in their jurisdiction.

3. Consent to collect and use personal information

By submitting this form, you consent to and authorize the collection, directly and indirectly, of personal information by each securities regulatory authority and SRO and to the use of your personal information as set out above.

The personal information that each securities regulatory authority or SRO collects includes the following:

- the personal information provided in this form;
- the personal information provided by your sponsoring firm;
- registration or financial services licensing information;
- law enforcement records, including police records;
- credit records;
- bankruptcy or other insolvency records;
- employment records and information received from an employer;
- records and information received from entities you had or have an

- independent contractor or agency relationship with;
- personal information available online;
- records from governmental or regulatory authorities, SROs or professional bodies;
- records of, and used in, court proceedings, including probation records.,

(h) ***by repealing Item 11,***

(i) ***by repealing Item 12,***

(j) ***in Schedule B, by replacing the text between the subheading “Approval categories” and “Additional approval categories” with the following:***

- ☐ Executive
- ☐ Director (Industry)
- ☐ Director (Non-Industry)
- ☐ Supervisor
- ☐ Investor
- ☐ Registered Representative
- ☐ Investment Representative
- ☐ Portfolio Manager
- ☐ Associate Portfolio Manager
- ☐ Trader,

(k) ***by replacing Schedule D with the following:***

Schedule D Reportable activities (Item 7)

1. Start date _____
(YYYY/MM/DD)

2. Sponsoring firm or other entity information

☐ Check here if the reportable activity is with your sponsoring firm.

If the reportable activity is with your sponsoring firm, you are not required to indicate the firm’s name and address but are required to provide the name and title of your immediate supervisor. For all other types of reportable activity, enter all of the 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 the reportable activity and your roles and responsibilities

Instructions: If you are completing this schedule in relation to your activities with your sponsoring firm, for (e) below, provide the title(s) you will use once registered, and if you are already registered, provide the title(s) you use as of the date of this filing.

(a) Describe the entity that you carry on the activity with or for, including the nature of the entity's business.

(b) Is the entity listed on an exchange?

(c) Describe your relationship with the entity.

(d) Describe all of your roles and responsibilities relating to the activity.

(e) Provide all business title(s) and professional designation(s) you use for the activity.

4. Number of work hours per week

How many hours per week do you spend on this activity? _____

5. Conflicts of interest

Instructions: Complete this section if you have a reportable activity outside your sponsoring firm. Do not complete this section if your reportable activity is solely with your sponsoring firm.

Take into consideration existing and reasonably foreseeable material conflicts of interest and existing and potential client confusion.

(a) Does the activity give rise to any material conflicts of interest between the client and the sponsoring firm or you? Does the activity give rise to client confusion? If no material conflicts of interest or client confusion are expected, explain why.

(b) Describe (i) the material conflicts of interest, and (ii) how these conflicts will be addressed in the best interest of the client.

(c) Describe (i) the client, and (ii) how the client confusion will be addressed.

(d) Does your sponsoring firm and the entity have procedures for identifying and addressing material conflicts of interest? If so, confirm you are complying with both sets of procedures.

(e) State the name and title of the individual at your sponsoring firm who has reviewed and approved the activity.

(l) ***in Schedule E, by replacing the text between the sentence “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:” and the sentence “f) Is a person other than you the beneficial owner of the shares, bonds, debentures, partnership units or notes held by you?” with the following:***

c) If another person or entity has provided you with funds to invest in the firm, provide the name of the person or entity and state the relationship between you and that person or entity:

d) Is the payment of the funds to be invested (or proposed to be invested)

guaranteed directly or indirectly by any person or entity?

Yes ☐ No ☐

If “Yes”, provide the name of the person or entity and state the relationship between you and that person or entity:

- 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 entity or person)?

Yes ☐ No ☐

If “Yes”, provide the name of the person or entity, state the relationship between you and that person or entity and describe the rights that have been or will be given up:

- (m) *in Schedule F, by replacing “Notice of” in the title with “notice and consent for”,*
- (n) *in Schedule F in the portion of the form under the contact information for British Columbia, by replacing “Freedom of Information Officer” with “Registration staff” and adding “E-mail: Registration@bcsc.bc.ca” at the end,*
- (o) *in Schedule F in the portion of the form under the contact information for Saskatchewan, by deleting “Deputy” after “Attention:” and adding at the end “Email: registrationfcaa@gov.sk.ca”,*
- (p) *in Schedule F in the portion of the form under the contact information for Nova Scotia, by replacing “Deputy Director, Capital Markets” with “Registration”,*
- (q) *in Schedule F in the portion of the form under the contact information for Yukon, by adding “Office of the Yukon” before “Superintendent of Securities” and replacing “(867) 667-5314” with “(867) 667-5466”, and*
- (r) *in Schedule F in the portion of the form under the contact information for Northwest Territories, by deleting “Deputy” after “Attention:”.*
17. (1) This Instrument comes into force on June 6, 2022.
- (2) In Saskatchewan, despite subsection (1), if this Instrument is filed with the Registrar of Regulations after June 6, 2022, this Instrument comes into force on the day on which it is filed with the Registrar of Regulations.

**ANNEX F
CHANGES TO
COMPANION POLICY 33-109CP
REGISTRATION INFORMATION**

- 1. *Companion Policy 33-109CP Registration Information is changed by this Document.***
- 2. *Section 1.2 is changed by adding “(Section 1.1)” at the end of the heading “Definition of permitted individuals”.***
- 3. *Section 1.3 is changed by replacing the first bullet in the second paragraph with the following:***
 - *Form 33-109F1 Notice of End of Individual Registration or Permitted Individual Status – to notify the regulator or, in Québec, the securities regulatory authority that a registered individual or permitted individual has ceased to have authority to act on behalf of the sponsoring firm.*
- 4. *Section 1.4 is changed by adding “(Sections 3.1 and 4.1)” at the end of the heading “Notice requirements”.***
- 5. *Section 2.2 is changed***
 - (a) *by adding “(Subsections 2.2(1) and 2.5(1))” at the end of the subheading “Types of submissions using Form 33-109F4”,***
 - (b) *by adding “(Sections 2.3 and 2.5)” at the end of the subheading “Submissions by Permitted Individuals”,***
 - (c) *by replacing “10 days” with “15 days” in the paragraph under the subheading “Submissions by Permitted Individuals”,***
 - (d) *by adding the following text between the subheading “Submissions by permitted individuals” and the subheading “Agent for service”:***

***Relevant securities experience (Form 33-109F2 – Item 4.3 and Schedule A;
Form 33-109F4 – Item 8.4 and Schedule F)***

The regulators or, in Québec, the securities regulatory authority will assess whether an individual has gained relevant securities experience on a case-by-case basis. 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; and
- in other professional service fields that relate to the securities industry, or in a securities-related business in a foreign jurisdiction.

The securities experience described should be relevant to the category applied for. Please see section 3.4 [*Proficiency – initial and ongoing*] of the Companion Policy to National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* for more guidance on relevant securities experience.

Reportable activities (Form 33-109F4 – Item 10 and Schedule G; Form 33-109F7 – Item 7 and Schedule D)

Individuals must report all activities with their sponsoring firm and certain activities carried on outside of their sponsoring firm (which includes activities performed for affiliated entities of their sponsoring firm) in Form 33-109F4 and Form 33-109F7. Activity changes must be reported by the individuals in Form 33-109F5.

To illustrate the analysis on whether an activity outside of the sponsoring firm is reportable in Item 10.2 [*Reportable outside activities*] of Form 33-109F4 or in Item 7.2 [*Reportable outside activities*] of Form 33-109F7, Appendix C has been included in this Companion Policy.

The regulator or, in Québec, the securities regulatory authority will take into account reportable activities when assessing that individual's application for registration or continuing fitness for registration and the sponsoring firm's fitness for registration, including the following considerations in relation to the reportable activities:

- whether there is a risk of client confusion and if so, what the risk is and whether there are effective controls and supervision in place to address the risk,
- whether the reportable outside activity presents a material conflict of interest for the individual, and whether that material conflict of interest has been addressed in the best interest of the client,
- whether the reportable outside activity provides the individual with access to privileged, confidential or insider information relevant to their registerable activities,
- whether the individual will have sufficient time to effectively carry out their registerable activities, including remaining current on securities law and product knowledge,

- whether the individual will be able to properly service clients.

Information on outside activities reported to the regulators or, in Québec, the securities regulatory authority also helps facilitate their understanding and supervision of registrants and, in some circumstances, may prompt further review of an applicant, a registrant, a permitted individual, or an unregistered person.

Although only certain outside activities are required to be reported to regulators or, in Québec, the securities regulatory authority, registrants are required to identify and address all material conflicts of interest and risks associated with their sponsored individuals, including those arising from outside activities that a registered individual may participate in. Accordingly, the assessment of material conflicts of interests by registrants should not be limited to only the outside activities reportable to regulators or, in Québec, the securities regulatory authority.

Category 1 – Activities with another registered firm

Generally, we expect any activity with another registered firm to be reported, whether or not the activity at the other firm requires the individual to be registered. For example, the following roles are reportable: being an advising or dealing representative, owner, director, research analyst, compliance consultant, client relationship manager, human resources manager, or IT service provider for another registered firm.

Category 2 – Activities with an entity that receives compensation from a registered firm

If the individual is the owner (*e.g.*, shareholder, partner), management (*e.g.*, director or officer), or employee of an unregistered entity that receives compensation, such as sales commissions or referral fees, from a registered firm, this activity is reportable. For example, being an employee or owner of an entity that has entered into an agreement in the form set out in Schedule ‘A’ of MFDA Staff Notice MSN-0072 *Payment of Commissions to Unregistered Corporations* is reportable.

Category 3 – Other securities-related activities

Activities that involve raising money for an entity, such as structuring the security or derivative, preparing the offering document, soliciting investors, or promoting the sale of a security or derivative are reportable. The activity must be reported if it was carried out any time in the last 7 years.

Given the role of a director or officer in a corporation as the directing mind and management and the nature of partnerships and trusts, we would consider a director, officer, partner, or equivalent position (such as trustees) of an entity that, within the last 7 years, raised money through the issuance of securities or

derivatives to be directly involved and thus would be reportable. For example, being the President of a mortgage investment entity that is raising money would be reportable. We would also consider being a director or officer of a reporting issuer to be reportable, such as being a director of a TSX-listed company.

An individual who works at an entity that is raising money through the issuance of securities or derivatives, but has no direct involvement in the capital raising activity, such as a computer programmer at a fintech start-up, would not be required to report, unless the activity falls within another reporting category.

Similarly, charitable or other fundraising activities that do not involve the issuance of securities or derivatives would not be reportable. For example, volunteering for an organization to seek charitable donations would not be reportable.

Category 4 – Provision of financial or finance-related services

An individual is required to report certain financial and finance-related activities, whether or not compensation is received for providing the services. An individual is also expected to report if the individual is a shareholder, partner, director, or officer of an entity that provides one of those services. This includes activities where the individual is responsible for the oversight or provides independent review or expert opinion on the management of an entity's financial assets. For example, being a member of an investment committee that oversees the management of a university's endowment funds or a charity's financial capital, or being a trustee of a family trust.

Category 5 – Positions of influence

A position of influence is defined in section 13.4.3 of National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*. All positions of influence are reportable. Please see the guidance in section 13.4.3 of the Companion Policy to National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*.

Uncompensated activities and personal holding companies

Generally, uncompensated activities that do not involve securities or financial services and are not positions of influence are not reportable. For example, volunteer activities, such as being a little league soccer coach or volunteering at an animal shelter, are not required to be reported as they do not fall within Categories 1 to 5.

Additionally, involvement with entities with non-active operations, such as being the owner of a holding company (e.g., passive management of personal investments), would likely not be reportable. However, in some cases personal

holding companies are used to hold securities of a registered firm and through this arrangement the individual receives indirect compensation from a registered firm. In this case the involvement with the holding company would be reportable under Category 2. In other circumstances the holding company is used to provide financial or finance-related services, to provide services for registered firms, or is otherwise involved in securities-related activities. If an individual's holding company is used for activities that would require disclosure under any of Categories 1 to 5, we would generally consider this entity to be active and the individual should disclose their involvement with this entity.

Resignation and terminations (Form 33-109F4 – Item 12 and Schedule I)

Individuals must report whether they have resigned or been terminated from a position or contract and whether, at the time of their resignation or termination, there existed allegations that the individual: (i) contravened any statutes, regulations, orders of a court or regulatory body, rules or bylaws, or failed to meet standards of conduct, (ii) failed to appropriately supervise compliance with any statutes, regulations, orders of a court or regulatory body, rules, bylaws or standards of conduct, or (iii) committed fraud or the wrongful taking of property, including theft. Standards of conduct may be internal to the sponsoring firm, such as a sponsoring firm's policies and procedures, or may be external to the sponsoring firm, such as the standards of conduct of a professional body. Standards of conduct may include codes of conduct. Sales targets of the firm are not considered standards of conducts.

When providing information about resignations or terminations, individuals must disclose the day that they ceased to carry on duties for the entity or firm they resigned or were terminated from. This date may coincide with the end of the individual's employment, partnership or agency relationship. However, this date can also occur earlier, such as when an individual is subjected to an internal firm suspension or the individual's authority has otherwise been reduced or curtailed pending an internal review. Individuals should provide the date they ceased to carry on duties and not merely the end of an individual's employment, partnership or agency relationship.

- (e) ***by adding “(Form 33-109F4 – Item 18)” at the end of the subheading “Agent for service”,***
- (f) ***by replacing “NI 33-109” with “the Rule” in the paragraph under the subheading “Agent for service”.***
- 6. ***Section 2.3 is changed by adding “(Subsection 2.2(2), Section 2.4, Subsection 2.6(2), Subsection 4.1(4))” at the end of the heading “Form 33-109F2”.***
- 7. ***Section 2.5 is changed***

- (a) *by adding “(Sections 2.3 and 2.5)” at the end of the heading “Form 33-109F7 for reinstatement”, and*
- (b) *by adding the following paragraph immediately at the end:*

If certain allegations existed at the time of the individual leaving a sponsoring firm, then regardless of whether the allegations caused or contributed to the individual leaving, the individual may not use the Form 33-109F7. In addition, at the time the individual ceased to be a registered individual or a permitted individual with the former sponsoring firm, all of the information previously submitted in Form 33-109F4, including Item 12, must have been up-to-date. If these conditions are not met, then the individual must apply for reinstatement by completing on NRD a Form 33-109F4 by making the NRD submission entitled “*Reactivation of Registration*”.

8. Section 2.6 is changed by replacing the paragraph with the following:

The term “business location” is defined in section 1.1 of the Rule. If the business location specified in Item 9 of Form 33-109F4 or Item 5 of Form 33-109F7 is a residence, the individual must acknowledge that the regulator or, in Québec, the securities regulatory authority may request consent to enter the residence for the administration of securities legislation and derivatives legislation, including commodity futures legislation..

9. Section 2.7 is changed by replacing “termination” with “cessation”.

10. Section 3.1 is changed

- (a) *by adding “(Paragraph 2.1(a))” at the end of the heading “Form 33-109F6”, and*
- (b) *by adding the following immediately at the end:*

Changes in outstanding legal actions

Registered firms are required to provide updates on the changes in legal actions reported in item 8.3 of Form 33-109F6. This includes new claims, defenses, counterclaims, third-party claims, amendments, settlements or resolutions of the claims (whether by judgement, dismissal or discontinuance), and appeals. In addition, we expect registered firms to inform regulators or, in Québec, the securities regulatory authority of any decisions in the legal action that could significantly adversely affect the firm’s financial health or business or affect the outcome of the legal action. Reporting of discovery, procedural and scheduling developments, such as adjournments, is not required.

11. Section 3.2 is changed by adding “(Subsection 3.1(6))” at the end of the heading “Form 33-109F5”.

- 12. Section 3.3 is changed by adding “(Paragraph 2.1(b); Form 33-109F4 – Item 22)” at the end of the heading “Form 33-109F3” and by replacing the second paragraph with the following:**

Firms certify in Form 33-109F4 that if the business location is a residence, the individual conducting business from that business location has completed a Form 33-109F4. Form 33-109F4 contains a notice to the individual completing the form that the regulator or, in Québec, the securities regulatory authority may request consent to enter the residence for the administration of securities legislation..

- 13. Section 3.4 is changed by replacing “Appendix C” with “Appendix D”.**

- 14. Section 3.5 is changed**

- (a) by adding “(Section 4.2)” at the end of the heading “Form 33-109F1”, and**
- (b) by replacing the two paragraphs following the heading with the following:**

Under section 4.2 of the Rule, a registered firm must notify the regulator or, in Québec, the securities regulatory authority no more than 15 days after an individual ceased to have authority to act on behalf of the registered firm, as a registered individual or permitted individual. Typically, this occurs due to the cessation of the individual’s employment, partnership or agency relationship with the registered firm. However, it also occurs when an individual is re-assigned to a different position at the registered firm that does not require registration or is no longer a permitted individual category. Section 4.2 requires that firms notify the regulator or, in Québec, the securities regulatory authority within 15 days of the date that the person ceased to have authority to act and not merely the end of an individual’s employment, partnership or agency relationship. Please refer to the definition “cessation date”. Form 33-109F1 is submitted through the NRD website to give notice of the cessation date and the reason for the cessation.

Under paragraph 4.2(1)(b) of the Rule, the information in Item 5 [*Details about the cessation*] of a Form 33-109F1 must be submitted unless the cessation of authority to act on behalf of the registered firm was caused by the death of the individual. A registered firm can submit the information in Item 5 either at the time of making the initial submission on NRD, if the information is available within that 15 day period, or within 30 days of the cessation date, by making an NRD submission entitled “*Update / Correct Cessation Information*”..

- 15. Section 4.1 is changed**

- (a) by adding “(Subsections 4.2(3) and (4))” at the end of the heading “Obligations of former sponsoring firm”, and**
- (b) by replacing “10 days” with “15 days” wherever it appears.**

16. Section 4.2 is changed

- (a) *by adding “(Section 5.1)” at the end of the heading “Obligations of new sponsoring firm”, and*
- (b) *by adding “sponsoring” before “firm” wherever it appears, except in the following sentence “If a sponsoring firm cannot obtain it from the sponsored individual, as a last resort the sponsored individual should request it from the regulator.”, and*
- (c) *by adding “or, in Québec, the securities regulatory authority” at the end of the second paragraph.*

17. Appendix A is replaced with the following:

Appendix A
Summary of Notice Requirements in National Instrument 33-109

Description of Change	Notice Period	Section	Form Submitted
Firms – Form 33-109F6 information			by e-mail, fax or mail
Part 1 – Registration details	15 days	3.1(1.1)(b)	Form 33-109F5
Part 2 – Contact information, including head office address (except 2.4)	15 days		
Item 2.4 –Agent and Address for service [Items 3 and 4 of Schedule B to Form 33-109F6]	15 days	3.1(4)	Schedule B to Form 33-109F6 <i>Submission to jurisdiction</i>
Part 3 – Business history & structure	30 days	3.1(1.1)(a)	Form 33-109F5
Part 4 – Registration history (except item 4.1)	15 days	3.1(1.1)(b)	
Item 4.1 – Securities registration	30 days	3.1(1.1)(a)	
Part 5 –Financial condition (except item 5.12)	15 days	3.1(1.1)(b)	
Item 5.12 – Auditor	30 days	3.1(1.1)(a)	
Part 6 – Client relationships (except items 6.1 and 6.2)	15 days	3.1(1.1)(b)	
Item 6.1 – Client assets	30 days	3.1(1.1)(a)	
Item 6.2 – Conflicts of interest			
Part 7 – Regulatory action	15 days	3.1(1.1)(b)	
Part 8 – Legal action	15 days	3.1(1.1)(b)	
Firms – other notice requirements			in NRD format
Open / change of business location (other than head office)	15 days	3.2	Form 33-109F3

Cessation of Authority of a registered or permitted individual – Items 1-4 – Item 5	15 days	4.2(2)(a)	Form 33-109F1	
	30 days	4.2(2)(b)		
Individuals – Form F4 information			in NRD format	
Item 1 – Name	15 days	4.1(1)(b)	Form 33-109F5	
Item 2 – Address (except items 2.1 and 2.2)	15 days			
Item 2.1 – Current and previous residential address	30 days	4.1(1)(a)		
Item 2.2 – Mailing address				
Item 3 –Personal information	No update required	4.1(2)		
Item 4 –Citizenship	30 days	4.1(1)(a)		
Item 5 – Registration jurisdictions	15 days	4.1(1)(b)		
Item 6 –Individual categories	15 days			
Item 7 –Address for service	15 days			
Item 8 – Proficiency	15 days			
Item 9 – Location of employment	15 days			
Item 10 – Reportable activities	30 days			
Item 11 – Previous employment	30 days	4.1(1)(a)		
Item 12 – Resignations and terminations	15 days			
Item 13 – Regulatory disclosure	15 days			
Item 14 – Criminal disclosure	15 days	4.1(1)(b)		
Item 15 – Civil disclosure	15 days			
Item 16 – Financial disclosure	15 days			
Item 17 – Ownership of securities	15 days			
Change of F4: registrant position or relationship with sponsoring firm / permitted status	15 days	4.1(4)	Form 33-109F2	
Review of a permitted individual	15 days after appointment	2.5	Form 33-109F4 or Form 33-109F7, subject to conditions	
Automatic reinstatement of registration subject to conditions	within 90 days of cessation date	2.3(2)	Form 33-109F7	

18. Appendix B is changed by

- (a) ***replacing “representatives” with “Approved Persons” wherever it appears,***
- (b) ***deleting the comma after “Alberta Securities Commission”,***

- (c) *adding “Attention:” before “Registration” and deleting “department” after “Registration” in the portion under “Alberta” under “Part 1 – Regulator’s Contact Information”,*
- (d) *replacing “email: corporateaffairs@gov.yk.ca” with “email: securities@gov.yk.ca”,*
- (e) *adding “Office of the Yukon” before “Superintendent of Securities”,*
- (f) *adding “C-6” after “P.O. Box 2703”,*
- (g) *deleting “** Newfoundland and Labrador – IIROC **” from above “* Ontario – IIROC *”,*
- (h) *inserting “** Newfoundland and Labrador – IIROC **” and “** New Brunswick – IIROC **” above “* Quebec – IIROC *”, and*
- (i) *replacing the contact information below “* Quebec – IIROC *” with the following:*

e-mail: registration@iiloc.ca
 fax: (514) 878-0797
 Organisme canadien de réglementation du commerce
 des valeurs mobilières
 525 Viger Avenue West,
 Suite 601
 Montréal (Québec) H2Z 0B2
 Attention : Service des inscriptions

- 19. *The Companion Policy is changed by renaming “Appendix C” to “Appendix D”.*
- 20. *The Companion Policy is changed by adding the following as “Appendix C”:*

**ANNEX F
CHANGES TO
COMPANION POLICY 33-109CP
REGISTRATION INFORMATION**

- 1. *Companion Policy 33-109CP Registration Information is changed by this Document.***
- 2. *Section 1.2 is changed by adding “(Section 1.1)” at the end of the heading “Definition of permitted individuals”.***
- 3. *Section 1.3 is changed by replacing the first bullet in the second paragraph with the following:***
 - *Form 33-109F1 Notice of End of Individual Registration or Permitted Individual Status – to notify the regulator or, in Québec, the securities regulatory authority that a registered individual or permitted individual has ceased to have authority to act on behalf of the sponsoring firm.*
- 4. *Section 1.4 is changed by adding “(Sections 3.1 and 4.1)” at the end of the heading “Notice requirements”.***
- 5. *Section 2.2 is changed***
 - (a) *by adding “(Subsections 2.2(1) and 2.5(1))” at the end of the subheading “Types of submissions using Form 33-109F4”,***
 - (b) *by adding “(Sections 2.3 and 2.5)” at the end of the subheading “Submissions by Permitted Individuals”,***
 - (c) *by replacing “10 days” with “15 days” in the paragraph under the subheading “Submissions by Permitted Individuals”,***
 - (d) *by adding the following text between the subheading “Submissions by permitted individuals” and the subheading “Agent for service”:***

***Relevant securities experience (Form 33-109F2 – Item 4.3 and Schedule A;
Form 33-109F4 – Item 8.4 and Schedule F)***

The regulators or, in Québec, the securities regulatory authority will assess whether an individual has gained relevant securities experience on a case-by-case basis. 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; and
- in other professional service fields that relate to the securities industry, or in a securities-related business in a foreign jurisdiction.

The securities experience described should be relevant to the category applied for. Please see section 3.4 [*Proficiency – initial and ongoing*] of the Companion Policy to National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* for more guidance on relevant securities experience.

Reportable activities (Form 33-109F4 – Item 10 and Schedule G; Form 33-109F7 – Item 7 and Schedule D)

Individuals must report all activities with their sponsoring firm and certain activities carried on outside of their sponsoring firm (which includes activities performed for affiliated entities of their sponsoring firm) in Form 33-109F4 and Form 33-109F7. Activity changes must be reported by the individuals in Form 33-109F5.

To illustrate the analysis on whether an activity outside of the sponsoring firm is reportable in Item 10.2 [*Reportable outside activities*] of Form 33-109F4 or in Item 7.2 [*Reportable outside activities*] of Form 33-109F7, Appendix C has been included in this Companion Policy.

The regulator or, in Québec, the securities regulatory authority will take into account reportable activities when assessing that individual's application for registration or continuing fitness for registration and the sponsoring firm's fitness for registration, including the following considerations in relation to the reportable activities:

- whether there is a risk of client confusion and if so, what the risk is and whether there are effective controls and supervision in place to address the risk,
- whether the reportable outside activity presents a material conflict of interest for the individual, and whether that material conflict of interest has been addressed in the best interest of the client,
- whether the reportable outside activity provides the individual with access to privileged, confidential or insider information relevant to their registerable activities,
- whether the individual will have sufficient time to effectively carry out their registerable activities, including remaining current on securities law and product knowledge,

- whether the individual will be able to properly service clients.

Information on outside activities reported to the regulators or, in Québec, the securities regulatory authority also helps facilitate their understanding and supervision of registrants and, in some circumstances, may prompt further review of an applicant, a registrant, a permitted individual, or an unregistered person.

Although only certain outside activities are required to be reported to regulators or, in Québec, the securities regulatory authority, registrants are required to identify and address all material conflicts of interest and risks associated with their sponsored individuals, including those arising from outside activities that a registered individual may participate in. Accordingly, the assessment of material conflicts of interests by registrants should not be limited to only the outside activities reportable to regulators or, in Québec, the securities regulatory authority.

Category 1 – Activities with another registered firm

Generally, we expect any activity with another registered firm to be reported, whether or not the activity at the other firm requires the individual to be registered. For example, the following roles are reportable: being an advising or dealing representative, owner, director, research analyst, compliance consultant, client relationship manager, human resources manager, or IT service provider for another registered firm.

Category 2 – Activities with an entity that receives compensation from a registered firm

If the individual is the owner (*e.g.*, shareholder, partner), management (*e.g.*, director or officer), or employee of an unregistered entity that receives compensation, such as sales commissions or referral fees, from a registered firm, this activity is reportable. For example, being an employee or owner of an entity that has entered into an agreement in the form set out in Schedule ‘A’ of MFDA Staff Notice MSN-0072 *Payment of Commissions to Unregistered Corporations* is reportable.

Category 3 – Other securities-related activities

Activities that involve raising money for an entity, such as structuring the security or derivative, preparing the offering document, soliciting investors, or promoting the sale of a security or derivative are reportable. The activity must be reported if it was carried out any time in the last 7 years.

Given the role of a director or officer in a corporation as the directing mind and management and the nature of partnerships and trusts, we would consider a director, officer, partner, or equivalent position (such as trustees) of an entity that, within the last 7 years, raised money through the issuance of securities or

derivatives to be directly involved and thus would be reportable. For example, being the President of a mortgage investment entity that is raising money would be reportable. We would also consider being a director or officer of a reporting issuer to be reportable, such as being a director of a TSX-listed company.

An individual who works at an entity that is raising money through the issuance of securities or derivatives, but has no direct involvement in the capital raising activity, such as a computer programmer at a fintech start-up, would not be required to report, unless the activity falls within another reporting category.

Similarly, charitable or other fundraising activities that do not involve the issuance of securities or derivatives would not be reportable. For example, volunteering for an organization to seek charitable donations would not be reportable.

Category 4 – Provision of financial or finance-related services

An individual is required to report certain financial and finance-related activities, whether or not compensation is received for providing the services. An individual is also expected to report if the individual is a shareholder, partner, director, or officer of an entity that provides one of those services. This includes activities where the individual is responsible for the oversight or provides independent review or expert opinion on the management of an entity's financial assets. For example, being a member of an investment committee that oversees the management of a university's endowment funds or a charity's financial capital, or being a trustee of a family trust.

Category 5 – Positions of influence

A position of influence is defined in section 13.4.3 of National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*. All positions of influence are reportable. Please see the guidance in section 13.4.3 of the Companion Policy to National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*.

Uncompensated activities and personal holding companies

Generally, uncompensated activities that do not involve securities or financial services and are not positions of influence are not reportable. For example, volunteer activities, such as being a little league soccer coach or volunteering at an animal shelter, are not required to be reported as they do not fall within Categories 1 to 5.

Additionally, involvement with entities with non-active operations, such as being the owner of a holding company (e.g., passive management of personal investments), would likely not be reportable. However, in some cases personal

holding companies are used to hold securities of a registered firm and through this arrangement the individual receives indirect compensation from a registered firm. In this case the involvement with the holding company would be reportable under Category 2. In other circumstances the holding company is used to provide financial or finance-related services, to provide services for registered firms, or is otherwise involved in securities-related activities. If an individual's holding company is used for activities that would require disclosure under any of Categories 1 to 5, we would generally consider this entity to be active and the individual should disclose their involvement with this entity.

Resignation and terminations (Form 33-109F4 – Item 12 and Schedule I)

Individuals must report whether they have resigned or been terminated from a position or contract and whether, at the time of their resignation or termination, there existed allegations that the individual: (i) contravened any statutes, regulations, orders of a court or regulatory body, rules or bylaws, or failed to meet standards of conduct, (ii) failed to appropriately supervise compliance with any statutes, regulations, orders of a court or regulatory body, rules, bylaws or standards of conduct, or (iii) committed fraud or the wrongful taking of property, including theft. Standards of conduct may be internal to the sponsoring firm, such as a sponsoring firm's policies and procedures, or may be external to the sponsoring firm, such as the standards of conduct of a professional body. Standards of conduct may include codes of conduct. Sales targets of the firm are not considered standards of conducts.

When providing information about resignations or terminations, individuals must disclose the day that they ceased to carry on duties for the entity or firm they resigned or were terminated from. This date may coincide with the end of the individual's employment, partnership or agency relationship. However, this date can also occur earlier, such as when an individual is subjected to an internal firm suspension or the individual's authority has otherwise been reduced or curtailed pending an internal review. Individuals should provide the date they ceased to carry on duties and not merely the end of an individual's employment, partnership or agency relationship.

- (e) ***by adding “(Form 33-109F4 – Item 18)” at the end of the subheading “Agent for service”,***
- (f) ***by replacing “NI 33-109” with “the Rule” in the paragraph under the subheading “Agent for service”.***
- 6. ***Section 2.3 is changed by adding “(Subsection 2.2(2), Section 2.4, Subsection 2.6(2), Subsection 4.1(4))” at the end of the heading “Form 33-109F2”.***
- 7. ***Section 2.5 is changed***

- (a) *by adding “(Sections 2.3 and 2.5)” at the end of the heading “Form 33-109F7 for reinstatement”, and*
- (b) *by adding the following paragraph immediately at the end:*

If certain allegations existed at the time of the individual leaving a sponsoring firm, then regardless of whether the allegations caused or contributed to the individual leaving, the individual may not use the Form 33-109F7. In addition, at the time the individual ceased to be a registered individual or a permitted individual with the former sponsoring firm, all of the information previously submitted in Form 33-109F4, including Item 12, must have been up-to-date. If these conditions are not met, then the individual must apply for reinstatement by completing on NRD a Form 33-109F4 by making the NRD submission entitled “*Reactivation of Registration*”.

8. Section 2.6 is changed by replacing the paragraph with the following:

The term “business location” is defined in section 1.1 of the Rule. If the business location specified in Item 9 of Form 33-109F4 or Item 5 of Form 33-109F7 is a residence, the individual must acknowledge that the regulator or, in Québec, the securities regulatory authority may request consent to enter the residence for the administration of securities legislation and derivatives legislation, including commodity futures legislation..

9. Section 2.7 is changed by replacing “termination” with “cessation”.

10. Section 3.1 is changed

- (a) *by adding “(Paragraph 2.1(a))” at the end of the heading “Form 33-109F6”, and*
- (b) *by adding the following immediately at the end:*

Changes in outstanding legal actions

Registered firms are required to provide updates on the changes in legal actions reported in item 8.3 of Form 33-109F6. This includes new claims, defenses, counterclaims, third-party claims, amendments, settlements or resolutions of the claims (whether by judgement, dismissal or discontinuance), and appeals. In addition, we expect registered firms to inform regulators or, in Québec, the securities regulatory authority of any decisions in the legal action that could significantly adversely affect the firm’s financial health or business or affect the outcome of the legal action. Reporting of discovery, procedural and scheduling developments, such as adjournments, is not required.

11. Section 3.2 is changed by adding “(Subsection 3.1(6))” at the end of the heading “Form 33-109F5”.

- 12. Section 3.3 is changed by adding “(Paragraph 2.1(b); Form 33-109F4)” at the end of the heading “Form 33-109F3” and by replacing the second paragraph with the following:**

Firms certify in Form 33-109F4 that if the business location is a residence, the individual conducting business from that business location has completed a Form 33-109F4. Form 33-109F4 contains a notice to the individual completing the form that the regulator or, in Québec, the securities regulatory authority may request consent to enter the residence for the administration of securities legislation..

- 13. Section 3.4 is changed by replacing “Appendix C” with “Appendix D”.**

- 14. Section 3.5 is changed**

(a) by adding “(Section 4.2)” at the end of the heading “Form 33-109F1”, and

(b) by replacing the two paragraphs following the heading with the following:

Under section 4.2 of the Rule, a registered firm must notify the regulator or, in Québec, the securities regulatory authority no more than 15 days after an individual ceased to have authority to act on behalf of the registered firm, as a registered individual or permitted individual. Typically, this occurs due to the cessation of the individual’s employment, partnership or agency relationship with the registered firm. However, it also occurs when an individual is re-assigned to a different position at the registered firm that does not require registration or is no longer a permitted individual category. Section 4.2 requires that firms notify the regulator or, in Québec, the securities regulatory authority within 15 days of the date that the person ceased to have authority to act and not merely the end of an individual’s employment, partnership or agency relationship. Please refer to the definition “cessation date”. Form 33-109F1 is submitted through the NRD website to give notice of the cessation date and the reason for the cessation.

Under paragraph 4.2(1)(b) of the Rule, the information in Item 5 [*Details about the cessation*] of a Form 33-109F1 must be submitted unless the cessation of authority to act on behalf of the registered firm was caused by the death of the individual. A registered firm can submit the information in Item 5 either at the time of making the initial submission on NRD, if the information is available within that 15 day period, or within 30 days of the cessation date, by making an NRD submission entitled “*Update / Correct Cessation Information*”..

- 15. Section 4.1 is changed**

(a) by adding “(Subsections 4.2(3) and (4))” at the end of the heading “Obligations of former sponsoring firm”, and

(b) by replacing “10 days” with “15 days” wherever it appears.

16. Section 4.2 is changed

- (a) *by adding “(Section 5.1)” at the end of the heading “Obligations of new sponsoring firm”, and*
- (b) *by adding “sponsoring” before “firm” wherever it appears, except in the following sentence “If a sponsoring firm cannot obtain it from the sponsored individual, as a last resort the sponsored individual should request it from the regulator.”, and*
- (c) *by adding “or, in Québec, the securities regulatory authority” at the end of the second paragraph.*

17. Appendix A is replaced with the following:

Appendix A
Summary of Notice Requirements in National Instrument 33-109

Description of Change	Notice Period	Section	Form Submitted
Firms – Form 33-109F6 information			by e-mail, fax or mail
Part 1 – Registration details	15 days	3.1(1.1)(b)	Form 33-109F5
Part 2 – Contact information, including head office address (except 2.4)	15 days		
Item 2.4 –Agent and Address for service [Items 3 and 4 of Schedule B to Form 33-109F6]	15 days	3.1(4)	Schedule B to Form 33-109F6 <i>Submission to jurisdiction</i>
Part 3 – Business history & structure	30 days	3.1(1.1)(a)	Form 33-109F5
Part 4 – Registration history (except item 4.1)	15 days	3.1(1.1)(b)	
Item 4.1 – Securities registration	30 days	3.1(1.1)(a)	
Part 5 –Financial condition (except item 5.12)	15 days	3.1(1.1)(b)	
Item 5.12 – Auditor	30 days	3.1(1.1)(a)	
Part 6 – Client relationships (except items 6.1 and 6.2)	15 days	3.1(1.1)(b)	
Item 6.1 – Client assets	30 days	3.1(1.1)(a)	
Item 6.2 – Conflicts of interest			
Part 7 – Regulatory action	15 days	3.1(1.1)(b)	
Part 8 – Legal action	15 days	3.1(1.1)(b)	
Firms – other notice requirements			in NRD format
Open / change of business location (other than head office)	15 days	3.2	Form 33-109F3

Cessation of Authority of a registered or permitted individual – Items 1-4 – Item 5	15 days	4.2(2)(a)	Form 33-109F1
	30 days	4.2(2)(b)	
Individuals – Form F4 information			in NRD format
Item 1 – Name	15 days	4.1(1)(b)	Form 33-109F5
Item 2 – Address (except items 2.1 and 2.2)	15 days		
Item 2.1 – Current and previous residential address	30 days	4.1(1)(a)	
Item 2.2 – Mailing address			
Item 3 –Personal information	No update required	4.1(2)	
Item 4 –Citizenship	30 days	4.1(1)(a)	
Item 5 – Registration jurisdictions	15 days	4.1(1)(b)	
Item 6 –Individual categories	15 days		
Item 7 –Address for service	15 days		
Item 8 – Proficiency	15 days		
Item 9 – Location of employment	15 days		
Item 10 – Reportable activities	30 days		
Item 11 – Previous employment	30 days	4.1(1)(a)	
Item 12 – Resignations and terminations	15 days		
Item 13 – Regulatory disclosure	15 days		
Item 14 – Criminal disclosure	15 days		
Item 15 – Civil disclosure	15 days	4.1(1)(b)	
Item 16 – Financial disclosure	15 days		
Item 17 – Ownership of securities	15 days		
Change of F4: registrant position or relationship with sponsoring firm / permitted status	15 days	4.1(4)	Form 33-109F2
Review of a permitted individual	15 days after appointment	2.5	Form 33-109F4 or Form 33-109F7, subject to conditions
Automatic reinstatement of registration subject to conditions	within 90 days of cessation date	2.3(2)	Form 33-109F7

18. Appendix B is changed by

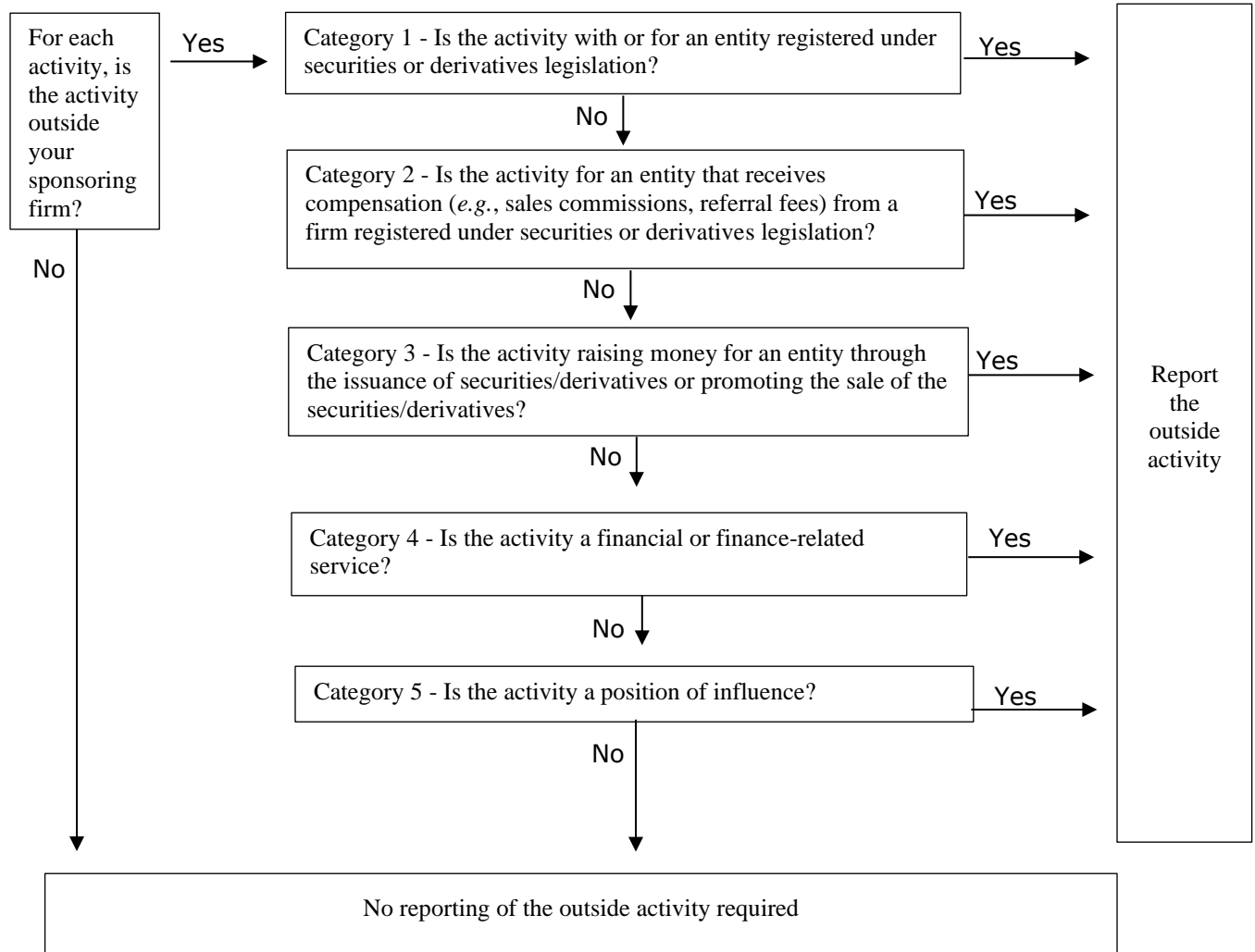
- (a) ***replacing “representatives” with “Approved Persons” wherever it appears,***
- (b) ***deleting the comma after “Alberta Securities Commission”,***

- (c) *adding “Attention:” before “Registration” and deleting “department” after “Registration” in the portion under “Alberta” under “Part 1 – Regulator’s Contact Information”,*
- (d) *replacing “email: corporateaffairs@gov.yk.ca” with “email: securities@gov.yk.ca”,*
- (e) *adding “Office of the Yukon” before “Superintendent of Securities”,*
- (f) *adding “C-6” after “P.O. Box 2703”,*
- (g) *deleting “** Newfoundland and Labrador – IIROC **” from above “* Ontario – IIROC *”,*
- (h) *inserting “** Newfoundland and Labrador – IIROC **” and “** New Brunswick – IIROC **” above “* Quebec – IIROC *”, and*
- (i) *replacing the contact information below “* Quebec – IIROC *” with the following:*

e-mail: registration@iiloc.ca
 fax: (514) 878-0797
 Organisme canadien de réglementation du commerce
 des valeurs mobilières
 525 Viger Avenue West,
 Suite 601
 Montréal (Québec) H2Z 0B2
 Attention : Service des inscriptions

- 19. *The Companion Policy is changed by renaming “Appendix C” to “Appendix D”.*
- 20. *The Companion Policy is changed by adding the following as “Appendix C”:*

Appendix C
Reportable Outside Activities



21. These changes become effective on June 6, 2022.

ANNEX G
AMENDMENTS TO
NATIONAL INSTRUMENT 31-103
REGISTRATION REQUIREMENTS, EXEMPTIONS
AND ONGOING REGISTRANT OBLIGATIONS

1. *National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations is amended by this Instrument.*
2. *Section 12.7 is repealed and replaced with the following:*

Notifying the regulator or the securities regulatory authority of a change, claim or cancellation

- 12.7 (1) A registered firm must, as soon as possible, notify the regulator or, in Québec, the securities regulatory authority in writing of any change in, claim made under, or cancellation of any bonding or insurance required under this Division.
- (2) Subsection (1) does not apply with respect to a renewal of bonding or insurance if the term of the renewal is for a period of at least one year and the insurance policy had not lapsed at the time of renewal.

3. *The Instrument is amended by adding the following section:*

13.4.3 Restrictions on a registered individual who is in a position of influence

- (1) In this section, “position of influence” means a position, other than a position with a sponsoring firm, if, due to the nature of the position or the training or specialized knowledge required for the position, an individual in that position would be considered by a reasonable person to have influence over another individual.
- (2) For greater certainty, a position of influence under subsection (1) includes the following:
 - (a) a leader in a religious or similar organization;
 - (b) a medical doctor;
 - (c) a nurse;
 - (d) a professor, instructor or teacher at a degree or diploma granting institution;
 - (e) a lawyer;
 - (f) a notary.
- (3) A registered firm must not knowingly permit a registered individual of the firm who is in a position of influence to purchase or sell securities or derivatives for, or recommend the purchase, sale or holding of securities or

derivatives to,

- (a) an individual who
 - (i) has a relationship with the registered individual arising from the position of influence, and
 - (ii) to a reasonable person, would be considered to be susceptible to the registered individual's influence, or
- (b) a spouse, parent, sibling, grandparent or child of an individual referred to in paragraph (a).

- (4) A registered individual who is in a position of influence must not purchase or sell securities or derivatives for, or recommend the purchase, sale or holding of securities or derivatives to

- (a) an individual who
 - (i) has a relationship with the registered individual arising from the position of influence, and
 - (ii) to a reasonable person, would be considered to be susceptible to the registered individual's influence, or
- (b) an individual that the registered individual knows is a spouse, parent, sibling, grandparent or child of an individual referred to in paragraph (a).

- 4. (1) This Instrument comes into force on June 6, 2022.
- (2) In Saskatchewan, despite subsection (1), if this Instrument is filed with the Registrar of Regulations after June 6, 2022, this Instrument comes into force on the day on which it is filed with the Registrar of Regulations.

ANNEX H
CHANGES TO
COMPANION POLICY 31-103CP
REGISTRATION REQUIREMENTS, EXEMPTIONS
AND ONGOING REGISTRANT OBLIGATIONS

1. *Companion Policy 31-103CP Registration Requirements, Exemptions and Ongoing Registrant Obligations is changed by this Document.*
2. *Section 13.4 is changed by replacing the subheading “Individuals who have outside business activities” and the 6 paragraphs that follow the subheading with the following:*

Individuals who have activities outside of the sponsoring firm

(a) Firm oversight of outside activity and reportable outside activity

The regulator will take into account and require reporting of certain outside activities of a registered individual when assessing that individual’s application for registration or continuing fitness for registration, as well as the firm’s fitness for registration. Please see the Companion Policy to National Instrument 33-109 *Registration Information* for more information.

Registered firms, on the other hand, are required to have policies and procedures to identify and address material conflicts of interest and risks arising from all outside activities that their registered individuals may participate in. This assessment by registrants should not be limited to only the outside activities reportable by registered firms to regulators. In particular, registered firms and registered individuals must determine whether an outside activity is a conflict of interest and determine whether the conflict of interest is material in the circumstances. Please refer to other areas in section 13.4 of this Companion Policy for more information.

(b) Conflicts and other risks arising from outside activities

Registered individuals’ activities outside of their sponsoring firm may impact a registered individual’s and a registered firm’s ability to deal fairly, honestly and in good faith with their clients and to meet their obligations as a registrant, and may give rise to risks in the following areas:

- Outside activities may create material existing or potential conflicts of interest between a registered individual and their clients, for example, because the compensation they receive for these activities, or the nature of the relationship between the individual and the outside entity, may cause some registered individuals to put their interests ahead of their clients’ interests.

- Outside activities could interfere with the registered individual's ability to properly carry out the registrable activities. For example, if the outside activity requires the registered individual to work full-time during day-time hours, this could lead to insufficient time to properly service clients or to properly carry out the registrable activities, including remaining current on securities law and product knowledge.
- Outside activities could lead to client confusion, particularly where the outside activity relates to financial services (such as financial and estate planning, tax preparation, insurance, mortgage brokerage). The client may view the outside activity as part of the registered firm's activities. This may occur where the same premises, email address, business cards, mailing address, or telephone numbers are used. The outside business activity could expose the registered firm to complaints and litigation.
- When a registered individual in a position of influence deals with or advises clients or potential clients who may be susceptible to that influence, investor protection concerns arise. For example, the registered individual may use the position of influence to cause another individual to become a client or the other individual may be persuaded to purchase a security based upon their opinion of the registered individual and not upon the merits of the security or the other individual's investment needs and objectives. Such registrants must comply with additional requirements set out in section 13.4.3 [*Restrictions on a registered individual who is in a position of influence*].
- The outside activity may be prohibited by law or regulation. For example, section 4.1 prohibits a registered individual from acting for another registered firm in certain circumstances and section 11.8 prohibits tied selling.
- Where a registered individual has outside activities, the individual may improperly use information obtained from the registered firm in the outside activity. Clients may have only provided confidential information for the purposes of dealing with the registered individual at the registered firm and not for use in the outside activity. If this information is privileged, confidential or insider information, the registered individual's use of this information in the outside activities may impact the registered firm's ability to comply with securities laws.
- Outside activities may reveal registrable activities being carried on by the registered individual outside of their firm or with other unregistered persons. They may also reveal non-compliance with securities laws or otherwise objectionable conduct.

In order to be able to assess the conflicts and other risks, we expect registered firms to establish a reporting mechanism that requires their registered individuals to report their outside activities. Before approving any outside activities, registered firms are required to consider existing or potential material conflicts of interest and other risks that arise from outside activities. If the firm cannot properly address a material conflict of interest in the best interest of the client and manage the risks in accordance with prudent business

practices, it should not permit the outside activity.

In addition, registered individuals are required to promptly report to their sponsoring firm any material conflict which arises between a registered individual and their client in accordance with subsection 13.4.1(2). The registered individual must avoid carrying out the outside activities if controls are not enough to address the conflict in the best interest of clients and must not engage in the outside activity until the registered firm has given its approval for the outside activity.

(c) Monitoring and supervising individuals' outside activities

A registered firm is responsible for monitoring and supervising their registered individuals. This includes the activities outside of their sponsoring firm that the registered individuals participate in.

Monitoring and supervising registered individuals' outside activities helps registered firms meet their regulatory obligations, including:

- compliance with the requirement to operate an effective compliance system under section 11.1 [*Compliance system and training*],
- the conflicts of interest provisions set out in section 13.4 [*Identifying, addressing and disclosing material conflicts of interest – registered firm*], and
- the restrictions on clients set out in section 13.4.3 [*Restrictions on a registered individual who is in a position of influence*].

When the regulator reviews how a registered firm monitors and supervises their registered individuals' outside activities, we expect firms to:

- have appropriate policies and procedures to identify material conflicts of interest arising from outside activities and address these conflicts of interest in the best interest of clients, and that include a broad definition of “outside activities”.
- require registered individuals to disclose to their firm and require the firm to review and approve all outside activities prior to the activities commencing.
- have policies and procedures to determine that outside activities do not:
 - involve activities that are inconsistent with securities legislation, IIROC requirements or MFDA requirements, as applicable,
 - interfere with the registered individual's ability to perform their regulatory obligations and to update their knowledge and training to keep pace with new securities, services and developments in the industry that are relevant to their business, and

- interfere with the registered individual's ability to properly service clients.
- provide training or education on outside activities, including the need to report on changes in outside activities and the restrictions on a registered individual who is in a position of influence as to the clients the registered individual can deal with or advise.
- require registered individuals to disclose to any new sponsoring firm, and requiring that new sponsoring firm to review and approve, all outside activities prior to the registered individual joining the new sponsoring firm.
- assess whether the registered firm has the necessary information and is able to properly supervise and monitor the outside activities.
- maintain records documenting its supervision of its individuals' outside activities and storing these records so that they are available for review by regulators.
- take appropriate supervisory actions when the registered firm identifies non-compliance with their policies on outside activities, such as no or late reporting of an outside activity.
- identify existing and reasonably foreseeable material conflicts of interest and taking appropriate steps to address such conflicts in the best interest of clients.
- permit only outside activities that do not impair the ability to provide adequate client service, including, where necessary, having an alternate representative available for the client.
- make a determination that the outside activity is consistent with the registrant's duty to deal fairly, honestly and in good faith with its clients.
- implement risk management, including proper separation of the outside activity and the registerable activity.
- assess the exposure of the registered firm to complaints and litigation arising from the outside activities.
- assess whether the registered firm's knowledge of their registered individual's lifestyle is commensurate with its knowledge of the registered individual's activities and staying alert to other indicators of possible fraudulent activity. For example, if information comes to the registered firm's knowledge (including through a client complaint) that a registered individual's lifestyle is not commensurate with the registered individual's compensation by the firm, we would expect the registered firm to make further inquiries to assess the situation.

Failure to fulfil these responsibilities may be taken into consideration in assessing the firm's continued fitness for registration.

Registered firms should consider the following additional practices in relation to the monitoring and supervision of their registered individuals' outside activities:

- using standard forms and/or questionnaires to collect and assess their registered individuals' outside activities.
- having an intake method for registered individuals to disclose these outside activities to the firm.
- providing guidelines that describe what an outside activity is and the types of outside activities that are restricted or prohibited by securities laws or by the registered firm.
- having active involvement of the appropriate staff of the registered firm in the oversight of outside activities.
- performing internet searches or branch reviews to identify non-disclosed outside activities.
- having their registered individuals provide annual certifications for attesting compliance with policies relating to outside activities.
- providing monthly or quarterly reminders to their registered individuals to report changes to their outside activities.
- disclosing outside activities to clients using a standard form that is tailored for each outside activity.
- obtaining acknowledgement from clients that they do not fall within the class of individuals that a registered individual who is in a position of influence may not trade for or advise.

Because the nature of outside activities as well as the individual's registered activities may evolve over time, the registered firm is responsible to monitor and supervise outside activities in such a way that material conflicts are continually addressed in the best interest of clients and the risks are managed in accordance with prudent business practices.

3. *The Companion Policy is changed by adding the following section after section 13.4.1:*

13.4.3 Individuals in a position of influence

When considering the approval of a registered individual's outside activity, registered firms are expected to understand the nature of the activity and determine if the activity puts the

registered individual in a position of influence. Additional regulatory requirements apply where the activity of a registered individual is a position of influence. These requirements do not apply where the individual is solely a permitted individual (*i.e.*, the individual is not registered).

A registered firm is expected to have appropriate policies and procedures in place

- to identify all registered individuals who are in a position of influence,
- to provide reasonable assurance that the registered individual does not trade or advise in securities or derivatives with clients who are subject to that influence, and
- to report the position of influence as a reportable activity to regulators.

Where a registered firm has assessed that a position is not a position of influence, we expect registered firms to have documented their assessment at the time the assessment is made and have this documentation available to regulators upon request. Additionally, the conflicts of interest requirements set out in section 13.4 and 13.4.1 continue to apply to these activities. Only the requirements in section 13.4.3 would not apply.

Under section 13.4.3, certain specific roles are considered positions of influence. For example, a leader in a religious organization or other similar organization is a person who provides leadership or guidance on the faith in a recognized capacity in the organizational structure of the faith, such as a priest, deacon, rabbi, cantor or imam. It may be a position appointed by the faith's organization or selected by the congregation. It does not include any person who is responsible for only clerical or administrative duties, or any person who is only a member of the congregation. Other roles within the faith's organization that extend beyond clerical and administrative duties should be assessed on a case-by-case basis as to whether they are positions of influence. If a registered individual is known to the client or potential client through their role as a religious authority figure, it could influence the client's perceptions of the risks of the security or investment strategy, or of the duty of care owed by the registered individual.

An assessment of other positions is required. Registered firms could consider the following non-exhaustive factors to determine whether the outside activity puts the registered individual in a position of influence:

- the degree of influence that the registered individual has through that position due to the functions of the position, the prestige of the position or the training or specialized knowledge required for the position,
- the degree to which a person may be confused as to whether the registered individual is acting in the capacity as a registrant or in another capacity, and
- the degree of susceptibility another person has to the registered individual in that position due to the other person's reliance on or perception of the registered individual's specialized knowledge, expertise, or trustworthiness associated with the role.

If both the degree of influence by the registered individual in the position of influence and the confusion or susceptibility of a person subject to that influence are considered significant, a registered firm is expected to consider the outside activity to be a position of influence.

The determination of whether the registered individual is in a position of influence will be based on the specific facts and will be determined in light of all relevant considerations and the surrounding circumstances. A position that would not normally be a position of influence could be in certain circumstances. We expect firms to be sufficiently aware of their sponsored individual's activities to determine whether a particular activity may rise to the level of a position of influence.

For example, an individual who is a primary care physician would be viewed as being in a position of influence. The physician has specialized medical knowledge and training that patients would not have. Patients see the physician when they are unwell, are reliant on the physician for their health, and may view the physician favourably based on the medical treatment they received, which may make them susceptible to influence. In this scenario, the physician would not be permitted to trade or advise in securities or derivatives with current or ongoing patients of the physician.

However, an assessment of other health care roles is required to determine if it is a position of influence. For example, dentists, optometrists, and technical workers at a medical facility, such as X-ray technicians and data health management coordinators, are not considered to be positions of influence because the degree of susceptibility is not significant.

A caregiver in an assisted living facility may be a position of influence. The caregiver's primary role is to provide care to residents in the assisted living facility, which includes making care decisions. The residents and their family members would be reliant on the caregiver for the quality of care received and would not easily be able to change facilities.

Below are other examples of activities that registered firms may consider as positions of influence due to the influence they carry in their specialized role, coupled with the susceptibility of the persons who receive the services:

- A correctional officer working in the criminal justice system
- A youth mentor in an organized program
- Social workers who serve a vulnerable client base (*e.g.*, substance abuse programs, mental health care)
- An immigration consultant

An example of an activity that may not be a position of influence is an instructor for a hobby or recreational course, such as learning to paint or dance, as opposed to a university or college course in finance required for a degree or diploma. While the instructor of a hobby or recreational course may grade students' work, the instructor does not have influence because the course is being taken for recreational or hobby purposes. The students are also not susceptible since the instructor is not grading the student for the purposes of granting a degree or diploma and the students do not rely on the grades for future education and employment opportunities.

Some elected officials, such as school trustees, would also not be considered positions of influence. While they may be influential, generally, they serve a broad base of people and may not use their position unilaterally. Therefore, the degree of susceptibility of their

constituents does not rise to the level present in the examples above and in the expressly identified positions set out in paragraphs 13.4.3(2)(a) to (f) of the definition of position of influence.

However, there may be circumstances where an elected official may be in a position of influence. More prominent elected officials might be in a position of influence, as a potential client might be under the impression that specific securities or portfolio advice are being endorsed or approved by a governmental body. In particular, potential clients might view products offered by a prominent elected official to be of lower risk by virtue of the identity of the registered individual. Similarly, the perceived risk of an investment might be influenced if the registered individual is known to the client through their role as a caregiver or, as noted above, as a religious authority figure.

A landlord would not be considered to be in a position of influence. While the landlord has power over their tenant in relation to the tenant's ability to continue to rent the accommodation, we would not view the degree of power of the landlord and the degree of susceptibility of the tenant to meet the level of a position of influence.

Individuals who are an executor or trustee of an estate or hold a power of attorney over another person would not, in our view, be in a position of influence. In these cases, the individual has been appointed to act on behalf of an estate or another person. Their influence is limited only to that estate or person and they have a fiduciary duty to act in the best interest of the estate or person. However, there is an inherent conflict of interest for a registrant to have full control or authority over the financial affairs of a client. In our experience, this is almost always a material conflict of interest. SRO rules only permit an individual to act as an executor, trustee, or power of attorney in certain circumstances. Registrants that are members of an SRO must comply with their SRO requirements. Where the individual is not subject to SRO rules, we expect registered firms to have policies and procedures in place such that these conflicts are identified and are either avoided or otherwise addressed in the client's best interest.

4. These changes become effective on June 6, 2022.