

13.1.2 IIROC Rules (blacklined) – Amendments to Implement the Registration Reform Project

RULE 1

INTERPRETATION AND EFFECT

1.1. In these Rules unless the context otherwise requires, the expression:

“Affiliate” or “Affiliated Corporation” means in respect of two corporations, either corporation if one of them is the subsidiary of the other or if both are subsidiaries of the same corporation or if each of them is controlled by the same person;

“Approved Lender” means a chartered bank, an acceptable counterparty or acceptable institution as defined in Form 1, an industry investor, a Dealer Member or any other lender so designated by the Board of Directors;

“Approved Person” means, in respect of a Dealer Member, an individual who is a partner, ~~director, officer~~ Director, Officer, employee or agent of a Dealer Member who is approved by the Corporation or another Canadian Self Regulatory Organization to perform any function required under any Rule.;

“Applicable” in relation to a District Council means the District Council for the District:

- (1) In which the applicant for Membership or the Dealer Member has its principal office and, in the case of a holding company of a Dealer Member corporation, in which the Dealer Member corporation has its principal office;
- (2) In which the ~~branch office or sub-branch office~~ business location will be located or in which the applicant for approval as a ~~branch manager, sales manager or assistant or co-branch manager~~ Supervisor resides;
- (3) In which the applicant for approval as a new ~~partner, director, officer~~ Executive of a Dealer Member or investor resides provided that if such ~~partner, director, officer~~ Executive or investor has changed his or her place of residence to another District within 3 months prior to the change for which approval is being sought then the applicable District Council shall be the District Council for the District where the applicant formerly resided;
- (4) In which the applicant for approval as a ~~registered representative or investment representative~~ Registered Representative or Investment Representative resides;
- (5) In which the applicant for approval as a futures contract principal, futures contract options principal or a person who deals with customers with respect to futures contracts or futures contract options resides;
- (6) In which the applicant for approval as a portfolio manager, securities option portfolio manager, futures contract options portfolio manager or futures contracts portfolio manager resides;
- (7) In which the respondent, if an individual, in a disciplinary action pursuant to Rule 20 was approved at the time the activities which are the subject of the disciplinary action primarily occurred, provided that,
  - (a) If the individual was approved in more than one District at the relevant time, and the matter which is the subject of the disciplinary action involves a client in a District where the respondent was approved other than that in which the respondent resides, in which such client resided at the time such activities occurred; or
  - (b) If the applicable District Council cannot otherwise be determined, in which the respondent resided at the relevant time; or
- (8) In which the activities which are the subject of a disciplinary action against a respondent Dealer Member pursuant to Rule 20 primarily occurred, or, if such activities are not referable to any specific District, in which the principal office of the respondent Dealer Member is located, provided that, if a disciplinary action involves both an individual and a Dealer Member, the District Council having jurisdiction pursuant to clause (7) herein.;

“Beneficial Ownership” in respect of any securities includes ownership by:

- (i) A person other than a corporation, of securities beneficially owned by a corporation controlled by him or her or by an affiliate of such corporation; and

(ii) A corporation of securities beneficially owned by its affiliates;

“Board” means the board of directors of the Corporation;

“Business Location” means a physical location at which any employee or agent of a Dealer Member conducts on a regular and ongoing basis business requiring approval of the Corporation or registration under Provincial securities legislation;

“Callable Debt Security” means a security described in Rule 100.2A(a), which allows the issuer to redeem the security at a fixed price (the call price), subject to the call protection period;

“Call Protection Period” means the period of time during which the issuer cannot redeem a callable debt security;

“Chartered Bank” means a bank incorporated under the Bank Act (Canada);

“Control” or “Controlled”, in respect of a corporation by another person or by two or more corporations, means the circumstances where:

(i) Voting securities of the first-mentioned corporation carrying more than 50% of the votes for the election of directors are held, other than by way of security only, by or for the benefit of the other person or by or for the benefit of the other corporations; and

(ii) The votes carried by such securities are entitled, if exercised, to elect a majority of the board of directors of the first-mentioned corporation,

And where the applicable District Council in respect of a particular Dealer Member or its holding company orders that a person shall, or shall not, be deemed to be controlled by another person, then such order shall be determinative of their relationships in the application of the Rules and Rulings with respect to that Dealer Member or holding company;

“Dealer Member Corporation” means an incorporated Dealer Member;

“Debt” means an investment which provides the holder with a legal right, in specified circumstances, to demand payment of the amount owing and includes a debtor-creditor relationship whether or not represented by a written instrument or security;

~~“Designated Person” or a “Designated” Partner, Director, Officer, Futures Contract Principal, Futures Contract Options Principal or Registered Options Principal means either:~~

~~(i) — An Ultimate Designated Person who is either~~

~~(a) — The Chief Executive Officer,~~

~~(b) — President,~~

~~(c) — Chief Operating Officer,~~

~~(d) — Chief Financial Officer, or (e) — Such other officer designated with the equivalent supervisory and decision-making responsibility who has been granted approval by the Corporation to act as the Ultimate Designated Person;~~  
Supervisor” means a Supervisor designated by a Dealer Member as having responsibility to fulfill a supervisory role defined in a Rule, including but not limited to:

~~(ii) — An Alternate Designated Person who~~

~~(a) — Has been appointed by the Dealer Member to ensure continuous supervision,~~

~~(b) — Is registered as a partner, director, officer or is in the process of applying as one, and~~

~~(c) — Has been granted approval by the Corporation to act as an Alternate Designated Person; or~~

~~(iii) — Except where expressly prohibited, a Chief Compliance Officer who~~

~~(a) — Has been appointed by the Dealer Member,~~

(b) — Is registered as a partner, director, officer or is in the process of applying as one, and

(c) — Has been granted approval by the Corporation to act as a Chief Compliance Officer.

(1) the Supervisor designated to be responsible for the opening of new accounts and the supervision of account activity under Rule 1300.2

(2) the Supervisor designated to be responsible for the supervision of discretionary accounts under Rule 1300.4

(3) the Supervisor designated to be responsible for the supervision of managed accounts under Rule 1300.15

(4) the Supervisor designated to be responsible for the supervision of options accounts under Rule 1800.2(a)

(5) the Supervisor designated to be responsible for the supervision of futures contract accounts under Rule 1900.2

(6) the Supervisor or Supervisors designated to pre-approve advertising, sales literature and correspondence, including research reports, under Rule 29.7(3) and Rule 3400, Guideline 7;

“Director” means a member of the board of directors of, as the context dictates, a Dealer Member or the Corporation or a person performing a similar function in a Dealer Member that is not a corporation;

“Equity Investment” means an investment the holder of which has no legal right to demand payment until the issuing corporation or its board of directors has passed a resolution declaring a dividend or other distribution, or winding-up of the issuing corporation;

“Executive” means a partner, Director or Officer of a Dealer Member who is involved in the senior management of the Dealer Member, including anyone fulfilling the role of chair or a vice-chair of the board of directors, chief executive officer, president, chief administrative officer, chief financial officer, chief compliance officer, member of an executive management committee, any person in a managerial position who has significant authority over daily operations, or any position designated by a Dealer Member as being an Executive position;

“Extendible Debt Security” means a security described in Rule 100.2A(b), which allows the holder, during a fixed time period, to extend the maturity date of the security to the extension maturity date, and to change the principal amount of the security to a fixed percentage (the extension factor) of the original principal amount;

“Extension Election Period” means the period of time during which the holder may elect to extend the maturity date and change the principal amount of, an extendible debt security;

“Extension Factor” means, if any, the fixed percentage that should be used to change the original principal amount of the extendible debt security when the maturity date is deemed to be equal to the extension maturity date;

“Fully Participating Security” means a participating security other than a limited participation security;

“Guaranteeing” includes becoming liable for, providing security for or entering into an agreement (contingent or otherwise) having the effect or result of so becoming liable for or providing security for a person, including an agreement to purchase an investment, property or services, to supply funds, property or services or to make an investment primarily for the purpose of directly or indirectly enabling such person to perform its obligations in respect of such security or investment or assuring the investor of such performance;

“Holding Company” means, in respect of any corporation, any other corporation which owns more than 50 per cent of each class or series of voting securities and more than 50 per cent of each class or series of participating securities of the corporation or of any other corporation which is a holding company of the corporation, but an industry investor shall not be considered to be a holding company by reason of the ownership of securities in its capacity as an industry investor and the applicable District Council in its discretion may deem any person (including but not limited to a corporation) to be or not to be a holding company for the purposes of the Rules;

“Individual” means a natural person, other than an individual who is a Dealer Member;

“Industry Investor” means, in respect of any Dealer Member or holding company of a Dealer Member corporation, any of the following who owns a beneficial interest in an investment in the Dealer Member or holding company:

- (i) The Dealer Member's full-time ~~officers~~Officers and employees or the full-time officers and employees of a related company or affiliate of the Dealer Member which carries on securities related activities;
- (ii) Spouses of individuals referred to in clause (i);
- (iii) An investment corporation, if:
  - (a) A majority of each class of the voting securities of the investment corporation is held by individuals referred to in clause (i); and
  - (b) All interests in all other equity securities of the investment corporation are beneficially owned by individuals referred to in clause (i) or (ii) or their children or by industry investors with respect to the particular Dealer Member or holding company;
- (iv) A family trust established and maintained for the benefit of individuals referred to in clause (i) or (ii) or their children, if
  - (a) Full direction and control of the trust, including, without limitation, its investment portfolio and the exercise of voting and other rights attaching to instruments and securities contained in the investment portfolio, are maintained by individuals referred to in clause (i) or (ii); and
  - (b) All beneficiaries of the trust are individuals referred to in clause (i) or (ii) or their children or industry investors with respect to the particular Dealer Member or holding company of a Dealer Member corporation;
- (v) A registered retirement savings plan established under the *Income Tax Act (Canada)* by an individual referred to in clause (i) or (ii) if control over the investment policy of the registered retirement savings plan is held by that individual and if no other person has any beneficial interest in the registered retirement savings plan;
- (vi) A pension fund established by a Dealer Member for its ~~officers~~Officers and employees if the pension fund is organized so that full power of its investment portfolio and the exercise of voting and other rights attaching to instruments and securities contained in the investment portfolio is held by individuals referred to in clause (i);
- (vii) The estate of an individual referred to in clause (i) or (ii) for a period of one year after the death of such individual or such longer period as may be permitted by the applicable District Council;
- (viii) Any investor referred to in clause (i), (ii), (iii), (iv) or (v) for a period of 90 days or such longer period as the Corporation may permit after the individual who, in the case of clause (i), is the investor or, in the case of such other clauses, is the person through whom the industry investor qualifies as such, is no longer in the employment of the Dealer Member, related company or affiliate, as the case may be, in respect of which he or she has been approved;

But any of the foregoing is an industry investor only if an approval for purposes of this definition has been given, and not withdrawn, by the board of directors of such Dealer Member or holding company, as the case may be, and by the applicable District Council;

"Institutional Customer" means:

- (1) An Acceptable Counterparty (as defined in Form 1);
- (2) An Acceptable Institution (as defined in Form 1);
- (3) A Regulated Entity (as defined in Form 1);
- (4) A Registrant (other than an individual registrant) under securities legislation; or
- (5) A non-individual with total securities under administration or management exceeding \$10 million;

"Investment" in any person means any security or debt obligation issued, assumed or guaranteed by such person, any loan to such person, and any right to share or participate in the assets, profit or income of such person;

"Investment Representative" means ~~any person a partner, Director, Officer, employee or agent of a Dealer Member who trades in~~ but does not advise on ~~trades in securities, options, futures contracts or futures contract options with the~~

~~public in Canada, other than a person who trades exclusively in securities of or guaranteed by the government of Canada or any province of Canada or any municipality in Canada, and shall include an investment representative (mutual funds) approved pursuant to Rule 18.7, an investment product on behalf of the Dealer Member;~~

“Investor” means any person who has an interest in an investment;

“Junior Subordinated Debt” means subordinated debt, which is subordinated to other subordinated debt;

“Limited Participation Security” means indebtedness or a preferred share that

- (i) Carries interest or dividends at a fixed rate, and, if dividends, cumulative and payable in priority to any dividends to the holders of common shares;
- (ii) If indebtedness, is repayable at any time and, if a preferred share, is redeemable at any time, in either case at a price that may include a premium if the premium is not based on earnings or retained earnings;
- (iii) Is limited in its participation in earnings to an amount not exceeding annually one-half of the annual fixed interest or dividend rate, although such participation may be cumulative; and
- (iv) Is subject to subordination or equivalent arrangements such that the return to the holders thereof on a bankruptcy would not be adversely affected by section 110 of the Bankruptcy Act (Canada) or equivalent legislation,

And which is approved as a limited participation security by the applicable District Council;

“Membership” means membership in the Corporation as a Dealer Member;

“Non-participating Security” means a security with a claim limited to interest or dividends at a fixed rate;

“Non-subordinated Debt” means debt, which is not subordinated debt;

“Officer” means the chair and vice-chair of the board of directors, president, vice-president, chief executive officer, chief financial officer, chief operating officer, secretary, any other person designated an officer of a Dealer Member by law or similar authority, or any person acting in a similar capacity on behalf of a Dealer Member;

“Ordinary Course Indebtedness” means all debt other than debt which is a restrictive or participating security or subordinated debt;

“Ownership Interest” means all direct or indirect ownership of the participating securities;

“Parent” (where used to indicate a relationship with another corporation) means a corporation that has the other corporation as a subsidiary;

“Participating Security” means a security which entitles the holder thereof to participation, limited or unlimited, in the earnings or profits of the issuer, either alone or in addition to a claim for interest or dividends at a fixed rate, and includes, except where the reference is to “outstanding” participating securities, a security which entitles the holder thereof, on conversion, exchange, the exercise of rights under a warrant, or otherwise, to acquire a participating security;

“Person” means an individual, a partnership, or corporation, a government or any department or agency thereof, a trustee, any unincorporated organization and the heirs, executors, administrators or other legal representatives of an individual;

“Predecessor Organization” means the Investment Dealers Association of Canada;

“Public Ownership of Securities” means the ownership of securities (other than ordinary course indebtedness) by any person other than an industry investor, except that ownership by approved lenders of securities of a Dealer Member or a holding company does not, of itself, constitute public ownership of securities;

“Qualified Independent Underwriter” means, in respect of the distribution of securities of a Dealer Member corporation or a holding company of a Dealer Member corporation, a securities firm which is a member of a self-regulatory organization, and:

- (i) Has engaged in the securities business for at least five years immediately preceding the filing of the prospectus or other equivalent document;
- (ii) As of the date the distribution commences:
  - (a) If a corporation, the majority of the members of its board of directors
  - (b) If a partnership, the majority of its general partnersHas engaged in the securities business for the five-year period immediately preceding that date;
- (iii) Has engaged in the underwriting of public offerings of securities for the five-year period immediately preceding the date the distribution commences; and
- (iv) Is not an associate or affiliate of the corporation whose securities it is underwriting;

“Recognized Stock Exchange” means any stock exchange designated by the Board of Directors for the purposes of any one or more of these Rules;

“Registered Representative” means ~~any person a partner, Director, Officer, employee or agent of a Dealer Member who trades or advises on trades in securities, options, futures contracts, or futures contract options with the public in Canada other than a person who trades or advises on trades exclusively in securities of or guaranteed by the government of Canada or any province of Canada or any municipality in Canada, and shall include a registered representative (mutual funds) approved pursuant to Rule 18.7 and a registered representative (non-retail) approved pursuant to Rule 18.8; and advises on trades in an investment product on behalf of the Dealer Member;~~

“Related Company” means a sole proprietorship, partnership or corporation which:

- (i) Is related to a Dealer Member in that either of them, or its partners in, and directors, officers, shareholders and employees of, it, individually or collectively, have at least a 20% ownership interest in the other of them, including an interest as a partner or shareholder, directly or indirectly, and whether or not through holding companies;
- (ii) Is a securities dealer or adviser in Canada; and
- (iii) Is a member of a participating institution of the Canadian Investor Protection Fund;

Provided that the Board of Directors may, from time to time, include in, or exclude from this definition any sole proprietorship, partnership or corporation, and change those included or excluded;

“Restrictive Security” means a security of a Dealer Member or a holding company of a Dealer Member corporation which, in the opinion of the applicable District Council, entitles the holder thereof to rights which give it a more extensive or substantial degree of influence on the Dealer Member or holding company of the operations thereof than is usual for a holder of the same amount of securities of the same type;

“Retail Customer” means a customer of a Dealer Member that is not an institutional customer;

“Retractable Debt Security” means a security described in Rule 100.2A(c), which allows the holder of the security, during a fixed time period to retract the maturity date of the security to the retraction maturity date, and to change the principal amount of the security to a fixed percentage (the retraction factor), of the original principal amount;

“Retraction Election Period” means the period of time during which the holder may elect to retract the maturity date, and change the principal amount of, a retractable debt security;

“Retraction Factor” means, if any, the fixed percentage that should be used to change the original principal amount of the retractable debt security when the maturity date is deemed to be equal to the retraction maturity date;”

“Rules” means these Rules and any Rules made pursuant to the By-laws of the Corporation. ~~“Sales Manager” shall include any person who has been assigned direct or indirect supervisory responsibility over any sales management personnel of a Dealer Member;~~

“Secretary” means the Secretary of the Corporation;

“Securities Commission” means in any jurisdiction, the commission, person or other authority authorized to administer any legislation in force relating to the offering and/or sale of securities or commodity futures to the public and/or to the registration or licensing of persons engaged in trading securities or commodity futures;

“Securities Dealer” means an individual, firm or corporation acting as dealer (principal) or broker (agent) in carrying out transactions in securities and commodity futures contracts or options on behalf of clients and includes, without limitation, acting as an underwriter or adviser;

“Securities Held for Safekeeping,” means those securities held by a Dealer Member for a client pursuant to a written safekeeping agreement. These securities must be free from any encumbrance, be kept apart from all other securities and be identified as being held in safekeeping for a client in a Dealer Member’s security position record, customer’s ledger and statement of account. Securities so held can only be released pursuant to an instruction from the client and not solely because the client has become indebted to the Dealer Member;

“Securities Related Activities” means acting as a securities dealer and carrying on any business which is incidental to or a necessary part of such activities provided that the Board of Directors may, from time to time, include in, or exclude from this definition any activities and change those included or excluded;

“Segregated Securities” means those clients’ securities which are unencumbered and which have either been fully paid for or are excess margin securities. Segregated securities must be distinguished as being held in trust for the client owning the same. These securities must be described as being held in segregation on the Dealer Member’s security position record (or related records), customer’s ledger and statement of account. Whenever a client becomes indebted to a Dealer Member, the Dealer Member has the right to use, by sale or loan, previously segregated securities to the extent reasonably necessary to cover the indebtedness. ~~“Senior Officer” means the chairman or a vice chairman of the board of directors, the president, a vice president, the secretary, the treasurer or the general manager of a Dealer Member or any other individual who performs functions for a Dealer Member similar to those normally performed by an individual occupying any such office;~~

“Self-Regulatory Organization” means any of the Corporation, The TSX Venture Exchange, the Montreal Exchange and The Toronto Stock Exchange;

~~“Sub-branch Office” means any office of a Dealer Member having in total less than four registered representatives and supervised by a branch manager or a director, partner or officer designated pursuant to Rule 1300, who is not normally present at such sub-branch office;~~

“Subordinated Debt” means any debt the terms of which specify that its holder will not be entitled to receive payment if any payment to any holder of a senior class of debt is in default;

“Subsidiary”, in respect of a corporation and another corporation, means the first mentioned corporation if:

- (i) It is controlled by:
  - (a) That other; or
  - (b) That other and one or more corporations each of which is controlled by that other; or
  - (c) Two or more corporations each of which is controlled by that other; or
- (ii) It is a subsidiary of a corporation that is that other’s subsidiary;

“Supervisor” means a person to whom a Dealer Member has given responsibility and authority and who is approved by the Corporation to manage the activities of other partners, Directors, Officers, employees or agents of the Dealer Member so as to ensure their compliance with laws and regulations governing their and the Dealer Member’s securities-related activities;

“Voting Securities” of a Dealer Member or holding company of a Dealer Member corporation means all securities of the Dealer Member or holding company outstanding from time to time that carry the right to vote for the election of directors, and includes:

- (i) Except where the reference is to "outstanding" voting securities, those securities which entitle the holders thereof, on conversion, exchange, the exercise of rights under a warrant, or otherwise, to acquire voting securities; and

- (ii) Preference shares which carry the right to vote for the election of directors only upon the occurrence of a specific event if such specific event has occurred.

4.2.1.2 Words importing the singular include the plural and vice versa and words importing any gender include any other gender.

1.3 Where the context indicates, references to a Dealer Member include the partners, Directors, Officers, employees and agents of the Dealer Member.

4.3.1.4 In the event of any dispute as to the intent or meaning of the By-laws or Rules or Rulings or Forms, the interpretation of the Board of Directors, subject to the provisions of Rule 33, shall be final and conclusive.

4.4.1.5 The enactment of these Rules shall be without prejudice to any right, obligation or action acquired, incurred or taken under the By-laws of the Corporation and its Predecessor Organization as heretofore in effect or under the Rules, Rulings or Forms passed pursuant thereto, and any proceedings taken under the By-laws as heretofore in effect or under such Rules, Rulings or Forms shall be taken up and continued under and in conformity with these By-laws and the Rules, Rulings and Forms as from time to time in effect.

4.5.1.6 Terms used in these Rules which are not defined herein shall have the same meanings as used or defined in General By-law No. 1 and the Hearing Committees and Hearing Panels Rule.



RULE 4

**BRANCH OFFICE DEALER MEMBERS, BRANCH OFFICES AND SUB-BRANCH OFFICES**

**BUSINESS LOCATIONS**

- 4.1. ~~Where any Dealer Member has one or more branch offices having a manager and staff either in the District in which the principal office of such Dealer Member is situated or in any other District, each such branch office shall be a Branch Office Dealer~~Every Business Location of a Dealer Member in a District having a Supervisor who is normally present at the Business Location is a Branch Office Member of the District.
- 4.2. ~~No~~There is no Membership or other fees and assessments shall be payable in respect of anyfor Branch Office MembershipMembers.
- 4.3. A Branch Office Dealer Member shall havehas the same privileges in its District as any other DealerBranch Office Member except that at alla District meetingsmeeting each Dealer Member shall have one vote only in respect of all its offices, whether principal or branch,has only one vote no matter how many Branch Office Members it has in the District.
- 4.4. The representative of any Branch Office Dealer Member in any District shall beis eligible for election as Chair or member of the District Council of suchthe District.
- 4.5. Each Branch Office Dealer Member shall be entitled tomay send one or more representatives to the Annual Meeting of the District.
- 4.5A. Repealed.
- 4.6.
- (a) ~~Each Dealer Member shall appoint a branch manager to be in charge of each of its branch offices and, where necessary to ensure continuous supervision of the branch office, a Dealer Member may appoint one or more assistant or co-branch managers who shall have the authority of a branch manager in the absence or incapacity of the branch manager. A branch manager shall be normally present at the branch of which he or she is in charge.~~
- (b) ~~A Dealer Member having a branch office that has no client accounts other than accounts for institutional clients as defined in Rule 2700 may appoint a branch manager (non-retail) to be in charge of the branch and, where necessary to ensure continuous supervision of the branch office, a Dealer Member may appoint one or more assistant or co-branch managers (non-retail), who shall have the authority of a branch manager in the absence or incapacity of the branch manager. A branch manager (non-retail) shall be normally present at the branch of which he or she is in charge.~~(c) A Dealer Member shallA Dealer Member must notify the Corporation as required in accordance with Rule 40,40 of the opening or closure of a branch officeBusiness Location.
- 4.7. ~~A Dealer Member having a sub-branch office shall designate as the supervisor of such office, a branch manager, or a director, partner or officer who is not normally present at such office. The business of the sub-branch office, including the entry of orders, shall be conducted through the head office of the Dealer Member or through the branch office designated as having supervisory responsibility for the sub-branch office. A Dealer Member shall notify the Corporation of the opening and closure of a sub-branch office in accordance with Rule 40.~~
- 4.7A. ~~The Corporation may approve a proposed branch or sub-branch office to be established and maintained outside of Canada, provided that:~~
- (a) ~~The Dealer Member seeking approval for the branch or sub-branch office provides evidence satisfactory to the Corporation that the persons to be employed in such office are registered or licensed to carry on the business which is intended to be carried on at that office, pursuant to the laws of the jurisdiction in which the office will be located; and~~
- (b) ~~In the case of a proposed sub-branch, the proposed sub-branch office is within the same territorial jurisdiction as the branch office designated as having supervisory responsibility for such sub-branch office.~~
- 4.7. Repealed.
- 4.7A. Repealed.

## SRO Notices and Disciplinary Proceedings

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4.8. Repealed.

4.9. ~~No person shall act as a sales manager, branch manager, assistant branch manager, co-branch manager, branch manager (non-retail), assistant branch manager (non-retail) or co-branch manager (non-retail) unless the person:~~

~~(a) Has satisfied the applicable proficiency requirements outlined in Part I of Rule 2900; and~~

~~(b) Has been approved by the Corporation.~~

4.9A. ~~Failure to satisfy subclause A.1(a)(iii)C of Part I of Rule 2900 will result in the automatic suspension of approval. Approval will be reinstated only at such time as the individual has satisfied the applicable course requirement.~~

4.9. Repealed.

4.9A. Repealed.

4.10. Repealed.

4.11. Repealed.

4.12. ~~Every person whose application for approval as a branch manager, assistant or co-branch manager or sales manager has been approved shall be subject to the jurisdiction of the Corporation, shall comply with the Rules and Rulings of the Corporation as the same are from time to time amended or supplemented and, if such approval is subsequently revoked, shall forthwith terminate his or her employment as a branch manager, assistant or co-branch manager or sales manager with the Dealer Member with whom he or she is employed at the time of such revocation.~~

4.13. ~~No branch manager or assistant or co-branch manager shall accept, or permit any associate to accept, directly or indirectly, any remuneration, gratuity, advantage, benefit or any other consideration from any person other than the Dealer Member or its affiliates or its related companies in respect of the activities carried out by such branch manager or assistant or co-branch manager on behalf of the Dealer Member or its affiliates or its related companies and in connection with the sale or placement of securities on behalf of any of them.~~

4.14. ~~Each Dealer Member shall be liable and pay to the Corporation fees in the amounts prescribed from time to time by the Board of Directors for the failure of the Dealer Member to file within ten business days of the end of each month, a report with respect to the conditions imposed on approval or continued approval of a branch manager, assistant or co-branch manager or sales manager of the Dealer Member pursuant to Rule 20.~~

4.12. Repealed.

4.13. Repealed.

4.14. Repealed.

RULE 7

**DEALER MEMBER PARTNERS, DIRECTORS AND OFFICERSEXECUTIVES**

**7.1 Definitions**

For the purposes of this Rule ~~7:(a) 7.~~ “actively engaged in the business of the Dealer Member” means, participating in any regular business activities of the Dealer Member ~~including but not limited to trading in securities or futures contracts and related services, research, investment banking, operations or promotion of the Dealer Member’s services,~~ but shall not include participation in meetings of the board of directors or related corporate governance committees of the board of directors or occasional referrals to the Dealer Member where such referrals do not result from solicitation of business on behalf of the Dealer Member;~~(b) ———~~ “director” means a member of the board of directors of the Dealer Member.

**7.2 Approval**

No person shall ~~may~~ be a partner, director or officer Director or Executive of a Dealer Member unless that person has been approved as such by the Corporation.

**7.3 Partners and Directors**

(a) At least 40% of the partners or directors of a Dealer Member shall Directors of a Dealer Member must:

(1) Either:

(A) Be actively engaged in the business of the Dealer Member and devote the major portion of their time to the securities industry, except those on active government services, or who for health reasons are prevented from such active engagement; or,

(B) Occupy equivalent positions at related or affiliated securities dealers or affiliated financial institutions;

and

(2) Have satisfied the applicable proficiency requirements in Rule 2900, Part I.A(2); and

(3) Have experience acceptable to the Corporation in the financial services industry for at least five years or such lesser period as may be approved by the Corporation.

(b) The remaining Directors of a Dealer Member, if actively engaged in the business of the Dealer Member or a related company of the Dealer Member must have the qualifications described in paragraphs 7.3(a)(1) and (2).

**7.4 Executives**

(a) All of the Executives of a Dealer Member must:

(1) Be actively engaged in the business of the Dealer Member and devote the major portion of their time to the securities industry, except those on active government services, or who for health reasons are prevented from such active engagement; or,

(2) Be partners, officers or directors of related or affiliated securities dealers, or affiliated financial institutions such as Canadian chartered banks, Quebec savings banks, trust or insurance companies licensed to do business in Canada or pension funds with aggregate net assets of not less than \$5,000,000; and

(3) ~~Have satisfied the applicable proficiency requirements outlined in Rule 2900, Part I.A(2); and~~

(4) ~~Have experience acceptable to the Corporation in the financial services industry for at least five years or such lesser period as may be approved by the Corporation.~~

- (b) — The remaining directors, if actively engaged in the business of the Dealer Member or a related company of the Dealer Member, or the remaining partners, shall have the qualifications described in paragraphs 7.3(a) (1) or (2) and (3).

#### 7.4 — Officers

- (a) — All of the officers of a Dealer Member shall:
- (1) — Be actively engaged in the business of the Dealer Member and devote the major portion of their time to the securities industry, except those on active government services, or who for health reasons are prevented from such active engagement; or, (2) — Be partners, officers or directors of Occupy equivalent positions at related or affiliated securities dealers, or affiliated financial institutions such as Canadian chartered banks, Quebec savings banks, trust or insurance companies licensed to do business in Canada or pension funds with aggregate net assets of not less than \$5,000,000; and
  - (3) — Have satisfied the applicable proficiency requirements outlined in Rule 2900, Part I.A(2);
- (b) — Not less than 60% of the officers Executives of a Dealer Member shall must have experience acceptable to the Corporation in the financial services industry for at least five years or such lesser period as may be approved by the Corporation.
- (c) — At least two officers shall be engaged in the business of the Dealer Member; one of whom shall be engaged full time, while the other may be engaged on a part-time basis.

#### 7.5 — Chief Financial Officer

- (a) — Each Dealer Member shall appoint one officer as chief financial officer who, in addition to the requirements under 7.4(a), shall have the qualification required pursuant to Rule 2900, Part I.A(2A). The chief financial officer need not be engaged full time in the business of the Dealer Member.
- (b) — Notwithstanding subsection (a), if the chief financial officer of a Dealer Member terminates his/her employment with the Dealer Member and the Dealer Member is unable to immediately appoint another qualified person as chief financial officer, the Dealer Member may, with the Corporation's approval, appoint an officer as acting chief financial officer, provided that within 90 days of the termination:
- (1) — the acting chief financial officer meets the requirement of subsection (a) and is approved by the Corporation as chief financial officer; or
  - (2) — another qualified person is appointed chief financial officer by the Dealer Member and approved by the Corporation.

#### 7.6 Exemptions

The applicable District Council may grant an exemption, in whole or in part, from any requirement under Rules 7.3 to 7.5, and 7.4, where it is satisfied that to do so would not be prejudicial to the interest of the member Dealer Member, its clients, the public or the Corporation and, in granting such an exemption, it may impose such terms and conditions as it considers necessary.

#### 7.7 — Multiple Employments of Officers

~~Where permitted by the securities legislation of the applicable jurisdiction, a person may be employed as a trading officer of a Dealer Member and affiliated or related Dealer Member or non-member registered dealers provided that:~~

- (a) — ~~the reasons for such multiple employments are disclosed to the Corporation;~~
- (b) — ~~the Dealer Members employing such a trading officer have filed with the Corporation their policies and procedures that will address any potential for conflicts of interest resulting from such multiple employments; and~~
- (c) — ~~the clients of the Dealer Members whose accounts are personally handled by the trading officer are informed of the details of the multiple employments and the potential for conflict of interest.~~

**7.87.6 Persons Owning or Controlling a Significant Equity Interest in a Dealer Member**

- (a) Any ~~partner or director~~Director of a Dealer Member who directly or indirectly owns or controls ~~10% or more of the~~ 10% or more of the voting shares of ~~an interest in the~~ the Dealer Member shall ~~of 10% or more must~~ have the proficiency requirement outlined in Rule 2900, Part I.A(2)(a);
- (b) Any person other than a ~~partner or director~~Director of a Dealer Member, who is actively engaged in the business of a Dealer Member and directly or indirectly owns or controls a voting interest in the Dealer Member of 10% or more of the voting securities of the Dealer Member, shall ~~must~~ have the proficiency requirement outlined in Rule 2900, Part I.A(2)(a).

**7.97.7 Remuneration of Partners, Directors and Officers**Executives

No ~~partner, director~~Director or ~~officer~~Executive of a Dealer Member shall accept or permit any associate to accept, directly or indirectly, any remuneration, gratuity, advantage, benefit or any other consideration from any person other than the Dealer Member, its affiliates or related companies, in respect of the activities carried out by the ~~partner, director or officer~~Director or Executive on behalf of the Dealer Member, its affiliates or related companies in connection with the sale or placement of securities on behalf related activities of any of them.

**7.107.8 Jurisdiction:**

Every person whose application for approval as a ~~partner, director~~Director or ~~officer~~Executive of a ~~member~~Dealer Member has been accepted shall ~~be~~ be subject to the jurisdiction of the Corporation, shall ~~must~~ must comply with the Rules of the Corporation as they are from time to time amended or supplemented and, if such approval is subsequently revoked, shall ~~must~~ must forthwith terminate his or her relationship as a ~~partner, director or officer~~Director or Executive with the Dealer Member in respect of which he or she is approved at the time of such revocation.

**7.117.9 Late Filing Fees re Partners, Officers**Executives and Directors

A Dealer Member shall ~~be~~ be liable for and must pay to the Corporation fees in the amounts prescribed from time to time by the Board of Directors for the failure of the Dealer Member to file within ten business days after the end month a report in writing with respect to the conditions imposed on approval or continued approval of a ~~partner, director, officer~~ of the Dealer Member Director or Executive pursuant to Rule 20.

**RULE 18**

**REGISTERED REPRESENTATIVES AND INVESTMENT REPRESENTATIVES**

18.1. For the purposes of Rule 18, the Toronto, Montreal and TSX Venture Exchanges are recognized stock exchanges

18.1. Repealed.

18.2. (a) No person may act and no Dealer Member shall employ or permit any person to act as a registered representative or investment representative in any province in Canada Registered Representative or Investment Representative on behalf of the Dealer Member unless:

(a) Such person

(i) The Dealer Member is registered or licensed to sell securities trade, as the case may be, in securities or futures contracts under the statute relating to the sale of securities in the province in which the person proposes to act as a registered representative or investment representative; and statutes relating to the sale of securities or futures contracts in all jurisdictions in which customers of the Dealer Member reside or is exempt from the registration or licensing requirements under those statutes;

(ii) The person is registered or licensed to trade, as the case may be, in securities or futures contracts under the statutes relating to the sale of securities or futures contracts in all jurisdictions in which customers of the person reside or is exempt from the registration or licensing requirements under those statutes ; and

(iii) The Corporation has approved the person as a Registered Representative or Investment Representative under this Rule.

(b) A Dealer Member must notify the Corporation of the types of businesses which a Registered Representative or Investment Representative will conduct, as follows:

(i) **Customer Type:** the types of customers the Registered Representative or Investment Representative will deal with, either:

A. retail business – taking orders from or giving advice to all types of customers regarding trades in securities, or

B. institutional business – restricted to taking orders from or giving advice to Institutional Customers

(ii) **Product(s):** the types of financial instruments in which the Registered Representative or Investment Representative will deal, being:

A. restricted to mutual funds, Government or Government-guaranteed debt instruments and deposit instruments issued by a federally-regulated bank, trust company, credit union or caisse populaire, excluding those on which all or part of the interest or return is indexed to the performance of another financial instrument or index

B. general securities business, including equities, fixed income and other investment products other than options or futures

C. options business

D. futures contracts and futures contracts options

(iii) **Portfolio Management:** whether the Registered Representative will engage in discretionary portfolio management under the provisions of Rule 1300.

(c) A person may not conduct on behalf of a Dealer Member and a Dealer Member may not permit a person to conduct on its behalf a type of business described in (b) unless the Dealer Member has notified the Corporation:

- (i) that the person will conduct the type of business; and
    - (ii) that the person has successfully completed the proficiencies required to conduct the type of business as specified in Rule 2900, Part I within the proficiency time limits specified in Rule 2900, Part II.
  - (b) Approval as a registered representative or investment representative has been granted by the Corporation in accordance with the provisions of this Rule. For the purposes of this subsection (c), an application to the Corporation for initial approval is notice that the person will conduct the types of business identified in the application.
- 18.3. Approval as a registered representative or investment representative may be granted where the applicant has satisfied (a) An applicant for approval as a Registered Representative or Investment Representative must complete or obtain an exemption from the applicable proficiency requirements outlined in Part I in Rule 2900, Part I, section A.3(a) before the Corporation will grant approval.
- (b) A Dealer Member must take reasonable steps to ensure that all of its Registered Representatives and Investment Representatives are proficient and understand the products they trade in or advise on to a sufficient degree to meet the requirements of the Rules of the Corporation. At a minimum, the Dealer Member must ensure that all Registered Representatives and Investment Representatives meet the applicable proficiency requirements of Rule 2900.
- 18.4. FailureThe approval of a Registered Representative is suspended automatically if the person fails to satisfy the requirement in paragraph A.3(c) of Part I of Rule 2900 will result in the automatic suspension of approval. Approval will be reinstated only at such time as the individualuntil the person has satisfied the applicable course requirement.
- 18.5. Upon approval as a registered representative, (other than a registered representative (non-retail)) or investment representative, a six-month period of supervision, as outlined in Rule 18.6, unless he or she has worked for at least two years in a registered capacity with a securities firm which is a Dealer Member of a self-regulatory organization or a recognized foreign self-regulatory organization.
- 18.5. Repealed.
- 18.6. Upon approval as a registered representative or investment representative, commence and complete a six-month period of supervision defined to be (a) A Dealer Member must closely supervise a Registered Representative or Investment Representative who conducts retail business in accordance with the "Registered / Investment Representative Monthly Supervision Report" as specified by the Board of Directors. A copy of this report must be maintained on file by the Dealer Member, Corporation for a period of six months after the Corporation is notified that the person will deal with retail customers. The Dealer Member must keep this report for inspection by the Corporation.
- (b) Subsection (a) does not apply if:
    - (i) the Registered Representative was previously approved for six months or more to advise on trades for retail customers for a securities firm which is a member of a self-regulatory organization or a recognized foreign self-regulatory organization; or
    - (ii) the Investment Representative was previously approved for six months or more to advise on trades or to trade for retail customers for a securities firm which is a member of a Self-Regulatory Organization or a recognized foreign self-regulatory organization.
- 18.7. Provided that it is not contrary to either the provisions of the appropriate securities or insurance legislation or any policy made pursuant thereto, the Corporation may grant approval of a person as a registered representative (mutual funds) or an investment representative (mutual funds) if, at the date of such application, the person
- (a) Is employed by a Dealer Member solely for the purpose of soliciting orders for mutual fund securities or mutual fund securities and contracts of life insurance;
  - (b) Is registered under any applicable securities or insurance legislation of each jurisdiction in which he or she deals with the public to sell mutual fund securities or mutual fund securities and contracts of life insurance, as the case may be; and
- 18.7. (a) A Registered Representative or Investment Representative qualified to conduct mutual funds business only must:

(i) within 270 days of initial approval, complete the proficiency requirements in Rule 2900, Part I, sections A.3(a)(i)(A) and (B); and

(ii) within 18 months of initial approval, complete the training programme required under Rule 2900, Part I, section A.3(a)(i)(C).

(b) A Dealer Member must notify the Corporation:

(i) when a Registered Representative or Investment Representative restricted to mutual funds business only has completed the requirements in each of subsections (a)(i) and a(ii); and

(ii) within 18 months of initial approval, that the Registered Representative or Investment Representative will conduct either retail or institutional business without restriction to mutual funds.

(c) Subsections (a) and (b) do not apply to a Registered Representative or Investment Representative who was restricted to mutual funds only on the date on which this section becomes effective and who is registered only in Provinces in which a restriction on an Investment Representative or Registered Representative with a Dealer Member to mutual funds business only complies with the securities legislation, rules and policies of the Province.

(c) Has satisfied the applicable proficiency requirements outlined in Part I of Rule 2900; Provided that, in the course of employment with a Dealer Member firm, such person shall not accept orders for the purchase or sale of any securities other than mutual fund securities or contracts of life insurance and provided, further, that the Dealer Member establishes and maintains procedures approved by the Corporation to ensure compliance by such person with the Rules and Rulings. d) The approval of a Registered Representative or Investment Representative is suspended automatically if the person fails to satisfy the requirement in paragraph (a) until the person has satisfied the requirements and notified the Corporation.

~~18.8. Provided that it is not contrary to the provisions of the appropriate securities legislation or any policy made thereto, the Corporation may grant approval of a person as a registered representative (non-retail) if, at the date of such application, such person is employed by a Dealer Member for the purposes of engaging in the activities of a registered representative solely with or in respect of the accounts of non-retail clients or on account of the Dealer Member. For the purposes of this Rule "non-retail" clients shall be defined as:~~

~~— Acceptable Counterparties;~~

~~— Acceptable Institutions;~~

~~— Registrants under securities legislation or members of a recognized stock exchange;~~

~~— qualified Institutions registered in the United States which include: —~~

~~(1) Institutions (e.g. pension funds, investment companies, financial institutions other than banks, partnerships and industrial companies, but not individuals), that own or have investment discretion over \$100 million of securities.~~

~~(2) Banks and savings and loan associations that own or have investment discretion over \$100 million in securities and have a net worth of at least \$25 million;~~

~~— Foreign Broker Dealers that are members of the following self-regulatory organizations: any Canadian SRO, the International Stock Exchange in the UK and any Stock Exchange registered with the United States Securities and Exchange Commission.~~

~~18.9. Notwithstanding the provisions of Rule 18.3, the Corporation may grant approval of a person in the category of "Options Representative - Restricted" if, at the date of such application, such person is approved as a Registered Futures Contract Representative pursuant to Rule 1800 and;~~

~~(a) Takes or solicits orders only for trades in options for which the underlying interest is not an equity security; and~~

~~(b) Has satisfied the applicable proficiency requirements outlined in Part I of Rule 2900.~~

18.8. Repealed.



18.9. Repealed.

18.10. Repealed.

18.11. ~~Every person whose application for approval as a registered representative or investment representative (a) A~~ Registered Representative or Investment Representative of a Dealer Member has been accepted shall be subject to the jurisdiction of the Corporation, shall ~~must~~ must comply with the Rules and Rulings of the Corporation as the same are from time to time amended or supplemented and, if such approval is subsequently revoked, shall forthwith terminate his or her employment as a registered representative or investment representative with the Dealer Member with whom he or she is employed at the time of such revocation.

(b) If the approval of a Registered Representative or Investment Representative is revoked, the Registered Representative or Investment Representative must immediately cease acting as a Registered Representative or Investment Representative of his or her Dealer Member.

18.12. Repealed.

~~18.13. The Corporation shall give notice to all recognized stock exchanges in Canada and to all securities commissions in Canada of all approvals of registered representatives, investment representatives and of all revocations or terminations of approval of registered representatives and investment representatives.~~

18.13. Repealed.

18.14. A ~~registered representative or investment representative~~ Registered Representative or Investment Representative may have, and continue in, another gainful occupation if:

(a)

(i) ~~Either the registered representative's or investment representative~~ Registered Representative's or Investment Representative's other gainful occupation is in a remote area where there is no office of a broker or dealer in securities and the ~~designated registered representative's or investment representative~~ Registered Representative's or Investment Representative's activities as such are limited to such remote area in which he or she resides; or

(ii) The securities commission in the jurisdiction in which the ~~registered representative or investment representative~~ Registered Representative or Investment Representative acts or proposes to act as a ~~registered representative or investment representative~~ Registered Representative or Investment Representative, or the securities legislation or policies administered by such securities commission, specifically permit him or her to devote less than his or her full time to the securities business of the Dealer Member employing him or her; and

(b) ~~The Dealer Member employing such registered representative or investment representative acknowledges in writing to the Corporation its responsibility for the supervision of such registered representative or investment representative; and~~

(b) Repealed.

(c) The Dealer Member establishes and maintains procedures ~~approved by~~ acceptable to the Corporation to ensure continuous service to clients and to address potential problems of conflict of interest; and

(d) Any other occupation of the ~~registered representative or investment representative~~ Registered Representative or Investment Representative is not

(i) ~~Such as to~~ One which would bring the securities industry into disrepute; or

(ii) With another ~~Dealer Member~~ dealer that is a member of a recognized self-regulatory organization unless

(1) Such ~~Dealer Member~~ dealer is a related company of the Dealer Member employing the ~~registered representative or investment representative~~ Registered Representative or Investment Representative and the Dealer Member and related company provide cross-guarantees pursuant to Rule 6.6, and

(2) Such dual employment is not contrary to the provisions of the applicable securities legislation or any policy made pursuant thereto.

18.15. ~~No registered representative or investment representative in respect of a Dealer Member shall~~Registered Representative or Investment Representative may accept or permit any associate to accept, directly or indirectly, any remuneration, gratuity, benefit or any other consideration from any person other than the Dealer Member or its affiliates or its related companies, ~~in respect of~~for the securities-related activities carried out by such registered representative or investment representative ~~her or she conducts~~ on behalf of the Dealer Member or its affiliates or its related companies and in connection with the sale or placement of securities on behalf of any of them.

18.16. No Dealer Member shall permit a ~~registered representative or investment representative who has been approved in accordance with this Rule to use a designation other than "registered representative", "registered representative (mutual funds) or (non-retail)", "investment representative" or "investment representative (mutual funds) or (non-retail)", as the case may be,~~Registered Representative or Investment Representative to use a designation when dealing with the public ~~that wrongly indicates that he or she conducts or has been approved by the Corporation to conduct a type of business or fulfils or has been approved by the Corporation to fulfil a role.~~

18.17. ~~Nothing in Rule 18.16 shall preclude a registered representative or investment representative from using another designation contained in the Corporation's Rules, provided that he or she has been approved for such designation according to the appropriate Rules.~~

18.17. Repealed.

18.18. Each Dealer Member shall ~~be~~is liable for and must pay to the Corporation fees in the amounts prescribed from time to time by the Board of Directors ~~for the failure of the Dealer Member to file within ten business days of the end of each month a report with respect to the conditions imposed~~ under Rule 20 on the approval or continued approval of a registered representative, restricted registered representative, investment representative or restricted investment representative Registered Representative, or Investment Representative of the Dealer Member pursuant to Rule 20.

**PART 7 – INDIVIDUAL AND MEMBERSHIP APPROVALS**

**APPROVAL APPLICATIONS**

**20.18 Powers of District Council**

- (1) The District Council shall have the power, which it may delegate to a Sub-Committee of the District Council comprised of three industry members or to Corporation Staff, to:
  - (a) approve an application for approval ~~as, or the transfer of a:~~
    - (i) ~~sales manager, branch manager, assistant or co-branch manager, pursuant to Rule 4,~~
    - (i) Supervisor under Rule 4,
    - (ii) ~~partner, director or officer, pursuant to~~Director or Executive under Rule 7,
    - (iii) ~~registered representative or investment representative, pursuant to Rule 18,~~
    - (iv) ~~trader, pursuant to Rule 500, or~~
    - (v) ~~portfolio manager, futures contracts portfolio manager and associate portfolio manager pursuant to Rule 1300.~~
    - (iii) Registered Representative or Investment Representative, under Rule 18,
    - (iv) Ultimate Designated Person, Chief Financial Officer or Chief Compliance Officer under Rule 38, or
    - (v) Trader under Rule 500.
- (2) The District Council shall have the power, which it may delegate to a Sub-Committee of the District Council or to Corporation Staff, pursuant to subsection (1), to:
  - (a) approve an application for approval ~~or transfer~~ referred to in Rule 20.18(1)(a) subject to such terms and conditions as may be considered~~the District Council considers~~ just and appropriate;
  - (b) refuse an application for approval ~~or transfer~~ referred to in Rule 20.18(1)(a), if in its opinion:
    - (i) the Applicant does not meet any requirements prescribed by the Rules or Rulings;
    - (ii) the Rules and Rulings of the Corporation will not be complied with by the Applicant;
    - (iii) the Applicant is not qualified for approval by reason of integrity, solvency, training or experience; or
    - (iv) such approval is otherwise not in the public interest.
- (3) The District Council shall have the power, which it may delegate to a Sub-Committee of the District Council or to Corporation Staff, pursuant to subsection (1), to impose such terms and conditions on the continued approval of an Approved Person as the District Council considers just and appropriate.
- (4) The District Council shall have the power, which it may delegate to a Sub-Committee of the District Council, pursuant to subsection (1), to revoke or suspend the approval of an individual at any time during the period of approval of the individual if it appears to the District Council,
  - (i) that the individual is not suitable for approval by reason of integrity, solvency, training or experience or has failed to comply with the Rules or Rulings of the Corporation; or
  - (ii) that the approval is otherwise not in the public interest.

- (5) The District Council shall not do any of the following without giving an individual an opportunity to be heard:
- (i) Refuse to approve the individual.
  - (ii) Impose terms and conditions on the approval, either as a condition of approval or at any time during the period in which the individual is approved.
  - (iii) Suspend or revoke the approval of the individual under (4).

**20.19 Review Hearings**

- (1) Corporation Staff ~~or~~ the Applicant or an Approved Person may request a review of an ~~approval~~ decision under Rule 20.18 by a Hearing Panel within ten business days after release of the decision.
- (2) If a review is not requested within ten business days after release of the decision, the ~~approval decision~~ under Rule 20.18 becomes final.
- (3) No member of a District Council who has participated in a decision to ~~refuse an application or impose conditions on an application, pursuant to Rule 20.18,~~ under Rule 20.18 shall participate on the Hearing Panel.
- (4) A review hearing held under this Part shall be held in accordance with the Corporation Practice and Procedure.
- (5) The Hearing Panel may:
  - (a) affirm the decision;
  - (b) quash the decision;
  - (c) vary or remove any terms and conditions imposed on approval or continued approval;
  - (d) limit the ability to re-apply for approval for such period of time as it determines just and appropriate; and
  - (e) make any decision that could have been made by the District Council pursuant to Rule 20.18.
- (6) A decision of the Hearing Panel is a decision for which no further review or appeal is provided in the Rules.

**RULE 29**

**BUSINESS CONDUCT**

- 29.1. Dealer Members and each partner, director, officer, sales manager, branch manager, assistant or co-branch manager, registered representative, investment representative Director, Officer, Supervisor, Registered Representative, Investment Representative and employee of a Dealer Member (i) shall observe high standards of ethics and conduct in the transaction of their business, (ii) shall not engage in any business conduct or practice which is unbecoming or detrimental to the public interest, and (iii) shall be of such character and business repute and have such experience and training as is consistent with the standards described in clauses (i) and (ii) or as may be prescribed by the Board of Directors.

For the purposes of disciplinary proceedings pursuant to the Rules, each Dealer Member shall be responsible for all acts and omissions of each partner, director, officer, sales manager, branch manager, assistant or co-branch manager, registered representative, investment representative Director, Officer, Supervisor, Registered Representative, Investment Representative and employee of a Dealer Member; and each of the foregoing individuals shall comply with all Rules required to be complied with by the Dealer Member.

- 29.2. During the period of distribution to the public (as that term is defined in the relevant securities legislation) of any securities a Dealer Member shall not offer for sale or accept any offer to buy all or any part of the securities acquired by such Dealer Member through its participation in such distribution as an underwriter or as a member of a banking or selling group at a price or prices in excess of the stated initial public offering price of such securities.
- 29.3. During such period of distribution to the public a Dealer Member shall make a bona fide offering of the total amount of such participation to public investors. The term "public investors" does not include any officer or employee of a bank, insurance company, trust company, investment fund, pension fund or similar institutional body or the immediate families of any such officer or employee of any such institution regularly engaged in the purchase or sale of securities for such institution, unless such sales are demonstratively for bona fide personal investment in accordance with the person's normal investment practice. For the purposes of this Rule 29.3 the term "normal investment practice" shall mean the history of investment in an account with the Dealer Member and if such history discloses a practice of purchasing mainly "hot issues" such record would not constitute a "normal investment practice".
- 29.3A. A Dealer Member shall give priority to orders for the accounts of customers of the Dealer Member over all other orders for the same security at the same price. The phrase "orders for the accounts of customers of the Dealer Member" shall not include an order for an account in which the Dealer Member or an employee of the Dealer Member has an interest, direct or indirect, other than an interest in a commission charged.
- 29.4. The period of distribution to the public in respect of any securities shall continue until the Dealer Member shall have notified the applicable securities commission that it has ceased to engage in the distribution to the public of such securities.
- 29.5. Every director of a corporation any of whose securities are held by the public has a fiduciary obligation not to reveal any privileged information to anyone not authorized to receive it. Except to the extent referred to in the third paragraph of this Rule 29.5, a director is not released from the necessity of keeping information of this character to himself or herself until there has been full public disclosure of such information, particularly when the information might affect the market price of the corporation's securities. Any director of such corporation who is also a director, partner, officer, Director, Executive or employee of a Dealer Member should recognize that his or her first responsibility in this area is to the public corporation on whose board he or she serves and that he or she must, except to the extent referred to in the third paragraph of this Rule 29.5, meticulously avoid any disclosure of inside information to the partners, directors, officers Directors, Executives, employees, customers, or research or trading departments of the Dealer Member.

Where a representative of a Dealer Member is not a director of a corporation but is acting in an underwriting or advisory capacity to such corporation and is discussing confidential matters, his or her responsibilities regarding disclosure are the same as those that would apply if such representative were a director of such corporation.

With reference to the two preceding paragraphs of this Rule 29.5, a director Director or a representative, as the case may be, of a Dealer Member may consult with other personnel of the Dealer Member if a matter requires such consultation but in this event adequate measures should be taken to guard the confidential nature of the information to prevent its misuse within or outside the organization of the Dealer Member and the responsibilities of any such other personnel regarding disclosure are the same as those that would apply if such personnel were directors of the relevant corporation.

29.6. No Dealer Member or any partner, director, officer, ~~Director, Executive or~~ employee or shareholder of a Dealer Member shall give, offer or agree to give or offer, directly or indirectly, to any partner, director, officer, employee, shareholder or agent of a customer, or any associate of such persons, a gratuity, advantage, benefit or any other consideration in relation to any business of the customer with the Dealer Member, unless the prior written consent of the customer has first been obtained.

29.7. Definitions

For the purposes of this Rule 29.7;

"advertisement(s) or advertising" shall include television or radio commercials or commentaries, newspaper and magazine advertisements or commentaries, and any published material including materials disseminated or made available electronically promoting the business of a Dealer Member.

"sales literature" shall include any written or electronic communication other than advertisements and correspondence, distributed to or made generally available to a client or potential client which includes a recommendation with respect to a security or trading strategy. Sales literature includes but is not limited to records, videotapes and similar material, market letters, research reports, circulars, promotional seminar text, telemarketing scripts and reprints or excerpts of any other sales literature or published material, but does not include preliminary prospectuses and prospectuses.

"correspondence" means any written or electronic business related communication prepared for delivery to a single current or prospective client, and not for dissemination to multiple clients or to the general public.

"trading strategy" means a broad general approach to investments including matters such as the use of specific products, leverage, frequency of trading or a method of selecting particular investments but does not include specific trade or sectoral weighting recommendations.

29.7 (1) No Dealer Member shall issue to the public, participate in or knowingly allow its name to be used in respect of any advertisement, sales literature or correspondence, and no registered or ~~approved persons~~ Approved Persons shall issue or send any advertisement, sales literature or correspondence in connection with its or his or her business which:

- (a) contains any untrue statement or omission of a material fact or is otherwise false or misleading;
- (b) contains an unjustified promise of specific results;
- (c) uses unrepresentative statistics to suggest unwarranted or exaggerated conclusions, or fails to identify the material assumptions made in arriving at these conclusions;
- (d) contains any opinion or forecast of future events which is not clearly labeled as such;
- (e) fails to fairly present the potential risks to the client;
- (f) is detrimental to the interests of the public, the Corporation or its Dealer Members; or
- (g) does not comply with any applicable legislation or the guidelines, policies or directives of any regulatory authority having jurisdiction.

29.7 (2) Each Dealer Member shall develop written policies and procedures that are appropriate for its size, structure, business and clients for the review and supervision of advertisements, sales literature and correspondence relating to its business. All such policies and procedures shall be approved by the Corporation.

29.7 (3) The policies and procedures referred to in subsection (2) may provide that such review and supervision will be done by pre-use approval, post use review or post use sampling, as appropriate to the type of material. However, the following types of advertisements, sales literature or correspondence must be approved prior to publication or use by a ~~partner, director, officer or branch manager of the Dealer Member who is~~ one or more Supervisors specifically designated to approve such materials: each specified type of material:

- (a) Research reports,
- (b) Market letters,
- (c) Telemarketing scripts,

- (d) Promotional seminar texts (not including educational seminar texts),
- (e) Original advertisements/original template advertisements; and
- (f) Any material used to solicit clients that contain performance reports or summaries.

29.7 (4) Where such policies and procedures do not require the approval of advertisements, sales literature or correspondence prior to being issued, the Dealer Member must include provisions for the education and training of registered and ~~approved persons~~Approved Persons as to the Dealer Member's policies and procedures governing such materials as well as follow-ups to ensure that such procedures are implemented and adhered to.

29.7(5) Copies of all advertisements, sales literature and correspondence and all records of supervision under the policies and procedures required by subsection (2) shall be retained so as to be readily available for inspection by the Corporation. All advertisements, sales literature and related documents must be retained for a period of 2 years from the date of creation and all correspondence and related documents must be retained for a period of 5 years from the date of creation.

29.7A.

**(1) Ownership of Trade Name**

Subject to subsection (7) all business carried on by a Dealer Member or by any person on its behalf shall be in the name of the Dealer Member or a business or trade or style name owned by the Dealer Member, an ~~approved person~~Approved Person in respect of the Dealer Member or an affiliated corporation of either of them.

**(2) Approval of Trade Name**

No ~~approved person~~Approved Person shall conduct any business in accordance with subsection (1) in a business or trade or style name that is not owned by the Dealer Member or its affiliated corporation unless the Dealer Member has given its prior written consent.

**(3) Notification of Trade Name**

Prior to the use of any business or trade or style name other than the Dealer Member's legal name, the Dealer Member shall notify the Corporation.

**(4) Transfer of Trade Name**

Prior to the transfer of a business or trade or style name to another Dealer Member, the Dealer Member shall notify the Corporation.

**(5) Single Use of Trade Name**

Except where Dealer Members are related or affiliated, no Dealer Member or ~~approved person~~Approved Person shall use any business or trade or style name that is used by any other Dealer Member unless the relationship with such other Dealer Member is that of an introducing broker/carrying broker arrangement, pursuant to Rule 35.

**(6) Legal Name**

The Dealer Member's full legal name shall be included in all contracts, account statements and confirmations.

**(7) Trade Name of Approved Person to Accompany Legal Name**

A business or trade or style name used by an ~~approved person~~Approved Person may accompany, but not replace, the full legal name of the Dealer Member on materials that are used to communicate with the public. The Dealer Member's legal name must be at least equal in size to the business or trade or style name used by the ~~approved person~~Approved Person.

For greater certainty, "materials" that are used to communicate with the public include, but are not limited to, the following:

- (a) Letterhead;
- (b) Business Cards;
- (c) Invoices;
- (d) Trade Confirmations;
- (e) Monthly Statements;
- (f) Websites;
- (g) Research Reports; and
- (h) Advertisements.

**(8) Misleading Trade Name**

No Dealer Member or ~~approved person~~ Approved Person shall use any business or trade or style name that is deceptive, misleading or likely to deceive or mislead the public.

**(9) Prohibition on Use of Trade Name**

The Corporation may prohibit a Dealer Member or ~~approved person~~ Approved Person from using any business or trade or style name in a manner that is contrary to the provisions of this Rule or is objectionable or contrary to the public interest.

29.8. No Dealer Member shall impose on any customer or deduct from the account of any customer any service fee or service charge relating to services provided by the Dealer Member for the administration of the customer's account unless written notice shall have been given to the customer on the opening of the account or not less than 60 days prior to the imposition or revision of the fee or charge. For the purposes of this Rule, service fees or charges shall not include interest charged by the Dealer Member in respect of the account and commissions charged for executing trades.

29.9. A Dealer Member which purchases debt securities taken in trade shall purchase the securities at a fair market price at the time of purchase.

A Dealer Member, in the course of a distribution of a fixed price offering of debt securities, shall ensure that any purchase of other debt securities taken in trade in relation to that offering is done at fair market price.

29.10. For the purpose of Rule 29.9, unless the subject matter or context otherwise requires, the expression:

"Taken in Trade" means the purchase by a Dealer Member as principal, or as agent, of a debt security from a customer pursuant to an agreement or understanding that the customer purchase other debt securities from or through the Dealer Member;

"Fair market Price" means a price not higher than the price at which the securities would be purchased from the customer or from a similarly situated customer in the ordinary course of business by a dealer in such securities in transactions of similar size and having similar characteristics but not involving a security taken in trade."

29.11. No Dealer Member shall pay or make any payment on account or in respect of any debt owing by such Dealer Member to any creditor of such Dealer Member contrary to the provisions of, or otherwise fail to comply with, any subordination or other agreement to which such Dealer Member and the Corporation are parties.

**29.12. Mutual Fund Sales Incentives**

- (a) No Dealer Member or related company in respect of a Dealer Member, or partner, ~~director, officer, registered representative~~ Director, Officer, Registered Representative, Investment Representative or employee of such Dealer Member or related company, shall accept from any person, directly or indirectly, any non-cash sales incentive in connection with the sale or distribution of mutual fund products.



- (b) No Dealer Member or related company in respect of a Dealer Member shall pay to any partner, director, officer, ~~registered representative~~ Director, Officer, Registered Representative, Investment Representative or employee of such Dealer Member or related company any non-cash sales incentive in connection with the sale or distribution of mutual fund products.
- (c) Nothing in this Rule shall prohibit a Dealer Member or related company in respect of a Dealer Member or any partner, director, officer, ~~registered representative~~ Director, Officer, Registered Representative, Investment Representative or employee of such Dealer Member or related company from accepting or paying, as the case may be:
  - (i) Non-cash sales incentives earned or awarded for the internal incentive programme of such Dealer Member for which eligibility is determined with respect to all services and products offered by the Dealer Member;
  - (ii) Commissions or fees payable in cash and calculated with reference only to particular sales or volumes of sales of mutual fund securities;
  - (iii) Service fees or trailing commissions;
  - (iv) Marketing materials; or
  - (v) Reasonable business promotion activities that are undertaken in the normal course and take place in the locale where the recipient is employed or resides.
- (d) For the purposes of this Rule 29.12, the term "non-cash sales incentive" shall include, without limitation, domestic or foreign trips, goods, services, gratuities, advantages, benefits or any other non-cash consideration.

**29.13. Premarketing**

- (a) In this Rule 29.13 the expression:
  - "Bought Deal" means a transaction pursuant to an agreement under which an underwriter, as principal, agrees to purchase securities from an issuer or selling security-holder with a view to a distribution of such securities pursuant to the POP System (as defined in National Policy Statement No. 47) or comparable system in any Canadian province and such agreement is entered into prior to or contemporaneously with the filing of the preliminary short form prospectus;
  - "Commencement of Distribution" means the time when a Dealer Member has had distribution discussions which are of sufficient specificity that it is reasonable to expect that the Dealer Member (alone or with other underwriters) will propose an underwriting of equity securities to the issuer or selling security-holder;
  - "Distribution" means a potential offering of equity securities which may proceed as a bought deal;
  - "Distribution Discussions" means discussions by a Dealer Member with an issuer or a selling security-holder, or with another underwriter that has had discussions with an issuer or selling security-holder, concerning a distribution;
  - "Equity Security" means any security of an issuer that carries a residual right to participate in earnings of the issuer and, upon liquidation or winding up of the issuer, in its assets and includes a security convertible into an equity security. A security shall be deemed to be convertible into an equity security if the rights attaching to the security include the right or option to purchase, convert or exchange or otherwise acquire any equity security of the issuer or any other security that itself includes the right or option to purchase, convert or exchange or otherwise acquire any equity security of the issuer.
- (b) From the commencement of distribution until the earliest of
  - (i) The time at which the receipt for the preliminary prospectus in respect of the distribution is issued;
  - (ii) The time at which a press release that announces the entering into of an enforceable agreement in respect of the distribution is issued and filed in accordance with any blanket ruling or order, or notice made pursuant to an existing blanket ruling or order, of a securities regulatory authority of a province

or territory of Canada and provided that all of the conditions set forth in such blanket ruling or order or such notice and its related blanket ruling or order are met; and

- (iii) The time at which the Dealer Member determines not to pursue the distribution

no member shall have communications with a person or company wherever resident which are designed to have the effect of determining the interest of that person or company (or any person or company that it represents) in purchasing securities of the type that are the subject of distribution discussions if such communications are undertaken by any ~~director, officer~~ Director, Officer, employee or agent of the Dealer Member:

- (A) Who participated in or had actual knowledge of the distribution discussions, or
- (B) Whose communications were directed, suggested or induced by a person who participated in or had actual knowledge of the distribution discussions or another person acting directly or indirectly at or upon the direction, suggestion or inducement of a person referred to in (B).

A press release is deemed to have been issued when it is disseminated in accordance with the policies of applicable stock exchanges or, in the case of unlisted securities, when it is released to Canada News-Wire or any other national news distribution service for distribution and is deemed to have been filed when delivered or sent by facsimile to the relevant securities regulatory authority of a province or territory of Canada.

- (c) No Dealer Member shall, in connection with a potential offering of equity securities, have communications of the nature described in Rule 29.13(b) even if such communications would otherwise be exempt from prospectus requirements of securities law, unless the Dealer Member and the issuer or selling security-holder can demonstrate a bona fide intention to distribute the securities pursuant to a prospectus exemption. The restrictions referred to in Rule 29.13(b) shall apply from the time it is reasonable to expect that a decision to abandon an exempt offering of equity securities in favour of a prospectus offering will be taken.
- (d) No Dealer Member shall engage in market making or other principal trading activities in securities that are the subject of distribution discussions if such activities are engaged in by a person referred to in Rule 29.13(b)(A) or at or upon the direction, suggestion or inducement of a person referred to in Rule 29.13(b)(A) or (B).
- (e) A Dealer Member involved in a distribution as an underwriter shall file a certificate with respect to compliance with this Rule 29.13 in respect of such distribution with the Corporation not later than three business days after the date the preliminary short form prospectus (or equivalent document) with respect to such distribution is filed with the principal jurisdiction (as defined in National Policy Statement No. 47). Such certificate shall be signed by the chief executive officer of the Dealer Member or the next most senior officer or by such other person as is fulfilling the duties of the chief executive officer in his or her absence and shall be in such form and contain such information as may from time to time be prescribed by the Corporation and approved by the Director of Corporate Finance of the Ontario Securities Commission or his or her equivalent of any member of the Canadian Securities Administrators who notifies the Corporation that approval of the form of such certificate is required.

#### CERTIFICATE

To: Investment Industry Regulatory Organization of Canada ("Corporation")

I (**name**), in my capacity as (**title**) of (**dealer name**) hereby certify on behalf of (**dealer name**), that (i) policies and procedures are in place designed to ensure compliance with Rule 29.13, and (ii) to the best of my knowledge, information and belief, after making, or having caused to be made, enquiries that I believe to be appropriate, in connection with the distribution of securities of (**issuer name**), the preliminary prospectus (or an equivalent document) for which was dated (**date**), from the commencement of distribution there have not been any communications by (**dealer name**) undertaken by any ~~director, officer~~ Director, Officer, employee or agent of (**dealer name**) with any person or company wherever resident about the interest that such person or company or any person or company that it represented had in purchasing securities of the type that were the subject of distribution discussions which would contravene Rule 29.13.

The terms "commencement of distribution" and "distribution discussions" used in this certificate have the meanings given to those terms in Rule 29.13.

Dated at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_.  
(city)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Name

\_\_\_\_\_  
Title

**29.14.**

(a) Definitions. For the purposes of these Rules 29.14 to 29.25, the term:

"Advertising" means any promotional material used in or on any newspaper, magazine, radio, video, television, telephone or cassette recording, motion picture, slide presentation or sign or billboard;

"Applicable Securities Laws" means:

- (i) Ontario Securities Commission Rule 61-501 relating to Insider Bids, Issuer Bids, Going Private Transactions and Related Party ~~Transactions~~ Transactions; and
- (ii) section 190 of the *Business Corporations Act* (Ontario);

"Corporation Standards" means the disclosure standards specified in Rules 29.14 through 29.24;

"CIPF" means Canadian Investor Protection Fund and "FCPE" means Fonds canadien de protection des épargnants;

"CIPF official explanatory statement" means the following statement:

"Customers' accounts are protected by the Canadian Investor Protection Fund within specified limits. A brochure describing the nature and limits of coverage is available upon request."

Or such other statement as may be prescribed as such by CIPF from time to time for use by Members;

"CIPF official brochure" means any brochure or publication prescribed as such by CIPF for use by Members;

"CIPF official symbol" means the symbol, mark or other designation prescribed as such by CIPF for use by Dealer Members with the word "Dealer Member" appearing on top of the official symbol;

"Fairness Opinion" means a report of a Valuer that contains the Valuer's opinion as to the fairness, from a financial point of view, of a transaction;

"Formal Valuation" means a report of a Valuer that contains the Valuer's opinion as to the value or range of values of the subject matter of the valuation;

"Professional Opinion" means a Formal Valuation or a Fairness Opinion;

"Subject ~~Transaction~~ Transaction" means an insider bid, issuer bid, going private transaction or related party transaction as each such term is defined in Applicable Securities Laws; and

"Valuer" means the person who provides a Professional Opinion.

The terms "disclosure document", "interested party" and "prior valuation" as used in these Rules 29.14 to 29.25 have the same respective meanings as in Applicable Securities Laws.

(b) Display at Premises. Each Dealer Member shall conspicuously display in a prominent place at each of its locations to which customers have access the CIPF official symbol. No Dealer Member shall be required to display the CIPF official symbol until 30 days after the first day of operation as a Dealer Member.

(c) Account Statements and Confirmations. Each Dealer Member shall include on the front of each confirmation and account statement sent to a customer the CIPF official symbol, and shall also include in legible print on either the front or the back (at the Dealer Member's option) of each confirmation and account statement sent

to a customer the CIPF official explanatory statement in either English or French. No Dealer Member need comply with this paragraph (c) until its existing supplies of confirmation forms and account statements have been exhausted or until a date which is one year after the date this Rule comes into force, whichever is the earlier.

- (d) CIPF Official Brochure. Each Dealer Member shall make available to its customers on request the current version of the CIPF official brochure in either English or French as requested.
- (e) Advertising. Each Dealer Member shall include in any written, visual or audio advertising the words "Member CIPF" together with, at the option of the Dealer Member, a reproduction of the CIPF official symbol. Except as provided in this paragraph (e), no Dealer Member shall display any symbol relating to CIPF other than the CIPF official symbol or include any symbol, statement or explanation relating to CIPF or the Members' membership in CIPF in any advertising, promotional or other materials other than the CIPF official symbol or CIPF official explanatory statements.
- (f) Members of CIPF. For the purposes only of complying with this Rule 29.14 and to the extent permitted by CIPF from time to time, Dealer Members shall identify themselves as members of CIPF.
- (g) English/French Language. Subject to applicable laws, a Dealer Member may comply with the requirements of this Rule in either the English or French language.
- (h) Termination of Membership. Upon the termination or suspension of its Membership, each Dealer Member shall immediately cease using the CIPF official explanatory statement, CIPF official brochure or CIPF official symbol, and shall cease identifying itself as a member of CIPF.
- (i) Exemptions. A Dealer Member may be exempted from all or part of the requirements of paragraph (e) of this Rule 29.14 to the extent prescribed by CIPF from time to time.

29.15 No Dealer Member shall prepare a Professional Opinion in connection with a Subject Transaction unless it complies with Corporation Standards.

29.16 Corporation Standards apply only to Professional Opinions that are prepared either pursuant to a requirement of Applicable Securities Laws or for the express purpose of publication, in whole or in part (including summaries thereof), in a disclosure document to be filed with any Canadian securities regulatory authority or delivered to security holders in connection with their consideration of the Subject Transaction. For greater certainty, Corporation Standards do not apply to Professional Opinions (i) rendered in connection with transactions other than the Subject Transactions, whether or not they are reproduced or summarized in a disclosure document, or (ii) reproduced or summarized in a disclosure document in response to a legal or regulatory requirement for the disclosure of prior valuations in respect of an issuer.

29.17 The requirements relating to the preparation and disclosure of Professional Opinions prescribed herein shall not be a substitute for the professional judgment and responsibility of the Valuer. Compliance with the Corporation Standards, without the Valuer also exercising professional judgment and responsibility regarding disclosure in a Professional Opinion, shall not be considered compliance with Corporation Standards. Professional judgment and responsibility may, in appropriate cases, justify a departure from the strict application of the requirements under the Corporation Standards.

29.18 Professional Opinions prepared in connection with the Subject Transactions shall contain disclosure sufficient to enable the directors and security holders of the particular issuer to understand the principal judgments and principal underlying reasoning of the Valuer in its Professional Opinion so as to form a reasoned view on the valuation conclusion or the opinion as to fairness expressed therein.

29.19 A Valuer shall consider the level of disclosure described in Rules 29.20 through 29.24 when considering the appropriate level of disclosure in a Professional Opinion concerning valuation methodologies or matters not specifically addressed in such Rules but that are important in reaching a valuation or fairness conclusion.

29.20 A Professional Opinion that is a Formal Valuation prepared by a Dealer Member shall disclose the following information:

1. The identity and credentials of the Dealer Member, including the general experience of the Dealer Member in valuing other businesses in the same or similar industries as the business or issuer in question or similar transactions to the Subject Transaction, the Dealer Member's understanding of the specific marketable

securities involved in the Subject Transaction and the internal procedures followed by the Dealer Member to ensure the quality of the Professional Opinion;

2. The date the Valuer was first contacted in respect of the Subject Transaction and the date that the Valuer was retained;
3. The financial terms of the Valuer's retainer;
4. A description of any past, present or anticipated relationship between the Valuer and any interested party or the issuer which may be relevant to the Valuer's independence for purposes of the Applicable Securities Laws;
5. The subject matter of the Formal Valuation;
6. The effective date of the Formal Valuation;
7. A description of any specific adjustments that have been made in the Valuer's conclusions by reason of an event or occurrence after the effective date;
8. The scope and purpose of the Formal Valuation, including the following statement:

"This Formal Valuation has been prepared in accordance with the Disclosure Standards for Formal Valuations and Fairness Opinions of Investment Industry Regulatory Organization of Canada but the Corporation has not been involved in the preparation or review of this valuation.";

9. A description of the scope of the review conducted by the Valuer, including a summary of the type of information reviewed and relied upon (such as the documents reviewed, individuals interviewed, facilities visited, other expert reports considered and management representations concerning information requested and furnished to the Valuer);
10. A description of any limitation on the scope of review and the implications of such limitation on the Valuer's conclusions;
11. A description of the business, assets or securities being valued sufficient to allow the reader to understand the valuation rationale and approach and the various factors influencing value that were considered;
12. Definitions of the terms of value used in the Formal Valuation (such as "fair market value", "market value" and "cash equivalent value");
13. The valuation approach and methodologies considered, including the rationale for valuing the business as a going concern or on a liquidation basis and the reasons for selecting a particular valuation methodology and a summary of the key factors considered in selecting the valuation approach and methodologies considered;
14. The key assumptions made by the Valuer;
15. Any distinctive material value that the Valuer has determined might accrue to an interested party, whether this value is included in the value or range of values arrived at for the subject matter of the Formal Valuation and the reasons for its inclusion or exclusion;
16. A discussion of any prior *bona fide* offers or prior valuations or other material expert reports considered by the Valuer pertaining to the subject matter of the transaction and, where the Formal Valuation differs materially from any such prior valuation, an explanation of the material differences where reasonably practicable to do so based on the information contained in the prior valuation or, if it is not reasonably practicable to do so, the reasons why it is not reasonably practicable to do so; and
17. The valuation conclusions reached and any qualifications or limitations to which such conclusions are subject.

29.21 A Professional Opinion that is a Fairness Opinion prepared by a Dealer Member shall disclose the following information:

1. The identity and credentials of the Dealer Member, including the general experience of the Dealer Member in providing Fairness Opinions in connection with transactions similar to the Subject Transaction, the Dealer

Member's understanding of the specific marketable securities involved in the Subject Transaction and the internal procedures followed by the Dealer Member to ensure the quality of the Professional Opinion;

2. The date the Dealer Member was first contacted in respect of the Subject Transaction and the date that the firm was retained;
3. The financial terms of the Dealer Member's retainer;
4. A description of any past, present or anticipated relationship between the Dealer Member and any interested party which may be relevant to the Dealer Member's independence for purposes of providing the Fairness Opinion;
5. The scope and purpose of the Fairness Opinion, including the following statement:

"This fairness opinion has been prepared in accordance with the Disclosure Standards for Formal Valuations and Fairness Opinions of Investment Industry Regulatory Organization of Canada but the Corporation has not been involved in the preparation or review of this fairness opinion.";

6. The effective date of the Fairness Opinion;
7. A description of the scope of the review conducted by the Dealer Member, including a summary of the type of information reviewed and relied upon (such as the documents reviewed, individuals interviewed, facilities visited, other expert reports considered and management representations concerning information requested and furnished to the Dealer Member);
8. A description of any limitation on the scope of review and the implications of such limitation on the Dealer Member's opinion or conclusion;
9. A description of the relevant business, assets or securities sufficient to allow the reader to understand the rationale of the Fairness Opinion and the approach and various factors influencing financial fairness that were considered;
10. A description of the valuation or appraisal work performed or relied upon in support of the Dealer Member's opinion or conclusion;
11. A discussion of any prior bona fide offer or prior valuation or other material expert report considered by the Dealer Member in coming to the opinion or conclusion contained in the Fairness Opinion;
12. The key assumptions made by the Dealer Member;
13. The factors the Dealer Member considered important in performing its fairness analysis;
14. The statement of opinion or conclusion as to the fairness, from a financial point of view, of the Subject Transaction and the supporting reasons; and
15. Any qualifications or limitations to which the opinion or conclusion is subject.

29.22 If concern is expressed to a Dealer Member regarding the proposed disclosure in a Professional Opinion of competitively or commercially sensitive information regarding an interested party or issuer, the Dealer Member may seek a decision of the special committee of the issuer's independent directors (the "special committee") as to whether the perceived detriment to an interested party, the issuer or its security holders of the disclosure of such information in the Professional Opinion outweighs the benefit of disclosure of such information to the readers of the Professional Opinion. Compliance with any such decision of a special committee shall also constitute compliance with the Corporation Standards in respect of the matters that are the subject of the decision.

29.23 A Professional Opinion that is a Formal Valuation prepared by a Dealer Member in connection with a Subject Transaction shall disclose the following:

1. Annual Financial Information. Unless otherwise disclosed through the Canadian continuous disclosure obligations of the issuer or in a disclosure document published in connection with the transaction to which the Professional Opinion applies, the Professional Opinion shall disclose a summary of selected material financial information derived from the most recent year-end balance sheet and income statement and statement of

- changes in financial position for the most recently completed fiscal year as well as from the balance sheet, income statement and statement of changes in financial position for the immediately preceding fiscal year.
2. **Interim Financial Information.** Unless otherwise disclosed through the Canadian continuous disclosure obligations of the issuer or in a disclosure document published in connection with the transaction to which the Professional Opinion applies, the Professional Opinion shall disclose a summary of selected material financial information derived from the most recent interim balance sheet (if any), income statement and statement of changes in financial position for the current fiscal year and the comparable statements for the same interim period of the immediately preceding fiscal year.
  3. **Discussion of Historical Financial Statements or Financial Position.** The Professional Opinion shall include comment on material items or changes in the issuer's financial statements together with appropriate commentary on items which may have particular relevance to the Professional Opinion. Examples of such items include unusual capital structures, unrecognized tax-loss carryforwards and redundant assets.
  4. **Future-Oriented Financial Information.** To the extent that the Valuer has relied upon future-oriented financial information ("FOFI"), the Valuer shall disclose the FOFI, at least in summary form, unless otherwise determined by a decision of the special committee referred to in Rule 29.22. To the extent that the FOFI relied upon by the Valuer varies materially from the FOFI provided to the Valuer by the issuer or the interested party, the Valuer shall disclose the nature and extent of such differences and the rationale of the Valuer supporting its judgments.
  5. **FOFI Assumptions.** To the extent that FOFI is relied upon (whether or not the FOFI itself is disclosed), key financial assumptions (such as sales, growth rates, operating profit margins, major expense items, interest rates, tax rates, depreciation rates, etc.), together with a brief statement supporting the rationale for each specific assumption, shall also be disclosed, unless otherwise determined by a decision of the special committee referred to in Rule 29.22.
  6. **Economic Assumptions.** Any key economic assumptions having a material impact on the Professional Opinion shall be disclosed, noting the authoritative source used by the Valuer, including interest rates, exchange rates and general economic prospects in the relevant markets.
  7. **Valuation Approach, Methodologies and Analysis.** The Professional Opinion shall set out the valuation approach and methodologies adopted by the Valuer, together with the principal judgments made in selecting a particular approach or methodology, a comparison of valuation calculations and conclusions arrived at through the different methods considered and the relative importance of each methodology in arriving at the overall valuation conclusion. Depending upon the valuation techniques used by the Valuer, the specific information referred to in items 8 through 12 below shall be disclosed.
  8. **Discounted Cash Flow Approach.** The Professional Opinion shall include a discussion of all relevant qualitative and quantitative judgments used to calculate discount rates, multiples and capitalization rates. If the Capital Asset Pricing Model is used, disclosure shall include the basis for determining the discount rate including the risk-free rate, market risk premium, beta, tax rates and debt-to-equity capital structure assumed. The Valuer shall also disclose the basis for the determination of the terminal/residual value together with the underlying assumptions made. The source of the financial data which formed the basis of the discounted cash flow analysis, summary of major assumptions (if not already disclosed) and the details and sources of any economic statistics, commodity prices and market forecasts used in the valuation approach shall also be disclosed. In addition, a summary of the sensitivity variables considered and the general results of the application of such sensitivity analysis shall be disclosed along with an explanation of how such sensitivity analysis was used in the determination of the range of valuation estimates resulting from the discounted cash flow approach. Where the nature of the FOFI and the subject matter of the valuation make it reasonably practicable and meaningful to do so, selected quantitative sensitivity analyses performed by the Valuer shall be disclosed to illustrate the effects of variations in the key assumptions on the valuation results. In determining whether quantitative sensitivity analyses would be meaningful to the reader of the Professional Opinion, the Valuer shall consider whether such analyses adequately reflects the Valuer's judgment concerning the inter-relationship of the key underlying assumptions.
  9. **Asset Based Valuation Approach.** The Professional Opinion shall separately disclose the values of each significant asset and liability including off-balance sheet items (unless otherwise determined by a decision of the special committee referred to in Rule 29.22). If a liquidation-based valuation approach has been utilized, the Professional Opinion shall set out the liquidation values for each significant asset and liability together with summary estimates for significant liquidation costs.

10. Comparable Transaction Approach. The Professional Opinion shall disclose (preferably in tabular form) a list of relevant transactions involving businesses the Valuer considers similar or comparable to the business being valued. Adequate disclosure shall include the date of the transaction, a brief descriptive note, and relevant multiples implicit in the transaction which may include earnings before interest and taxes ("EBIT"), earnings before interest, taxes depreciation and amortization ("EBITDA"), earnings, cash flow and book value multiples and take-over premium percentages. In the body of the Professional Opinion there shall be a discussion of such transactions together with an explanation as to how such transactions were used by the Valuer in arriving at a valuation conclusion with regard to the comparable transaction approach.
  11. Comparable Trading Approach. The Professional Opinion shall disclose (preferably in tabular form) a list of relevant publicly traded companies the Valuer considers similar or comparable to the business being valued. Adequate disclosure shall include the date of the market data, the relevant fiscal periods for the comparable company, a brief descriptive note regarding the comparable company and relevant multiples implicit in the trading data which may include EBIT, EBITDA, earnings, cash flow and book value multiples. In the body of the Professional Opinion there shall be a discussion as to the comparability of such companies, together with an explanation as to how such data was used by the Valuer in arriving at a valuation conclusion with regard to the comparable trading approach.
  12. Valuation Conclusions. The Valuer shall develop a final valuation range by using a single valuation methodology or some combination of value conclusions determined under different methodologies/approaches. The Professional Opinion shall include a comparison of the valuation ranges developed under each methodology and a discussion of the reasoning in support of the Valuer's final conclusion.
- 29.24 A Professional Opinion that is a Fairness Opinion prepared by a Dealer Member in connection with a Subject Transaction shall include the following:
1. Fairness Opinion Valuation Analyses. While it is generally acknowledged that both the scope and the objectives of a Fairness Opinion differ from those of a Formal Valuation (whether or not the Fairness Opinion is delivered in a transaction where a Formal Valuation exemption is being relied upon), a Fairness Opinion shall include a general description of any valuation analysis performed by the opinion provider or specific disclosure of a valuation opinion of another Valuer which is being relied upon. However, the opinion provider is not required to reach or disclose specific conclusions as to a valuation range or ranges in a Fairness Opinion.
  2. Fairness Conclusions. The specific reasons for the conclusion that the Subject Transaction is fair or not fair to security holders, from a financial point of view, shall be set out in the conclusion section of the Professional Opinion. Support for each of these specific reasons shall be contained in the body of the Professional Opinion in sufficient detail to allow the reader of the opinion to understand the principal judgments and principal underlying reasoning of the opinion provider in reaching its opinion as to the fairness of the transaction.
- 29.25 Repealed.
- 29.26
- (1)
- (a) ~~Each Dealer Member, or partner, director, officer or registered or approved person~~ Director, or Officer or Approved Person of a Dealer Member shall provide to each client a Leverage Risk Disclosure Statement:
    - i) at the time a new account is opened,
    - ii) when a recommendation is made to a client to purchase securities using, in whole or in part, borrowed money, or
    - iii) when the Dealer Member, partner, ~~director, officer, registered or approved person~~ Director, Officer or Approved Person of the Dealer Member becomes aware of a client's intent to purchase securities using, in whole or in part, borrowed money.
  - (b) ~~The Dealer Member or partner, director, officer, registered or approved person of a~~ Director, Officer or Approved Person of the Dealer Member is not required to comply with subsection (a)(ii) or



(iii) if within the preceding six month period a Leverage Risk Disclosure Statement has been provided to the client.

(c) The Leverage Risk Disclosure Statement shall be in substantially the following words:

Using borrowed money to finance the purchase of securities involves greater risk than using cash resources only. If you borrow money to purchase securities, your responsibility to repay the loan and pay interest as required by its terms remains the same even if the value of the securities purchased declines.

(2) Section 29.26(1) does not apply to the purchase of securities by a client on margin if the client's margin account is operated in accordance with the Rules of the Corporation.

29.27 Repealed.

**RULE 38**

**COMPLIANCE AND SUPERVISION**

- (a) ~~Each~~38.1 ~~A Dealer Members shall~~Member must establish and maintain a system to supervise the activities of each partner, director, officer, registered representative~~Director, Officer, Registered Representative, Investment Representative~~, employee and agent of the Dealer Member that is reasonably designed to achieve compliance with the Rules of the Corporation and all other laws, regulations and policies applicable to the Dealer Member's securities and commodity futures business. Such a supervisory system shall provide, at a minimum, the following:
- (i) The establishment, maintenance and enforcement of written policies and procedures acceptable to the Corporation regarding the conduct of the types of business in which it engages and the supervision of each partner, director, officer, registered representative~~Director, Officer, Registered Representative, Investment Representative~~, employee and agent of the Dealer Member that are reasonably designed to achieve compliance with the applicable laws, rules, regulations and policies;
  - (ii) Procedures reasonably designed to ensure that each partner, director, officer, registered representative~~Director, Officer, Registered Representative, Investment Representative~~, employee and agent of the Dealer Member understands his or her responsibilities under the written policies and procedures in (i);
  - (iii) Procedures to ensure that the written policies and procedures of the Dealer Member are amended as appropriate within a reasonable time after changes in applicable laws, regulations, rules and policies and that such changes are communicated to all relevant personnel;
  - (iv) Sufficient personnel and other resources to fully and properly enforce the written policies and procedures in (i);
  - (v) The designation of supervisory personnel~~Supervisors~~ with the qualifications and authority to carry out the supervisory responsibilities assigned to them. Each Dealer Member shall maintain an internal record of the names of all persons who are designated as having supervisory~~Supervisors, the scope of their~~ responsibility and the dates for which such designation~~responsibility and authority~~ is or was in effect. Such record shall~~The records must~~ be preserved by the Dealer Member for seven years, and on-site for the first year;
  - (vi) Procedures for follow-up and review to ensure that supervisory personnel are properly executing their supervisory functions. Where the supervision is conducted and supervisory records are maintained at a branch office, the follow-up and review procedures shall include periodic on-site reviews of branch office supervision and record-keeping as necessary depending on the types of business and supervision conducted at the branch office~~;~~;
  - (vii) The maintenance of adequate records of supervisory activity, including on-site reviews of branch offices as described in (vi), compliance issues identified and the resolution of those issues.
- 38.2 (b) ~~Each partner, director, officer, registered representative or agent of a Dealer Member who has supervisory authority over any partner, director, officer, registered representative or agent of a Dealer Member shall~~a) A Dealer Member must appoint as many Supervisors as are necessary to properly supervise the Officers, partners, employees and agents of the Dealer Member, taking into account the scope and complexity of its businesses to ensure that the businesses of the Dealer Member are carried out in compliance with the Rules and Rulings of the Corporation and any other laws or regulations governing the Dealer Member's business conduct.
- (b) ~~A Dealer Member must take reasonable steps to ensure that all of its Supervisors are proficient and understand the products that persons under their supervision trade in or advise on and the services that persons under their supervision provide to a sufficient degree to properly supervise those persons. At a minimum, the Dealer Member must ensure that all Supervisors meet the applicable proficiency requirements of Rule 2900.~~
- 38.3 (a) ~~No person may act and no Dealer Member may permit a person to act as a Supervisor without the approval of the Corporation.~~
- (b) ~~Failure to satisfy sub-clause A.1(a)(ii)D of Part I of Rule 2900 will result in the automatic suspension of approval. Approval will be reinstated only at such time as the individual has satisfied the applicable proficiency requirement and notified the Corporation.~~

~~38.4 (a) A Supervisor must fully and properly supervise such partner, director, officer, registered representative each partner, Director, Officer, Registered Representative, Investment Representative or agent in accordance with the supervisory responsibilities assigned to the Supervisor, the Rules of the Corporation and the written policies and procedures of the Dealer Member so as to ensure their compliance with the Rules of the Corporation and all other laws, regulations and policies applicable to the Dealer Member's securities and commodity futures business.~~

~~(c) A partner, director, officer, registered representative or agent of a Dealer Member(b) A Supervisor may delegate specific supervisory functions or procedures, provided that:~~

- ~~(i) the delegation of such functions in not contrary to applicable laws, regulations, rules or policies;~~
- ~~(ii) the person to whom such functions are delegated is qualified by virtue of registration, training or experience to properly execute them;~~
- ~~(iii) the supervisorSupervisor conducts sufficient follow-up and review to ensure that the person to whom the functions have been delegated is properly executing them; and~~

**(IV) THE DEALER MEMBER RECORDS THE TERMS OF THE DELEGATION AND THE FOLLOW UP AND REVIEW.RULE 38**

**RESPONSIBILITIES OF THE CHIEF COMPLIANCE OFFICER AND**

**ULTIMATE DESIGNATED PERSON**

**38.5 Ultimate Designated Person**

~~38.1 Every Dealer Member shall designate its Chief Executive Officer, its President, its Chief Operating Officer or its Chief Financial Officer (or such other officer designated with the equivalent supervisory and decision-making responsibility) to act as the(a) A Dealer Member must designate an individual who is approved under the Corporation's rules in the category of Ultimate Designated Person (the "UDP")and who shall be responsible to the applicable self-regulatory organizationCorporation for the conduct of the firm and the supervision of its employees and to perform the functions described in paragraph (c).~~

~~38.2 Where a Dealer Member is organized into two or more separate business units or divisions, a Dealer Member may designate a UDP for each separate business unit or division.~~

~~38.3 Every Dealer Member shall appoint an Alternate Designated Person (an "ADP"), who shall be so approved, to act as Chief Compliance Officer (the "CCO").~~

~~38.4 Notwithstanding section 38.3, a Dealer Member may appoint the UDP to act as the CCO.~~

~~38.5 Where a Dealer Member is organized into two or more separate business units or divisions, a Dealer Member may designate a CCO for each separate business unit or division.~~

~~(b) A Dealer Member must not designate an individual to act as the firm's Ultimate Designated Person unless the individual is:~~

- ~~(i) the chief executive officer or sole proprietor of the Dealer Member;~~
- ~~(ii) an Officer in charge of a division of the Dealer Member, if the activity that requires the firm to register under provincial or territorial securities laws occurs only within the division, or~~
- ~~(iii) an individual acting in a capacity similar to that of an Officer described in paragraph (a) or (b).~~

~~(c) The Ultimate Designated Person must~~

- ~~(i) supervise the activities of the Dealer Member that are directed towards ensuring compliance with the Corporation's Dealer Member rules and applicable securities law requirements by the firm and each individual acting on the Dealer Member's behalf, and~~
- ~~(ii) promote compliance by the Dealer Member, and individuals acting on its behalf, with the Corporation's Dealer Member rules and applicable securities laws.~~

38.6 ~~The Chief Compliance Officer shall have the qualification required pursuant to Rule 2900, Part IA, Section 2B~~**Chief Financial Officer**

- ~~(a) Each Dealer Member must, subject to the approval of the Corporation, appoint one Executive as Chief Financial Officer who, in addition to the requirements under Rule 7.4(a), must have met the proficiency requirements of Rule 2900, Part I, section A.2A. The Chief Financial Officer need not be engaged full time in the business of the Dealer Member.~~
- ~~(b) Notwithstanding subsection (a), if the Chief Financial Officer of a Dealer Member terminates his/her employment with the Dealer Member and the Dealer Member is unable to immediately appoint another qualified person as Chief Financial Officer, the Dealer Member may, with the Corporation's approval, appoint an Executive as Acting Chief Financial Officer, provided that within 90 days of the termination:
  - ~~(1) the Acting Chief Financial Officer meets the requirement of subsection (a) and is approved by the Corporation as Chief Financial Officer; or~~
  - ~~(2) another qualified person is appointed Chief Financial Officer by the Dealer Member and approved by the Corporation.~~~~
- ~~(c) The Chief Financial Officer must monitor adherence to the Dealer Member's policies and procedures as necessary to provide reasonable assurance that the Dealer Member complies with the financial rules of the Corporation.~~

**38.7 Chief Compliance Officer**

- ~~(a) Every Dealer Member must designate an individual who is approved under the Corporation's rules in the category of Chief Compliance Officer to perform the functions described in paragraph (h).~~
- ~~(b) A Dealer Member must not designate an individual to act as the firm's Chief Compliance Officer unless the individual is one of the:
  - ~~(i) an Officer or partner of the Dealer Member;~~
  - ~~(ii) the sole proprietor of the Dealer Member.~~~~
- ~~(c) A Dealer Member may appoint the Ultimate Designated Person to act as the Chief Compliance Officer.~~
- ~~(d) Where a Dealer Member is organized into two or more separate business units or divisions, a Dealer Member may, with the approval of the Corporation, designate a Chief Compliance Officer for each separate business unit or division.~~
- ~~(e) The Chief Compliance Officer must have the qualifications required under Rule 2900, Part I, section A.2B.~~

~~38.7(f)~~ Notwithstanding ~~Rule 38.6, subsection (a)~~, a Dealer Member may, with the Corporation's approval, ~~appoint~~**designate** an ~~officer~~**Officer** as Acting Chief Compliance Officer, if the Chief Compliance Officer suddenly terminates his or her employment with the Dealer Member and the Dealer Member is unable to immediately ~~appoint~~**designate** another qualified person as ~~chief compliance officer~~**Chief Compliance Officer** provided that, within 90 days of the termination of the previous Chief Compliance Officer:

- ~~(i) the acting chief compliance officer successfully completes the~~**Acting Chief Compliance Officers Qualifying Examination and is approved****Officer meets the requirement of subsection (e) and is designated** by the Corporation as Chief Compliance Officer; or
- ~~(ii) another qualified person is appointed~~**designated** Chief Compliance Officer by the Dealer Member and is approved by the Corporation.

~~38.8(g)~~ The Corporation may grant to a Dealer Member an exemption from ~~Rule 38.6~~**subsection (e)** where it is satisfied that the nature of the Dealer Member's business is such that the qualification is not relevant to the Dealer Member and that to do so would not be prejudicial to the interests of the Dealer Member, its clients, the public or the Corporation. In granting such an exemption, it may impose such terms and conditions as it considers necessary.

## SRO Notices and Disciplinary Proceedings

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38.9 — Every Dealer Member shall also appoint as many additional ADPs as are necessary, given the scope and complexity of its businesses, who shall be partners, directors or officers of the Dealer Member.

38.10 — The ADPs referred to in Rule 38.6 shall report to the UDP as necessary to ensure that the businesses of the Dealer Member are carried out in compliance with applicable self-regulatory by-laws, regulations, policies and forms.

38.11 — The CCO shall report to the board of directors (or equivalent) of the Dealer Member as necessary but at least annually on the status of compliance at the Dealer Member.

(h) The Chief Compliance Officer of a Dealer Member must do all of the following:

(i) establish and maintain policies and procedures for assessing compliance with the Rules and applicable securities laws by the Dealer Member and individuals acting on its behalf;

(ii) monitor and assess compliance by the Dealer Member, and individuals acting on its behalf, with the Rules and applicable securities laws;

(iii) report to the Ultimate Designated Person as soon as possible if the Chief Compliance Officer becomes aware of any circumstances indicating that the firm, or any individual acting on its behalf, may be in non-compliance with the Rules or applicable securities laws and

(A) the non-compliance creates a reasonable risk of harm to a client;

(B) the non-compliance creates a reasonable risk of harm to the capital markets; or

(C) the non-compliance is part of a pattern of non-compliance;

(iv) submit an annual report to the firm's board of directors, or individuals acting in a similar capacity for the firm, for the purposes of assessing compliance by the firm, and individuals acting on its behalf, with the Corporation's Dealer Member rules and applicable securities laws.

(i) The Chief Compliance Officer must have access to the Ultimate Designated Person and the board of directors (or equivalent) at such times as the Chief Compliance Officer may consider necessary or advisable in view of his or her responsibilities.

38.1238.8 The board of directors (or equivalent) shall of the Dealer Member must review the report of the CCOChief Compliance Officer and determine what actions are necessary and ensure such actions are carried out in order to address to rectify any compliance deficiencies noted in the report— and ensure such actions are carried out. The board of directors (or equivalent) must maintain records of the actions it determines to be necessary and the monitoring to ensure that those actions are carried out.

38.13 — The UDP shall ensure that policies and procedures are developed and implemented which adequately reflect the regulatory requirements of the Dealer Member.

38.14 — The CCO shall monitor adherence to the Dealer Member's policies and procedures as necessary to ensure that the management of the compliance function is effective and to provide reasonable assurance that standards of the applicable self-regulatory organization are met.

38.15 — Every38.9 A Dealer Member shallmust file with the applicable self-regulatory organizationCorporation:

(a) A copy of a governance document setting out the organizational structure and reporting relationships, which support the compliance arrangement set out above; and

(b) Notice of any material changes to the organizational structure and reporting relationships as set out in paragraphsubsection (a).

**RULE 40**

**INDIVIDUAL APPROVALS, NOTIFICATIONS AND FEES AND  
THE NATIONAL REGISTRATION DATABASE**

**40.1 Definitions**

For the purposes of this Rule 40,

- (1) "authorized firm representative" or "AFR" means, for a Dealer Member, an individual with his or her own NRD user ID and who is authorized by the Dealer Member to submit information in NRD format for that Dealer Member and individual applicants with respect to whom the Dealer Member is the sponsoring Dealer Member.
- (2) "chief AFR" means, for a Dealer Member filer, an individual who is an AFR and has accepted an appointment as a chief AFR by the Dealer Member.
- (3) ~~"Form 33-109F1" means the form for the submission through NRD of a~~ Form 33-109F1 Notice of Termination of an individual Registered Individuals and Permitted Individuals mandated by NRD ~~Multilateral~~ National Instrument 33-109-109 Registration Information.
- (4) ~~"Form 33-109F2 means the form for the submission through NRD of an application for change or surrender of categories of registration mandated by NRD Multilateral"~~ Form 33-109F2 Change or Surrender of Individual Categories mandated by National Instrument 33-109-109 Registration Information.
- (5) ~~"Form 33-109F3 means the form for the submission through NRD of information regarding business locations of registered dealers mandated by NRD Multilateral Instrument 33-109."~~ Form 33-109F3 Business Locations other than Head Office mandated by National Instrument 33-109 Registration Information.
- (6) ~~Form 33-109F4 means the form for submission through NRD of applications for individual registration and information on non-registered individuals mandated by NRD Multilateral Instrument 33-109.~~
- (7) ~~Form 33-109F5 means the paper form of a notification of a change in information regarding an individual registrant or Dealer Member mandated by NRD Multilateral Instrument 33-109.~~
- (6) ~~"Form 33-109F4" means Form 33-109F4 Registration of Individuals and Review of Permitted Individuals mandated by National Instrument 33-109 Registration Information.~~
- (7) ~~"Form 33-109F5" means Form 33-109F5 Change of Registration Information mandated by National Instrument 33-109 Registration Information.~~
- (8) ~~"Form 33-109F7" means Form 33-109F7 Reinstatement of Registered Individuals and Permitted Individuals mandated by National Instrument 33-109 Registration Information.~~
- (9) "National Registration Database" or "NRD" means the online electronic database of registration and approval information regarding Dealer Members, their registered or approved partners, officers, directors Officers, Directors, employees or agents and other firms and individuals registered under securities legislation in Canada, and includes the computer system providing for the transmission, receipt, review and dissemination of that registration information by electronic means.
- (910) "NRD account" means an account with a member of the Canadian Payments Association from which fees may be paid with respect to NRD by electronic pre-authorized debit. (10) ~~"NRD access date" means the date a Dealer Member receives notice that it has access to NRD to make NRD submissions.~~
- (11) "NRD Administrator" means CDS INC. or a successor appointed by the Canadian securities regulatory authorities and the Corporation to operate NRD.
- (12) "NRD format" means the electronic format for submitting information through the NRD website.
- (13) "NRD Multilateral Instrument 31-102" means Multilateral Instrument 31-102 National Registration Database adopted by the Canadian securities regulatory authorities.

- (14) "NRD Multilateral Instrument 33-109" means Multilateral Instrument 33-109 Registration Information adopted by the Canadian securities regulatory authorities.
- (15) "NRD submission" means information that is submitted under this Rule 40 in NRD format, or the act of submitting information under this Rule 40 in NRD format, as the context requires.
- (16) "NRD website" means the website operated by the NRD Administrator for the NRD submissions.
- (17) ~~"transition Dealer Member" means a Dealer Member that~~
- ~~(a) was a Dealer Member on February 3, 2003, or~~
  - ~~(b) was not a Dealer Member on February 3, 2003 and applied for Membership before March 31, 2003.~~
- (18) ~~"Quebec transition Dealer Member" means a Dealer Member registered in the Province of Quebec as of January 1, 2005.~~

#### **40.2 Obligations of Dealer Members regarding the National Registration Database**

- (1) Each Dealer Member shall
- (a) enrol in NRD and pay to the NRD Administrator an enrolment fee calculated as prescribed by the Board of Directors;
  - (b) have one and no more than one chief AFR enrolled with the NRD Administrator;
  - (c) maintain one and no more than one NRD account;
  - (d) notify the NRD Administrator of the appointment of a chief AFR within 5 business7 days of the appointment;
  - (e) notify the NRD Administrator of any change in the name of the firm's chief AFR within 5 business7 days of the change; and
  - (f) submit any change in the name of an AFR, other than the firm's chief AFR, in NRD format within 5 business7 days of the change; and
  - (g) submit any change in the phone number, fax number or e-mail address of the chief AFR in NRD format within 7 days of the change.

#### **40.3 Approvals and Notifications**

- (1) Each Dealer Member making an application for approval of an individual in any capacity required under any Rule of the Corporation or an application for reinstatement of approval shall make such application to the Corporation through the NRD on Form 33-109F4.4 or Form 33-109F7 as applicable.
- (2) ~~Each Dealer Member shall notify the Corporation of the appointment of an Ultimate Designated Person pursuant to Rule 38.1, a Chief Compliance Officer pursuant to Rule 38.3 or a Chief Financial Officer pursuant to Rule 7.5(a) through the NRD on Form 33-109F4.(3) Each Dealer Member making an application under subsection (1) shall be liable for and pay such fees as are prescribed from time to time by the Board of Directors, including but not limited to application fees payable to the NRD Administrator for use of the NRD for the making of such an application.~~
- ~~(43)~~ Any fees payable to the Corporation or to the NRD Administrator pursuant to subsection (3) above shall be submitted by electronic pre-authorized debit through NRD.

#### **40.4 Application for Change of Approval Category or Type of Business**

- (1) Each Dealer Member making an application for approval of any Approved Person in a different or additional capacity requiring approval under any Rule of the Corporation or to surrender an existing approval shall make such application to the Corporation through the NRD on Form 33-109F2.

- (2) Each Dealer Member making an application under subsection (1) shall be liable for and pay such change of status fees as are prescribed from time to time by the Board of Directors, including but not limited to application fees payable to the NRD Administrator for use of the NRD for the making of such an application.
- (3) Any fees payable to the Corporation or the NRD Administrator pursuant to subsection (2) above shall be submitted by electronic pre-authorized debit through NRD.
- ~~(4) Each Dealer Member must notify the Corporation through NRD on Form 33-109F2 when an Approved Person changes the type of business in which he or she engages or customer type as described in Rule 18.2(b).~~
- ~~(5) Prior to providing notice of a change in the type of business in which an Approved Person will engage, a Dealer Member must ensure that it has notified the Corporation through NRD of the successful completion of the proficiency requirements under Rule 2900 necessary to undertake the type of business or that the Approved Person has been granted an exemption from the proficiency requirements under Rule 2900 and Rule 20.~~

#### 40.5 Report of Changes pursuant to Rule 3100

- (1) Each Dealer Member making a report of a change regarding an Approved Person required pursuant to section I.B.1(a) of Rule 3100 of the Corporation shall make the report through the NRD on Form 33-109F45 in the time required pursuant to NRD ~~Multilateral~~National Instrument 33-109.

#### 40.6 Exemption request

- (1) Each Dealer Member making an application for an exemption of an Approved Person or applicant for approval from a proficiency requirement pursuant to the Corporation's Rule 2900 that is submitted with an application for approval made through the NRD shall make such application to the Corporation through the NRD.
- (2) Each Dealer Member making an application under subsection (1) above shall be liable for and pay to the Corporation an exemption request fee as prescribed from time to time by the Board of Directors.
- (3) Any fees payable to the Corporation and to the NRD Administrator pursuant to subsection (2) above shall be submitted by electronic pre-authorized debit through NRD.

#### 40.7 Termination of Approved Persons

- (1) Each Dealer Member shall notify the Corporation of the termination of the Dealer Member's employment of or principal/agent relationship with any individual approved in any capacity under any Rule of the Corporation through the NRD on Form 33-109F1 within the time period and in the manner prescribed in NRD ~~Multilateral~~National Instrument 33-109 for a registered firm, as defined in NRD ~~Multilateral~~National Instrument 33-109, to notify the regulator of the same type of event.
- (2) If an Approved Person ceases to have an employment, partnership or agency relationship with a Dealer Member, the individual's approval with the Dealer Member is suspended until reinstated by the Corporation or under the Rules of the Corporation.
- (3) Despite 40.3(1), the approval of an individual suspended under paragraph (2) is reinstated on the date the individual submits a completed Form 33-109F7 in accordance with NRD National Instrument 31-102 if:
  - (a) the Form 33-109F7 is submitted on or before the 90<sup>th</sup> day after the cessation date;
  - (b) after the cessation date there have been no changes to the information previously submitted in respect of any of the following items of the individual's Form 33-109F4:
    - (A) item 13 [Regulatory disclosure];
    - (B) item 14 [Criminal disclosure];
    - (C) item 15 [Civil disclosure];
    - (D) item 16 [Financial disclosure];



- (c) ~~the individual's employment, partnership or agency relationship with the former sponsoring firm did not end because the individual was asked by the firm to resign, or was dismissed, following an allegation against the individual of any of the following:~~
- (A) ~~criminal activity,~~
  - (B) ~~a breach of securities laws, or~~
  - (C) ~~a breach of the rules of the Corporation;~~
- (d) ~~the individual is seeking reinstatement in the same category of approval in which the individual was approved on the cessation date.~~
- (4) ~~Each Dealer Member shall be liable for and pay to the Corporation fees in the amounts prescribed from time to time by the Board of Directors for the failure of the Dealer Member to file a notification required under subsection (1) above within the time period referred to in subsection (1).~~
- (35) Any fees payable to the Corporation pursuant to subsection (24) above shall be submitted by electronic pre-authorized debit through NRD.

**40.8 Notification of Opening or Closing of Branch or Sub-branch Office Business Location**

- (1) Each Dealer Member required to notify the Corporation of the opening or closing of a ~~branch~~Business Location pursuant to Rule 4.6 or ~~sub-branch office pursuant to Rule 4.7 shall~~must do so through the NRD on Form 33-109F3 within the time period prescribed in NRD ~~Multilateral~~National Instrument 33-109 for a registered firm, as defined in NRD ~~Multilateral~~National Instrument 33-109, to notify the regulator of the opening or closing, as applicable, of a business location.
- (2) Each Dealer Member shall ~~must~~ notify the Corporation through the NRD of any change in the address, ~~type of location or supervision of any branch or sub-branch office~~Business Location within the time period prescribed in NRD ~~Multilateral~~National Instrument 33-109 for a registered firm, as defined in ~~Multilateral~~NRD National Instrument 33-109, to notify the regulator of a change in a business location.

**40.9 Annual NRD User Fee**

- (1) Each Dealer Member shall be liable for and pay to the NRD Administrator an annual user fee as prescribed from time to time by the Board of Directors for each person approved in any capacity under any Rule of the Corporation and recorded as such on the NRD as of the date of calculation of such annual fee as prescribed by the Board of Directors.
- (2) Any fees payable to the NRD Administrator pursuant to subsection (1) above shall be submitted by electronic pre-authorized debit through NRD.

**40.10 Transition Repealed.**

- (1) ~~Accuracy of Branch or Sub-branch Information — If the information recorded on NRD for a branch or sub-branch office of a transition Dealer Member is missing or inaccurate on the NRD access date, the transition Dealer Member must submit a completed Form 33-109F3 in NRD format in respect of that branch or sub-branch by February 28, 2005.~~
- (2) ~~Identification of Branch or Sub-branch of Approved Persons — Each Dealer Member must make submissions through the NRD identifying the branch or sub-branch location of all Approved Persons of the Dealer Member by February 28, 2005.~~
- (3) ~~Approved Persons Included in the Data Transfer~~
- (a) ~~Except as provided in subsection (b), in respect of Approved Persons who were recorded on NRD as Approved Persons of a transition Dealer Member on the NRD access date, the transition Dealer Member must submit completed Forms 33-109F4 in NRD format for~~

- (i) — 5 percent of those Approved Persons by the end of April 2004,
  - (ii) — 10 percent of those Approved Persons by the end of May 2004,
  - (iii) — 15 percent of those Approved Persons by the end of June 2004,
  - (iv) — 20 percent of those Approved Persons by the end of July 2004,
  - (v) — 25 percent of those Approved Persons by the end of August 2004,
  - (vi) — 30 percent of those Approved Persons by the end of September 2004,
  - (vii) — 35 percent of those Approved Persons by the end of October 2004,
  - (viii) — 40 percent of those Approved Persons by the end of November 2004,
  - (ix) — 45 percent of those Approved Persons by the end of December 2004,
  - (x) — 50 percent of those Approved Persons by the end of March 2005,
  - (xi) — 55 percent of those Approved Persons by the end of April 2005,
  - (xii) — 60 percent of those Approved Persons by the end of May 2005,
  - (xiii) — 65 percent of those Approved Persons by the end of June 2005,
  - (xiv) — 70 percent of those Approved Persons by the end of July 2005,
  - (xv) — 75 percent of those Approved Persons by the end of August 2005,
  - (xvi) — 80 percent of those Approved Persons by the end of September 2005,
  - (xvii) — 85 percent of those Approved Persons by the end of October 2005,
  - (xviii) — 90 percent of those Approved Persons by the end of November 2005,
  - (xix) — 95 percent of those Approved Persons by the end of December 2005, and
  - (xx) — all of those Approved Persons by the end of March 2006.
- (b) — ~~Despite subsection (a), a transition Dealer Member is not required to submit a completed Form 33-109F4 in respect of an Approved Person if another Dealer Member or a non-Dealer Member firm registered under securities legislation has submitted a completed Form 33-109F4 in respect of the Approved Person.~~
- (4) — ~~Reporting Changes to Information regarding Approved Persons~~
- ~~A transition Dealer Member making a report of a change regarding an Approved Person required pursuant to section I.B.1(a) of Rule 3100 after the NRD access date for an Approved Person for whom a completed Form 33-109F4 in NRD format has not been submitted pursuant to subsection 40.10(3)(a) shall:~~
- ~~(a) — submit within 5 business days of the change a completed Form 33-109F5 in paper form showing the change, and~~
  - ~~(b) — if the notification concerns any change with regard to:~~

Item 1 of Form 33-109F4— Name

Item 2 of Form 33-109F4— Residential Address where the change is a move out of province

Item 14 of Form 33-109F4— Criminal Disclosure

Item 15 of Form 33-109F4— Civil Disclosure, or

Item 16 of Form 33-109F4— Financial Disclosure

submit within 15 days of the submission of the completed Form 33-109F5 a completed Form 33-109F4 in NRD format regarding the Approved Person.

- (5) ~~Currency of Form 33-109F4 – For greater certainty, a completed Form 33-109F4 that is submitted under this section must be current on the date that it is submitted despite any prior submission in paper format.~~
- (6) ~~Termination of Relationship – Despite a requirement under this section to submit a completed Form 33-109F4, a transition Dealer Member is not required to submit a Form 33-109F4 in respect of an Approved Person if the Dealer Member has submitted a completed Uniform Termination Notice or Form 33-109F1 in respect of the Approved Person in paper form before the Dealer Member's NRD access date or through the filing of a Form 33-109F1 through the NRD after the Dealer Member's NRD access date.~~

#### 40.11 Temporary Hardship Exemption

- (1) If unanticipated technical difficulties prevent a Dealer Member from making a submission in NRD format within the time required under this Rule 40, the Dealer Member is exempt from the requirement to make the submission within the required time period, if the Dealer Member makes the submission in paper format or NRD format no later than ~~5 business~~ 7 days after the day on which the information was required to be submitted.
- (2) ~~Form 33-109F5 is the paper format for submitting a notice of a change to Form 33-109F4 information.~~ (3) ~~If unanticipated technical difficulties prevent a Dealer Member from submitting an application in NRD format, the Dealer Member may submit the application in paper format~~ other than through the NRD website.
- (4) ~~If a Dealer Member makes a paper format submission under this section, the Dealer Member must include the following legend in capital letters at the top of the first page of the submission:~~
- IN ACCORDANCE WITH CORPORATION RULE 40.11 AND SECTION 5.1 OF  
MULTILATERAL ~~NATIONAL~~ INSTRUMENT 31-102 NATIONAL REGISTRATION DATABASE  
(NRD), THIS [SPECIFY DOCUMENT] IS BEING SUBMITTED IN PAPER FORMAT UNDER A  
TEMPORARY HARDSHIP EXEMPTION.
- (5) ~~If a Dealer Member makes a paper format submission~~ other than through the NRD website under this section, the Dealer Member must resubmit the information in NRD format as soon as practicable and in any event within ~~10 business~~ 14 days after the unanticipated technical difficulties have been resolved.

#### 40.12 Due Diligence and Record Keeping

- (1) Each Dealer Member must make reasonable efforts to ensure that information submitted in any submission through the NRD is true and complete.
- (2) Each Dealer Member must retain all documents used by the Dealer Member to satisfy its obligation under subsection (1) for a period of no less than 7 years after the individual ceases to be an Approved Person of the Dealer Member.
- (3) A Dealer Member that retains a document under subsection (2) in respect of an NRD submission must record the NRD submission number on the document.

#### 40.13 ~~Transition of Quebec Transition Members~~

- (1) ~~Each Quebec transition Dealer Member having Approved Persons registered solely in the Province of Quebec as of January 1, 2005 shall submit to the Corporation a completed Form 33-109F4 for each such Approved Person by November 30, 2005.~~ (4) A Dealer Member must obtain from each individual who is approved to act

on behalf of the firm a copy of the Form 33-109F1 most recently submitted by the individual's former sponsoring firm in respect of that individual, if any, within 60 days of the firm becoming the individual's sponsoring firm.

- (2) — ~~Despite subsection (1), a Quebec transition Dealer Member is not required to submit a Form 33-109F4 for an Approved Person registered solely in the Province of Quebec if the Dealer Member terminates its employment of or principal/agent relationship with the person prior to having submitted a Form 33-109F4 pursuant to subsection (1) and files with the Corporation a completed Uniform Termination Notice or Form 33-109F1 in paper form.~~
- (3) — ~~A Quebec transition Dealer Member making a report of a change regarding an Approved Person required pursuant to section I.B.1(a) of Rule 3100 after January 1, 2005 for an Approved Person registered solely in the Province of Quebec for whom a completed Form 33-109F4 in NRD format has not been submitted pursuant to subsection (1) shall:~~
  - (a) — ~~submit within 5 business days of the change a completed Form 33-109F5 in paper form showing the change, and~~
  - (b) — ~~submit within 15 business days of the filing in subsection (a) above through the NRD a completed Form 33-109F4 regarding the Approved Person showing the correct information as of the date of filing.~~
- (4) — ~~A Quebec transition Dealer Member applying to make a change of registration or Approval category or add or surrender an Approval category of an Approved Person approved solely in the Province of Quebec as of January 1, 2005 for whom a completed Form 33-109F4 has not been submitted shall:~~
  - (a) — ~~submit a Form 33-109F4 through the NRD showing the Approved Persons current registration and Approval categories, and~~
  - (b) — ~~submit a Form 33-109F2 through the NRD showing the change, addition or surrender of registration or Approval category for which application is being made.~~
- (5) — ~~A Dealer Member applying for transfer of the Approval of a person formerly registered solely in the Province of Quebec for whom a completed Form 33-109F4 has not been submitted through NRD shall:~~
  - (a) — ~~submit an application for transfer in paper form; and~~
  - (b) — ~~within 15 days of the date of the application in (a) above, submit through the NRD a completed Form 33-109F4 regarding the person.~~
- (6) — ~~Each Quebec transition Dealer Member having Approved Persons registered in the Province of Quebec and in other provinces as of January 1, 2005 shall submit to the Corporation a completed Form 33-109F4 for each such Approved Person adding the categories of their registration in the Province of Quebec by November 30, 2005.~~
- (7) — ~~A Quebec transition Dealer Member that terminates its employment of or principal/agent with an Approved Person registered in the Province of Quebec and one or more other provinces prior to the filing of a completed Form 33-109F4 pursuant to subsection (6) above shall file a Form 33-109F1 through the NRD with respect to the Approved Person's registration in the other provinces and a Uniform Termination Notice or Form 33-109F4 in paper form with respect to the Approved Persons registration in the Province of Quebec.~~
- (8) — ~~A Quebec transition Dealer Member required to make a report of a change regarding an Approved Person required pursuant to section I.B.1(a) of Rule 3100 after January 1, 2005 for an Approved Person registered in the Province of Quebec and other provinces for whom a completed Form 33-109F4 in NRD format has not been submitted pursuant to subsection (6) above shall submit through the NRD the Form 33-109F4 pursuant to subsection (6) and then a completed Form 33-109F5 regarding the change within 5 business days of the change.~~
- (9) — ~~A Quebec transition Dealer Member applying to make a change of registration or Approval category or add or surrender an Approval category of an Approved Person registered in the Province of Quebec and other provinces as of January 1, 2005 for whom a completed Form 33-109F4 pursuant to subsection (6) above has not been submitted shall submit through the NRD the Form 33-109F4 pursuant to subsection (6) showing only~~

~~the addition of the current registration categories in Quebec and then a Form 33-109F2 with respect to the change, addition or surrender or registration or Approval category.~~

~~(10) — A Quebec transition member applying for the transfer of an Approved Person registered and Approved at his or her previous Dealer Member firm in Quebec and another province for whom a completed Form 33-109F4 pursuant to subsection (6) above has not been submitted shall:~~

~~(a) — Submit an application for transfer in any other provinces through the NRD system;~~

~~(b) — Submit an application for transfer in Quebec in paper form;~~

~~(c) — Within 15 days of the approval of the transfer in (b) above, submit a Form 33-109F4 pursuant to subsection (6) above adding the registration and Approval categories in Quebec.~~

~~(11) — Subsections 40.10(1) and (2) do not apply to the branch and sub-branch offices located in the Province of Quebec of a Quebec transition Dealer Member.~~

**40.13 Repealed.**

**RULE 1300**

**SUPERVISION OF ACCOUNTS**

1300.1.

**Identity and Creditworthiness**

- (a) Each Dealer Member shall use due diligence to learn and remain informed of the essential facts relative to every customer and to every order or account accepted.
- (b) When opening an initial account for a corporation or similar entity, the Dealer Member shall:
  - (i) ascertain the identity of any ~~natural person~~ individual who is the beneficial owner ~~of, directly or indirectly, of or exercises direct or indirect control or direction over,~~ more than 10% of the corporation or similar entity, including the name, address, citizenship, occupation and employer of each such beneficial owner, and whether any such beneficial owner is an insider or controlling shareholder of a publicly traded corporation or similar entity; and
  - (ii) as soon as is practicable after opening the account, and in any case no later than six months after the opening of the account, verify the identity of each individual ~~beneficial owner~~ identified in (i) using such methods as enable the Dealer Member to form a reasonable belief that it knows the true identity of each individual and that are in compliance with any applicable legislation and regulations of the Government of Canada or any province.
- (c) Subsection (b) does not apply to:
  - (i) a corporation or similar entity that is or is an affiliate of a bank, trust or loan company, credit union, caisse populaire, insurance company, mutual fund, mutual fund management company, pension fund, securities dealer or broker, investment manager or similar financial institution subject to a satisfactory regulatory regime in the country in which it is located
  - (ii) a corporation or similar entity whose securities are publicly traded or an affiliate thereof.
- (d) The Corporation may, at its discretion, direct Dealer Members that the exemption in subsection (c) does not apply to some or all types of financial institutions located in a particular country.
- (e) When opening an initial account for a trust, a Dealer Member shall:
  - (i) ascertain the identity of the settlor of the trust and, as far as is reasonable, of any known beneficiaries of more than 10% of the trust, including the name, address, citizenship, occupation and employer of each such settlor and beneficiary and whether any is an insider or controlling shareholder of a publicly traded corporation or similar entity.
  - (ii) as soon as is practicable after opening the account, and in any case no later than six months after the opening of the account, verify the identity of each individual identified in (i) using such methods as enable the Dealer Member to form a reasonable belief that it knows the true identity of each individual and that are in compliance with any applicable legislation and regulations of the Government of Canada or any province.
- (f) Subsection (e) does not apply to a testamentary trust or a trust whose units are publicly traded.
- (g) If a Dealer Member, on inquiry, is unable to obtain the information required under subsections (b)(i) and (e)(i), the Dealer Member shall not open the account.
- (h) If a Dealer Member is unable to verify the identities of individuals as required under subsections (b)(ii) and (e)(ii) within six months of opening the account, the Dealer Member shall restrict the account to liquidating trades and transfers, payments or deliveries out of funds or securities only until such time as the verification is completed.
- (i) No Dealer Member shall open or maintain an account for a shell bank.
- (j) For the purposes of section (i) a shell bank is a bank that does not have a physical presence in any country.

- (k) Subsection (i) does not apply to a bank which is an affiliate of a bank, loan or trust company, credit union, other depository institution that maintains a physical presence in Canada or a foreign country in which the affiliated bank, loan or trust company, credit union, other depository institution is subject to supervision by a banking or similar regulatory authority.
- (l) Any Dealer Member having an account for a corporation, similar entity or trust other than those exempt under subsections (c) and (f) and which does not have the information regarding the account required in subsections (b)(i) and (e)(i) at the date of implementation of those subsections shall obtain the information within one year from date of implementation of subsections (b) and (e).
- (m) If the Dealer Member does not or cannot obtain the information required under subsection (l) the Dealer Member shall restrict the account to liquidating trades and transfers, payments or deliveries out of funds or securities until such time as the required information has been obtained.
- (n) Dealer Members must maintain records of all information obtained and verification procedures conducted under this Rule 1300.1 in a form accessible to the Corporation for a period of five years after the closing of the account to which they relate.

**Business Conduct**

- (o) Each Dealer Member shall use due diligence to ensure that the acceptance of any order for any account is within the bounds of good business practice.

**Suitability Generally**

- (p) Subject to Rule 1300.1(r) and 1300.1(s), each Dealer Member shall use due diligence to ensure that the acceptance of any order from a customer is suitable for such customer based on factors including the customer's financial situation, investment knowledge, investment objectives and risk tolerance.

**Suitability Determination Required When Recommendation Provided**

- (q) Each Dealer Member, when recommending to a customer the purchase, sale, exchange or holding of any security, shall use due diligence to ensure that the recommendation is suitable for such customer based on factors including the customer's financial situation, investment knowledge, investment objectives and risk tolerance.

**Suitability Determination Not Required**

- (r) Each Dealer Member that has applied for and received approval from the Corporation pursuant to Rule 1300.1(t), is not required to comply with Rule 1300.1(p), when accepting orders from a customer where no recommendation is provided, to make a determination that the order is suitable for such customer.
- (s) Each Dealer Member that executes a trade on the instructions of another Dealer Member, portfolio manager, investment counsel, ~~limited exempt~~ market dealer, bank, trust company or insurer, pursuant to Section I.B (3) of Rule 2700 is not required to comply with Rule 1300.1(p).

**Corporation Approval**

- (t) The Corporation, in its discretion, shall only grant such approval where the Corporation is satisfied that the Dealer Member will comply with the policies and procedures outlined in Rule 3200. The application for approval shall be accompanied by a copy of the policies and procedures of the Dealer Member. Following such approval, any material changes in the policies and procedures of the Dealer Member shall promptly be submitted to the Corporation.

1300.2.

- (a) ~~Each Dealer Member shall designate a director, partner or officer or, in the case of a branch office, a branch manager reporting directly to the designated director, partner or officer who shall~~A Dealer Member must designate a Supervisor to be responsible for the opening of new accounts and the supervision of account activity. Each such designated person shall be approved by the applicable District Council and, where necessary to ensure continuous supervision, the Dealer Member may appoint one or more alternates to such designated person who shall be so approved. The director, partner or officer as the case may be, shall be responsible for establishing and maintaining procedures acceptable to the Corporation for account supervision

~~and such persons or, in the case of a branch office, the branch manager shall~~to ensure that the handling of client business is within the bounds of ethical conduct, consistent with just and equitable principles of trade and not detrimental to the interests of the securities industry. As part of this supervision each new account ~~shall~~must be opened pursuant to a new account form which includes, at a minimum, ~~the~~the applicable information required by Form No. 2, and the designated person (other than a branch manager in the case of discretionary accounts) shall prior to or promptly after the completion of any transaction specifically approve the opening of such account. In the absence or incapacity of the designated director, partner or officer or when the trading activity of the Dealer Member requires additional qualified persons in connection with the supervision of the Dealer Member's business, an alternate, if any, shall assume the authority and responsibility of such designated persons.~~2 for Retail Customer accounts, Institutional Customer accounts and for accounts exempt from suitability reviews.~~

- (b) ~~Where a Dealer Member conducts more than one of retail business, institutional business and suitability-exempt business under Rules 1300.1(t) and 3200.B, the Dealer Member may designate separate Supervisors for each type of business.~~
- (c) ~~The Supervisor designated under this section or another Supervisor assigned the responsibility for doing so in the policies and procedures of the Dealer Member must approve and record the approval of the opening of an account prior to or promptly after the completion of any transaction.~~
- (b) ~~Notwithstanding Rule 1300.2(a), a Dealer Member or separate business unit of the Dealer Member is exempt from the requirement that a new account form include, at a minimum, the information required by Form No. 2 where the Dealer Member or separate business unit of the Dealer Member does not provide recommendations to any of its customers and has received approval pursuant to Rule 1300.1(e). In such circumstances, the Dealer Member or separate business unit of the Dealer Member shall not be required to include in the new account form the information currently set out in Form No. 2 of the Corporation that relates to suitability."~~

### Discretionary and Managed Accounts

1300.3. In this Rule 1300 unless the context otherwise requires, the expression:

~~"associate portfolio manager" means any partner, director, officer or employee of a Dealer Member designated by the Dealer Member and approved pursuant to this Rule to manage managed accounts under the supervision of an approved portfolio manager or futures contracts portfolio manager;~~

~~"discretionary account" means an account of a customer other than a managed account in respect of which a Dealer Member or any person acting on behalf of the Dealer Member exercises any discretionary authority in trading by or for such account, provided that an account shall not be considered to be a discretionary account for the sole reason that discretion is exercised as to the price at which or time when an order given by a customer for the purchase or sale of a definite amount of a specified security, option, futures contract or futures contract option shall be executed;~~

~~"futures contracts managed account" means a managed account which includes only investments in commodity futures contracts or commodity futures contract options;~~

~~"futures contracts portfolio manager" means any partner, director, officer or employee of a Dealer Member designated by the Dealer Member and approved pursuant to this Rule to make investment decisions for futures contracts managed accounts only;~~

~~"investment" includes a commodity futures contract and a commodity futures contract option;~~

~~"managed account" means any account solicited by a Dealer Member or any partner, director, officer or registered representative of a Dealer Member, in which the investment decisions are made on a continuing basis by the Dealer Member or by a third party hired by the Dealer Member;"~~

~~"portfolio manager" means any partner, director, officer or employee of a Dealer Member designated by the Dealer Member and approved pursuant to this Rule to make investment decisions for managed accounts~~a Registered Representative exercising discretionary authority over a managed account;

~~"responsible person" means every individual who is a partner, director, officer~~Director, Officer, employee or agent of ~~any~~a Dealer Member who:



- (a) exercises discretionary authority over the account of a client or approves discretionary orders for an account when exercising such discretion or giving such approval pursuant to Rule 1300.4, or
- (b) participates in the formulation of, or has prior access prior to implementation of, information regarding investment decisions made on behalf of or advice given to a managed account

but ~~shall~~does not include a sub-adviser under Rule 1300.7(a)(ii);

~~1300.4. No person, other than a partner, director, officer or registered representative (other than a registered representative (mutual funds) or (non-retail)) who has been approved as such pursuant to the applicable Rules of the Corporation, shall effect trades for a customer in a discretionary account and any such permitted trades shall only be effected if:~~

1300.4. A Registered Representative may not exercise discretionary authority over a customer account unless:

- (a) the Dealer Member has designated a Supervisor or Supervisors to be responsible for discretionary accounts;
- (b) the customer has given prior written authorization has been given by the customer to the Dealer Member and accepted by the Dealer Member in compliance with in compliance with Rule 1300.5; and
- (b) ~~the account~~ a Supervisor designated under subsection (a) has been specifically approved and accepted in writing the account as a discretionary account by the designated director, partner, officer, branch manager, futures contract principal or futures contract options principal, as the case may be, who authorized the opening of the account, and recorded that approval;

~~and provided that any such person permitted (d) the Registered Representative authorized to effect discretionary trades shall have for the account has actively dealt in, advised in respect of or performed analysis for a period of two years with respect to the securities or commodity futures contracts or options all types of products which are to be traded on a discretionary basis for a period of two years; and~~

(e) the account is maintained at the Dealer Member of the Registered Representative.

1300.5. The prior written authorization provided for by clause (a) of Rule 1300.4 shall must:

- (a) define the extent of the discretionary authority which has been given to the Dealer Member;
- (b) except for a managed account, have a term of no more than twelve months, unless the Dealer Member has satisfied the Corporation that a longer term is appropriate and the customer is aware of such longer term;
- (c) except for a managed account, only be renewable in writing;
- (d) only be terminated by the customer by notice in writing, ~~which notice shall be effective on receipt of the notice~~ by the Dealer Member except with respect to transactions entered into prior to such the receipt; and
- (e) only be terminated by the Dealer Member by notice in writing, ~~which notice shall be effective not less than 30 days from the date of mailing the notice~~ delivery to the customer by pre-paid ordinary mail at the customer's last address appearing in the records of the Dealer Member.

1300.6. In addition to any other account supervision requirements under the Rules, the ~~designated partner, director, officer, branch manager, futures contract principal or futures contract options principal, as the case may be, with respect to each discretionary account (other than a managed account) shall~~ Designated Supervisor must review at least monthly the financial performance of each ~~account~~ discretionary account other than a managed account, including a review to determine whether any person permitted to effect discretionary trades for such the account in accordance with Rule 1300.4 should continue to do so. The duties of the ~~designated partner, director, officer, branch manager, futures contract principal or futures contract options principal hereunder may not be delegated~~ Designated Supervisor may not delegate the conduct of the review to any other person.

1300.7. ~~No~~ A Dealer Member or any person acting on its behalf, shall may not exercise any discretionary authority with respect to a managed account unless:

- (a) the individual who is responsible for the management of such the account is:
  - (i) ~~a partner, director, officer, employee or agent of the Dealer Member who has been approved by the Corporation as a portfolio manager or associate portfolio manager; or~~

- (ii) a sub-adviser with which the Dealer Member has entered into a written sub-adviser agreement, provided that
  - A. the sub-adviser is an individual or firm registered in the jurisdiction in which it resides, in a category of registration that permits the person or company to provide discretionary portfolio management services or as a broker or investment dealer active as a portfolio manager; and
  - B. the Dealer Member has determined that the sub-adviser is subject to legislation or regulations containing conflict of interest provisions at least equivalent to Rules 1300.18 and 1300.19 or has entered into an agreement with the sub-adviser that the sub-adviser will comply with Rules 1300.18 and 1300.19.
- (b) ~~prior authorization has been given by the customer to the Dealer Member~~ the client has signed a managed account agreement in accordance with Rule 1300.8 and recorded in a manner acceptable to the Corporation;
- (c) ~~the account has been~~ Supervisor designated under Rule 1300.15(b) or in the Dealer Member's policies and procedures has specifically approved and accepted the account as a managed account by a partner, director, officer or, in the case of a branch office, a branch manager, in a manner acceptable to the Corporation and the approval has been recorded in writing;
- (d) the Dealer Member has provided to the account holder a copy of its policy ensuring fair allocation of investment opportunities.

1300.8. ~~The prior written authorization~~ managed account agreement provided for by clause (b) of Rule 1300.7 shall must:

- (a) describe the investment objectives and risk tolerance of the customer with respect to the managed account or accounts;
- (b) where permitted by the Dealer Member, describe any constraints imposed by customer on investments to be made in the managed account or accounts;
- (c) only be terminated by the customer by notice in writing, ~~which notice shall be effective on receipt by the Dealer Member except with respect to transactions entered into prior to such~~ the receipt; and
- (d) only be terminated by the Dealer Member by notice in writing, ~~which notice shall be effective not less than 30 days from the date of mailing~~ delivery of the notice to the customer by pre-paid ordinary mail at the customer's last address appearing in the records of the Dealer Member."₂

1300.9. ~~Application for approval as a portfolio manager shall be made to the Corporation and may be granted where the applicant:~~

- (a) ~~has satisfied the applicable proficiency requirements outlined in Part I of Rule 2900; or~~
- (b) ~~has within the past three years held registration under Canadian securities legislation as a portfolio manager, investment counsel or any equivalent registration category;~~
- (c) ~~is a partner, director, officer, employee or agent of a Dealer Member; and~~
- (d) ~~makes an application for approval in such form as the Board of Directors may from time to time prescribe.~~

1300.10. ~~Application for designation and approval as an associate portfolio manager shall be made to the Corporation and may be granted where the applicant:~~

- (a) ~~has satisfied the applicable proficiency requirements outlined in Part I of Rule 2900;~~
- (b) ~~is a partner, director, officer, employee or agent of a Dealer Member; and~~
- (c) ~~makes an application for approval in such form as the Board of Directors may from time to time prescribe.~~

1300.11. ~~Approval as a portfolio manager or associate portfolio manager shall constitute approval to trade and advise in securities provided that a portfolio manager or associate portfolio manager shall not trade or advise in options,~~

~~commodities or commodities futures contracts unless such person is approved to trade or advise in options, commodities or commodities futures contracts, as the case may be.~~

~~1300.12. Application for approval as a futures contracts portfolio manager shall be made to the Corporation and may be granted where the applicant:~~

- ~~(a) — has satisfied the applicable proficiency requirements outlined in Part I of Rule 2900; or~~
- ~~(b) — has within the past three years held registration under Canadian securities or commodity futures legislation as a portfolio manager, investment counsel or any equivalent registration category with respect to futures contracts;~~
- ~~(c) — is a partner, director, officer, employee or agent of a Dealer Member; and~~
- ~~(d) — makes an application for approval in such form as the Board of Directors may from time to time prescribe.~~

~~1300.13. Application for approval as an associate portfolio manager with discretionary authority with respect to futures contracts managed accounts shall be made to the Corporation and may be granted where the applicant:~~

- ~~(a) — has satisfied the applicable proficiency requirements outlined in Part I of Rule 2900;~~
- ~~(b) — is a partner, director, officer, employee or agent of a Dealer Member;~~
- ~~(c) — makes an application for approval in such form as the Board of Directors may from time to time prescribe.~~

~~1300.14. Approval as a futures contracts portfolio manager or associate futures contracts portfolio manager shall constitute approval to trade and advise in futures contracts and futures contracts options.~~

1300.9. Repealed

1300.10. Repealed

1300.11. Repealed.

1300.12. Repealed.

1300.13. Repealed.

1300.14. Repealed.

~~1300.15. Each A Dealer Member that has managed accounts or futures contracts managed accounts shall must establish and maintain a system acceptable to the Corporation to supervise the activities of those responsible for the management of such accounts under Rule 1300.7. ~~Such~~ The system ~~should~~ must be reasonably designed to achieve compliance with the Rules and Forms of the Corporation. A Dealer Member firm's supervisory system shall must provide, at a minimum, for the following:~~

- ~~(a) the establishment and maintenance of written procedures, including:
  - ~~(i) procedures designed to disclose when a responsible person has contravened Rules 1300.18 or 1300.19;~~
  - ~~(ii) procedures to ensure fairness in the allocation of investment opportunities among its managed accounts;~~~~
- ~~(b) the designation of one or more partners, directors, officers or futures contracts principals, as the case may be, Supervisors specifically responsible for the supervision of managed accounts. ~~The tasks of this Rule may be delegated by the persons designated to other persons who have the qualifications to perform them; however, pursuant to Rule 2500, responsibility for the tasks may not be delegated;~~~~
- ~~(c) direct supervision of any Registered Representative providing discretionary management to managed accounts who has less than two years experience providing such discretionary management, including at least one year managing on a discretionary basis more than \$5 million in assets, by~~

- (i) a Registered Representative at the Dealer Member or another Dealer Member who is authorized to provide discretionary management to managed accounts and who is not in the period of supervision, or
- (ii) a person registered as an advisor under Canadian securities legislation who has entered into a contract with the Dealer Member to provide the supervision.

The period of experience includes any period spent providing discretionary management as a registered advisor under Canadian securities legislation or while employed by a government-regulated institution.

- (d) in addition to any other account supervision requirements under the Rules, a review by the ~~person designated under subsection (b)~~ Designated Supervisor with respect to each managed account, to be conducted at least quarterly, to ensure that the investment objectives of the client are being diligently pursued and that the managed account or futures contracts managed account is being conducted in accordance with the Rules. The review may be conducted at an aggregate level for managed accounts for which key investment decisions are made centrally and applied across a number of managed accounts, subject to minor variations to allow for client-directed constraints and the timing of client cash flows into the managed account.
- (de) ~~the establishment of a managed account committee, which shall include at a minimum one person responsible for the supervision of such committee, including at least the Designated Supervisor of managed accounts and the Chief Compliance Officer, that shall review at least annually the supervisory system and procedures established by the Dealer Member for managed accounts and recommend to senior management the appropriate action that will necessary to achieve the Dealer Member's compliance with applicable securities legislation and with the Rules and Forms of the Corporation.—Such review shall be completed at least annually.~~

1300.16. ~~The~~ A Dealer Member may charge a client directly for services rendered to a managed account but, except with the written agreement of the client, such the charge shall may not be based on the volume or value of transactions initiated for the account or be contingent upon profits or performance.

1300.17. ~~Remuneration paid to an associate portfolio manager, portfolio manager, or futures contracts portfolio manager for managing an account must not be~~ A Dealer Member may not pay remuneration to anyone managing a managed account that is computed in terms on the basis of the value or volume of transactions in the account.

1300.18. No Dealer Member or responsible person shall trade for his or her or the Dealer Member's own account, or knowingly permit or arrange for any associate or affiliate to trade, in reliance upon information as to trades made or to be made for any discretionary or managed account.

1300.19. No Dealer Member or responsible person shall, without the written consent of the client, knowingly cause any managed account to:

- (a) invest in the securities of, or a futures contract or option that is based on the securities of, the Dealer Member or an issuer that is related or connected to the Dealer Member;
- (b) invest in the securities of any issuer, or a futures contract or option that is based on the securities of an issuer, of which a responsible person is an officer or director, and no such investment shall be made even with the written consent of the client unless such office or directorship shall have been disclosed to the client;
- (c) invest in new or secondary issues underwritten by the Dealer Member;
- (d) purchase or sell the securities of any issuer, or a futures contract or option that is based on the securities of an issuer, from or to the account of a responsible person, or from or to the account of an associate of a responsible person; or
- (e) make a loan to a responsible person or to an associate of a responsible person.

A Dealer Member or related company or a partner, ~~director, officer~~ Director, Officer, employee or associate of either of them shall be deemed not to have breached any provision of this Rule 1300.19 in connection with any trade or activity if conducted in compliance with any securities legislation or rule, policy, directive or order of any securities commission which specifically applies to the trade or activity.

1300.20. Where investment decisions are made centrally and applied across a number of managed accounts, Rule 29.3A ~~shall does~~ not apply with regard to the managed accounts of partners, directors, officers, registered persons Directors,

Officers, Approved Persons, employees or agents of the Dealer Member ~~that~~who participate on the same basis as client accounts in the implementation of ~~such~~those decisions.

1300.21. Except as specifically permitted in the Rules or Rulings, ~~no~~ Dealer Member ~~shall~~may not charge a customer a fee that is contingent upon the profit or performance of the customer's account.

**RULE 1800**

**COMMODITY FUTURES CONTRACTS AND OPTIONS**

1800.1. For the purpose of this Rule 1800, unless the subject matter or context otherwise requires, the expression:

“Clearing Corporation” or “Clearing House” means an association or organization, whether incorporated or unincorporated, or part of a commodity futures exchange through which trades in contracts entered into on such exchange are cleared;

“Commodity” means, anything which (i) is defined or designated as a commodity in or pursuant to the Commodity Futures Act (Ontario) or similar legislation in any province of Canada not inconsistent therewith, or (ii) is the subject of a futures contract;

“Commodity Futures Exchange” means an association or organization whether incorporated or unincorporated, operated for the purpose of providing the physical facilities necessary for the trading of contracts by open auction;

“Contract” means any futures contract and any futures contract option;

“Dealer” means a person or company that trades in contracts in the capacity of principal or agent;

“Futures Contract” means a contract to make or take delivery of a specified quantity and quality, grade or size of a commodity during a designated future month at a price agreed upon when the contract is entered into on a commodity futures exchange pursuant to standardized terms and conditions set forth in such exchange’s by-laws, rules or regulations;

“Futures Contract Option” means a right, acquired for a consideration, to assume a long or short position in relation to a futures contract at a specified price and within a specified period of time and any other option of which the subject is a futures contract;

“Omnibus Account” means an account carried by or for a Dealer Member in which the transactions of two or more persons are combined and effected in the name of a Dealer Member without disclosure of the identity of such persons.

1800.2. ~~No Dealer Member or any person acting on its behalf, shall trade or advise in respect of futures contracts or futures contract options without prior approval of the Corporation and unless: (a) A Dealer Member that trades in futures contracts or futures contract options on behalf of customers must designate a Supervisor qualified to supervise trading in futures contracts and futures contract options to be responsible for the opening of new accounts and establishing and maintaining procedures acceptable to the Corporation for account supervision to ensure that the handling of client business is within the bounds of ethical conduct, consistent with just and equitable principles of trade and not detrimental to the interests of the securities industry.~~

~~(a) — In the case of trading or advising in respect of futures contracts:~~

~~(i) — One or more of the partners, directors or officers of the Dealer Member is appointed in writing by the Dealer Member as a designated futures contract principal and, if necessary to ensure continuous supervision, one or more alternate designated futures contract principals, who shall have the authority and be responsible for the matters described in Rule 1800.5; and~~

~~(ii) — Any person designated as a futures contract principal or alternate under item (i) above, and every partner, director, officer or employee of a Dealer Member who deals with customers with respect to trading or advising in respect of futures contracts has been approved pursuant to Rule 1800.3;~~

~~(b) — In the case of trading or advising in respect of futures contract options:~~

~~(i) — One or more of the partners, directors or officers of the Dealer Member is appointed in writing by the Dealer Member as a designated futures contract options principal and, if necessary to ensure continuous supervision, one or more alternate designated futures contract options principals who shall have the authority and be responsible for the matters described in Rule 1800.5; and~~

~~(ii) — Any person designated as a futures contract options principal or alternate under item (i) above, and every partner, director, officer or employee of the Dealer Member who deals with customers with respect to trading or advising in respect of futures contract options has been approved pursuant to Rule 1800.3;~~

- ~~(c) — Each of the Dealer Member's customers has acknowledged receipt of a futures contract trading agreement or futures contract options trading agreement referred to in Rule 1800.9;~~
- ~~(d) — The account of each customer of the Dealer Member trading in futures contracts or futures contract options has been authorized in accordance with Rule 1800.5 by a futures contracts principal in the case of futures contracts or by a futures contract options principal in the case of futures contract options, or (other than a branch manager in the case of discretionary or managed accounts) by the branch manager of the branch office handling the trade if the branch manager has been approved pursuant to Rule 1800.3 to supervise accounts trading in futures contracts or futures contract options, as applicable;~~
- ~~(b) — A Dealer Member must enter into a futures contract trading agreement or futures contract options trading agreement in compliance with Rule 1800.9 with a customer before effecting the customer's initial trade in futures contracts or futures contract options;~~
- ~~(c) — The Supervisor designated under Rule 1800.2(a) or another Supervisor qualified to supervise futures contracts or futures contract options trading must approve the opening of the account of each customer of the Dealer Member for trading in futures contracts or futures contract options before the customer's first trade in futures contracts or futures contract options.~~
- ~~(d) — A Dealer Member must:
  - ~~(i) — provide to each customer the then current risk disclosure statement approved by the Corporation and obtain from the customer acknowledgement of its receipt before the customer's initial trade in futures contracts or futures contract options~~
  - ~~(ii) — distribute to each customer having a futures contract or futures contract options account any amendments to the risk disclosure statement approved by the Corporation; and~~
  - ~~(iii) — maintain records showing the names and addresses of all persons to whom a current risk disclosure statement or an amendment thereto has been provided and the date or dates on which they were provided;~~~~
- ~~(e) In the case of trading or advising in respect of trades in futures contracts, the Member:
  - ~~(i) — Has available at each of its offices (other than a sub-branch office) to serve customers two or more persons qualified in accordance with Rule 1800.3 or 1800.4 to deal with customers in respect of futures contracts and one or more persons to carry out trading instructions, but only two of such persons must be available to serve customers at any time in normal circumstances and during usual business hours provided one of such persons is qualified in accordance with Rule 1800.3 or 1800.4; A Dealer Member must have systems and procedures to ensure that in normal circumstances customers of the Dealer Member have access at any time during usual business hours to a Registered Representative or Investment Representative, as appropriate to the services provided to the client, qualified to advise on or trade in futures contracts or futures contract options and registered as necessary in the jurisdiction in which the client resides.~~
  - ~~(ii) — Distributes to each customer, prior to opening a futures contract account, a copy of the then current risk disclosure statement of the Dealer Member, the form of which has been approved by the Corporation and obtains from the customer written acknowledgement of the receipt thereof, and thereafter distributes to each such customer any amendments which have been approved by the Corporation to the then current risk disclosure statement; and~~
  - ~~(iii) — Maintains a record available for inspection by the Corporation showing the names and addresses of all persons to whom a current risk disclosure statement or an amendment thereto has been distributed and the date or dates of such distribution;~~~~
- ~~(f) In the case of trading or advising in respect of trades in futures contract options, the Member:
  - ~~(i) — Has available at each of its offices (other than a sub-branch office) to serve customers two or more persons qualified in accordance with Rule 1800.3 or 1800.4 to deal with customers in respect of futures contract options and one or more persons to carry out trading instructions, but only two of such persons must be available to serve customers at any time in normal circumstances and during usual business hours provided one of such persons is qualified in accordance with Rule 1800.3 or 1800.4;~~~~

- (ii) — Distributes to each customer, prior to opening a futures contract options account, a copy of the then current risk disclosure statement of the Dealer Member, the form of which has been approved by the Corporation and obtains from the customer written acknowledgement of the receipt thereof, and thereafter distributes to each such customer any amendments which have been approved by the Corporation to the then current risk disclosure statement; and
- (iii) — Maintains a record available for inspection by the Corporation showing the names and addresses of all persons to whom a current risk disclosure statement or an amendment thereto has been distributed and the date or dates of such distribution; and (g) — The A Dealer Member must obtain the approval of the Corporation shall have been obtained in respect of the procedures required by Rule 1800.5 and the of its accounting, settlement and credit control systems that the Dealer Member uses in trading and dealing with customers' accounts for trading in futures contracts or futures contract options for customer and firm accounts with respect to futures contracts or futures contract options before trading in futures contracts or futures contract options.

1800.3. The Corporation may grant approval as a futures contract principal or alternate, a futures contract options principal or alternate, or a person who deals with clients with respect to futures contracts or futures contract options, to any applicant who has satisfied the applicable proficiency requirements outlined in Part 1 of Rule 2900.

1800.3. Repealed.

1800.3A. Repealed.

1800.4. Repealed.

1800.5. The designated futures contract principal or designated futures contract options principal of a Dealer Member designated pursuant to Rule 1800.2 shall ensure that the handling of customer business relating to futures contracts or futures contract options, as the case may be, is in accordance with the Rules and Rulings of the Corporation. In this respect the Dealer Member shall have written procedures acceptable to the Corporation describing the control, supervisory and delegation procedures used by the Dealer Member to ensure compliance with the Rules and Rulings. In the absence or incapacity of the designated futures contract principal or futures contract options principal or when the trading activity of the Dealer Member requires additional qualified persons in connection with the supervision of the Dealer Member's business, an alternate, if any, shall assume the authority and responsibility of such designated persons. Without limiting the foregoing, each designated futures contract principal and designated futures contract options principal shall be responsible for the following matters with respect to trading or advising in respect of futures contracts and futures contract options, respectively:

- (a) — Subject to Rule 1300.2 opening all new contracts accounts pursuant to a new account application form approved by the Corporation and the approval of such form for all accounts prior to the commencement of any trading activity;
- (b) — Using due diligence to learn and remain informed of the essential facts relative to every customer (including the customer's identity, creditworthiness and reputation) and to every order or account accepted, to ensure that the acceptance of any order for any account is within the bounds of good business practice and, subject to Rule 1300.1(e), to use due diligence to ensure that the acceptance of any order from a customer is suitable for such customer based on factors including the customer's financial situation, investment knowledge, investment objectives and risk tolerance;
- (c) — Obtaining prior to the commencement of any trading activity in any futures account the executed futures contract or futures contract trading agreement referred to in Rule 1800.9 or the letter of undertaking referred to in Rule 1800.10;
- (d) — Imposing any appropriate restriction on futures contracts or futures contract options accounts and the proper designation of accounts and related orders;
- (e) — The continuous supervision of each day's trading in futures contracts and futures contract options and the completion of a review of each day's trading no later than the next following trading day;
- (f) — Reviewing on a monthly basis the cumulative trading activity of each futures contracts and futures contract options account no later than the date of mailing of the monthly statement for each month;
- (g) — Monitoring performance as necessary of any duties that have been delegated by the futures contract principal or futures contract options principal, as the case may be; and



(h) — Performing such other responsibilities as the Corporation may prescribe from time to time.

~~A designated futures contract principal or designated futures contract options principal may delegate by written direction the performance of any of his or her duties under this Rule 1800.5 (except those described in clauses (g) or (h) unless permitted by the Corporation and except those that are expressly stated not to be delegated) to any person whom he or she has reason to believe is capable of performing such duties; provided that the futures contract principal or futures contract options principal shall remain fully responsible for the performance of such duties.~~

~~1800.6. Notwithstanding Rule 1800.5 or any other Rule or Ruling, where a futures contracts or futures contract options account is opened by an acceptable institution, acceptable counter-party, another dealer on its own behalf or on behalf of a customer by an adviser or other person qualified pursuant to any applicable legislation to advise in respect of trading or to effect trades, as the case may be, by that specific account in futures contracts or options and provided further that such adviser or other person is required by applicable legislation or other authority to ensure investments by its customers are suitable for them:~~

~~(a) — Where the person opening the account executes orders in its own name or identifies its clients by means of a code or symbols, the Dealer Member shall satisfy itself as to the credit worthiness of such person opening the account but shall not otherwise have any responsibility for the suitability of any trade for the customers of such person;~~

~~(b) — Where the person opening the account executes orders in the names of its customers with no agreement that payment of the account is guaranteed by such person, the Dealer Member shall:~~

~~(i) — Obtain full information concerning the customer with a view to determining the credit worthiness of the client; or~~

~~(ii) — Obtain a letter of undertaking from the person opening the account which letter shall refer to the familiarity of the person with applicable rules of account supervision and shall contain a covenant to make the investigation contemplated by those rules and to advise, where known, if the customer is a partner, director, officer, employee or security holder of a dealer or an associate of any such persons or an affiliate of the dealer;~~

~~But the Dealer Member shall not have the responsibility for determining the suitability of any trade for the customers.~~

1800.5. Repealed.

1800.6. Repealed.

~~1800.7. Each Dealer Member that trades in futures contracts shall file such reports on futures contracts trading as may be prescribed from time to time must file any reports that are required by the Corporation. Each Dealer Member shall ~~report to~~ report to the Corporation on a form of monthly position report approved by the Corporation the greater of the market value of the total long or the total short futures contracts for each commodity, determined as at the close of business on the last day of each month (or, where ~~such~~ that day is not a trading day, on the next preceding trading day). ~~Such report shall be made on a form of monthly position report approved by the Corporation.~~~~

~~1800.8. All Registered Representative or Investment Representative must identify all non-customer orders entered for the purchase or sale of futures contracts or futures contract options shall be clearly identified as such. ~~For the purpose of this Rule 1800.8 orders identified as~~ A "non-customer" shall include ~~order is~~ an order for an account in which:~~

~~(a) — A Dealer Member;~~

~~(b) — A partner, director, or officer of a Dealer Member; or~~

~~(c) — An employee of a Dealer Member to the extent that such employee has received approval pursuant to the Rules of the Corporation; Has the Dealer Member or any Approved Person of the Dealer Member has a direct or indirect interest other than an interest in the commission charged.~~

~~1800.9. Each Dealer Member shall have and maintain with each customer trading in futures contracts or futures contract options ~~an~~ The account agreement in writing defining ~~required in Rule 1800.2(b) must define~~ the rights and obligations between them ~~on such~~ the Dealer Member and the customer on the subjects ~~as~~ that the Corporation may from time to time determine, and shall include including the following:~~

- (a) The rights of the Dealer Member to exercise discretion in accepting orders;
- (b) ~~The obligation of the Dealer Member's obligation~~ with respect to errors and/or omissions and qualification of the time periods during which orders will be accepted for execution;
- (c) ~~The customer's obligation of the customer~~ in respect of the payment of his or her indebtedness to the Dealer Member and the maintenance of adequate margin and security, including the conditions under which the funds, securities or other property held in the account or any other accounts of the customer may be applied to such indebtedness or margin;
- (d) The obligation of the customer in respect of commissions, if any, on futures contracts or futures contract options bought and sold for his or her account;
- (e) The obligation of the customer in respect of the payment of interest, if any, on debit balances in his or her account;
- (f) The extent of the right of the Dealer Member to make use of free credit balances in the customer's account either in its own business or to cover debit balances in the same or other accounts, and the consent, if given, of the customer to the Dealer Member taking the other side to the customer's transactions from time to time;
- (g) The rights of the Dealer Member in respect of raising money on and pledging securities and other assets held in the customer's account;
- (h) The extent of the right of the Dealer Member to otherwise deal with securities and other assets in the customer's account and to hold the same as collateral security for the customer's indebtedness;
- (i) The customer's obligation to comply with the rules pertaining to futures contracts or futures contract options with respect to reporting, position limits and exercise limits, as applicable, as established by the commodity futures exchange on which such futures contracts or futures contract options are traded or its clearing house;
- (j) The right of the Dealer Member, if so required, to provide regulatory authorities with information and/or reports related to reporting limits and position limits;
- (k) The acknowledgement by the customer that he or she has received the current risk disclosure statement ~~provided for in~~required by Rule 1800.2 ~~unless provided for by other approved means~~(d);
- (l) The right of the Dealer Member to impose trading limits and to close out futures contracts or futures contract options under specified conditions;
- (m) That minimum margin will be required from the customer in such amounts and at such times as the commodity futures exchange on which a contract is entered or its clearing house may prescribe and in such greater amounts at other times as prescribed by the Rules and as determined by the Dealer Member, and that such funds or property may be commingled and used by the Dealer Member in the conduct of its business;
- (n) In the case of futures contract options accounts, the method of allocation of exercise assignment notices and the customer's obligation to instruct the Dealer Member to close out contracts prior to the expiry date; and
- (o) Unless provided for in a separate agreement, the authority, if any, of the Dealer Member to effect trades for the customer on a discretionary basis, which authority shall be separately acknowledged in a part of the agreement prominently marked off from the remainder and shall not be inconsistent with any Rules relating to discretionary accounts.

1800.10. Rule 1800.9 ~~shall~~does not apply to the opening of a futures contracts or futures contract options account where the customer is a dealer on its own behalf, a dealer on behalf of its customer if the dealer is required to maintain with its customer an account agreement substantially similar to that described in Rule 1800.9, ~~or is an adviser registered under any applicable legislation relating to trading or advising in respect of futures contracts or futures contract options or is~~ an acceptable institution or an acceptable counter-party, provided the Dealer Member has obtained from the customer a letter of undertaking specifying:

- (a) That the person opening the account will comply with the by-laws, rules and regulations of the exchange and clearing house upon or through which trades in contracts are to be effected including without limitation, the rules and regulations establishing position and reporting limits; and

- (b) Where the customer also maintains with the same Dealer Member an account on which the customer is charged interest when there is a debit balance in the account, the conditions under which transfers of funds, securities or other property held in such other account will be made between accounts, unless provision is made elsewhere in a document signed by the person opening the account.

1800.11.

1800.11 (a) ~~A record shall be kept by each Dealer Member in its office~~must keep a record of any order or other instruction given or received with respect to a trade in a futures contract or futures contract option, whether executed or unexecuted, showing:

- (i) ~~The~~the terms and conditions of the order or instruction and any modification or cancellation of the order or instruction;
  - (ii) ~~The~~the account to which the order or instruction relates;
  - (iii) ~~Where~~where the order relates to an omnibus account, the component accounts within the omnibus account on whose behalf the order is to be executed;
  - (iv) ~~Where~~where the order or instruction is placed by a person other than the customer in whose name the account is operated, the name, or designation, of the party placing the order or instruction;
  - (v) ~~The~~the time of the entry of the order or instruction, and, where the order is entered pursuant to the exercise of discretionary authority of ~~of~~by the Dealer Member, identification to that effect;
  - (vi) ~~To~~to the extent feasible, the time of altering instructions or cancellation; and
  - (vii) ~~The~~the time of report of execution.
- (b) ~~A copy~~Dealer Member must keep in a form accessible to the Corporation the records of all unexecuted orders shall be kept for a period of two years and ~~a copy of all executed orders shall be kept for a period of six~~seven years from the date of the order.

**RULE 1900**

**OPTIONS**

1900.1. For the purposes of this Rule 1900, unless the subject matter or content otherwise requires:

"Option" means a call option or put option issued by ~~Trans Canada Options Inc., Intermarket Services Inc.~~ the Canadian Derivatives Clearing Corporation, The Options Clearing Corporation, ~~Intermarket Clearing Corporation, International Options Clearing Corporation~~ or any other corporation or organization recognized by the Board of Directors for the purposes of this Rule but "option" does not include a futures contract or futures contract option as defined in Rule 1800.1.

1900.2. ~~No Dealer Member, or any person acting on its behalf, shall trade or advise in respect of options unless:~~(a) ~~One or more of the partners, directors or officers of the Dealer Member is designated in writing by the Dealer Member as a registered options principal who shall be responsible for the authorization of new options accounts and~~(a) A Dealer Member that trades in options on behalf of customers must designate a Supervisor qualified to supervise options trading to be responsible for approving customer accounts to trade in options and for establishing and maintaining procedures acceptable to the Corporation for the supervision of account activity involving options and, where necessary to ensure continuous supervision, one or more alternates to such registered options principal are appointed by the Dealer Member, to ensure that the handling of customer business is within the bounds of ethical conduct, consistent with just and equitable principles of trade and not detrimental to the interests of the securities industry;

(b) ~~Each person designated as a registered options principal or alternated under subparagraph (a) or trading or advising in respect of options has been approved pursuant to Rule 1900.3;~~(c) ~~Each of the Dealer Member's clients has entered~~A Dealer Member must enter into an options trading agreement referred to in compliance with Rule 1900.6 with a customer before effecting the customer's initial trade in options;

(c) ~~The Supervisor designated under Rule 1900.2(a) or another Supervisor qualified to supervise options trading~~must approve each customer account of the Dealer Member for trading in options before the customer's first trade in options;

(d) ~~The account of each client of the Dealer Member trading in options has been authorized in accordance with Rule 1900.4 by a registered options principal;~~

(e) ~~The Member:~~

(i) ~~Delivers or sends by prepaid mail to each client before the first trade made by such client of an option a copy of the then current disclosure statement, or similar disclosure document which complies with applicable securities legislation in the relevant jurisdiction, in respect of the option to be traded; and~~

(d) ~~A Dealer Member must:~~

(i) ~~provide to each customer the then current disclosure approved by the Corporation and obtain from the customer acknowledgement of its receipt before the customer's first trade in options;~~

(ii) ~~Delivers or sends by prepaid mail~~provide to each client~~customer~~ having an account approved for options trading each newamendments to the disclosure document in subsection (i); and

(iii) ~~maintain records showing the names and addresses of all persons to whom a current disclosure statement or similar disclosure document which complies with applicable securities legislation in the relevant jurisdiction in respect of the option to be traded; and~~an amendment thereto has been provided and the date or dates on which they were provided.

(fe) ~~The~~A Dealer Member complies~~must comply~~ with the applicable Rules~~rules~~ and Rulings of the Corporation and~~rulings~~ of any exchange, clearing corporation or other organization on or through which the option is traded or issued including, without limitation, those respecting position limits and exercise limits.

1900.3. ~~The Corporation may grant approval as a registered options principal, alternate, or a person trading or advising in respect of options, to any applicant who has satisfied he applicable proficiency requirements outlined in Part 1 of Rule 2900.~~

~~1900.4. A registered options principal of a Dealer Member designated pursuant to Rule 1900.2 shall be responsible for establishing and maintaining procedures for account supervision and shall ensure that the handling of customers' business relating to options is in accordance with the Rules and Rulings including, in particular, Rules 1300.1, 1300.2 and 1900.2(a). As part of this supervision, each new account involving trading in options shall be opened pursuant to an appropriate account application form and the registered options principal shall have, prior to the completion of the initial transaction, specifically approved the opening of such account, provided that in the case of a branch office or sub-branch office, such approval (other than in respect of discretionary or managed accounts) may be given by a branch manager unless such branch manager is not qualified for the supervision of options accounts. All procedures to carry out the provisions of the Rules including Rule 1300 as it relates to options trading shall be in writing and subject to review by the Corporation. In the absence or incapacity of the designated registered options principal or when the trading activity of the Dealer Member requires additional qualified persons in connection with the supervision of the Dealer Member's business, an alternate, if any, shall assume the authority and responsibility of the registered options principal.~~

~~1900.3. Repealed.~~

~~1900.4. Repealed~~

~~1900.5. Each~~ Dealer Member that trades in options shall must file reports in the form and manner and at the times as required by the Corporation on the following matters:

- (a) All transactions together with a summary of open positions showing those that are covered and those that are uncovered; and
- (b) All holdings on the previous day in aggregate long or short positions of any single class of options of the minimum amount or over as specified by the rules, regulations or by-laws of the exchange or the clearing house on or through which the option is traded. For each class of option the report must include the number of options comprising each position and, in the case of short positions, whether they are covered ~~shall be reported.~~

~~1900.6. (a) Each Dealer Member shall have and maintain with each customer trading in options an \_\_\_\_\_ (a) \_\_\_\_\_ The options trading agreement in writing defining~~ required in Rule 1900.2(b) must define the rights and obligations between them on such subjects as the Dealer Member considers appropriate or which and the customer on the subjects that the Corporation may from time to time determine, and shall include including the following:

- (i) ~~The~~ the rights of the Dealer Member to exercise discretion in accepting orders;
  - (ii) ~~The~~ the Dealer Member's obligations with respect to errors and/or omissions and qualification of the time periods during which orders will be accepted for execution;
  - (iii) ~~The~~ the method of allocation of exercise assignment notices;
  - (iv) ~~The~~ the notice that maximum limits may be set on short positions and that during the last 10 days to expiry cash only terms may be applied and, in addition, that the Corporation may impose other rules affecting existing or subsequent transactions;
  - (v) ~~The~~ the customer's obligation to instruct the Dealer Member to close out contracts prior to expiry date;
  - (vi) ~~The~~ the customer's obligation to comply with applicable Rules and Rulings of the Corporation and any exchange, clearing corporation or other organization on or through which the option is traded or issued including, without limitation, those respecting position limits and exercise limits;
  - (vii) ~~The~~ the acknowledgement by the customer that he or she has received the current prospectus disclosure statement referred to in Rule 1900.2(ed);
  - (viii) A statement of the time limit set by the Dealer Member prior to which the client must submit an exercise notice; and
  - (ix) Any other matter which required by the exchange, clearing corporation or other organization on or through which an option is traded or issued ~~may require.~~
- (b) Notwithstanding Rule 1900.6(a), if the client is an acceptable institution or acceptable counter-party the Dealer Member may, in lieu of maintaining an options trading agreement, ~~have and maintain~~ accept a letter of

undertaking from the acceptable institution or acceptable counter-party in which the institution or counter-party agrees to abide by the Rules, Rulings and requirements of the Corporation ~~or~~and of the exchange, clearing corporation or other organization on or through which an option is traded including those ~~of the same~~ relating to exercise and position limits.

~~1900.7. The Rules and Rulings of the Corporation relating to trading or advising in respect of securities other than this Rule 1900 shall apply to any Dealer Member or person acting on its behalf trading or advising in respect of options except to the extent they are inconsistent with this Rule 1900.~~

**RULE 2500**

**MINIMUM STANDARDS FOR RETAIL RETAIL CUSTOMER ACCOUNT SUPERVISION**

**Introduction**

This Rule establishes minimum industry standards for ~~retail~~Retail Customer account supervision. ~~These standards were developed by the Joint Industry Compliance Group (now the Compliance and Legal Section).~~

These standards represent the minimum requirements necessary to ensure that a Dealer Member has in place procedures to properly supervise ~~retail~~Retail Customer account activity. The Rule does not:

- (a) relieve Dealer Members from complying with specific SRO by-laws, rules, regulations and policies and securities legislation applicable to particular trades or accounts; or
- (b) preclude Dealer Members from establishing a higher standard of supervision and in certain situations a higher standard may be necessary to ensure proper supervision.

Many of the standards in this Rule are taken from existing Rules of the Corporation and of other self-regulatory organizations. Securities legislation was generally not canvassed. To ensure that a Dealer Member has met all applicable standards, Dealer Members are required to know and comply with Corporation and other self-regulatory organization by-laws, rules, regulations and policies and applicable securities legislation which may apply in any given circumstance.

The following principles have been used to develop these minimum standards:

- (a) The term "review" in this Rule has been used to mean a preliminary screening to detect items for further investigation or an examination of unusual trading activity or both. It does not mean that every trade meeting the selection process of this Rule must be investigated. The reviewer must use reasonable judgement in selecting the items for further investigation.
- (b) ~~It has been assumed that~~While Dealer Members have or will must provide the necessary resources and qualified supervisors Supervisors to meet these standards, the standards do not specify what the resources must be. The Dealer Member must determine what resources and Supervisors are necessary based on the nature of the Dealer Member's business.
- (c) The compliance with the know-your-client rule and suitability of investment requirements is primarily the responsibility of the ~~registered representative.~~Registered Representative. The supervisory standards in this Rule relating to know-your-client and suitability are intended to provide ~~supervisors with a check-list against which~~Supervisors with guidelines on how to monitor the handling of these responsibilities by the registered representative.

~~A Dealer Member shall, for accounts where no commission is generated for trades placed by a client (such as a fee-based account where no commission is charged), develop supervisory policies for the review of such accounts at the branch and head office in lieu of the commission levels specified herein. A Dealer Member may, with the written approval of its SRO, establish policies and procedures to carry out the supervision of client accounts pursuant to this Rule using criteria set out in, and by the persons designated by, such policies and procedures. Such policies and procedures may differ from this Rule in establishing the criteria used in selecting accounts for review and in the allocation of supervisory duties between Head Office and the Branch provided that, in the opinion of the SRO, the Dealer Member's policies and procedures are appropriate to supervise trading of its clients~~Registered Representative.

**I. Establishing and Maintaining Procedures, Delegation and Education**

**Introduction**

Effective self-regulation begins with the Dealer Member establishing and maintaining a supervisory environment which ~~both fosters the business objectives of the Dealer Member and maintains~~enables the self-Dealer Member to meet regulatory process requirements and its obligations to its customers. To that end a Dealer Member must establish and maintain procedures which are supervised by qualified individuals. A major aspect of self-regulation is the ongoing education of staff in all areas of ~~sales compliance~~business conduct.

**A. Establishing Procedures**

1. ~~A Dealer Members~~Member must ;
  - (a) ~~appoint designated principals~~Supervisors and supervisory personnel who have the necessary knowledge of industry regulations and Dealer Member policy to properly perform ~~the~~their duties.;
  2. ~~Written~~(b) maintain written policies must be establishedand procedures to document supervision requirements.;
  3. ~~Written~~(c) supply written instructions must be supplied to all supervisorsSupervisors and alternates to advise them on what is expected of them.
4. ~~All policies established or amended should have~~2. A Dealer Member must have a procedure establishing the approval process for new policies and procedures. Those having a significant impact on the Dealer Member's compliance system should be approved by senior management approval.

**B. Maintaining Procedures**

1. ~~Evidence of supervisory reviews must be maintained. Evidence of the review, such as inquiries made, replies received, actions taken, date of completion etc. must be maintained for seven years and on-site for 1 year.~~  
A Dealer Member must have a reasonable process to review the efficacy of its business conduct procedures and practices must be undertaken both at head office and at branch offices and rectify any deficiencies identified.

**C. Risk-based procedures**

1. A Dealer Member may select accounts for review on the basis of risk-based procedures, taking into account factors such as the size of account, nature of the trading, products traded, volume of activity, commissions generated or Approved Persons advising the customer.
2. A Dealer Member must document the basis used for selecting accounts for review in its policies and procedures.
3. The procedures for selecting accounts for review must be applied consistently across retail accounts.
3. ~~Closer~~4. At a minimum, a Dealer Member must conduct enhanced supervision of trading by approved personsApproved Persons who have had a history of questionable conduct ~~must be carried out both in the Branch and at Head Office.~~ Evidence of such conduct can include trading activity that frequently raises questions in account reviews, frequent or serious client complaints, regulatory investigations, frequent account credit problems or failure to take appropriate remedial action on account problems identified.

**C-D. Delegation**

1. ~~Tasks and procedures~~Supervisors may be delegated~~delegate~~ tasks but not responsibility.
2. ~~The~~A Dealer Member must advise supervisorsSupervisors of those specific functions that cannot be delegated. ~~However, the accepting of discretionary accounts and the approval of new accounts may be delegated to qualified individuals.~~
3. The supervisorSupervisor delegating the task must ensure that these tasks are being performed adequately and that exceptions are brought to his/or her attention.
4. Those to whom tasks are delegated must have the qualifications to perform them and should be advised in writing what is expected.

**DE. Education**

1. ~~The~~A Dealer Member's current sales practices and policies must be made available to must provide all sales and supervisory personnel. ~~Dealer Members with the current sales practices and policies relevant to their functions. The provision can be done through access to electronic systems on which the policies and procedures are maintained, in which case personnel must be trained on use of the systems. A Dealer~~



Member should obtain and record acknowledgements from all sales and supervisory personnel that they have received, read and understood the policies and procedures relevant to their responsibilities.

2. Introductory~~A Dealer Member must provide introductory~~ and continuing education ~~should be provided for all approved persons to all Approved Persons on the Dealer Member's policies and procedures and any relevant changes to them.~~
3. Information~~A Dealer Member must communicate information~~ contained in compliance-related bulletins from the Corporation and other SROs and Regulatory Organizations ~~must be communicated to all sales and other approved persons. Procedures~~Approved Persons to whom it is relevant. A Dealer Member must maintain procedures relating to the method and timing of distribution of compliance-related bulletins ~~must be clearly detailed in the Dealer Member's written procedures.~~

## F. Records

1. A Dealer Member must maintain records of supervisory review for seven years.
2. A Dealer Member must maintain the records in a manner that permits them to be provided to the Corporation promptly for the first two years after its creation and within a reasonable time thereafter.
3. The evidence must record who conducted the review and when, inquiries made, replies received and actions taken.

## II. Opening New Accounts

### Introduction

To comply with the "Know-Your-Client" rule each Dealer Member must establish procedures to maintain accurate and complete information on each client. The first step towards compliance with this rule is completing proper documentation when opening new accounts. Accurate completion of the documentation when opening a new account allows both the ~~registered representative~~Registered Representative and the supervisory staff to conduct the necessary review to ensure that recommendations made for any account are appropriate for the client and in keeping with his investment objectives. Maintaining accurate and current documentation will allow the ~~registered representative~~Registered Representative and the supervisory staff to ensure that all recommendations made for any account are appropriate for the client and in keeping with the client's investment objectives.

"Know-Your-Client" procedures must also be directed at meeting a Dealer Member's gatekeeper obligations by identifying clients that present a high risk of conducting improper activities in the securities markets. For example, if a Dealer Member is concerned about a client's reputation, the Dealer Member must make all reasonable inquiries to resolve the concern. This includes making a reasonable effort to determine, for example, the nature of the client's business. Dealer Members should refuse to accept instructions from clients who, in the Dealer Member's judgment, are engaged in illegal, unfair or abusive trading activities. "Know-Your-Client" procedures must also meet the requirements of anti-money laundering and terrorist financial legislation and regulations.

### A. Documentation

1. ~~A New Account Application Form (NAAF) must be completed for each new account. Such forms shall be duly completed to conform with the "Know-Your-Client" rule.~~
1. A Dealer Member must complete an account application for each new customer that conforms to the account information requirements of this Rule.
2. The new account must be approved by the branch manager or the designated director, partner or officer, prior to the initial trade or promptly thereafter (next day). A NAAF must not be approved by the branch manager or the designated director, partner or officer until it is complete. 'Complete~~A Supervisor authorized in the Dealer Member's policies and procedures to do so must approve a fully completed new account application no later than the business day after the initial trade. 'Fully completed'~~ means that all information necessary to assess suitability and creditworthiness and risk has been obtained (and but does not mean that the client must have signed the NAAF~~application~~ if the Dealer Member requires that the client sign the NAAF)do so. Alternate procedures for securing interim approval will be~~are~~ acceptable to prevent undue delays provided the branch manager~~Supervisor~~ applies prompt final approval following the initial trade. If an account application received after the initial trade is not fully completed, a Dealer Member must restrict the account to liquidating trades only until a fully completed application has been approved.

3. ~~Where the client/customer is an employee or agent of another registered dealer, a Dealer Member must obtain written approval by of the customer's employer to open an account must be obtained prior to their principal before opening of such an the account. Such A Dealer Member must designate such accounts must be designated as non-client accounts.~~
4. ~~A Dealer Member must maintain a complete set of documentation must be maintained by the Dealer Member and registered representatives regarding each account. The Registered Representative(s) handling an account must maintain a copy of the NAAF account application. A Dealer Member can meet this requirement by maintaining the information on the application in an electronic application accessible to the Registered Representative.~~
5. ~~The registered representative Registered Representative must update the NAAF information on the application where there is a material change in client information. Such The update must be approved in the manner provided in paragraph (2) subsection A.2. A Dealer Member must restrict the access of Registered Representatives and other persons to its electronic systems for maintaining know-your-client information so that material information cannot be changed without the required approval. A Dealer Member must have procedures independent of the Registered Representative for verifying material changes to customer information, such as changes of address, financial situation, investment objectives or risk tolerance.~~
6. ~~When there is a change of registered representative Registered Representative, the new registered representative Registered Representative must verify the account information on the NAAF to ensure it is current. There should be a signed acknowledgment by the new RR and branch manager that the NAAF A Dealer Member must have a procedure for recording that the new Registered Representative has reviewed the customer information and that the appropriate Supervisor is satisfied that it has been reviewed and has approved any material changes. It is acceptable to make for the Registered Representative to record and initial any changes on a photocopy of the old NAAF (existing application provided that the NAAF it was previously approved within two years of the review) and have the registered representative and branch manager initial any changes.~~
7. ~~Account numbers must not be assigned unless they are accompanied by A Dealer Member must not assign an account number for a new customer unless it has the proper name and address of the client and such name and address must be supported by the NAAF no later than the following day customer.~~

**B. Pending Documents**

1. ~~A Dealer Members Member must have procedures in place to ensure supporting documents are received within a reasonable period of time of opening the account.~~
2. ~~Incomplete NAAFs and documentation not received must be noted, filed in a pending documentation file and be reviewed on a periodic basis.~~
2. ~~A Dealer Member must have systems or procedures to prevent:~~
  - ~~Trading on margin until the customer has entered into a margin agreement as described in Rule 200.1(i)(2)~~
  - ~~Trading in futures contracts or futures contract options until the customer has entered into a futures contracts or futures contract options trading agreement as described in Rule 1800.2(b)~~
  - ~~Trading in options until the customer has entered into an options trading agreement as described in Rule 1900.2(b)~~
3. ~~Failure A Dealer Member must have a system for recording pending account documentation and following up where it is not received in a reasonable time.~~
4. ~~A Dealer Member must take positive action specified in its policies and procedures to obtain required documentation not obtained within 25 clearing days must result in positive actions being taken. The nature of the positive action must be specified in the Dealer Member's written procedures business days of the opening of the account.~~

**C. Client Master Files**

**C. Other Requirements**

1. ~~Entering and amending client master files must be controlled and accompanied by proper documentation.~~  
~~\_\_\_\_\_All hold mail must be authorized by the client in writing and be controlled, reviewed on a regular basis and maintained by the responsible supervisor.~~Supervisor.
- 3.~~2.~~ ~~Returned mail is to~~must be properly investigated and controlled by a person who is independent of the sales function although such personbut may be located within a branchBusiness Location.
- 4.~~3.~~ For supervisory purposes, "non-client" accounts, RRSP accounts, managed accounts, discretionary accounts and restricted accounts must be readily identifiable.

**III. Branch Office Account Supervision Generally**

**Introduction**

~~Each branch manager must undertake certain activities within the branch for purposes of assessing compliance with regulatory requirements and the Dealer Member's policies. These activities should be designed to identify failures to adhere to required policy and procedure and provide a means of revealing and addressing undesirable account activity.~~

**A. Daily Reviews**

1. ~~\_\_\_\_\_The branch manager (or designate) must review the previous day's trading using any convenient means. This review is undertaken to attempt to detect the following:~~

Rule 38.1 requires a Dealer Member to implement systems of supervision and control to ensure that is reasonably designed to achieve compliance with the Rules and Rulings of the Corporation and all other laws, regulations and policies applicable to the Dealer Member's securities and commodity futures business. This section provides guidance on the means used by Dealer Members to meet that requirement with respect to retail customer accounts.

**A. Supervisory Structure**

1. In maintaining a supervisory structure and appointing Supervisors, a Dealer Member must take into consideration all factors necessary to ensure the adequacy of the supervision, including the products traded, type of trading, location of business and other functions of Supervisors.
2. Where the Dealer Member conducts retail business in business locations outside its Head Office, it should consider the following:

- A resident Supervisor is in the best position to know the Registered Representatives in the office, know or meet many of the clients, understand local conditions and needs, facilitate business through the timely approval of new accounts and respond immediately to questions or problems. However, a Dealer Member may determine to what extent a resident Supervisor is necessary, considering factors such as:

- The number of Registered Representatives in the location
- The experience of Registered Representatives in the location
- The nature of the business conducted in the location
- The availability of a Supervisor or Supervisors in nearby locations
- Other systems and controls mitigating the risk of remote supervision

- Where a business location does not have a Supervisor working in the office, it must have an outside Supervisor assigned to it. A Dealer Member's policies and procedures and the instructions to the outside Supervisor must include provision for periodic visits to the location by the Supervisor as necessary to ensure that business is being conducted properly at the location.

3. While it is not always possible in a very small firm, a Dealer Member should ensure independent supervision of all retail accounts. A Supervisor's advice and trades for his or her own clients should be supervised by another Supervisor.

4. A Dealer Member must ensure that a Supervisor who advises and trades for his or her own clients devotes sufficient time and attention to his or her supervisory role.
5. A Dealer Member must ensure that Supervisors are qualified to supervise trading activity in all products traded by those under his or her supervision and any other services that they provide to Retail Customers. Where the Supervisor is not so qualified, the Dealer Member may divide the supervision between two or more Supervisors, but must ensure that there are appropriate mechanisms for them to communicate with one another, that the system ensures that the Dealer Member maintains an overall view of the client's situation and activity and that the assignment of responsibilities is clear and complete. One acceptable mechanism for doing so is the appointment of a primary Supervisor to whom the other Supervisor(s) provide advice with regard to the activity in the products or services the primary Supervisor is not qualified to supervise.
6. A Dealer Member's supervisory system must provide Supervisors with the information necessary to properly conduct their supervision. For account reviews this includes readily accessible client information and full information about account activity including relevant non-trade activity such as receipts, deliveries, deposits, withdrawals and journal entries.
7. A Dealer Member's supervisory system must provide for back-up during the absence of responsible Supervisors. For any prolonged absence of a Supervisor, the back-up Supervisor should be advised as necessary of any ongoing issues or concerns as necessary to provide proper supervision.
8. A Dealer Member must have systems of supervision and review to ensure that Supervisors are properly fulfilling their supervisory functions. This requirement can be met by a two-tiered system of first and second level reviews as described in this policy.
9. A Supervisor must have sufficient authority to take effective and timely remedial action where account activity or any other matter under his or her supervision falls or appears to fall outside the bounds of proper conduct, just and equitable principles of trade or good business practice. Escalation for a decision by a more senior Supervisor or Executive will be considered an acceptable form of action.

**B. Supervision of Account Activity**

A Dealer Member must have systems and procedures to supervise trading activity in retail accounts. The supervision must provide reasonable assurance that the Dealer Member is meeting its regulatory obligations, including those to clients such as suitability and gatekeeper obligations such as preventing market abuses. The following principles should be taken into consideration:

1. Reviews may be conducted on a pre-trade or post-trade basis. A properly crafted pre-trade review process may obviate or lessen the need for post-trade reviews.
2. Review procedures must cover all accounts. Where a Dealer Member offers both commission and fee-based accounts, it cannot select accounts for review solely on the basis of commission levels; it must also have a procedure for selecting fee-based accounts for review.
3. Reviews procedures must be able to identify patterns of activity that are not apparent by reviewing trades singly. For example, a review of trading over a longer period may raise questions about the overall level of activity even though each trade, looked at singly, appears to be suitable for the client.
4. Reviews must encompass non-trade issues such as late payment, margin problems, trade cancellations or transfers and flows of funds or securities that might be suspicious of money laundering.
5. The selection of activity for post-trade review may be done using a risk-based approach reasonably designed to detect improper activity. A risk-based approach can be used to determine the period of activity to be reviewed. For example, in some cases it may be appropriate to conduct longer-term reviews of monthly activity; in others they may consider shorter or longer periods.
6. Reviews must take into consideration, and reviewers must have access to, information about customers that may reasonably be assessed as presenting a higher risk of improper market activity such as those known by the Dealer Member to have access to material non-public information about issuers, holders of control blocks of public issuers and market professionals.
7. All account activity of employees and agents should be subject to review.

8. Reviews must be done on a timely basis, as established in the Dealer Member's policies and procedures. The timing should be reasonably designed to identify as early as possible matters requiring supervisory attention.

9. It is acceptable to use computer analysis to assist in selecting activity to be reviewed.

#### **IV. Two-Tier Reviews**

In a Dealer Member with multiple business locations conducting Retail Customer account activity, a two-tier system of post-trade activity reviews as described in this section is an acceptable structure.

The first level review will normally be conducted by a Supervisor at each business location having a resident Supervisor. Such reviews may also be carried out on a regional basis or at a Dealer Member's head office provided that the systems and resources to conduct the review are available at the regional or head office and that the Dealer Member has adequate systems and procedures for dealing with any issues identified.

The second-tier review will normally be conducted at the Dealer Member's Head Office, but may also be done regionally. The second level of supervision is generally not at the same depth as first level supervision. It should and be reasonably designed to identify serious account problems, including all those listed regarding first level reviews, that may have been missed by the first level supervision and ensure that first level supervision is being adequately conducted.

Where second level reviews are conducted by personnel or a department responsible only for monitoring activity, the Dealer Member should have procedures for referring issues that cannot be resolved with first level Supervisors to a higher level Supervisor who has the authority to resolve them.

#### **A. First-Tier Daily Reviews**

A first-tier review examines the previous day's trading using means described in the Dealer Member's procedures to attempt to detect the following:

- lack of suitability; unsuitable trading;
- undue concentration of securities in a single account or across accounts;
- excessive trade activity;
- trading in restricted securities;
- conflict of interest between ~~registered representative~~Registered Representative and client trading activity;
- excessive trade transfers, trade cancellations etc. indicating possible unauthorized trading;
- inappropriate / high risk trading strategies;
- quality downgrading of client holdings;
- excessive / improper crosses of securities between clients;
- improper employee trading;
- front running;
- account number changes;
- late payment;
- outstanding margin calls;
- violation of any internal trading restrictions;

2. In addition to transactional activity, branch managers must also keep themselves informed as to other client related matters such as:

- client complaints;
- cash account violations;
- undisclosed short sales;
  - transfers of funds and securities between unrelated accounts or between pro and client accounts or deposits from pro to client accounts
- manipulative or deceptive trading under margin;
- insider trading.

**B. First-Tier Monthly Reviews**

1. Client and branch personnel A first-tier monthly statements must be reviewed on a monthly basis and review should encompass the areas of concern as discussed in the described in subsection IV.A for daily activity review reviews.
2. It is recognized that it may not be possible to review each statement produced. However, branch managers must review all monthly statements which produce A first-tier monthly review starts with the selection, on a basis reasonably designed to detect improper account activity, of Retail Customer accounts to be reviewed. A Dealer Member can meet this obligation by reviewing the activity of all customers charged gross commissions of \$1,500 or more for the month.
3. All non-client accounts generating a statement must be reviewed on a monthly basis.
3. A first-tier monthly review should include all non-client accounts showing any activity other than receipt of dividends or interest or payment of interest.
4. This review should be completed within 21 days of the period covered by the statement unless precluded by unusual circumstances.

**IV. Head Office Account Supervision**

**Introduction**

A two-tier structure is required to adequately supervise client account activity. While the head office or regional area level of supervision by its nature cannot be in the same depth as branch level supervision, it should cover all the same elements.

**A. Daily Reviews**

**C. Second-Tier Daily Reviews**

1. The criteria to be used to conduct daily head office Daily reviews are should cover the following:
  - trades meeting criteria established in the Dealer Member's policies and procedures. For this purpose, the following meet the requirement:
    - stock trades with a value over \$5,000 and a price under \$5.00 per share;
    - stock trades with value over \$20,000 and a price at or over \$5.00 per share;
    - bond trades over \$100,000 value per trade;
  - non-client trading;
  - client accounts of producing branch managers Supervisor;

- all client accounts not reviewed by a ~~branch manager~~ Supervisor;
  - trade cancellations;
  - trading in restricted accounts;
  - trading in suspense accounts;
  - account number changes;
  - late payment;
  - outstanding margin calls.
2. Daily reviews should be completed ~~within a day~~ no later than the business day following the activity unless precluded by unusual circumstances.

**BD. Second-Tier Monthly Reviews**

1. ~~The criteria to be used to conduct monthly head office reviews are, among other things, A Dealer Member must select accounts for second-tier review based on criteria established in its policies and procedures. This requirement can be met using the following criteria:~~
- ~~clients' statements which generated~~ accounts of customers charged more than \$3,000 in commission during the month;
  - ~~where a branch manager is unable to conduct a review, all client and non-client accounts not reviewed by such branch manager which generated~~ accounts of all customers and non-clients charged more than \$1,500 in commission during the month. ~~This includes the that were not subject to a first level review by the normal first level Supervisor, including the customer accounts of producing branch managers~~ first-tier Supervisors.
2. ~~Concentration of securities must be reviewed.~~
3. ~~For all reviews evidence should be kept of inquiries, responses and actions.~~ 4. ~~Monthly reviews should be completed within 21 business days of the period covered by the statement unless precluded by unusual circumstances.~~

**E. Other Activity**

In addition to transactional activity, a Dealer Member must have systems and procedures designed to identify, deal with and keep first level Supervisors informed about other client related matters such as:

- client complaints;
- cash account violations;
- transfers of funds and securities between unrelated accounts or between non-client and client accounts or deposits from non-client to client accounts;
- trading while under margined.

**V. Option Account Supervision**

**Introduction**

~~Each~~ A Dealer Member dealing in options or Exchange traded commodity or index warrants must have an approved designated registered options principal (DROP) ~~with~~ appoint a Supervisor (the "Designated Options Supervisor") qualified to supervise options trading to have overall responsibility for the opening of new option accounts and the supervision of account activity. The Designated Options Supervisor must ensure that the Dealer Member implements policies and procedures reasonably designed to ensure that all recommendations made for any account are and continue to be appropriate for the ~~client~~ customer and in keeping with his/ ~~or~~ her investment objectives. ~~In addition, there should be an alternate registered options principal (AROP)~~ a Dealer Member should, where the level of options

trading activity warrants it, have a qualified Supervisor to assist in supervisory activities and to carry out the functions of the DROP Designated Options Supervisor in his/ or her absence. All supervisory reviews procedures regarding options must be conducted by options qualified personnel. Any branch trading in options must have a branch manager who is options qualified Supervisors.

**A. Account Opening and Approval**

1. The option trading agreement and option account approval form application must be completed, signed and on hand prior to and the client's agreement recorded before the first trade. This applies to new accounts or existing accounts approved for other products.
2. The option trading agreement contents must meet or exceed Corporation requirements.
3. ~~All accounts must be approved in writing by the option qualified branch manager or the DROP or the AROP.~~
3. The Designated Options Supervisor or another options qualified Supervisor must approve all accounts to trade in options and their approval and the date of approval must be recorded.
4. The approving Supervisor must determine whether the risk characteristics of the strategies the customer intends to use are appropriate for the customer and in keeping with his or her investment objectives and risk tolerance. If they are not, the approving Supervisor should restrict the account from using inappropriate strategies and note with the option account approval form must indicate any trading restrictions imposed. The Supervisor must ensure that the Registered Representative handling the account is aware of any restrictions.

**B. Daily Activity Reviews**

1. ~~Branch offices must review all A Dealer Member's supervisory procedures must include reviews of option daily trading activity for suitability, exceeding position or exercise limits, concentration, commission activity, and exposure of uncovered positions.~~
2. A two-tier post-trade review system using the following criteria is not mandatory but will be deemed to meet the review requirement:
  - Daily first-tier review of all option trading activity:
  - ~~2. Head office must Daily second-tier review on a daily basis all of opening option trading activity in excess of ten contracts in any one account. In all options accounts, Head Office must monitor all trading to ensure that positions or exercise limits are not exceeded.~~

**C. Monthly Reviews**

1. ~~Branch offices must review on a monthly basis all option activity based on the same criteria as for regular equity trading activity.~~
2. ~~Head office must review on a monthly basis all option activity based on the same criteria as for regular equity trading activity.~~

**D. DROP Responsibilities**

1. ~~All discretionary and managed accounts must be reviewed by the DROP on a daily and monthly basis.~~

Accounts must be selected for monthly first- and second-tier reviews of account using criteria reasonably designed to detect improper activity. For accounts that trade in equities and fixed income products as well as options, it may be appropriate to use the criteria described in Section IV.D. For accounts in which the trading is more concentrated in options, the criteria should take into account the risks related to the type of strategies being used.

**D. Other Options Policies and Procedures**

A Dealer Member's policies and procedures must include, where applicable:

1. The Designated Options Supervisor's involvement in the approval and daily and monthly reviews of any discretionary managed accounts trading in options. The Designated Options Supervisor need not conduct



such reviews but should be aware of the use of options in discretionary or managed accounts and exercise heightened care to ensure that it is conducted and supervised properly.

2. ~~The DROP must establish procedures~~Procedures to ensure clients are notified of impending expiry dates.
3. ~~The DROP must establish procedures ensuring~~Procedures to ensure the dissemination of information on new developments in the trading and regulation of options contracts in a prudent and appropriate manner; and the dissemination to all clients of any changes in a firm's business policy.
4. ~~The DROP must ensure that only registered individuals engage in trading or advising in respect of options.~~
5. ~~All advertising and market letters to more than 10 clients relating to options, must be approved by the DROP.~~
6. ~~Solicitation of clients to use option programmes must have DROP approval.~~
4. Procedures for notifying clients of significant changes in options contracts in which they have open positions resulting from changes to the underlying security.
5. Procedures to ensure that only qualified Registered Representatives or Investment Representatives engage in trading in or advising on options and that they do so only after the Corporation has been notified as required in Rule 18.
6. Procedures to review and approve advertising and sales literature relating to options. The Designated Options Supervisor need not conduct such reviews but should be aware of the use of advertising or sales literature and exercise heightened care to ensure that it is prepared and supervised properly.
7. Procedures requiring the review and approval of the use of and solicitation of clients to use option programmes.

## VI. Future/ and Futures Options Account Supervision

### Introduction

~~Each~~A Dealer Member dealing in futures must have an approved designated registered futures principal (DRFP) with contracts and futures contract options must designate a Supervisor qualified to supervise futures contract and futures contract options trading (the "Designated Futures Supervisor") to have overall responsibility for the opening of new futures and futures options accounts and the supervision of account activity. In addition, there should be an alternate registered futures principal (ARFP)The Designated Futures Supervisor must ensure that the Dealer Member implements policies and procedures reasonably designed to ensure that all recommendations made for any account are and continue to be appropriate for the client and in keeping with his or her investment objectives. In addition, a Dealer Member should, where the level of futures and futures options trading activity warrants it, have a qualified Supervisor to assist in supervisory activities and to carry out the functions of the DRFP in his/her absence. The DRFP must ensure that only registered individuals engage in trading or advising in respect to futures and that all recommendations made for any account are and continue to be appropriate for the client and in keeping with his/her investment objectives. These minimum standards also apply to futures contract options and the designated registered futures options principal (DRFOP)Designated Futures Supervisor in his or her absence. All supervisory procedures regarding futures and futures options must be conducted by futures and futures options qualified Supervisors.

### A. Account Opening and Approval

1. ~~All accounts must be approved by a branch manager qualified as a futures contract supervisor, DRFP or ARFP prior to trading.~~
2. ~~All clients must acknowledge in writing receipt of the information statement and summary disclosure statement prior to trading.~~
1. The futures trading agreement or letter of undertaking under Rule 1800.2(b) and futures account application must be completed, and the client's agreement recorded, before the first trade. This applies to new accounts or existing accounts approved for other products.
2. The Designated Futures Supervisor or another futures qualified Supervisor must approve all accounts and their approval and the date of approval must be recorded before any trading.

3. All clients must sign a futures contract trading agreement or letter of undertaking prior to trading. ~~4. Before granting approval to a client as a hedger procedures must be present for~~ The Supervisor approving the opening of a hedging account must ensure that the Dealer Member has reliable evidence establishing acceptability of a client as a hedger including use of. Such evidence can take the form of a hedge letter or statement and supported by verification procedures.
4. The approving Supervisor must determine whether the risk characteristics of the futures contracts or futures contract options and strategies the customer intends to use are appropriate for the customer and in keeping with his or her investment objectives and risk tolerance. If they are not, the approving Supervisor should restrict the account from using inappropriate contracts or strategies and record with the futures account approval any trading restrictions imposed. The approving Supervisor must ensure that the Registered Representative handling the account is aware of any restrictions.
5. ~~Any trading restrictions which apply to the account must be written on the new client account form.~~
5. A Dealer Member's futures account application or futures account agreement must include, other than for a hedging account, a risk limit for futures trading indicating the maximum amount of cumulative loss the client can afford to sustain. The maximum loss can be stated on a lifetime basis or on an annual basis. If the loss limit is stated on an annual basis, the Dealer Member must have a procedure to update it annually and the Designated Futures Supervisor or a Supervisor qualified to supervise futures must review and approve the updated loss limit and ensure that it takes into account any previously accumulated losses.

## B. Supervision

1. ~~Daily Reviews~~
  - ~~Dealer Members must conduct daily reviews of all futures and futures options trading activity. This review is undertaken to attempt to detect~~ A Dealer Member's supervisory procedures must be reasonably designed to detect improper activity such as the following:
    - excessive day trading resulting in trading large numbers of contracts;
    - trading while under margin;
    - trading futures options without approval of the account;
    - trading beyond margin or credit limits;
    - cumulative losses exceeding stated risk capital (the aggregate of cumulative profits and cumulative losses) risk limits;
    - suitability; unsuitable trading;
    - inappropriate trading strategies;
    - position and exercise limits;
    - front running;
    - conflicts of interest;
    - excessive commission activity;
    - ~~all guaranteed accounts.~~
2. ~~Monthly Reviews~~
  - ~~Dealer Members must conduct monthly reviews for futures and futures options trading activity. For example, a Dealer Member must review for:~~
    - speculative trading in hedge accounts;

- ~~cumulative losses exceeding stated risk capital (the aggregate of cumulative profits and cumulative losses);~~
- ~~trading beyond approved limits;~~
- ~~continual awareness of pending delivery months;~~
- acceptability of a client as hedger; ~~exposure to delivery through holding contracts into delivery month;~~
- all guaranteed accounts, ~~excessive risk or loss to account guarantors.~~

**C. ~~Discretionary Accounts~~**

**C. Other Futures Policies and Procedures**

A Dealer Member's policies and procedures must include where applicable:

1. ~~Futures discretionary accounts must meet all the requirements for equity discretionary accounts. In addition to the requirements for equity discretionary accounts a DRFP must conduct the following additional activities for futures and~~ The Designated Futures Supervisor's involvement in the approval and daily and monthly reviews of discretionary or managed futures or futures options accounts. The Designated Futures Supervisor should approve any use of discretionary authority in a futures account.
2. ~~Discretionary authority must be accepted in writing by DRFP.~~
3. ~~DRFP must review monthly financial performance of each account.~~
2. A monthly review of the financial performance of each discretionary account by the Designated Futures Supervisor or a Supervisor qualified in futures contracts acting under the Designated Futures Supervisor's supervision.
3. Procedures to ensure that positions with pending delivery months are handled properly.
4. Procedures to ensure the dissemination of information on new developments in the trading and regulation of futures contracts, such as changes in minimum margin requirements, in a prudent and appropriate manner; and the dissemination to all clients of any changes in a firm's business policy.
5. Procedures to ensure that only qualified Registered Representatives engage in trading in or advising on futures contracts or futures contracts options and that they do so only after the Corporation has been notified as required in Rule 18.
6. Procedures to review and approve sales literature or advertising relating to futures The Designated Futures Supervisor need not conduct such reviews but should be aware of the use of futures advertising or sales literature and exercise heightened care to ensure that it is prepared and supervised properly.
7. Procedures requiring the review and approval of the use and solicitation of clients to use futures programmes.

**VII. Discretionary and Managed Account Supervision**

**Introduction**

~~Simple discretionary accounts are accounts where the discretionary authority has not been solicited. Managed accounts are investment portfolios solicited for discretionary management on a continuing basis where the Dealer Member has held itself out as having special skills or abilities in the management of investment portfolios, and which are designed to accommodate customers who are frequently or temporarily unavailable to authorize trades.~~

~~The~~ A Dealer Member must consent to accepting discretionary accounts and have the proper documentation and supervisory procedures in place to handle such accounts. A policy under which discretionary accounts are handled must be developed by the Dealer Member and distributed to all approved persons.

**A. ~~Simple Discretionary Accounts~~**

1. Request for discretion must be approved in writing by a partner, director or officer (note: officer approval allowed only for Corporation and CDNX Members) appointed as the designated person.

**A. Account Approval**

1. The Designated Supervisor under Rule 1300.4(a) must approve any request for discretion.
2. ~~A~~The Dealer Member and customer must enter into a discretionary account agreement must be signed by the client and the Dealer Member and must include that includes any restrictions to the trading authorizations which must be agreed to by the partner, director or officer authorization. The Supervisor designated under Rule 1300.4(a) must approve the agreement.
3. No approved person may exercise discretionary authority over a client unless the account is maintained with the employer of the approved person.
3. The Dealer Member must identify discretionary accounts in its books and records in a manner that ensures that the Dealer Member can properly supervise them.

**B. Entry of Orders**

1. All orders for discretionary accounts handled by registered representatives must be approved by a partner, director, branch manager or officer (if the officer is a designated person) A Supervisor must approve any discretionary order for a discretionary account handled by a Registered Representative prior to the order being entered unless:
  - the Registered Representative is qualified to provide discretionary management services and the Dealer Member has notified the Corporation that he or she provides those services, or
  - the Registered Representative is also an approved Executive.
2. ~~If~~A discretionary account may not hold any publicly traded securities of the Dealer Member, or that of its affiliates, are publicly traded no discretionary account may hold those securities.

**C. Account Supervision**

1. Discretionary client account reviews must include all discretionary accounts handled by registered representatives, branch managers, partners, directors and officers. The Supervisor designated under Rule 1300.4(a) must review discretionary orders entered by an Executive no later than next day unless the Executive is also a Registered Representative qualified to provide discretionary management services and the Dealer Member has notified the Corporation that he or she provides those services.
2. Persons conducting reviews must have adequate "Know-Your-Client" information readily available for each discretionary account.
3. The Dealer Member must identify in its books and records discretionary accounts to ensure that proper supervision can occur.
4. Orders initiated for client accounts by producing branch managers and partners, directors and officers must be reviewed no later than next day by head office.

**D. Termination of Agreement**

Either the client or the Dealer Member may cancel the authorization for discretion provided that it is in writing, giving an effective date which allows the client to make other arrangements. The Dealer Member must give the client 30 days notice.

**E. Managed Accounts**

1. The Dealer Member must be approved by the Corporation to handle managed accounts and comply with all the requirements which are specifically detailed in the Rules. Only qualified portfolio managers may handle managed accounts.
2. The client must sign a managed account agreement.

3. ~~Dealer Member must accept managed accounts in writing signed by a designated partner, director, officer or branch manager. The authorization must indicate the client's investment objectives.~~
4. ~~In a managed account the Dealer Member cannot without the written consent of the client:
  - ~~Invest in an issuer in which the responsible person is an officer or director. No such investment may be made unless such office or directorship has been disclosed to the client;~~
  - ~~Invest in a security which is being bought or sold from a responsible person's account to a managed account;~~
  - ~~Make a loan to a responsible person or to an associate.~~~~
5. ~~The Dealer Member must receive and acknowledge in writing cancellation by the client. The Dealer Member may terminate the arrangement in writing provided that it is not earlier than 30 days from the time of mailing.~~

**VIII. Client Complaints**

1. Each Dealer Member must establish procedures to deal effectively with client complaints.
  - (a) The Dealer Member must acknowledge all written client complaints.
  - (b) The Dealer Member must convey the results of its investigation of a client complaint to the client in due course.
  - (c) Client complaints involving the sales practices of a Dealer Member, its partners, ~~directors, officers~~Directors, Officers or employees must be in writing and signed by the client and then handled by sales supervisors or compliance staff. Copies of all such written submissions must be filed with the compliance department of the Dealer Member.
  - (d) Each Dealer Member must ensure that ~~registered representatives~~Registered Representatives and their supervisors are made aware of all complaints filed by their clients.
2. All pending legal actions must be made known to head office.
3. Each Dealer Member must put procedures in place so that senior management is made aware of complaints of serious misconduct and of all legal actions.
4. Each Dealer Member must maintain an orderly record of complaints together with follow-up documentation for regular internal/external compliance reviews. This record must cover the past two years at least.
5. Each Dealer Member must establish procedures to ensure that breaches of the by-laws, regulations, rules and policies of the SROs as well as applicable securities legislation are subjected to appropriate internal disciplinary procedures.
6. When a Dealer Member finds complaints to be a significant factor, internal procedures and practices should be reviewed, with recommendations for changes to be submitted to the appropriate management level.

**RULE 2700**

**MINIMUM STANDARDS FOR INSTITUTIONAL CUSTOMER ACCOUNT OPENING,  
OPERATION AND SUPERVISION**

**Introduction**

This Rule covers the opening, operation and supervision of ~~institutional~~Institutional Customer accounts, which are accounts for investors that are not individuals who meet the requirements of the definition herein.

This document sets out minimum standards governing the opening, operation and supervision of ~~institutional~~Institutional Customer accounts.

Pursuant to ~~Rules 29.27 and~~Rule 38, the Dealer Member must provide adequate resources and qualified ~~supervisors~~Supervisors to achieve compliance with these standards.

Adherence to the minimum standards requires that a Dealer Member have in place procedures to properly open and operate ~~institutional~~Institutional Customer accounts and monitor their activity. Following these minimum standards, however, does not:

- (a) relieve a Dealer Member from complying with specific SRO by-laws, rules, regulations and policies and securities or other legislation applicable to particular trades or accounts; (e.g. best execution obligation, restrictions on short selling, order designations and identifiers, exposure of customer orders, trade disclosures);
- (b) relieve a Dealer Member from the obligation to impose higher standards where circumstances clearly dictate the necessity to do so to ensure proper supervision; or
- (c) preclude a Dealer Member from establishing higher standards.

Any account ~~which is not an institutional~~other than an Institutional Customer account governed by these standards will be governed by the Minimum Standards for Retail Customer Account Supervision (Rule 2500).

A Dealer Member may, with the written approval of the Corporation, establish policies and procedures that differ from this Rule, provided that, in the opinion of the Corporation, the Dealer Member's policies and procedures are appropriate to supervise trading of its ~~institutional customers~~Institutional Customers.

**I. Account Opening**

**A. ~~Definition of an Institutional Customer~~**

~~For the purposes of this Rule, the following are defined as institutional customers:~~

- ~~1. Acceptable Counterparties (as defined in Form 1);~~
  - ~~2. Acceptable Institutions (as defined in Form 1);~~
  - ~~3. Regulated entities (as defined in Form 1);~~
  - ~~4. Registrants (other than individual registrants) under securities legislation;~~
  - ~~5. A non-individual with total securities under administration or management exceeding \$10 million.~~
- B. Customer Suitability**

- 1. When dealing with an ~~institutional customer~~Institutional Customer, a Dealer Member must make a determination whether the customer is sufficiently sophisticated and capable of making its own investment decisions in order to determine the level of suitability owed to that ~~institutional customer~~Institutional Customer. Where a Dealer Member has reasonable grounds for concluding that the ~~institutional customer~~Institutional Customer is capable of making an independent investment decision and independently evaluating the investment risk, then a Dealer Member's suitability obligation is fulfilled for that transaction. If no such reasonable grounds exist, then the Dealer Member must take steps to ensure that the ~~institutional customer~~Institutional Customer fully understands the investment product, including the potential risks.
- 2. In making a determination whether a customer is capable of independently evaluating investment risk and is exercising independent judgment, relevant considerations could include:

- (a) any written or oral understanding that exists between a Dealer Member and its customer regarding the customer's reliance on the Dealer Member;
  - (b) the presence or absence of a pattern of acceptance of the Dealer Member's recommendations;
  - (c) the use by a customer of ideas, suggestions, market views and information obtained from other Dealer Members, market professionals or issuers particularly those relating to the same type of securities;
  - (d) the use of one or more investment dealers, portfolio managers, investment counsel or other third party advisors;
  - (e) the general level of experience of the customer in financial markets;
  - (f) the specific experience of the customer with the type of instrument(s) under consideration, including the customer's ability to independently evaluate how market developments would affect the security and ancillary risks such as currency rate risk; and
  - (g) the complexity of the securities involved.
3. ~~No~~A Dealer Member has no suitability obligation ~~shall exist pursuant to~~under Section B(1.1) ~~nor~~ and is not required to make a determination required under Section B(2) ~~where~~ a.2 when the Dealer Member executes a trade on the instructions of another Dealer Member, a portfolio manager, investment counsel, ~~limited~~exempt market dealer, bank, trust company or insurer.
4. A Dealer Member has no suitability obligation under Section 1.1 and is not required to make a determination required under Section 1.2 when the Dealer Member executes a trade on the instructions of an Institutional Customer that:
- (a) \_\_\_\_\_ is also a "permitted client", as defined in National Instrument 31-103;
  - (b) \_\_\_\_\_ is not a customer described in Section 1.3; and
  - (c) \_\_\_\_\_ has waived, in writing, the protections offered to them under Sections 1.1 and 1.2.

#### **GI. New Account Documentation and Approval**

The following documentation is required for each institutional account opening:

1. ~~New~~A Dealer Member must complete a new customer account form for each Institutional Customer; ~~and~~
2. ~~All documentation as required by the self-regulatory organization governing the Dealer Member.~~The A Dealer Member may establish a 'master' new account documentation file, containing full documentation and, when opening sub-accounts, it should refer to the principal or 'master' account with which it is associated.
3. \_\_\_\_\_ Each new account must be approved by the Supervisor who is Department Head or his/ or her designate ~~who is a partner, director or officer,~~ prior to the initial trade or promptly thereafter. Such approval must be ~~documented~~recorded in writing or auditable electronic form.
4. \_\_\_\_\_ The Dealer Member must exercise due diligence to ensure that the new customer account form is updated whenever the Dealer Member becomes aware that there is a material change in customer information.

#### **HI. Establishing and Maintaining Procedures, Delegation and Education**

##### **Introduction**

Effective self-regulation begins with the Dealer Member establishing and maintaining a supervisory environment which fosters both the business objectives of the Dealer Member and maintains the self-regulatory process. To that end, a Dealer Member must establish and maintain procedures which are supervised by qualified individuals.

**A. Establishing Procedures**

1. ~~A Dealer Member~~ Member must appoint a ~~designated supervisor, who is a partner, director or officer and Designated Supervisor, who~~ has the necessary knowledge of industry regulations and Dealer Member policy to properly establish procedures reasonably designed to ensure adherence to regulatory requirements and to supervise Institutional Customer Accounts.
2. Written policies must be established to document and communicate supervisory requirements.
3. All ~~supervisory alternates~~ alternate Supervisors must be advised of and adequately trained for their supervisory roles.
4. All policies established or amended should have senior management approval.

**B. Maintaining Procedures**

1. Evidence of supervisory reviews must be maintained for seven years and on-site for one year.
2. A periodic review of supervisory policies and procedures should be carried out by the Dealer Member to ensure they continue to be effective and reflect any material changes to the businesses involved.

**C. Delegation of Procedures**

1. Tasks and procedures may be delegated but not responsibility.
2. The ~~supervisor~~ Supervisor delegating the task must take steps designed to ensure that these tasks are being performed adequately and that exceptions are brought to his/her attention.
3. Those to whom tasks are delegated must have the qualifications to perform them and should be advised in writing what is expected.

**D. Education**

1. The Dealer Member's current sales practices and policies must be made available to all sales and supervisory personnel. Dealer Members should obtain and record acknowledgements from all sales and supervisory personnel that they have received, read and understood the policies and procedures relevant to their responsibilities.
2. A major aspect of self-regulation is the ongoing education of staff. The Dealer Member is responsible for appropriate training of institutional sales and trading staff, as well as ensuring that Continuing Education requirements are being met.

**E. Compliance Monitoring Procedures**

Dealer Members must establish compliance procedures for monitoring and reporting adherence to rules, regulations, requirements, policies and procedures. A compliance monitoring system should be reasonably designed to prevent and detect violations. The compliance monitoring system will ordinarily include a procedure for reporting results of its monitoring efforts to management and, where appropriate, the board of directors or its equivalent.

**III.V. Supervision of Accounts**

**A. Policies and Procedures**

1. Dealer Members must implement policies and procedures for the supervision and review of activity in the accounts of ~~institutional customers~~ Institutional Customers. Such procedures may include periodic reviews of account activity, exception reports or other means of analysis.
2. The policies and procedures may vary depending on factors including, but not limited to, the type of product, type of customer, type of activity or level of activity.
3. The policies and procedures should outline the action to be taken to deal with problems or issues identified from supervisory reviews.



**B. Account Activity Detection**

The supervisory procedures and the compliance monitoring procedures should be reasonably designed to detect account activity that is or may be a violation of applicable securities legislation, requirements of any self-regulatory organization applicable to the account activity and the rules and policies of any marketplace on which the account activity takes place, and would include the following:

1. Manipulative or deceptive methods of trading;
2. Trading in restricted list securities;
3. Employee or proprietary account ~~frontrunning~~front running;
4. Exceeding position or exercise limits on derivative products; and
5. Transactions raising a suspicion of money laundering or terrorist financing activity.

**IV. Client Complaints**

1. Each Dealer Member must establish procedures to deal effectively with client complaints.
  - (a) The Dealer Member must acknowledge all written client complaints.
  - (b) The Dealer Member must convey the results of its investigation of a client complaint to the client in due course.
  - (c) Client complaints involving the sales practices of a Dealer Member, its partners, ~~directors, officers~~Directors, Officers or employees must be in writing and signed by the client and then handled by sales supervisors or compliance staff. Copies of all such written submissions must be filed with the compliance department of the Dealer Member.
  - (d) Each Dealer Member must ensure that ~~registered representatives~~Registered Representatives and their ~~supervisors~~Supervisors are made aware of all complaints filed by their clients.
2. All pending legal actions must be made known to head office.
3. Each Dealer Member must put procedures in place so that senior management is made aware of complaints of serious misconduct and of all legal actions.
4. Each Dealer Member must maintain an orderly record of complaints together with follow-up documentation for regular internal/external compliance reviews. This record must cover the past two years at least.
5. Each Dealer Member must establish procedures to ensure that breaches of the by-laws, regulations, rules and policies of the SROs as well as applicable securities legislation are subjected to appropriate internal disciplinary procedures.
6. When a Dealer Member finds complaints to be a significant factor, internal procedures and practices should be reviewed, with recommendations for changes to be submitted to the appropriate management level.

**RULE 2900**

**PROFICIENCY AND EDUCATION:**

**PART I – PROFICIENCY REQUIREMENTS**

**INTRODUCTION**

This Part I outlines the proficiency requirements for ~~registered persons~~ Approved Persons. These proficiency requirements consist of both entrance thresholds and on-going requirements.

**DEFINITIONS**

For the purpose of this Part I:

“Recognized Foreign Self-regulatory Organization” means a foreign self-regulatory organization which offers a reciprocal treatment to Canadian applicants and which has been approved as such by Corporation.

All courses and examinations, unless otherwise specified, are administered by the ~~Canadian Securities Institute~~ CSI Global Education Inc.

**A. Proficiency Requirements for Registered Approved Persons**

~~1. Branch Managers and Sales Managers~~

1. Supervisors

(a) The proficiency requirements for a ~~sales manager, branch manager, assistant or co-branch manager~~ Supervisors of Approved Persons dealing with retail customers are:

(i) Two years of relevant experience as a ~~securities dealer or working in the office of a broker or dealer in securities in various positions~~ working for a Dealer Member or such equivalent experience as may be acceptable to the applicable District Council;

(ii) ~~Approval as a registered representative; and~~ (iii) ~~Successful~~ Successful ~~supervising Registered Representatives dealing with retail customers, successful~~ completion of

A. ~~The Branch Managers~~ Canadian Securities Course,

B. ~~The Options Supervisors Course if the Dealer Member trades options with the public and~~

B. The Conduct and Practices Handbook Course

C. The Branch Managers Course, and

D. The Effective Management Seminar within 18 months of approval after beginning to supervise Registered Representatives dealing with retail customers.

(iii) If supervising Investment Representatives only, successful completion of The Canadian Securities Course, The Conduct and Practices Handbook Course, and the Branch Managers Course

(iv) If supervising options trading, successful completion of The Derivatives Fundamentals Course, The Options Licensing Course and The Options Supervisor Course.

(v) If supervising futures contract and futures contract options, successful completion of:

A. 1. The Derivatives Fundamentals Course and the Futures Licensing Course (“FLC”), or

2. The FLC and the National Commodity Futures Examination administered by the National Association of Securities Dealers;

and

B. the Canadian Commodity Supervisors Examination.

- (b) The proficiency requirements for a branch manager (non-retail), assistant branch manager (non-retail) or co-branch manager (non-retail) under Rule 4.9 Supervisors of Approved Persons dealing with Institutional Customer accounts only are:
  - (i) Successful completion of:
    - A. The Branch Managers Course, or
    - B. the Partners, Directors and Senior Officers Qualifying Examination Course, and
  - (ii) The proficiency requirements necessary to conduct or supervise any trading activity carried on by Approved Persons in the branch he or she supervises.
- (c) A Chief Compliance Officer who is also a Supervisor of a producing Supervisor is exempt from the proficiency requirements in 1(a)(ii) provided he/she complies with the proficiency requirements of Dealer Member Rule 2900 Part I A.2B.
- (d) If an individual is approved as a Supervisor as of September 28, 2009, the requirement to complete The Derivatives Fundamentals Course and The Options Licensing Course in subsection 1(a)(iv) does not apply to the individual so long as the individual remains approved in the Supervisor category.
- (e) An individual who supervises a Registered Representative under Rule 1300.15(c) must satisfy the applicable proficiency requirements of Rule 2900 Part I A.6 or section 3.11 (Portfolio manager – advising representative) of National Instrument 31-103 Registration Requirements and Exemptions and is, for greater certainty, exempt from the requirements in Rule 2900 Part I A.1(a)(i), (ii) and (v).
- (f) A partner, Director, or Officer who is a Designated Supervisor under Rule 1300.2 or 1300.4 and who undertook such a supervisory role immediately prior to September 28, 2009 is exempt from the applicable requirements in subsection 1(a)(ii) and (iii) provided:
  - (i) the individual successfully completed the Partners, Directors and Senior Officers Course;
  - (ii) the individual seeks approval as a Supervisor within 6 months of September 28, 2009; and
  - (iii) the individual remains approved in the Supervisor category.

**2. Partners, Directors and Officers Executives**

The proficiency requirements for a partner, director or officer Director or Executive of a Dealer Member under Rule 7.3 or 7.4 are:

- (a) Successful completion of the Partners, Directors and Senior Officers Qualifying Examination; Course;
- (b) If also approved in a trading category, retail or non-retail successful completion of the applicable proficiency requirements; and
- (c) If supervising the handling of customer accounts, successful completion of the applicable proficiency requirements for Investment Representative, Registered Representative, or Registered Representative – Options/Futures; and (c) If supervising a branch or sub-branch of a Dealer Member that is approved to trade options with the public, successful completion of the Options Supervisors Course a Supervisor.

**2A. Chief Financial Officers**

1. The proficiency requirements for a chief financial officer pursuant to Rule 7.538.6 are:

- (a) A financial accounting designation, university degree or diploma, or equivalent work experience; and
  - (b) Successful completion of the Partners, Directors and Senior Officers Qualifying Examination~~Course~~, and
  - (c) Successful completion of the Chief Financial Officers Qualifying Examination.
- ~~(d) Notwithstanding subsection (c) above, any person approved as Chief Financial Officer with a Dealer Member as of January 5, 2004, shall have until July 5, 2005 to successfully complete the Chief Financial Officer Examination in order to maintain approval as Chief Financial Officer. A person approved as acting~~2. A person approved as Acting Chief Financial Officer pursuant to Rule 7.5(b) shall have 90 days from the date of termination of the Chief Financial Officer to successfully complete of the Chief Financial OfficerOfficers Qualifying Examination.
- (e)3. Any Dealer Member that fails to provide to the Corporation proof of successful completion of the Chief Financial Officers Qualifying Examination within 10 days of the dates specified for successful completion in ~~paragraph (d)~~section 2 above, or such other dates as the Corporation may specify, shall be liable for and pay to the Corporation such fees as the Board of ~~Directors~~ may from time to time prescribe.

**2B. Chief Compliance Officers**

1. The proficiency requirements for a chief compliance officer pursuant to Rule 38.638.7 are:

- (a) Successful completion of the Partners, Directors and Senior Officers Qualifying Examination; and
- And
- (b) Successful completion of the Chief Compliance Officers Qualifying Examination.
  - ~~(c) Notwithstanding subsection (b) above, any person approved as Chief Compliance Officer with a Dealer Member as of October 1, 2007 shall have until April 1, 2009 to successfully complete the Chief Compliance Officers Examination in order to maintain approval as Chief Compliance Officer.~~
- (d)2. A person approved as acting Chief Compliance Officer pursuant to Rule 38.7 shall have 90 days from the date of termination of the Chief Compliance Officer to successfully complete of the Chief Compliance Officers Qualifying Examination.
- (e)3. Any Dealer Member that fails to provide to the Corporation proof of successful completion of the Chief Compliance Officers Qualifying Examination within 10 days of the dates specified for successful completion in ~~paragraphs (c) or (d)~~section 2 above, or such other dates as the Corporation may specify, shall be liable for and pay to the Corporation such fees as the Board of ~~Directors~~ may from time to time prescribe.

**3. Registered Representatives and Investment Representatives**

The proficiency requirements for a ~~registered representative or investment representative~~Registered Representative or Investment Representative under Rule 18.3 are:

- (a) (i) Successful completion of
  - (iA) The Canadian Securities Course prior to commencing the training programme described in subsection ~~(iiiC)~~,

(iiB) The Conduct and Practices Handbook Course, and

(iiiC) Either

A. ~~For a registered representative, except for a registered representative (non-retail), a three-month~~ 1. For a Registered Representative dealing with retail customers a 90-day training programme during which time he or she has been employed with a Dealer Member firm on a full-time basis, or

B-2. ~~For an investment representative~~ Investment Representative, a 30-day training programme during which time he or she has been employed with a Dealer Member firm on a full-time basis;

or

(bij) Successful completion of the New Entrants Course, where the person was registered or licensed with a recognized foreign self-regulatory organization within three years prior to application with the Corporation;

and

(e) ~~For a registered representative other than a registered representative (mutual funds) or a registered representative (non-retail)~~ b) For a Registered Representative dealing with retail customers other than a Registered Representative dealing in mutual funds only, successful completion of the Wealth Management Essentials course within 30 months of ~~after~~ after his or her approval as a registered representative Registered Representative.

**4. Registered Representatives (Mutual Funds) and Investment Representatives (Dealing only in Mutual Funds)**

The proficiency requirement for a ~~registered representative (Registered Representative or Investment Representative dealing only in mutual funds) or investment representative (mutual funds)~~ under Rule 18.7 is successful completion of:

(a) The Canadian Securities Course;

(b) The Canadian Investment Funds Course administered by IFIC,

(c) The Investment Funds in Canada Course administered by ~~the~~ CSI Global Education Inc. and previously The Institute of Canadian Bankers, or

(d) The Principles of Mutual Funds Investment Course administered by ~~the Canadian Trust~~ CSI Global Education Inc. and previously The Institute of Canadian Bankers.

**5. Traders**

5.1 ~~The~~ proficiency requirement for a Trader under Rule 500.2 is:

(a) for a Trader on the Toronto Stock Exchange or TSX Venture Exchange, the Trader Training Course, unless an exemption is granted by either exchange or its market regulation services provider.

(b) for a Trader on the Bourse de Montreal, the proficiency requirements determined to be acceptable by Bourse de Montreal.

**6. Portfolio Managers Management**

6.1 The proficiency requirements for a ~~portfolio manager under Rule 1300.9~~ Registered Representative providing discretionary portfolio management for managed accounts that do not trade in futures contracts are:

- (a) Successful completion of
  - (i) ~~The Portfolio Management Techniques~~Conduct and Practices Handbook Course, and
    - A. ~~The Professional Financial Planning Course prior to August 31, 2002, or~~
  - (ii) ~~either~~
    - A. The courses necessary to attain the Canadian Investment Manager Designation, or
    - B. ~~The Investment Management Techniques Course, or~~(ii) ~~The three levels of the Chartered Financial Analyst programme administered by the CFA Institute;~~

and

- (b) Experience
  - (i) ~~Of at least three years as an associate portfolio manager~~ Registered Representative or a research analyst for a Dealer Member,
  - (ii) ~~Of at least two years ending not more than three years as a registered representative and two years of experience as an associate portfolio manager, prior to the date of application as a registered advisor under Canadian securities legislation managing on a discretionary basis at least \$5,000,000 in aggregate assets; or~~
  - (iii) ~~Of at least five years ending not more than three years as a research analyst for a Dealer Member firm of a self-regulatory organization and two years as an associate portfolio manager, or~~(iv) ~~Of at least five years~~prior to the date of application, managing a portfolio of \$5,000,000 or more, on a discretionary basis, while employed by a government-regulated institution; ~~and,~~
- (c) ~~For a period of not less than one year ending within the three years prior to the date of application, having had assets with an aggregate value of not less than \$5,000,000 under his or her direct administration on a discretionary basis.~~

6.2 The proficiency requirements for a Registered Representative exercising discretionary authority over managed accounts trading in futures contracts portfolio manager under Rule 1300.12 or futures contracts options are:

- (a) Successful completion of
  - (i) The Canadian Commodity Supervisors Exam, the Futures Licensing Course (FLC) and the courses necessary to attain the Derivatives Market Specialist Designation; or
  - (ii) The Chartered Financial Analyst program administered by the CFA Institute; and
- (b) Experience ending no earlier than three years prior to the date of application ~~of:~~(i) ~~commencing to exercise discretionary authority over managed accounts of at least 5 years as an Approved Person in one of the categories of futures contracts approval under Rule 1800.3, or~~
  - (ii) ~~of at least 3 years as an Approved Person in one of the categories of futures contracts approval under Rule 1800.3 and two years as an associate futures contracts portfolio manager during which periods the applicant shall have been actively engaged in advising on trades in or managing futures contracts~~

~~accounts and trading in futures contracts or futures contracts options for customer accounts.~~

6.3 The proficiency requirements for an associate portfolio manager under Rule 1300.10 are:

(a) Successful completion of

(i) The Portfolio Management Techniques Course and

A. The Professional Financial Planning Course prior to August 31, 2002, or

B. The Investment Management Techniques Course, or

(ii) The three levels of the Chartered Financial Analyst programme administered by the CFA Institute; and

(b) Experience

(i) Of at least two years as a registered and practising registered representative, or

(ii) Of at least two years as a research analyst for a member firm of a self-regulatory organization.

6.4 The proficiency requirements for an associate futures contracts portfolio manager under Rule 1300.13 are:

(a) Successful completion of

(i) The Futures Licensing Course and the courses necessary to attain the Derivatives Market Specialist Designation; or

(ii) The Chartered Financial Analyst program administered by the CFA Institute; and

(b) Experience ending no earlier than three years prior to the date of application of at least 3 years as an Approved Person in one of the categories of futures contracts approval under Rule 1800.3, during which period the applicant shall have been actively engaged in advising on trades in futures contracts.

## 7. Commodity Futures Contracts and Options

7.1 The proficiency requirements for a person Registered Representative or Investment Representative who deals with customers with respect to futures contracts or futures contract options under Rule 1800.3 are successful completion of:

(a) The Derivatives Fundamentals Course and the Futures Licensing Course (the "FLC"), or

(b) The FLC Futures Licensing Course and the National Commodity Futures Examination (the "NCFE") administered by the Financial Industry Regulatory Authority; and

7.2 The proficiency requirements for a ~~futures contract principal or alternate, futures contract options principal or alternate or branch manager authorized to supervise accounts trading in futures contracts or futures contract options~~ are:

(a) Successful completion of the requirements of section 7.1, and (b) Successful completion of the Canadian Commodity Supervisors Examination.

## 8. Options

The proficiency requirement for options under Rule 1900.3 and Rule 18.9 are a Registered Representative or Investment Representative who deals with customers in options is successful completion of:

- (a) The Derivatives Fundamentals Course and the Options Licensing Course, and ~~or~~
- (b) ~~The Options Supervisors Course, in the case of a registered options principal or alternate.~~
- (b) The Series 7 administered by the Financial Industry Regulatory Authority and the New Entrants Course.

**B. General Exemption**

- (a) ~~Notwithstanding this Part I, the~~1. The applicable District Council, ~~pursuant to~~ may, under Rule 20.24, ~~may~~ exempt any person or class of persons from the proficiency requirements on such terms and conditions, if any, as the applicable District Council may see fit.
- (b)2. The Board of Directors may prescribe a fee to be paid for any exemption application under paragraph (a)~~1.~~



**RULE 2900**

**PROFICIENCY AND EDUCATION:**

**PART II – EXAMINATION REWRITE REQUIREMENTS AND COURSE AND EXAMINATION EXEMPTIONS**

**INTRODUCTION**

This Part II outlines the exemptions that exist from the Corporation's course and examination requirements for persons seeking to be approved in certain categories of registration. This Part II exempts applicants from the requirement to rewrite courses or examinations that they have successfully completed if they are re-entering the industry, re-registering in a category of registration or seeking initial registration within certain time periods. This Part II also provides exemptions to applicants from the requirements to initially write a course or examination if the applicant satisfies one of the specifically enumerated exemptions based on grandfathering provisions or the successful completion of other courses and examinations. In addition, this Part II sets out the basis upon which the applicable District Council may grant a discretionary exemption.

**DEFINITIONS**

For the purposes of this Part II:

~~"Approved Person" means an applicant that is approved by and registered with a self-regulatory organization in a category of registration;~~

~~"Recognized Foreign Self-regulatory Organization" means a foreign self-regulatory organization which offers a reciprocal treatment to Canadian applicants and which has been approved as such by Corporation.~~

All courses and examinations, unless otherwise specified, are administered by the ~~Canadian Securities Institute~~CSI Global Education Inc.

**A. ~~Exemptions from Rewriting~~**

**A. Requirement to Rewrite Courses and Examinations**

**1. Current and Former Approved Persons**

- ~~(a) An applicant for approval who was previously approved in a category must complete a proficiency requirement if he or she has not been approved in the category to which the requirement applies within the three years prior to the date of application.~~
- ~~(b) An Applicant or Approved Person who has previously conducted a particular type of business must complete a proficiency required to conduct the type of business if he or she has not conducted the type of business within the past three years.~~
- ~~(c) Sections (a) and (b) do not apply to new or amended course requirements not required when the Approved Person or applicant for approval was initially approved or began to conduct the type of business, provided that the applicant was not under a requirement to complete the course or examination when the applicant's approval lapsed.~~

**2. Approval after Completion of Course**

~~Subject to Rule 2900 Part II A.3(a), an applicant for approval who has never been approved or conducted a type of business must rewrite a required examination or course if it was completed more than two years before the date of application.~~

**3. The Canadian Securities Course**

~~An applicant shall be exempt from rewriting(a) An applicant for approval who has not previously been approved in a category or conducted a type of business requiring the Canadian Securities Course who would otherwise be required to rewrite the course is exempt if the applicant has:~~

- ~~(a) Was an approved person, currently seeking to re-enter the industry within the same category of approval within three years of their approval lapsing;~~

~~(b) — Is an approved person, currently seeking re-approval within the same category of approval within three years of that category of approval lapsing; (c) — Is currently seeking approval within three years of successfully completing the Canadian Securities Course or within two years of successfully completing i) within two years prior to the date of application, successfully completed any one of the Professional Financial Planning Course, Wealth Management Techniques Course, Wealth Management Essentials Course, Investment Management Techniques Course, Portfolio Management Techniques Course, or the three levels of the Chartered Financial Analyst programme administered by the CFA Institute; or;~~

~~(d) — Is seeking re-approval within three years of successfully completing ii) within three years prior to the date of application completed the New Entrants Course or the Canadian Securities Course~~

(b) — An applicant for approval in a category or to conduct business requiring the Canadian Securities Course who was approved in a category or conducted a type of business requiring the course and who would otherwise be required to rewrite the course is exempt if the applicant has within three years prior to the date of application successfully completed any one of the Professional Financial Planning Course, Wealth Management Techniques Course, Wealth Management Essentials Course, Investment Management Techniques Course, Portfolio Management Techniques Course, or the three levels of the Chartered Financial Analyst programme administered by the CFA Institute; or.

~~(e) — Is seeking approval or re-approval within three years of successfully completing the New Entrants Course.~~

## ~~2. — The Conduct and Practices Handbook Course~~

~~An applicant shall be exempt from rewriting the Conduct and Practices Handbook Course if the applicant~~

~~(a) — Was an approved person, currently seeking to re-enter the industry within the same category of approval within three years of their approval lapsing;~~

~~(b) — Is an approved person, currently seeking re-approval within the same category of approval within three years of that category of approval lapsing; or~~

~~(c) — Is currently seeking approval within two years of successfully completing the Conduct and Practices Handbook Course.~~

## ~~3. — The Partners, Directors and Senior~~

### ~~4. — The Chief Financial Officers Qualifying Examination~~

~~An applicant shall be exempt from rewriting the Partners, Directors and Senior Officers Qualifying Examination if the applicant~~

~~(a) — Was an approved person, currently seeking to re-enter the industry within the same category of approval within three years of their approval lapsing;~~

~~(b) — Is an approved person, currently seeking re-approval within the same category of approval within three years of that category of approval lapsing; or~~

~~(c) — Is currently seeking approval within two years of successfully completing the Partners, Directors and Senior Officers Qualifying Examination.~~

### ~~3A. — Chief Financial Officers Examination~~

~~An applicant shall be exempt from rewriting the Chief Financial Officers Examination if the applicant:~~

~~(a) — is currently approved in any category other than chief financial officer and An applicant who would otherwise be required to rewrite the Chief Financial Officers Qualifying Examination is exempt if the applicant has, since completing the chief financial officers examination, has Chief Financial Officers Qualifying Examination, been working closely with and providing assistance to the chief financial officer; a Chief Financial Officer.~~

- (b) ~~was approved as chief financial officer with a member and is currently seeking re-approval as such within three years of the end of the last approval date;~~
- (c) ~~is currently seeking approval as chief financial officer within two years of successfully completing the chief financial officers examination.~~

#### **4.5. The Derivatives Fundamentals Course**

- (a) ~~An applicant shall be exempt from rewriting for approval or an Approved Person who will be dealing with customers in futures contracts or futures contracts options and who would otherwise be required to rewrite the Derivatives Fundamentals Course is exempt if the applicant~~
- (a) ~~Was an approved person currently seeking to re-enter the industry within the same category of approval within three years of their approval lapsing; (b) Is an approved person, currently seeking re-approval within the same category of approval within three years of that category of approval lapsing; or (c) Is currently seeking approval within two years of successfully completing the Derivatives Fundamentals Course, or Approved Person has within the past two years completed the Futures Licensing Course, Options Licensing course, or the Canadian Commodity Supervisors Examination;~~

#### **5. The Options Licensing Course**

- (b) ~~An applicant shall be exempt from rewriting the Options Licensing Course for approval or an Approved Person who will be dealing with customers in options and who would otherwise be required to rewrite the Derivatives Fundamentals Course is exempt if the applicant~~
- (a) ~~Was an approved person, currently seeking to re-enter the industry within the same category of approval within three years of their approval lapsing; (b) Is an approved person, currently seeking re-approval within the same category of approval within three years of that category of approval lapsing; or (c) Is currently seeking approval within two years of successfully completing or Approved Person has within the past two years completed the Options Licensing Course.~~

#### **6. The Options Supervisors Course**

~~An applicant shall be exempt from rewriting the Options Supervisors Course if the applicant~~

- (a) ~~Was an approved person, currently seeking to re-enter the industry within the same category of approval within three years of their approval lapsing;~~
- (b) ~~Is an approved person, currently seeking re-approval within the same category of approval within three years of that category of approval lapsing; or~~
- (c) ~~Is currently seeking approval within two years of successfully completing the Options Supervisors Course.~~

~~An applicant shall be exempt from rewriting the Futures Licensing Course if the applicant~~

- (a) ~~Was an approved person, currently seeking to re-enter the industry within the same category of approval within three years of their approval lapsing;~~
- (b) ~~Is an approved person, currently seeking re-approval within the same category of approval within three years of that category of approval lapsing; or~~
- (c) ~~Is currently seeking approval within two years of successfully completing the Futures Licensing Course or Canadian Commodity Supervisors Examination; or~~
- (d) ~~Is seeking re-approval within three years of successfully completing the Canadian Commodity Supervisors Examination.~~

#### **8. The Canadian Commodity Supervisors Examination**

~~An applicant shall be exempt from rewriting the Canadian Commodity Supervisors Examination if the applicant~~

- (a) ~~Was an approved person, currently seeking to re-enter the industry within the same category of approval within three years of their approval lapsing;~~
- (b) ~~Is an approved person, currently seeking re-approval within the same category of approval within three years of that category of approval lapsing; or~~
- (c) ~~Is currently seeking approval within two years of successfully completing the Canadian Commodity Supervisors Examination.~~

**9. ~~The Branch Managers Course~~**

~~An applicant shall be exempt from rewriting the Branch Managers Course if the applicant~~

- (a) ~~Was an approved person, currently seeking to re-enter the industry within the same category of approval within three years of their approval lapsing;~~
- (b) ~~Is an approved person, currently seeking re-approval within the same category of approval within three years of that category of approval lapsing; or~~
- (c) ~~Is currently seeking approval within two years of successfully completing the Branch Managers Course.~~

**10. ~~The wealth management essentials course~~**

~~An applicant for approval or an Approved Person who will be dealing with customers in futures contracts or futures contracts options and who would otherwise be required to rewrite the Futures Licensing Course is exempt if the applicant or Approved Person has within the past two years completed the Canadian Commodity Supervisors Examination.~~

**7. ~~The Wealth Management Essentials course~~**

~~An applicant shall be exempt from rewriting who would otherwise be required to rewrite the Wealth Management Essentials Course if the applicant~~

- (a) ~~Was registered or approved in any trading capacity, including registration or approval restricted to mutual funds but excluding approval as a Trader (Bourse de Montreal), Trader (TSX), or Trade (TSX VN) and is currently seeking to re-enter the industry within three years of the registration or approval lapsing;~~
- (b) ~~Is currently registered or approved in any trading capacity, including registration or approval restricted to mutual funds but excluding approval as a Trader (Bourse de Montreal), Trader (TSX), or Trader (TSX VN) and is seeking registration in another category;~~(c) ~~Is exempt if the applicant is currently seeking approval within two years of successfully completing the Investment Management Techniques Course, Portfolio Management Techniques Course, 3 levels of the Certified Financial Analyst programme administered by the CFA Institute, Professional Financial Planning Course, or the Wealth Management Techniques Course; or,~~
- (d) ~~Is seeking re-approval within three years of successfully completing the Investment Management Techniques Course, Portfolio Management Techniques Course, 3 levels of the Certified Financial Analyst programme administered by the CFA Institute, Professional Financial Planning Course or the Wealth Management Techniques Course.~~

**11. ~~Repealed.~~**

**12. ~~The Canadian Investment Funds Course~~**

~~An applicant shall be exempt from rewriting the Canadian Investment Funds Course administered by IFIC if the applicant~~

- (a) ~~Was an approved person, currently seeking to re-enter the industry within the same category of approval within three years of their approval lapsing;~~

- (b) ~~Is an approved person, currently seeking re-approval within the same category of approval within three years of that category of approval lapsing; or~~
- (c) ~~Is currently seeking approval within two years of successfully completing the Canadian Investment Funds Course.~~

**13. ~~The Investment Funds in Canada Course~~**

~~An applicant shall be exempt from rewriting the Investment Funds in Canada Course administered by the Institute of Canadian Bankers if the applicant~~

- (a) ~~Was an approved person, currently seeking to re-enter the industry within the same category of approval within three years of their approval lapsing;~~
- (b) ~~Is an approved person, currently seeking re-approval within the same category of approval within three years of that category of approval lapsing; or~~
- (c) ~~Is currently seeking approval within two years of successfully completing the Investment Funds in Canada Course.~~

**14. ~~The Principles of Mutual Funds Investment Course~~**

~~An applicant shall be exempt from rewriting the Principles of Mutual Funds Investment Course administered by the Canadian Trust Institute if the applicant~~

- (a) ~~Was an approved person, currently seeking to re-enter the industry within the same category of approval within three years of their approval lapsing;~~
- (b) ~~an approved person, currently seeking re-approval within the same category of approval within three years of that category of approval lapsing; or~~
- (c) ~~Is currently seeking approval within two years of successfully completing the Principles of Mutual Funds Investment Course.~~

**8. 30-Day Training Program**

An applicant is exempt from re-doing the 30-day training program required under Rule 2900 Part 1 3(a)(i)(C)2 if, within three years prior to application, the applicant was approved for trading for Retail Customers in securities with a Dealer Member or by a recognized foreign regulatory authority or self regulatory organization or a Canadian securities regulatory authority.

**9. 90-Day Training Program**

An applicant is exempt from re-doing the 90-day training program required under Rule 2900 Part 1 3(a)(i)(C)1 if, within three years prior to application, the applicant was approved for trading and advising Retail Customers in securities with a Dealer Member or by a recognized foreign regulatory authority or self regulatory organization or a Canadian securities regulatory authority.

**B. Exemptions from Writing**

**1. Current and Former Approved Persons**

- (a) An Approved Person is exempt from completing a new or amended proficiency requirement not in place at the time he or she was approved in a category unless the rule setting the requirement specifically provides otherwise.
- (b) An applicant for approval who was an Approved Person is exempt from completing a new or amended proficiency requirement not in place at the time of the applicant's previous approval in the same category for three years after the applicant's previous approval lapsed unless the rule setting the requirement specifically provides otherwise.

**2. ~~The Canadian Securities Course~~**

An applicant shall be ~~is~~ exempt from writing the Canadian Securities Course if the applicant

- ~~(a) — Has been approved continuously as a registered representative since November, 1962;~~
- ~~(b) — Has successfully completed the previously existing Corporation Course I and II, or the previously existing Corporation Course I and has acquired five consecutive years of industry experience and~~
  - ~~(i) — Is currently approved as an investment representative or registered representative,~~
  - ~~(ii) — Was an approved person, currently seeking to re-enter the industry within the same category of approval within three years of their approval lapsing, or~~
  - ~~(iii) — Is an approved person, currently seeking re-approval within the same category of approval within three years of the approval of that category lapsing;~~
- ~~(c) — Has successfully completed the Canadian Investment Management program, Parts I and II and~~
  - ~~(i) — Is currently approved as an investment representative or a registered representative,~~
  - ~~(ii) — Was an approved person, currently seeking to re-enter the industry within the same category of approval within three years of the approval lapsing,~~
  - ~~(iii) — Is an approved person, currently seeking re-approval within the same category of approval within three years of that category of approval lapsing, or (d) — Has has previously been registered or licensed with a recognized foreign regulatory authority or self-regulatory organization and has successfully completed the New Entrants Course within two years of the application.~~

**2. ~~The Conduct and Practices Handbook Course~~**

An applicant shall be exempt from writing the Conduct and Practices Handbook Course if the applicant

- ~~(a) — Has been approved continuously as a registered representative since December, 1971; or~~
- ~~(b) — Has successfully completed the Partners, Directors and Senior Officers Qualifying Examination and~~
  - ~~(i) — Is currently approved as a partner, director, senior officer, investment representative or registered representative,~~
  - ~~(ii) — Was an approved person, currently seeking to re-enter the industry within the same category of approval within three years of their approval lapsing,~~
  - ~~(iii) — Is an approved person, currently seeking re-approval within the same category of approval within three years of that category of approval lapsing, or (iv) — Is currently seeking approval within two years of successfully completing the Partners, Directors and Senior Officers Qualifying Examination.~~

**3. ~~The Partners, Directors and Senior Officers Qualifying Examination~~**

An applicant shall be exempt from writing the Partners, Directors and Senior Officers Qualifying Examination if the applicant has been approved continuously as a partner, director or senior officer since March 1973.4. **~~The Derivatives Fundamentals Course~~**

An applicant shall be ~~is~~ exempt from writing the Derivatives Fundamentals Course if the applicant has successfully completed the Canadian Options Course, the National Commodity Futures Examination, the Canadian Futures Examinations, Futures Licensing Course, or Canadian Commodity Supervisors Examination, and

- (a) ~~Is currently approved as a registered representative options,~~
- (b) ~~Was an approved person, currently seeking to re-enter the industry within the same category of approval within three years of their approval lapsing,~~
- (c) ~~Is an approved person, currently seeking re-approval within the same category of approval within three years of that category of approval lapsing, or~~(d) ~~Is currently seeking approval within two years of successfully completing the Options Course Licensing Course, the Options Supervisors Course, the Futures Licensing Course, or the Canadian Commodity Supervisors Examination.~~

**5.4. ~~The Options Licensing~~Wealth Management Essentials Course**

~~An applicant shall be exempt from writing the Options Licensing Course if the applicant has successfully completed the Canadian Options Course and~~

- (a) ~~Is currently approved as a registered representative options,~~
- (b) ~~Was an approved person, currently seeking to re-enter the industry within the same category of approval within three years of their approval lapsing, or~~
- (c) ~~Is an approved person, currently seeking re-approval within the same category of approval within three years of that category of approval lapsing.~~

**6. ~~The Options Supervisors Course~~**

~~An applicant shall be exempt from writing the Options Supervisors Course if the applicant~~

- (a) ~~Has been approved continuously as a registered options principal since January, 1978; or~~
- (b) ~~Has successfully completed the Registered Options Principals Qualifying Examination and
  - (i) ~~Is currently approved as a registered options principal,~~
  - (ii) ~~Was an approved person, currently seeking to re-enter the industry within the same category of approval within three years of their approval lapsing, or~~
  - (iii) ~~Is an approved person, currently seeking re-approval within the same category of approval within three years of that category of approval lapsing.~~~~

**7. ~~The Futures Licensing Course~~**

~~An applicant shall be exempt from writing the Futures Licensing Course if the applicant has successfully completed the National Commodity Futures Examination and the Canadian Commodity Futures Examination, or the Canadian Futures Examination, Parts I and II, or the National Commodity Futures Examination and the Canadian Futures Examination, Part II, or the Canadian Commodity Futures Examination and the Canadian Futures Examination, Part I and~~

- (a) ~~Is currently approved as a registered futures contract representative options,~~
- (b) ~~Was an approved person, currently seeking to re-enter the industry within the same category of approval within three years of their approval lapsing, or~~
- (c) ~~Is an approved person, currently seeking re-approval within the same category of approval within three years of that category of approval lapsing.~~

**8. ~~The Canadian Commodity Supervisors Examination~~**

~~An applicant shall be exempt from writing the Canadian Commodity Supervisors Examination if the applicant has been approved continuously as a commodity supervisor since January, 1980.~~

**9. ~~The Branch Managers Course~~**

~~An applicant shall be exempt from writing the Branch Managers Course if the applicant~~

- ~~(a) Has been approved continuously as a branch manager since August 1, 1987;~~
- ~~(b) Has successfully completed the Canadian Branch Managers Qualifying Examination and
  - ~~(i) Is currently approved as a branch manager,~~
  - ~~(ii) Was an approved person, currently seeking to re-enter the industry within the same category of approval within three years of their approval lapsing, or~~
  - ~~(iii) Is an approved person, currently seeking re-approval within the same category of approval within three years of that category of approval lapsing.~~~~
- ~~(c) Has been approved continuously as a sales manager since January 24, 1994, unless the sales manager is currently seeking approval as a branch manager; or~~
- ~~(d) Has successfully completed both
  - ~~(i) The Partners, Directors and Officers Qualifying Examination prior to February 1, 1990 and
    - ~~A. Is currently approved as a partner, director or officer,~~
    - ~~B. Was an approved person, currently seeking to re-enter the industry within the same category of approval within three years of their approval lapsing, or~~
    - ~~C. Is an approved person, currently seeking re-approval within the same category of approval within three years of that category of approval lapsing, and~~~~
  - ~~(ii) The Registered Options Principals Qualifying Examination and
    - ~~A. Is currently approved as a designated registered options principal, an alternate registered options principal or a branch manager,~~
    - ~~B. Was an approved person, currently seeking to re-enter the industry within the same category of approval within three years of their approval lapsing, or~~
    - ~~C. Is an approved person, currently seeking re-approval within the same category of approval within three years of that category of approval lapsing.~~~~~~

**10. ~~The WEALTH MANAGEMENT ESSENTIALS COURSE~~**

~~An applicant shall be~~is exempt from writing the Wealth Management Essentials Course if the applicant

- ~~(a) Was registered for a minimum of two years with a Canadian securities regulatory authority or recognized foreign self-regulatory organization prior to the coming into force of this Rule 2900, Part II, and has not been out of the industry for a period of greater than three years;~~
- ~~(b) Has successfully completed Part 1 or 2 of the Canadian Investment Management program, and
  - ~~(i) Is currently approved as an investment representative or a registered representative,~~~~



- ~~(ii) — Was an approved person, currently seeking to re-enter the industry within the same category of approval within three years of their approval lapsing,~~
- ~~(iii) — Is an approved person, currently seeking re-approval within the same category of approval within three years of the approval of that category lapsing,~~
- ~~(iv) — Is currently seeking approval within two years of successfully completing the Wealth Management Techniques Course or the Portfolio Management Techniques Course; or~~
- ~~(v) — Is seeking re-approval within three years of successful completion of the Wealth Management Techniques Course or the Portfolio Management Techniques Course. (c) — Hasi) has successfully completed the Investment Management Techniques Course or the Professional Financial Planning Course prior to July 4, 2008, having been enrolled prior to July 4, 2006; 2006 and~~
- ~~(i) — Is currently approved as an investment representative or a registered representative,~~
- ~~(ii) — Was an approved person, currently seeking to re-enter the industry within the same category of approval within three years of their approval lapsing,~~
- ~~(iii) — Is an approved person, currently seeking re-approval within the same category of approval within three years of the approval of that category lapsing, (iv) — Is currently (i) is seeking approval within two years of successfully completing the Wealth Management Techniques Course or the Portfolio Management Techniques Course; or~~
- ~~(v) — Is seeking re-approval within three years of successful completion of the Wealth Management Techniques Course or the Portfolio Management Techniques Course.~~

**11. — Repealed.**

**12. — The Canadian Investment Funds Course**

An applicant shall be exempt from writing the Canadian Investment Funds Course administered by the Investment Funds Institute of Canada if the applicant has successfully completed the Canadian Securities Course and

- ~~(a) — Is currently approved as a registered mutual fund representative,~~
- ~~(b) — Was an approved person, currently seeking to re-enter the industry within the same category of approval within three years of their approval lapsing,~~
- ~~(c) — Is an approved person, currently seeking re-approval within the same category of approval within three years of that category of approval lapsing, or~~
- ~~(d) — Is currently seeking approval within three years of successfully completing the Canadian Securities Course.~~

**13. — The Investment Funds in Canada Course**

An applicant shall be exempt from writing the Investment Funds in Canada Course administered by the Institute of Canadian Bankers if the applicant

- ~~(a) — Has successfully completed the Canadian Securities Course and
  - ~~(i) — Is currently approved as a registered mutual fund representative,~~
  - ~~(ii) — Was an approved person, currently seeking to re-enter the industry within the same category of approval within three years of their approval lapsing,~~~~

- (iii) ~~Is an approved person, currently seeking re-approval within the same category of approval within three years of that category of approval lapsing, or~~
- (iv) ~~Is currently seeking approval within three years of successfully completing the Canadian Securities Course.~~

**14. ~~The Principles of Mutual Funds Investment Course~~**

~~An applicant shall be exempt from writing the Principles of Mutual Funds Investment Course administered by the Canadian Trust Institute if the applicant~~

- (a) ~~has successfully completed the Canadian Securities Course and~~
  - (i) ~~Is currently approved as a registered mutual fund representative,~~
  - (ii) ~~Was an approved person, currently seeking to re-enter the industry within the same category of approval within three years of their approval lapsing,~~
  - (iii) ~~Is an approved person, currently seeking re-approval within the same category of approval within three years of that category of approval lapsing, or~~
  - (iv) ~~Is currently seeking approval within three years of successfully completing the Canadian Securities Course.~~

**15. ~~90-DAY AND 30-DAY TRAINING PROGRAMS~~**

- (b) ~~Is seeking re-approval within three years of successfully completing the Wealth Management Techniques Course or the Portfolio Management Techniques Course.~~

**5. 90-Day Training Program**

An applicant is exempt from completing the 90-day training program if, within three years prior to application, the applicant was approved or registered with a Dealer Member, securities dealer or investment dealer; or by a recognized foreign regulatory authority or self regulatory organization; or as an investment advisor by a Canadian securities regulatory authority in a capacity permitting trading and advising in securities to Retail Customers.

**6. 30-Day Training Program**

~~An applicant shall be~~ is exempt from completing the ~~90-day or 30-day training program required under Rule 2900 Part 1, section 3(a)(iii) A and B~~ if, within three years prior to application, the applicant was registered with a ~~member~~ Dealer Member, securities dealer or investment dealer; or by a recognized foreign regulatory authority or self regulatory organization; or as an investment advisor by a Canadian securities regulatory authority in a capacity permitting trading in securities to Retail Customers.

**C. Discretionary Exemptions**

- (a) The applicable District Council, ~~pursuant to~~ may, under Rule 20.24, ~~may~~ grant an exemption from the requirement to rewrite or write any required course or examination, in whole or in part, subject to such conditions or restrictions as may be imposed in the exemption, if the applicant demonstrates adequate experience and/or successful completion of industry courses or examinations that the applicable District Council, in its opinion, determines is an acceptable alternative to the required proficiency.
- (b) The Board of Directors ~~may~~ prescribe a fee to be paid for any exemption application under this Rule 2900 Part II.

**RULE 2900**

**PROFICIENCY AND EDUCATION:**

**PART III – THE CONTINUING EDUCATION PROGRAM**

**INTRODUCTION**

This Part III establishes a Continuing Education Program (the Program) for Participants for the duration of their career in the securities industry. The Program operates on three-year cycles, the first commencing in January 1, 2000. The start-to-end date of each cycle is the same for all participants.

**A. DEFINITIONS**

For the purposes of this Part III,

“Course” – means a single integrated course, or a series of pertinent courses, seminars, presentations or programs that in total meet the minimum time and content requirements of the course guidelines which form part of this Rule 2900, Part III.

“Participants” – means certain ~~approved persons~~ Approved Persons employed by Dealer Members of the Investment Industry Regulatory Organization of Canada (the Corporation), and approved by the Corporation in the registration categories listed in Schedule 1 of this Rule 2900, Part III (Schedule 1).

**B. PARTICIPATION IN THE PROGRAM**

Unless exempted under Rule 2900, Part III, Participants must complete continuing education courses based on their categories of approval, as specified in Schedule 1.

In general, individuals who are registered to do retail business and give advice must complete a 12-hour Compliance course and a 30-hour Professional Development course during each three-year cycle. Those who are not registered to do retail business (who deal with institutions only) and those not registered to give advice (such as ~~investment representatives~~ Investment Representatives) must complete a 12-hour compliance course only, each cycle.

**C. EXEMPTION FROM THE WHOLE OR PART OF THE PROGRAM**

1. Partners, Directors and Officers approved in non-trading and non-supervisory categories of registration are exempt from the Program.
2. Participants approved as ~~registered representatives, branch managers, sales managers, and futures principals~~ Registered Representatives and Supervisors, who have been continuously approved in a trading capacity for more than 10 years as of January 1, 2000 by a recognized Self Regulatory Organization (the Corporation, Toronto Stock Exchange, Montreal Exchange, Alberta Stock Exchange or Vancouver Stock Exchange), are exempt from the requirement to complete a professional development course. However, such persons shall complete a compliance course in each cycle throughout their career.

**D. ENTRY OF RECENTLY APPROVED PERSONS**

~~Recently approved persons~~ Approved Persons shall not participate in the Program during the first three years of registration but shall do so, depending on the year of registration, as follows:

1. If the three years since registration ends in year one of a cycle, then the ~~approved person~~ Approved Person becomes a participant in that cycle.
2. If the three years since registration ends in year two or three of a cycle, then the ~~approved person~~ Approved Person becomes a participant in next three-year cycle of the Program.
3. For greater clarification, refer to the Chart below.

An Approved Person first approved in the year:	Starts CE in this Cycle
1997	Cycle 1: 1/Jan/2000 to 31/Dec/2002
1998	Cycle 2: 1/Jan/2003 to 31/Dec/2005
1999	Cycle 2: 1/Jan/2003 to 31/Dec/2005
2000	Cycle 2: 1/Jan/2003 to 31/Dec/2005
2001	Cycle 3: 1/Jan/2006 to 31/Dec/2008
2002	Cycle 3: 1/Jan/2006 to 31/Dec/2008
2003	Cycle 3: 1/Jan/2006 to 31/Dec/2008
2004	Cycle 4: 1/Jan/2009 to 31/Dec/2011
2005	Cycle 4: 1/Jan/2009 to 31/Dec/2011
2006	Cycle 4: 1/Jan/2009 to 31/Dec/2011
2007	Cycle 5: 1/Jan/2012 to 31/Dec/2014
2008	Cycle 5: 1/Jan/2012 to 31/Dec/2014
2009	Cycle 5: 1/Jan/2012 to 31/Dec/2014
2010	Cycle 6: 1/Jan/2015 to 31/Dec/2017
2011	Cycle 6: 1/Jan/2015 to 31/Dec/2017
2012	Cycle 6: 1/Jan/2015 to 31/Dec/2017

**E. RE-ENTRY OF APPROVED PERSONS**

- Individuals who were registered more than three years ago and who are returning to the industry will be required to complete their CE requirements in the cycle in which they return.
- Individuals who are required to re-write the Canadian Securities Course (CSC) and Conduct & Practices Handbook (CPH) in order to re-qualify for registration, may apply these two courses towards the CE requirements for the cycle in which they were re-written. In this circumstance, the CSC can not be carried forward to fulfill the Professional Development requirement in the following cycle.
- Individuals who have previously been exempted from the Professional Development requirement under Rule 2900, Part III, C.2, who become re-registered after a gap of more than three years, will no longer qualify for the exemption from the Professional Development requirement. These individuals will be required to complete the CE requirement as per their registration category. An exception will be made for individuals who were previously exempted from the Professional Development requirement, who voluntarily participate in the Corporation's CE program during the gap in registration. These individuals will not be required to re-write the CSC and CPH, and will maintain the exemption from the Professional Development requirement when they become re-registered.

**F. CHANGE IN CATEGORIES WITHIN A CYCLE**

- Any change, in year one of a cycle, from a registration category that requires a compliance course only, to a category requiring both a compliance course and a professional development course, will require completion of the courses for the new category. If the change occurs in year two or three of the cycle, the requirements are those of the previous category. The requirements for the new position will commence in the next cycle.
- For changes from a category that requires both a compliance course and a professional development course to a category requiring a compliance course only, the requirements are those of the participant's registration category at the end of the cycle.
- For changes from a Non-Trading officer category to a Supervisory category that requires a compliance course only, the requirements are the compliance course as per the new category. If the change occurs in year two or three of the cycle, the requirements are those of the previous category. The requirements for the new position will commence in the next cycle.
- Any change back to a category requiring both a compliance course and a professional development course made after the change as described in subsection 1 will immediately return the participant to the requirement for completion of both the compliance and the professional development course. Should such a change occur too close to the end of the cycle to permit completion of the professional development course, the Dealer Member firm may apply for a hardship extension, pursuant to Section N.
- An application for a change of category as described in subsection 3 in the first year of the cycle, following a change as described in subsection 2, must be accompanied by an explanation from the Dealer Member

sufficient to satisfy the Corporation that the category changes are not in an effort to avoid completion of the Program's requirements.

**G. VOLUNTARY PARTICIPATION IN THE PROGRAM**

1. Persons who terminate their approval after January 1, 1997, may maintain their standing in the Program on a voluntary basis by completing select courses recognized by the Corporation as meeting the requirements of the Program. The voluntary participation courses must comply with the guidelines that form part of this policy.
2. Persons maintaining voluntary standing in the Program as described in subsection 1 are exempt from the examination rewrite requirements outlined in Rule 2900, Part II – Course and Examination Exemptions for the Canadian Securities Course (CSC) and the Conduct and Practices Handbook Exam (CPH). The CSC and/or CPH must have been successfully passed within the three years prior to the start of either:
  - (a) the current cycle, or
  - (b) the earliest cycle in which the individual began continuous participation in the Program.
3. Graduates of the CSC and the CPH who have not been approved in any capacity, may join the Program on a voluntary basis by taking courses recognized by the Corporation as meeting the requirements for the Program. The CSC and/or CPH must have been successfully passed within the three years prior to the start of either:
  - (a) the current cycle, or
  - (b) the earliest cycle in which the individual began continuous participation in the Program.
4. Persons joining the Program as described in subsection 3 are exempt from the examination rewrite requirements outlined in Rule 2900, Part II – Course and Examination Exemptions.
5. Voluntary participants must complete a professional development course and a compliance course in each cycle to maintain voluntary participation standing and qualify for the exemptions in subsections 2 and 4. Both a Compliance course and Professional Development course must be completed irrespective of which position the individual intends to apply for.
6. The exemptions in subsections 2 and 4 are valid until the end of the first year of the next cycle. As a result, Voluntary participation in CE will keep the CSC and CPH valid until the end of the first year of the next cycle.
7. Both the Compliance and the Professional Development courses used for Voluntary Participation must be completed within the cycle to which they are applied and cannot be carried forward from a previous cycle.
8. Individuals may still be responsible for obtaining exemptions and paying any associated fee required by securities legislation for their province or territory.

**H. RECORD KEEPING REQUIREMENTS**

1. Evidence of Completion may be in the form of a certificate issued by the provider, attendance sheet or bulk notice of completion
2. CE credits earned through courses or seminars at a Participant's previous firm in the current cycle, that have not been reported to the Corporation, may still be considered valid for the Participant by the Participant's current member firm, at the member firm's discretion. The current member firm may accept a statement of verification issued by a former member firm.
3. Dealer Member firms must retain CE certification records and course materials until the end of the cycle following the cycle to which the records relate

**I. REPORTING REQUIREMENTS**

1. Dealer Members must update the Corporation in the manner prescribed by the Corporation within ten days after the end of the month in which the Dealer Member becomes aware of the names of its Participants that have satisfied all CE course requirements for the completed Cycle.

2. No later than 10 business days following the end of a Cycle, a member must identify via the manner prescribed by the Corporation, those individuals who have not completed the Compliance course and who have been placed under supervision as per the penalties delineated in Section M.

**J. THE COMPLIANCE COURSE**

1. The 12-hour compliance course is a mandatory component of the Program for all participants. Participants may choose a compliance course from an external course provider or a suitable training Program offered by their sponsoring Dealer Member.
2. Dealer Members may have an external course provider develop and deliver the compliance course or may develop and deliver their own internal course.
3. Courses may be accredited for Corporation CE credits through the Corporation's official accreditation process.
4. The use of a compliance course developed by a Dealer Member is subject to the following requirements:
  - (a) The course developed must comply with the guidelines that form part of this policy.
  - (b) Participants completing a course offered by a Dealer Member shall have the Dealer Member sign off on their successful completion of that course. The Dealer Member shall determine its own method of evaluating Participants' knowledge and understanding of the courses completed.

**K. PROFESSIONAL DEVELOPMENT COURSE**

1. Participants may choose a 30-hour Professional Development course from an external course provider or a suitable training Program offered by their sponsoring Dealer Member.
2. The course chosen by a Participant, whether from an external provider or one offered by the Dealer Member, must be approved by the Dealer Member's training supervisor or other responsible person as being relevant to that Participant's role in the investment industry.
3. Courses may be accredited for Corporation CE credits through the Corporation's official accreditation process.
4. Professional development courses developed and offered by the Dealer Member or an external course provider are subject to the following requirements:
  - (a) The courses must comply with the guidelines that form part of this policy.
  - (b) Participants completing courses offered by their sponsoring Dealer Member shall have the Dealer Member sign off on their successful completion of that course. The Dealer Member shall determine its own method of evaluating Participants' knowledge and understanding of the courses completed.

**L. CARRY-FORWARD PROVISIONS**

1. No carry forwards are permitted for the compliance course requirement.
2. A maximum of one approved course completed prior to the start of the current cycle that satisfies the minimum 30-hour requirement may be carried forward into the next cycle as a professional development credit. Starting with courses taken in Cycle 2, a course of less than 30 hours may not be carried forward into the next cycle.
3. Where a recently ~~approved person~~ Approved Person completes a course that qualifies for the professional development requirement during that ~~approved person~~ Approved Person's first three years of registration, that course can be carried forward to apply to that ~~approved person~~ Approved Person's first cycle.
4. The Professional Financial Planning Course (PFPC), Investment Management Techniques Course (IMT) or Wealth Management Essentials Course (WME) may not be carried forward pursuant to subsection 2 if it was used as to satisfy the requirement of Rule 2900, Part 1, A, section 3(c).
5. A Multi-level program completed over a period of more than one year, such as a university degree program or the Chartered Financial Analyst (CFA) program, may satisfy the professional development course requirement for more than one cycle provided each program level meets the guidelines. A level can be carried forward to satisfy the requirement of the next cycle only.

**M. PENALTIES**

The following penalties shall be imposed for the failure of a Participant to complete the course requirements within a three-year cycle:

1. At the beginning of year one of the next three-year cycle, a monthly fee in the amount of \$500 shall be imposed against the Participant's sponsoring Dealer Member for a maximum of six months, or until the Participant completes the courses required, whichever occurs first.
2. If, at the end of the six-month period referred to in subsection 1, the Participant fails to complete the Program requirements, then the Participant's approval will be suspended automatically until such time as the participant successfully completes the course requirements.
3. If, at the end of the three-year cycle, the Participant fails to complete the compliance portion of the program, then a mandatory condition of close supervision, with reports to be retained at the Dealer Member firm, will be imposed on the Participant's registration until such time as course is successfully completed.
4. Any late completion fees paid in error will be refunded provided that the refund is claimed within 120 days of the first day of the month for which the fee was paid.

**N. HARDSHIP EXTENSION FROM COMPLETION OF COURSE REQUIREMENTS IN A THREE-YEAR CYCLE**

1. A Participant may be granted a hardship extension from the requirement to complete the course requirements within a three-year cycle due to, but not limited to, an illness if
  - (a) A partner, ~~director~~Director or ~~officer~~Officer of the participant's sponsoring Dealer Member
    - (i) approves the delay of completion of the course requirements;
    - (ii) advises the Corporation of the reasons for the delay and
    - (iii) agrees to a new date for the completion of the course requirement; and,
  - (b) The applicable District Council, or its designate, in its discretion determines that the delay is warranted.
2. Despite subsection 1, the granting of such an extension does not permit the Participant to delay the commencement of the next three-year cycle.
3. In the case of an indefinite leave of absence, a Participant unable to complete their requirements for more than one cycle may receive an exemption from the Program provided that
  - (a) A partner, ~~director~~Director or ~~officer~~Officer of the participant's sponsoring Dealer Member
    - (i) approves the exemption, and
    - (ii) outlines, in a letter delivered to the Corporation, the reasons for the exemption and specifying the leave is for an indefinite period; and
  - (b) The applicable District Council or its designate, in its discretion, determines that the exemption is warranted.
  - (c) Upon return to the industry and before engaging in any activity requiring registration
    - (i) after an absence of less than three years, the Participant's CE requirements will be determined by the applicable District Council
    - (ii) after an absence of more than three years, the Participant shall successfully complete the required proficiency courses as outlined in Rule 2900, Part II.

**SCHEDULE 1**

<b>CONTINUING EDUCATION / REGISTRATION CATEGORY CHART</b>		
	<b>Registration Category</b>	<b>Continuing Education Requirement</b>
Retail	Investment Representative	Compliance Program
	Investment Futures Contract Representative Options	
	Investment Representative Options	
	Registered Representative	
	Registered Futures Contract Representative Options	
	Registered Representative Options	
	Registered Mutual Fund Representative	
	<b>Portfolio Manager (and Associate)</b>	
Non-Retail	Investment Representative	Compliance Program Only
	Investment Futures Contract Representative Options	
	Investment Representative Options	
	Registered Representative	
	Registered Futures Contract Representative Options	
	Registered Representative Options	
Supervisory Categories	Branch Manager (Retail)	Compliance Program and Professional Development Program
	Sales Manager	
	Assistant Branch Manager	
	Co-Branch Manager	
Partners, Directors & Officers (PDO)	PDO — Trading (Registered Representative, Registered Futures Contract Representative, Registered Representative Options)	Compliance Program and Professional Development Program
	PDO — Trading (Registered Representative (Non-Retail), Registered Futures Contract Representative (Non-Retail), Registered Representative Options (Non-Retail))	
	PDO — Trading (Investment Representative, Investment Futures Contract Representative, Investment Representative Options)	Compliance Program Only
	PDO — Non-Trading	No Requirement
		Branch Manager (Non-retail)
Other	Ultimate Designated Person	Compliance Program Only
	Alternate Designated Person	
	Designated Registered Options Principal	
	Alternate Registered Options Principal	
	Designated Registered Futures Options Principal	
	Alternate Registered Futures Options Principal	
	Chief Compliance Officer	



~~Registered Representative – Restricted~~

~~Participants registered in more than one category, must meet the Continuing Education requirements of the more demanding category. For example, a Participant approved as an Ultimate Designated Person and as a PDO-Trading (Registered Representative) is required to complete the Compliance Program and the Professional Development Program.~~

## GUIDELINES FOR THE CONTINUING EDUCATION PROGRAM

### INTRODUCTION

This part of Rule 2900, Part III sets guidelines for continuing acceptable education course content, length and rigour which each Dealer Member must comply with if practicable. The guidelines also recommend a process to aid firms in identifying appropriate suppliers and courses.

Dealer Members are not authorized to determine courses eligible for Voluntary Participation, as set out in Part G of this Rule.

The parameters and guidelines should be considered in the context of what is appropriate to the individual, his or her position and responsibilities, and the needs of the firm. This can best be accomplished by each firm allocating responsibility to a single person for defining training needs and appropriate programs to address them. Depending on the firm, some responsibility for approval of an individual's program may be delegated to the appropriate supervisor.

As part of the audit process, the Corporation will review a firm's continuing education program to ensure that it is properly documented and satisfies the guidelines.

### THE COMPLIANCE COURSE

#### A. BASIC PRINCIPLES

1. The Rule requires that certain ~~approved persons~~Approved Persons successfully complete the compliance course within each three-year CE cycle. To determine which ~~approved persons~~Approved Persons are required to take the course, please refer to the Rule itself.
2. A Dealer Member can choose to develop and deliver a compliance course, which reflects its own assessment of its current needs and priorities, or it may purchase a compliance course from an external provider. Alternatively, Dealer Members may offer a combination of both.
3. Compliance courses completed by branch managers, sales managers and others in a supervisory position should reflect their additional responsibilities.
4. The Dealer Member must maintain a record of successful completion of the compliance course.
5. As part of the audit process, the Corporation will review Dealer Member-developed compliance courses to ensure they satisfy the Guidelines.
6. If the compliance course program includes an examination, this examination must be successfully completed in order for the course to be applied towards the individual's Compliance requirement.
7. Seminars that support other courses, or preparatory courses that support a course or examination, do not qualify separately for CE credit. The course or examination they support must be successfully completed in order to complete the CE requirement and the support or preparatory course hours may then be included in determining the duration of the total course. The CE credits for the preparatory course must be counted towards the same requirement (Compliance or Professional Development) as the applicable course and must be counted in the same CE Cycle.
8. A Participant who sits on a committee or council of the Corporation, or who teaches a financial course may receive CE credits provided the member firm determines that the issues dealt with are relevant. The member firm may determine the amount of time applicable towards CE Compliance credits.
9. Foreign courses that have a compliance portion can satisfy up to 1/3 (4 hours) of the Corporation's CE Compliance requirement for a cycle. The remaining 2/3 (8 hours) must be satisfied through Canadian compliance courses.

10. The Compliance requirement for Voluntary Participation is restricted to selected courses. For further information, see Voluntary Participation Courses in this guideline.

**B. DELIVERY GUIDELINES**

1. The course or courses used to fulfill the compliance requirement must be a minimum of 12 hours in total duration.
2. The Guidelines have been developed to offer some flexibility to Dealer Members and their ~~approved persons~~Approved Persons. The manner in which the topics are reviewed is left to the Dealer Member's discretion, provided the minimum 12-hour requirement for every three-year cycle is satisfied.
3. The Dealer Member may choose to deliver the compliance course in a number of ways. The following are examples of possible modes of delivery, but is not exhaustive:
  - (a) A Dealer Member may hold an 8-hour in-house compliance seminar, with 4 hours of preparatory reading and study. In the first part of the seminar, topic areas 1 - 4, below, could be reviewed. Then the information imparted could be used in the discussion of case studies during the remainder of the seminar, or
  - (b) A Dealer Member could offer the compliance course over the three years, by requiring their ~~approved persons~~Approved Persons to participate in a minimum 4-hour seminar every year. However, the seminar must still cover at least one of the 4 topic areas set out below and must do so in sufficient depth.
4. It is up to the Dealer Member to determine what constitutes successful completion of the course by its ~~approved persons~~Approved Persons. For example, a Dealer Member may:
  - (a) require its ~~approved persons~~Approved Persons to write and pass a firm-developed and delivered exam,
  - (b) require its ~~approved persons~~Approved Persons to write and pass an external course provider developed and delivered exam, or
  - (c) require a certificate of attendance and participation at a seminar.

The preceding list of examples is not exhaustive.

**C. COURSE CONTENT**

1. The course content must fall within at least one of the following 4 major topic areas:
  - (a) Review of critical regulations and application
  - (b) Regulatory changes
  - (c) Rules relating to new products, if offered by the firm
  - (d) Ethics
2. Some examples of relevant issues for the 4 topic areas are provided below. Examples are given for both institutional and retail registrants. Certain of the examples will change over time to reflect emerging issues in the industry
  - (a) How the Securities Administrators and Self Regulatory Organizations Regulate Securities Industry Participants
  - (b) Regulatory Developments that Affect Firm Management
  - (c) Disclosure of Information to Clients
  - (d) Registration and Continuing Education

- (e) Operations and Firm Capital
  - (f) Sales and Trading Conduct – General
  - (g) Sales and Trading – Institutional Markets
  - (h) Current Developments in Bond Market Regulation
  - (i) Suitability and New Products
  - (j) Corporate Finance – New Rules
  - (k) Corporate Finance – Proposed New Rules
  - (l) Ethical issues and Case Studies
  - (m) Anti-money laundering laws and regulations and their implementations at the Dealer Member.
  - (n) Privacy
  - (o) Screening for Suitable Clients
3. The importance of certain topics may vary by Dealer Member, depending on the Dealer Member's business and the participants' individual responsibilities.
4. Compliance courses may also be selected from courses accredited through the Corporation's official accreditation Program.

### **THE PROFESSIONAL DEVELOPMENT COURSE**

#### **A. BASIC PRINCIPLES**

- 1. In general, the courses should be relevant to the securities industry and financial advisors, management-oriented, or designed to improve client service.
- 2. The subject matter of an individual's course or courses should reasonably reflect that person's skill requirements or be based on the firm's products and market strategies.
- 3. The program undertaken should reflect the industry's commitment to high quality client service, advice, and professionalism.
- 4. The subject matter should be educational and non-promotional in nature. For example, the following would not qualify: corporate events held exclusively to introduce or promote new product or service offerings, networking events, or motivational speakers.
- 5. Subject matter relating to issuer-specific/branded product qualifies if presented in the context of a larger education course or presentation. The general education portion of a course relating to a product category may be granted full credit for the number of hours it takes and the issuer-specific portion should be credited half credit.
- 6. The program's provider should be professional, having defined the program's learning outcomes in advance, and be able to certify a student's successful completion. Alternatively, the firm may certify a student's successful completion, and assume responsibility for this function.
- 7. If the course program includes an examination, this examination must be successfully completed in order for the course to be applied towards the individual's Professional Development requirement.
- 8. Seminars that support other courses, or preparatory courses that support a course or examination, do not qualify separately for CE credit. The course or examination they support must be successfully completed in order to complete the CE requirement and the support or preparatory course hours may then be included in determining the duration of the total course. The CE credits for the preparatory course must be counted towards the same requirement (Compliance or Professional Development) as the applicable course and must be counted in the same CE Cycle.

9. An individual who teaches a relevant course may receive CE credits provided the member firm determines that the issues dealt with are relevant to Professional Development. The member firm may determine the amount of time applicable towards CE Professional Development credits.
10. Foreign courses can be used to satisfy the entire Professional Development requirement provided the course relates to the business the participant is engaged in.
11. The Professional Development requirement for Voluntary Participation is restricted to selected courses. For further information, see Voluntary Participation Courses in this guideline.

**B. DELIVERY GUIDELINES**

1. The course, or combination of courses, used to fulfill the Professional Development course must be at least 30 hours.
2. The Guidelines have been developed to offer some flexibility to Dealer Members and their approved persons. The manner in which the topics are reviewed is left to the Dealer Member's discretion, provided the minimum 30-hour requirement for every three-year cycle is satisfied.
3. The determination of delivery should consider both the most appropriate learning tools and the need to ensure that requirements have been met. In different situations, any of the following may prove to be appropriate
  - (a) Self-study materials which may contain an evaluation
  - (b) Material delivered electronically through computer-based technology
  - (c) Seminars and discussions delivered through internal or external providers
4. Material should, where possible, use cases and other application-based learning to develop problem-solving and decision-making skills. Training strategies should focus on product knowledge, regulatory knowledge, business development skills, managerial skills and client communication skills.
5. In some firms, programs have been developed beyond the basic licensing requirements for investment advisors, branch managers, and others. These courses are designed to develop additional skills particular to the position. This type of course would generally meet the criteria for the continuing education program. However, these courses must be of a non-promotional nature, i.e. there must be no specific product incentives attached.

**C. COURSE CONTENT**

1. Generally, the courses ought to examine product groups, services and investment and financial strategies that the individual may offer to clients or managerial skill for individuals. More specifically, the courses and materials should deal with the following areas:
  - (a) Product category features which should be fully communicated to a client in recommending a product
  - (b) Approaches to valuation of a product category and the product's applicable risk factors
  - (c) Strategies for investing in a product category including the particular client objectives in which it would provide the most suitable results
  - (d) The suitability of the use of leverage for a particular product category and investment strategy
  - (e) The features and applicable cost of a service which the firm offers
  - (f) The regulatory, tax and other features of a product or service which might affect its suitability
  - (g) Methods of evaluating competing products, services and investment strategies
  - (h) The suitability of a product category, service or strategy for clients with different financial, risk and knowledge profiles
  - (i) Managerial skills which would assist managers in meeting strategic and operational objectives

- (j) Communication skills which would result in improved client service and determinations of client service
  - (k) Practice management skills which would provide tools to assist firm personnel in improving client service
  - (l) Technology used to enhance client service and the provision of advice.
  - (m) Screening for Suitable Clients – the quantitative and the qualitative
2. The following are some examples of external courses that would likely fit the criteria outlined in the framework for an individual's course of study:
- (a) Additional licensing courses offered by the CSI Global Education Inc. such as derivatives courses may be used to satisfy the requirement; however, the Professional Financial Planning Course, Investment Management Techniques Course or Wealth Management Essentials course may be used only if it has not been used to satisfy the requirement of Rule 2900, Part I, Section A.3(c).
  - (b) Courses accredited through the Corporation's official accreditation Program.
  - (c) Relevant courses offered or endorsed by professional associations that have licensing and continuing education programs such as, CIMA, CFP, CFA, IQPF, CLU, insurance licensing and CSI designations
  - (d) Relevant courses delivered through established post secondary institutions.

**D. SUGGESTED PROCESS TO ESTABLISH TRAINING SOLUTIONS FOR MEETING CONTINUOUS EDUCATION REQUIREMENTS**

1. Identify Training Needs
  - (a) Identify knowledge and skills, which would impact positively on the firm and individuals.
  - (b) Identify the learning objectives expected from the program or course.
2. Identify the evaluation method(s) to be used.
3. Determine how successful completion is to be ascertained.
4. Identify the delivery mechanism
  - (a) Determine whether external or internal delivery is most appropriate approach.
  - (b) Determine external suppliers or internal experts who are professional and capable of providing delivery of material.
  - (c) Identify programs / courses that would deliver the skills and knowledge which would meet the firm and individual needs.
5. Cross-check outcomes desired against outcomes promised.

**VOLUNTARY PARTICIPATION COURSE REQUIREMENTS**

1. Courses used for Voluntary Participation are restricted to those identified by the Corporation.
2. Courses that qualify for Voluntary Participation have the following characteristics:
  - (a) They build upon or refresh the course materials of the CSC and CPH
  - (b) Each course used must be a minimum of 12 hours if Compliance-Related and a minimum of 30 hours if related to Professional Development
  - (c) They must include a learning evaluation process such as an exam or case study
  - (d) The course provider must provide proof of successful completion.

**RULE 2900**

**PROFICIENCY AND EDUCATION:**

**PART III – THE CONTINUING EDUCATION PROGRAM**

**SCHEDULE 1**

**CONTINUING EDUCATION/APPROVAL CATEGORY CHART**

<b><u>Approval Category</u></b>	<b><u>Customer Type</u></b>	<b><u>Compliance course requirement</u></b>	<b><u>Professional development requirement</u></b>
<u>Registered Representative</u>	<u>Retail</u>	<u>Yes</u>	<u>Yes</u>
<u>Registered Representative</u>	<u>Institutional</u>	<u>Yes</u>	<u>No</u>
<u>Investment Representative</u>	<u>Institutional or Retail</u>	<u>Yes</u>	<u>No</u>
<u>Trader</u>	<u>Not Applicable</u>	<u>Yes</u>	<u>No</u>
<u>Supervisor of RRs dealing with retail customers</u>	<u>Retail</u>	<u>Yes</u>	<u>Yes</u>
<u>Supervisors supervising IRs only</u>	<u>Retail</u>	<u>Yes</u>	<u>No</u>
<u>Supervisors supervising options trading only</u>	<u>Institutional or Retail</u>	<u>Yes</u>	<u>No</u>
<u>Supervisors supervising futures contract and futures contract options only</u>	<u>Institutional or Retail</u>	<u>Yes</u>	<u>No</u>
<u>Ultimate Designated Person</u>	<u>Not Applicable</u>	<u>Yes</u>	<u>No</u>
<u>Chief Compliance Officer</u>	<u>Not Applicable</u>	<u>Yes</u>	<u>No</u>