Overview of the Registration Process

Registrant Outreach Seminar February 2014





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Information has been summarized and paraphrased for presentation purposes and the examples have been provided for illustration purposes only.

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Registration Regime

- Ontario Securities Act sets up an investor protection regime
- Standards relating to integrity, proficiency, and solvency
- Must meet these standards
 - at time of initial registration, and
 - ongoing condition of registration

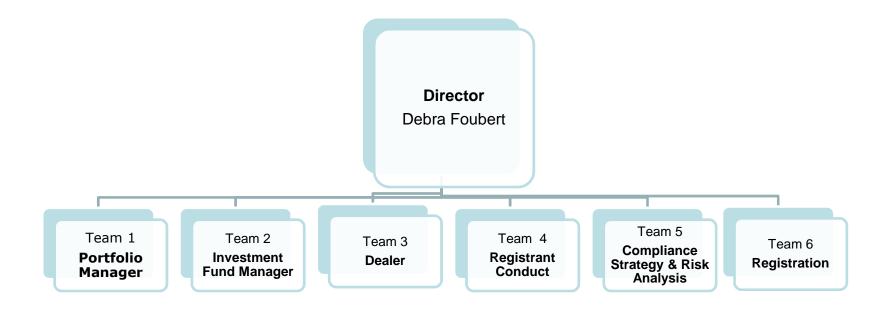


Presentation Overview

- What's new
- Common filing deficiencies
- NRD issues

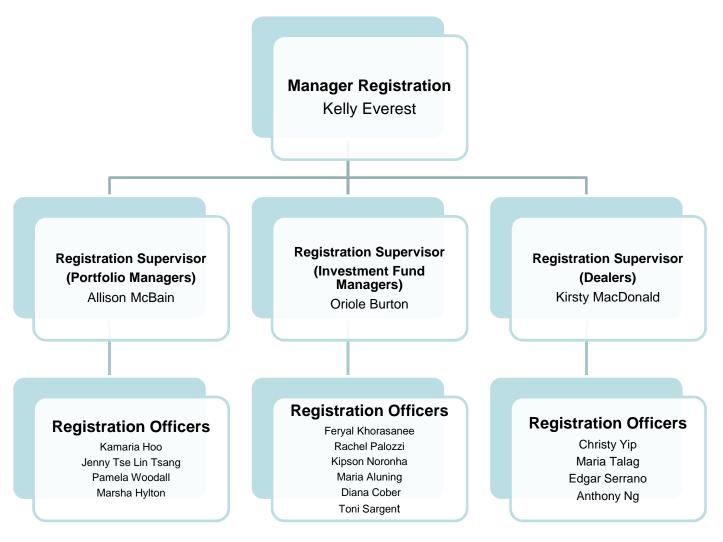


Compliance and Registrant Regulation Branch





Team 6 - Registration





Registration Team – What We Do

- Register, amend, suspend and revoke registration of firms and their representatives
- Often your first point of contact
- Seek legal and compliance support from Teams 1- 4 as required



On-line Forms and Electronic Filings

- OSC Rule 11-501 –Electronic Delivery of Documents to OSC
 - Mandatory as of February 19, 2014
 - OSC's web filing portal
 - Web based forms or PDFs
- http://www.osc.gov.on.ca/en/Securities
 Law forms index.htm



Forms and Filings - Firms

Form	Use this form to:	Submission method
Form 33-109F6/ 33- 506F6 Firm Registration	 Apply for initial registration as a dealer, adviser or investment fund manager Apply to add a category or jurisdiction to an existing registration 	Complete form and submit a copy <u>online</u> . PDF: <u>Form 33-109F6</u> PDF: <u>Form 33-506F6</u>
Form 33-109F3/ 33- 506F3 Business Locations other than Head Office	•Notify the OSC of the opening of, or any change to, a business location of the firm	<u>NRD</u>
Form 33-109F5/ 33- 506F5 Change of Information	•Notify the OSC of a change to previously submitted registration information	Complete form and submit a copy online. PDF: Form 33-109F5 PDF: Form 33-506F5
Insurance information	 Notify the OSC of changes to previously submitted insurance information 	Online Form



Forms and Filings – Individuals

Form	Use this form to:	Submission method
Form 33-109F1/33-506F1 Notice of Termination of Registered and Permitted Individuals	•Notify the OSC of the termination of a registered or permitted individual's authority to act on behalf of the firm	<u>NRD</u>
Form 33-109F2/ 33-506F2 Change or Surrender of Individual Categories	 Apply for registration or approval in an additional category Surrender a category while maintaining registration in one or more other categories 	<u>NRD</u>
Form 33-109F4/ 33-506F4 Registration of Individuals and Review of Permitted Individuals	•Apply for registration in individual categories or review as a permitted individual	<u>NRD</u>
Form 33-109F5/33-506F5 Change of Information	Notify the OSC of a change to previously submitted registration information	NRD
Form 33-109F7/ 33-506F7 Reinstatement of Registered Individuals and Permitted Individuals	•Transfer individual's registration between sponsoring firms or reinstate an individual's registration or a permitted individual status	<u>NRD</u>



Forms and Filings – Financial

Form	Use this form to:	Submission method
Form 31-103F1 Calculation of Excess Working Capital	•Determine and notify the OSC of a firm's excess working capital as at the end of a financial year or interim period	Online form
Financial statements and other financial information	•Deliver required financial information to the regulators	Online form
Subordination Agreements	•Notify the OSC that a firm has executed a subordinated loan agreement and relying on it for the purposes of Form 31-103F1	Online form
Repayment or termination of a subordination agreement	•Notify the OSC of a repayment of a subordinated loan or termination of a subordination agreement	Online form
Capital deficiency	•Notify the OSC of a capital deficiency (i.e. excess working capital of a registered firm is less than zero)	E-mail to registration@osc.gov.on.ca

OSC



Forms and Filings – Participation Fees

Form	Use this form to:	Submission method
Form 13- 502F4/ 13- 503F1 Participation Fee Calculation	 Determine and notify the OSC of participation fees payable All registered firms and unregistered exempt international firms must complete this form by December 1 each year Unregistered investment fund managers only must complete this form within 90 days after the end of each of its fiscal years 	Form 13-502F4: Online form Form 13-503F1: Online form
Adjusted Form 13- 502F4 and Form 13- 502F5/ Adjusted Form 13- 503F1 and Form 13- 503F2	•Determine and notify the OSC of adjusted participation fees payable. Firms who provided a Form 13-502F4 or Form 13-503F1 (above) based on estimated revenues must complete these forms electronically within 90 days of their fiscal year end only if their participation fee payable has changed	Adjusted Form 13-502F4 and Form 13-502F5: Online form Adjusted Form 13-503F1 and Form 13-503F2: Online form



Forms and Filings - Registration Exemptions

Form	Use this form to:	Submission method
Form 31-103F2 Submission to Jurisdiction and Appointment of Agent for Service	•To notify the OSC of reliance on the exemption from the registration requirement under sections 8.18 International Dealer and 8.26 International Adviser of National Instrument 31-103 Registration Requirements and Exemptions	Complete the form and submit a copy online.
Form 31-103F3 Use of Mobility Exemption	•Notify the OSC of an individual's reliance on an exemption from the registration requirement under section 2.2 Client mobility exemption - individuals	Complete the form and submit a copy online.
Form 32-102F1 Submission to Jurisdiction and Appointment of Agent for Service for IFM	•Notify the OSC of reliance on the permitted client exemption for international investment fund managers under section 4 Permitted clients	Complete the form and submit a copy online.



Forms and Filings - Registration Exemptions (cont'd)

Form	Use this form to:	Submission method
Form 32-102F2 Notice of Regulatory Action	•Notify the OSC of reliance on the permitted client exemption for international investment fund managers under s. 4 Permitted clients	Complete <u>form</u> and submit a copy <u>online</u> .
under Multilateral Instrument 32-102 Registration Exemptions	management attributable to securities beneficially owned by residents of Ontario as at the most	E-mail to registration@o sc.gov.on.ca
Form 35-101F1/35- 101F2 Submission to Jurisdiction and Appointment of Agent of Service of Process by Agents of the Broker Dealer	and Agent's reliance on the exemptions from registration under National Instrument 35-101	Complete form and submit a copy online. Form 35-101F1 Form 35-101 [†] 2

OSC



Revised Service Standards – Individual Application

- Effective spring 2014
- Applies if:
 - Routine (not novel)
 - Complete
 - Not associated with a new business submission, and
 - No concerns with fitness for registration



Revised Service Standards – Individual Application (cont'd)

- New applications and reactivations
 - Dealing reps
 - 5 working days for 80% of all filings
 - ARs, AARs and CCOs
 - 20 working days for 80% of all filings
- Notices of termination (NOT)
 - 5 working days for 95% of all filings



Revised Service Standards – New Firm

- Effective spring 2014
- Apply if:
 - Routine (not novel)
 - Non-SRO applicant
 - All questions are answered with sufficient detail
 - All regulatory obligations are met
 - No concerns with fitness for registration, and
 - Timely responses to requests for information



Revised Service Standards – New Firm (cont'd)

- Initial contact within 5 working days for 95% of filings, including
 - fee payment instructions and
 - notification that ready to accept applications for "mind and management"
- Decision within 90 working days for 80% of filings



Deficient Filings - Return of Incomplete Applications

- When applications are substantially incomplete. For example
 - Required business corporation numbers not obtained
 - No audited financial statements
 - No auditor appointed, or
 - Firm is not prepared to file the individual registration applications on NRD
- Return the application without review
- If application is re-filed, may require the filing fees to be paid again



Deficient Filings - Closing Inactive Applications

 If no response to a request within 3 weeks, application will be considered dormant

 Notification asking for a status update within 2 weeks

Closed if no response



Common Filing Deficiencies





Registration Regime

- Ontario Securities Act sets up an investor protection regime
- Standards relating to integrity, proficiency, and solvency
- Must meet these standards
 - at time of initial registration, and
 - continuing condition of registration



Registration Regime – Key Legislation

- National Instrument (NI) 31-103
 Registration Requirements, Exemptions
 and Ongoing Registrant Obligations
- NI 33-109 Registration Information
- National Policy 11-204 Process for Registration in Multiple Jurisdictions
- Multilateral Instrument 11-102 Passport System
- OSC Rule 13-502 Fees



Common Deficiencies – New Firm Applications

- Incomplete applications
- Accompanying individual applications not ready to be filed
- Insufficient detail about the firm's proposed business activities and operations





Common Deficiencies – New Firm Applications

- CEO not applying as UDP
- CCO does not meet proficiency requirements
- Business corporation numbers not provided for all relevant jurisdictions



Common Deficiencies – Ongoing Firm Filings

- F5s not filed within specified time frames (generally required within 10 days). For example,
 - Firm/CCO contact information
 - Civil disclosure
 - Shareholder information
 - Change of auditor
 - Insurance information



Common Deficiencies - General

- New firm has not obtained NOT from prior firm
- Reinstatement used when individual is not eligible
- Conflicts of interest not properly assessed
- Exemptive relief not requested/ obtained for dual registration



Common Deficiencies - Individuals

- Disclosure is insufficient, absent or misleading
 - Outside business activities (OBA)
 - Financial disclosure (i.e. solvency)
 - Proficiency
- Disclosure is late



Common Deficiencies – Individuals (cont'd)

- Disclosure is insufficient, absent or misleading
 - Circumstances of resignation or termination
 - Regulatory disclosure such as insurance licensing
 - Criminal charges and/or convictions
 - Civil or regulatory actions



Common Deficiencies - Outside Business Activities (OBAs)

- Current employment
- OBAs
 - Landlord/owner of apartment building
 - Tax planning
 - Holding company
- Officer or director positions
- Equivalent to officer/director positions
 - Trustee
 - Admissions manager at retirement home



Common Deficiencies - OBA Disclosure

- Insufficient detail
- Firm has inappropriately assessed actual or potential conflicts of interest and/or client confusion
- Firm has provided insufficient explanation addressing why no conflicts or client confusion exist



Common Deficiencies – Identifying High-conflict OBAs

- Assess three factors:
 - Position of influence (e.g., religious leader)
 - Position of authority (e.g., teacher or city councilor)
 - Potentially vulnerable clients (e.g., seniors)
- Expect T&Cs in most cases restricting trading/advising for clients (and close family members) met through the OBA



Common Deficiencies – Financial Disclosure

- Failure to disclose (initial and ongoing)
 - Bankruptcy/consumer proposals
 - Unpaid debt over \$5,000
 - Unsatisfied judgements
 - Garnishments
 - Requirements to pay (CRA)



Common Deficiencies – Financial Disclosure

- Individuals with current solvency issues can only be registered with close supervision T&Cs
- T&Cs can be removed once solvency issue disappears (after F4 is updated and supporting documents provided)



Common Deficiency - Bankruptcy

- If not discharged, registration will be refused for a new applicant
- If discharged within the last 12 months, close supervision T&Cs will be imposed for six months



Common Deficiencies - Late Filings

- For not meeting deadlines to notify us of changes in registration information
- In particular, we see numerous late filings relating to terminations, OBAs, and criminal, civil and financial disclosure
- NI 33-109 sets out the deadlines for these and other filings



Common Deficiencies - Late Filings (cont'd)

- Result in late fees of \$100 per business day (to annual maximum of \$5,000 per firm)
- Best practices:
 - File NOTs quickly after registered/ permitted individual leaves firm
 - New OBA does not begin until approved by firm
 - Registered/permitted individuals sign annual attestation that all F4 information is correct



Common Deficiencies - Proficiency

- Proficiency Requirements set out in Part 3 of NI 31-103
 - Education (examinations or designations)
 - Experience
 - Proficiency Principle



Proficiency - Education

- Qualifying courses/designations
- Time limits on examination requirements
 - Passed exam within last 36 months unless:
 - registered in same category (in any jurisdiction in Canada) in last 36 months, OR
 - gained 12 months of relevant securities industry experience during the last 36 months
 - does not apply to CIM and CFA designations



Common Deficiency - Education

- Required courses not completed within required time limit or at all
- No exemption application nor any indication of how the individual might qualify under section 3.3(2)(b)



Proficiency - Experience

- Section 3.3(2)(b) where time limit has passed for courses
 - Must have relevant securities industry experience (to the category being applied for). For example,
 - EMD dealing rep has experience with exempt products
 - CCO has experience in supervisory capacity in securities industry





Experience – AR and AARs

- Relevant Investment Management Experience
 - Refer to CSA Staff Notice 31-332
 Relevant Investment Management
 Experience for Advising Representatives
 and Associate Advising Representatives
 of Portfolio Managers



Experience - CCOs

- CCOs of Portfolio Managers and Investment Fund Managers
 - Relevant securities experience
 - Worked in a compliance capacity
 - Provided professional services in the securities industry



Experience - Common Deficiencies

- Insufficient information and analysis provided to assess whether the individual has relevant experience
 - Describe duties and responsibilities in detail
 - Explain how they are relevant to the category being applied for



Experience – Common Deficiencies

- Information provided on duties is exaggerated or otherwise not entirely accurate
 - Firm obligation to make reasonable efforts to ensure truth and completeness
 - It is an offence if an individual gives false or misleading information



Proficiency – Exemption Applications

- Required where applicant does not have required courses or experience and 3.3(2)(b) does not apply
- Filed over NRD: with supporting documents sent electronically in pdf format
- Qualifications or Relevant Experience that is equivalent to, or more appropriate in the circumstances than, the prescribed requirements



Common Deficiency - Proficiency Exemptions

- Insufficient relevant information and analysis
- Overly focused on what the firm does or what the team does
- No comparative analysis of alternative courses to the required courses/designations
- Information provided on duties and responsibilities is exaggerated or otherwise not entirely accurate



Proficiency - General Principle

- Section 3.4 of NI 31-103
- Applies both at initial registration and at all times throughout registration
- Responsibility of the registered firm to ensure individuals are proficient at all times



General Proficiency Principle – Individual

- Must have education, training and experience that a reasonable person would consider necessary to perform activity competently
 - Includes understanding
 - structure
 - features, and
 - risks

of each security recommended



General Proficiency Principle - CCO

- Education, training and experience that a reasonable person would consider necessary to perform responsibilities competently
- Includes good understanding of the regulatory requirements
- Knowledge and ability to design and implement an effective compliance system



NRD issues and other information





NRD - Password Issues

- Chief AFR
 - only CSA Service Desk can reset password
 - Chief AFR must know PIN
 - if Chief AFR has lost/forgotten PIN contact OSC
- Other AFRs
 - CAFR/AFR administrator can reset password
- Individual applicants (not yet registered)
 - individual user ID/password must be disabled in order to reset



NRD – Issues with Firm Filings

- NRD does not allow most firm filings/updates. For example,
 - Does not allow firm to add category
 - Does not allow you to add jurisdiction to firm's registration
 - Name change
 - Address change
- File F5 via pdf and submit electronically
 - we will update NRD



NRD - Firm Submissions



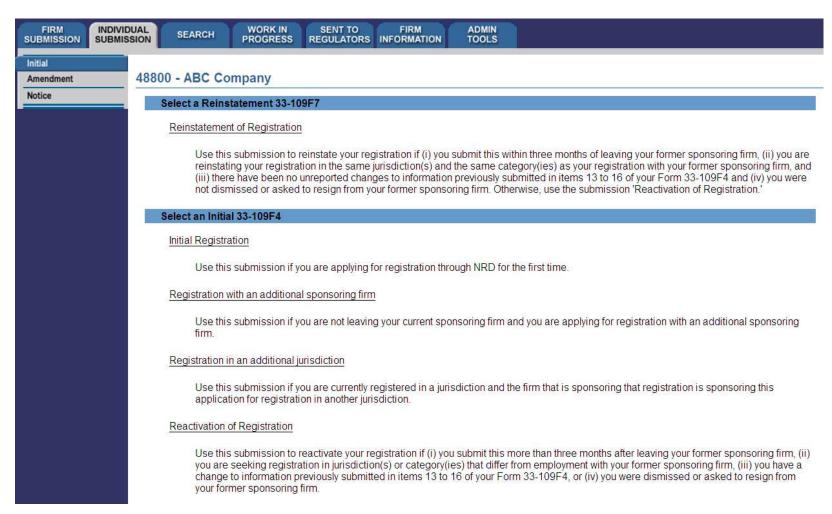


NRD – How to Submit New Individual Application

- Use one of 4 submission types for individual new to firm
- Described on NRD System and in Rule 33-109
 - Initial
 - Reactivation
 - Reinstatement
 - Add sponsoring firm



Individual Application – Initial Types





NRD – How to Submit New Individual Application (cont'd)

- Must use existing NRD number, if already assigned
- Warning may mean that they have an NRD number or may mean that they have previously applied
- Staff can only disclose NRD number directly to individual

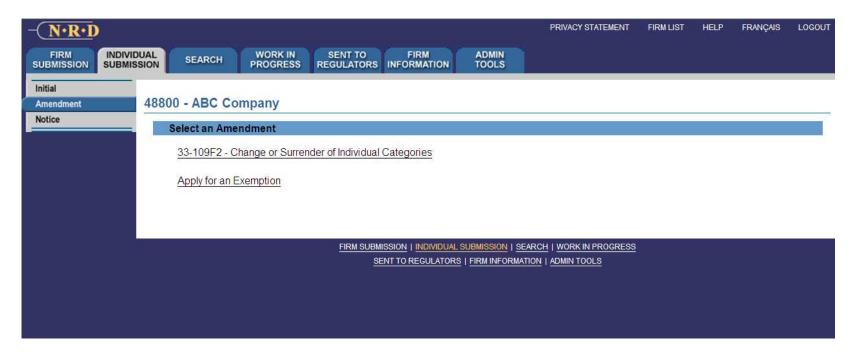


Another Individual - Same Name and Birth Date





Individual Application – Amendments



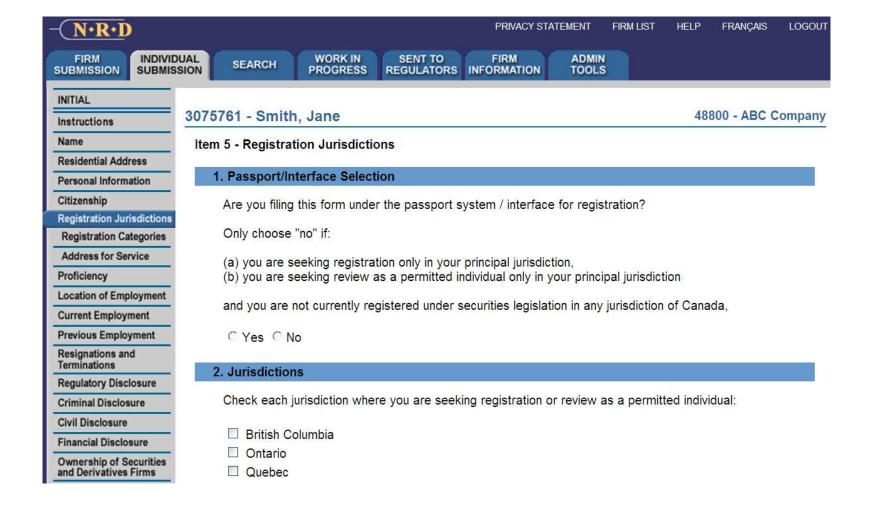


NRD - Passport/Non-Passport Filings

- Check "Passport" if individual is:
 - Applying for registration in multiple jurisdictions
 - Adding one or more jurisdictions
- Don't check "Passport" if individual is:
 - Applying for registration only in their PR jurisdiction
 - Filing only as a Permitted Individual (See 4A.1 – 11-102CP)



Passport/Interface Selection







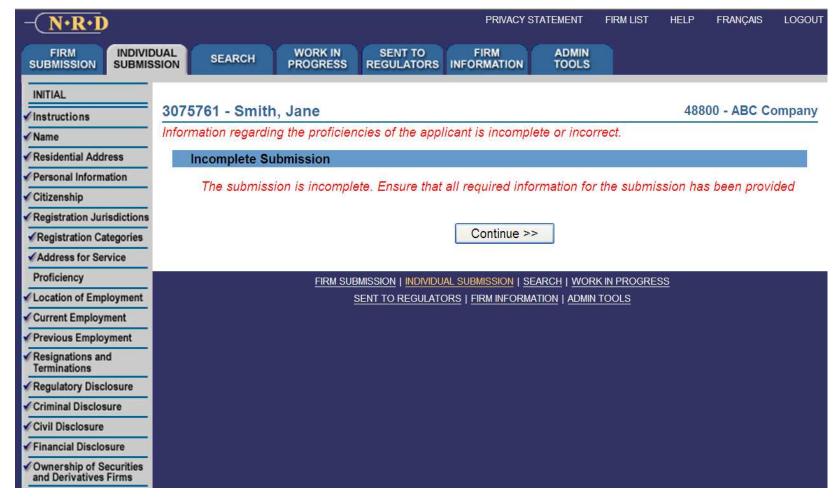
NRD – Navigation/Submission Issues

- Information not complete Red message will appear at top of screen
 - Often section 8.4 not complete re: relevant securities industry experience





NRD – Navigation/Submission Issues (cont'd)



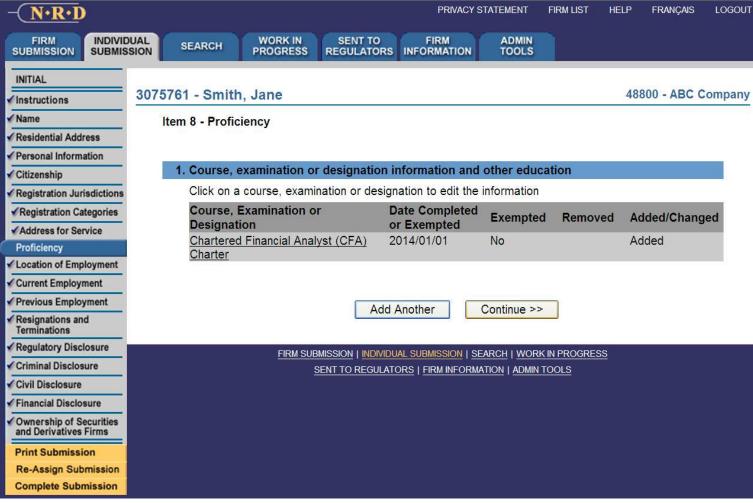


NRD – Navigation/Submission Issues (cont'd)

- To ensure all is complete
 - Use "Continue" or "Save and Continue" button at the bottom of screen
- To skip to new screen
 - Use local navigator (panel on left of screen will allow you to jump to a different section)



NRD – Navigation/Submission Issues (cont'd)





NRD – Finding and Tracking Submissions

- Work In Progress
 - Submission may have been created by another AFR and in their WIP
 - We cannot see this
 - CAFR/AFR Administrator may reassign
- Sent to Regulators
 - No longer showing in your WIP
- Returned to firm
 - Returned to AFR's WIP to correct deficiencies



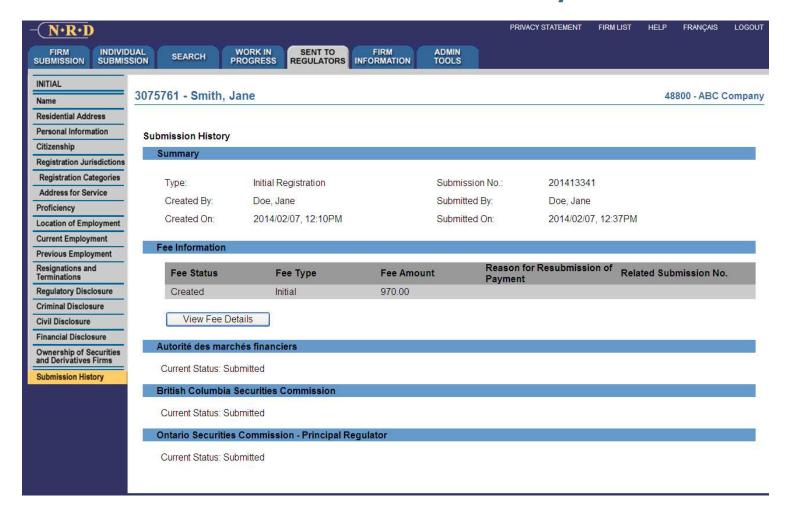
NRD - Submission History

- Current statuses on all submissions
 - Submitted
 - Approved
 - Withdrawn
 - Denied

- Additional statuses on notices
 - Pending acknowledgement
 - Acknowledged

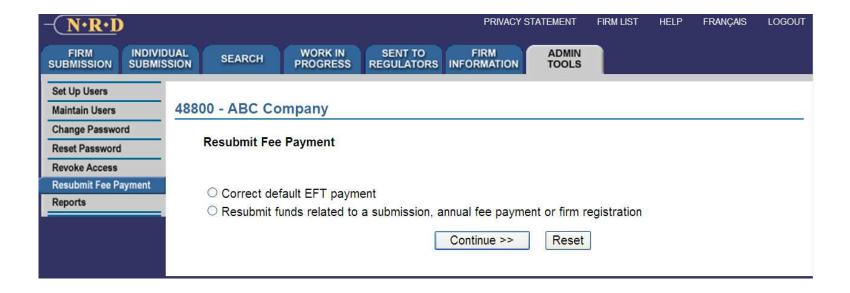


NRD - Submission History





NRD – Resubmit Fee Payment



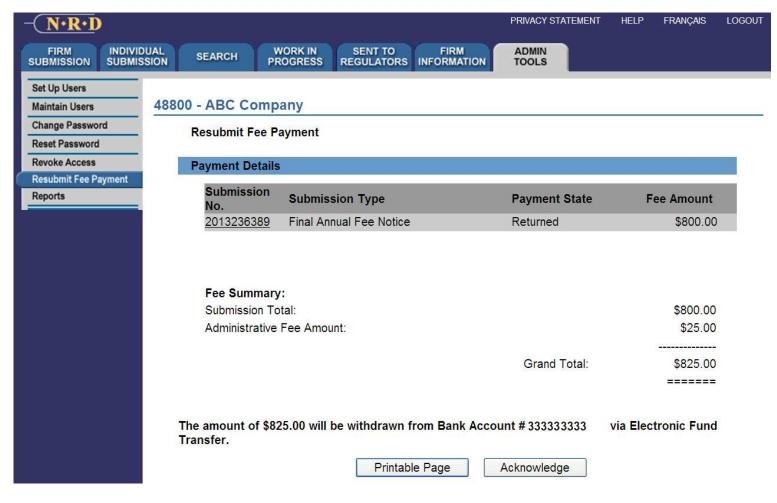


NRD – Resubmit Fee Payment (cont'd)

- Correct Default EFT Payment
 - •Use to resubmit fees that were rejected/returned (e.g. NSF)
 - Will accumulate all rejected/returned fees until paid
 - Will resubmit all rejected/returned fees to parties originally specified



NRD – Resubmit Fee Payment (cont'd)





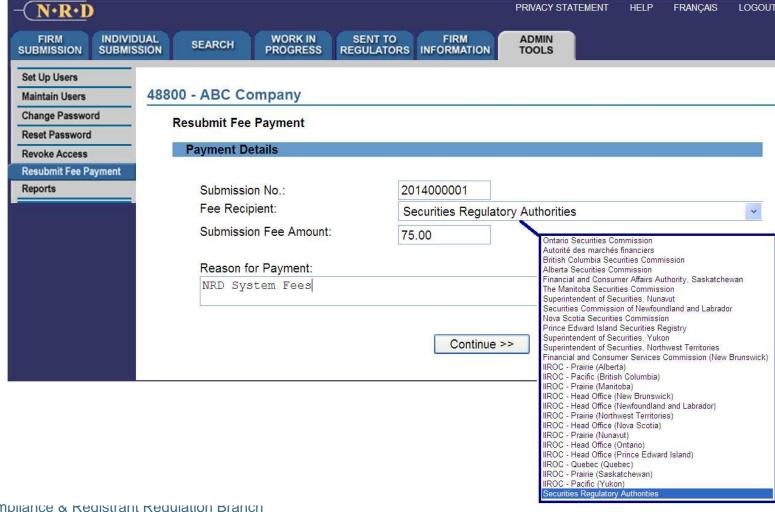
NRD – Resubmit Fee Payment (cont'd)

 Use to submit fees where NRD does not automatically pull fees, e.g. exemption applications or late fees

Must specify each jurisdiction and amount



NRD – Resubmit Fee Payment (cont'd)



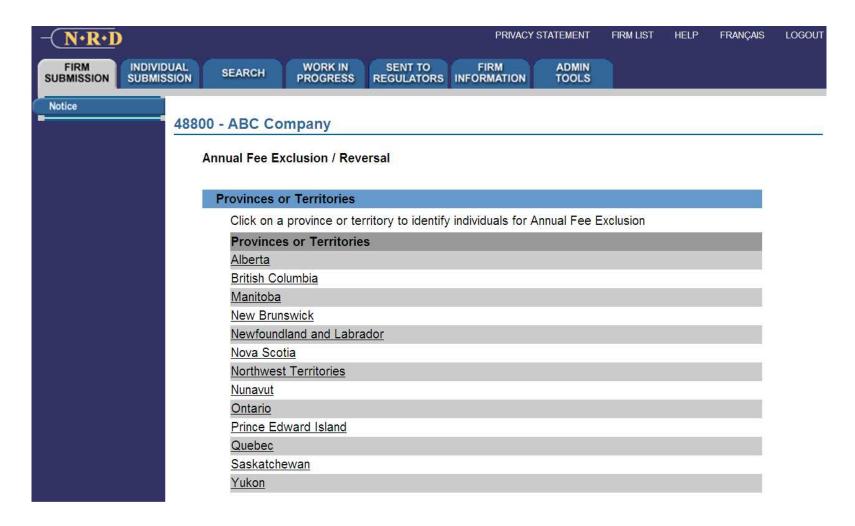


NRD – Annual Fee Exclusion

- Ensures firm not charged annual fees for individuals surrendering/terminating by Dec 31st
- One submission for multiple individuals
- Per jurisdiction basis
- Can be reversed
- Must be filed by 3:00 pm Dec 31st
- NOT must be filed within 10 days of actual termination date

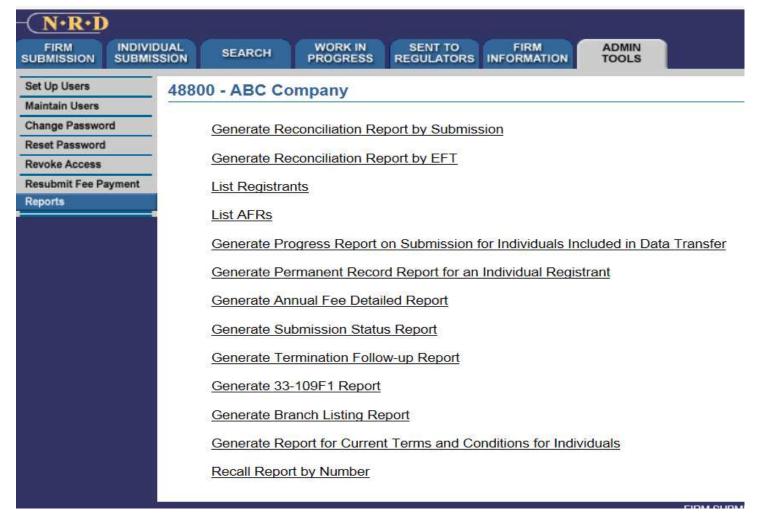


NRD - Annual Fee Exclusion (cont'd)





NRD - Reports





NRD Transition

- New CSA service desk in Moncton, NB
 - 1-800-219-5381 (Unchanged)
- NRD Forms
 - NRD Form 1 ENROLMENT OF FIRM
 - NRD Form 2 ENROLMENT OF CHIEF AUTHORIZED FIRM REPRESENTATIVE
 - NRD Form 3 NRD (BANK) ACCOUNT HOLDER AUTHORIZATION
 - Available under NRD HELP (Enrolment Forms)
 - Forms contain instructions and where to send them
- No HST on NRD system fees
- Two transition issues
 - Session times out prematurely
 - Slow to search



Recap

- What's New
 - Registration Team
 - Online forms and filings
 - Revised service standards
- Common Filing Deficiencies
 - Some examples provided
 - More information in CRR annual summary reports
- NRD Issues
 - NRD Help (on top right corner of NRD)



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Questions?

