

May 2, 2021

BY Link

British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers
Financial and Consumer Services Commission (New Brunswick)
Superintendent of Securities, Department of Justice and Public Safety, Prince Edward Island
Nova Scotia Securities Commission
Securities Commission of Newfoundland and Labrador
Registrar of Securities, Northwest Territories
Registrar of Securities, Yukon Territory
Superintendent of Securities, Nunavut

Dear Sirs/Mesdames

RE: Proposed Amendments to National Instrument 33-109 *Registration Information and Changes to Companion Policy 33-109CP Registrant Information*
and
Related Amendments to National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* and Changes to Companion Policy 31-103CP *Registration Requirements, Exemptions and Ongoing Registrant Obligations*

The Association of Canadian Compliance Professionals (“ACCP”) is a national organization whose members are compliance professionals working with mutual fund dealers, exempt market dealers, mutual fund companies, insurance companies and MGAs, as well as industry service providers including legal, technology and independent consultants.

We welcome the opportunity to provide our responses with respect to the questions contained in the Notice and Request for Comments dated February 4, 2021. Our responses are as follows:

Outside Activities and positions of influence

1. Are there other categories of Outside Activities that should be reportable to regulators? If so, please describe what categories of Outside Activities should be reportable to regulators.

We have not identified any other categories of Outside Activities that should be reported to regulators.

2. Considering the proposed framework for reporting of Outside Activities, are there categories of Outside Activities that should not be reportable to regulators? If so, please describe what categories of Outside Activities should not be reportable to regulators.

We have not identified any other categories of Outside Activities that should not be reported to regulators.

3. Are there any challenges that Regulated Persons may face to administer the proposed reporting regime for Outside Activities? If so, please explain the challenges.

We believe that the proposed framework will improve Regulated Persons' understanding of reportable Outside Activities to the CSA. However, potential inconsistency between CSA and SROs' reporting expectations could be a challenge especially with respect to assessing conflicts of interest.

4. Is 7 years an appropriate amount of time to report on past Outside Activities that involved raising money for an entity through the issuance of securities or derivatives or promoting the sale of an entity's securities or derivatives? Please explain your view.

Yes, we believe that 7 years is an appropriate amount of time to report on past Outside Activities that involved raising money for an entity through the issuance of securities or derivatives or promoting the sale of an entity's securities or derivatives.

5. Is 30 hours per month (based upon 7.5 hours per week for four weeks) an appropriate cumulative minimum time threshold for reporting all Outside Activities? Please explain your view.

We recommend that the 30 hours per month be increased to 80 hours per month. We believe that a Regulated Person can dedicate at least 20 hours per week to Outside Activities without raising concerns about the Regulated Person's ability to work full time for their sponsoring firm in a reasonable and satisfactory manner.

6. Will Regulated Persons have sufficient time to report Outside Activities given the Proposed Revisions? If not, please explain the challenge in reporting Outside Activities within the proposed revised deadline.

Yes, we believe amending the reporting deadline for changes to certain Outside Activities from 10 to 30 days gives Regulated Persons sufficient reporting time.

7. Are there other positions that should be considered positions of influence? If so, please describe these positions and explain why they should be positions of influence.

We believe that the listing of positions of influence to be included in National Instrument 31-103 is sufficient and there is no need to add any other positions to the list.

8. Is “susceptibility” the appropriate term to describe the impact of the influence on the individual subject to the influence? If not, please explain why not and propose alternative language.

Yes, we believe that “susceptibility” is an appropriate term to describe the impact of the influence on an individual.

9. Are there any aspects of the new rule on positions of influence that you expect will be difficult to administer? If so, please describe the difficulty.

Apart from the inherent and inevitable subjectivity of any influence/non-influence determination and any assessments of an individual’s degree of susceptibility, we have not identified any other potential difficulties in making such determination.

Reporting deadlines

10. Do you see any challenges in reporting updates to registration information by the proposed deadlines? If so, please identify the registration information that this would be challenging for and explain the challenges.

We fully support the proposed amendments that will change the reporting deadline for updates to certain registration information from 10 to 30 days as we are of the view that 30 days provides sufficient reporting time.

However, we are also of the view that the reporting deadline for all registration information should be amended to 30 days rather than the proposed 15 days for certain registration information. We believe that it is both practical and beneficial from an administrative perspective to have one single reporting deadline for all changes in registration information. We also believe that a uniform 30-day deadline will not reduce investor protection.

Regulatory burden of certain reporting requirements

11. Are there any other thresholds where a change in percentage ownership in the ownership chart should be reported or any thresholds where changes should not be reported? If so, please explain what other thresholds should be included or what thresholds should not be reported.

No, we believe the proposed thresholds are reasonable and sufficient.

12. Do you see foresee any legal, operational or other challenges for a registered firm to delegate to another affiliated registered firm the requirement to notify the regulator of changes in certain registration information? If so, please explain the challenges.

We have no comments for this question.

13. Are there circumstances where a notice of change in registration information should not be delegated to an affiliate? Please describe.

We have no comments for this question.

14. Are there other circumstances where a notice of change in registration information may be delegated to an affiliate? Please describe.

We have no comments for this question.

15. In a legal action, are there changes other than documentary discovery and adjournments that could significantly affect the firm, its business or the outcome of the legal action but should not be reported for other reasons or would be captured in reporting elsewhere?

We have not identified any such changes.

Common errors and updated certification requirements

16. Do the Proposed Revisions offer sufficient clarity to the registration information requirements? If not, please explain which registration information requirement remains unclear and why.

Yes, we believe that the Proposed Revisions offer sufficient clarity to the registration information requirements.

17. Are there any circumstances where the certification standard may not be met or be applicable? If so, please describe the circumstances.

Apart from the inherent and inevitable subjectivity of any 'reasonable inquiry' attestation, we have not identified any other potential circumstances where the standard may not be met or be applicable.

Collecting information on professional titles

18. Do you see any challenges in reporting the title(s) used by Individual Registrants? If so, please explain.

No, we do not foresee any challenges in the initial reporting of titles used by Individual Registrants.

Proposed Transition

19. Registered firms are required to keep accurate records, including copies of forms submitted to the regulators. Are there any circumstances where an Individual Registrant will need to request a copy of their Individual Registration Form from the regulator to update information that is not complete or accurate? If so, please describe these

circumstances.

We believe that registrants should have direct read-only access to their records with the regulator at all times. In particular, this access would address circumstances where a Registered Firm has ceased to sponsor a Regulated Person and does not or will not provide the Regulated Person with a copy of their Permanent Record when requested. If the Regulated Person wishes to become sponsored by another Registered Firm, the new Registered Firm will want to review the Permanent Record prior to completing their sponsorship. In addition, a Regulated Person may simply want to review their information or take a copy for their personal files.

20. What are your views on the transition plan for the proposed amendments to NI 31-103? relating to positions of influence?

Consideration should be given to the fact that Registered Firms have significant regulatory changes to address by year end including those required by Client Focused Reform initiatives. These regulatory changes place significant material demands on Registered Firms' compliance, operational and technical resources.

The timing of the transition plan for the proposed amendments to NI 33-109 needs to be considered in addition to the proposed amendments to NI 31-103. We anticipate that a Registered Firm's ability to comply with a 6-month time frame at the same time as other regulatory changes will be very challenging.

Accordingly, we recommend that the transition period be a minimum of 12 months rather than the proposed 6 months. In addition to the challenges noted above, smaller Registered Firms may also have limited available resources to review and train existing Individual Registrants. Larger Registered Firms may have an enormous number of Individual Registrants that will take considerable time to review and train regardless of their available resources.

We suggest that the administrative burden that implementing the Proposed Amendments will place on many Registered Firms may be greatly lessened if Registered Firms are given the ability to run pertinent NRD reports such as Outside Activities on a comprehensive all Registered Individuals basis rather than single Registered Individuals.

21. Are there any significant operational changes that you need to make in order to implement the Proposed Revisions? If so, please describe these operational changes.

We have no comments as there are many widely diverse operational structures amongst our members

In closing, we would also like to take the opportunity to encourage the CSA to solicit feedback from Registered Firms regarding Sedar+ in the early stages of its development and implementation. We believe that Registered Firms will be able to provide comments and recommendations that will contribute to the ultimate objective of a more effective electronic filing system.

In particular, the design of Sedar+ could significantly improve the quality and timing of reporting obligations and reduce regulatory burden if Registered Firms are presented with the ability to produce more meaningful reports including but not be limited to reports on Outside Activities.

Thank you for the opportunity to provide our comments. Please contact Manny DaSilva with any questions you may have.

Regards,

Manny DaSilva

Manny DaSilva,
Chair, Association of Canadian Compliance Professionals

Gary Legault

Gary Legault
Vice Chair, Association of Canadian Compliance Professionals