



Advancing Standards™

April 10, 2012

Ontario Securities Commission
Autorité des marchés financiers
New Brunswick Securities Commission
Financial Services Regulation Division, Service NL,
Government of Newfoundland and Labrador

c/o John Stevenson, Secretary
Ontario Securities Commission
20 Queen Street West
Suite 1903, Box 55
Toronto, Ontario M5H 3S8
Email: jstevenson@osc.gov.on.ca

-and-

c/o Me Anne Marie Beaudoin
Corporate Secretary
Autorité des marchés financiers
800, square Victoria, 22e étage
C.P. 246, tour de la Bourse
Montréal (Québec) H4Z 1G3
Email: consultation-en-cours@lautorite.gc.ca

Dear Sir and Madam:

Re: Proposed Multilateral Instrument 32-102 *Registration Exemptions for Non-Resident Investment Fund Managers* and Companion Policy 32-102CP

The Portfolio Management Association of Canada ("PMAC", formerly the Investment Counsel Association of Canada ("ICAC")), through its Industry, Regulation & Tax Committee, is pleased to have the opportunity to submit the following comments regarding Proposed Multilateral Instrument 32-102 *Registration Exemptions for Non-Resident Investment Fund Managers* and Companion Policy 32-102CP ("Proposed MI 32-102").

As background, the Portfolio Management Association of Canada ("PMAC", formerly the Investment Counsel Association of Canada ("ICAC")) represents investment management firms registered to do business in Canada as portfolio managers. Our 160 + members represent both large and small firms managing institutional and private client portfolios. PMAC was established in 1952 and manages in excess of \$800 billion in assets (excludes mutual funds assets). Our mission is to advocate the highest standards of unbiased portfolio management in the interest of the investors served by Members.

The comments outlined in this letter are further to the comments we provided in January 2011 regarding the Proposed Amendments to National Instrument 31-103 *Registration Requirements and Exemptions* published for comment on October 15, 2010 (the "CSA 2012 Proposal").

As a general observation, we do not support having two inconsistent and differing sets of registration approaches for investment fund managers as contemplated by Proposed MI 32-102 and Proposed Multilateral Policy 31-202 *Registration Requirement for Investment Fund Managers* ("Proposed MP 31-202"). Our main concern is that having two separate sets of registration requirements in Canada will lead to unnecessary uncertainty for investment fund managers, including non-resident investment fund managers. We have consistently advocated for harmonized rules across Canada that ensure the registration process is streamlined for our market participants. In our view, Proposed MI 32-102 and Proposed MP 31-202 are a backward step in light of the progress achieved in registrant regulation in the last few years. In short, we are opposed to regulatory initiatives which increase regulatory fragmentation and confusion in the investment fund and asset management industry.

We believe that if these proposals are adopted, the outcome will be inconsistent application of the registration requirements across Canada and an increased regulatory burden, that in our view is unnecessary, on investment fund managers. The CSA should continue its work towards a harmonized and streamlined regulatory registration framework across Canada that will ensure the registration process continues to be clear, modernized and efficient. In addition, having a bifurcated approach in this area will arguably deter international investment fund managers to do business in Canada and in effect limit investment opportunities for Canadian investors.

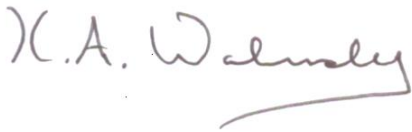
We recommend that the CSA reconsider these contradictory proposals and instead adopt one national approach. Adopting MP 31-202 is preferable, in our view, because this approach would require an international investment fund manager to register in a jurisdiction **only if** it engages in the activities of a fund manager **in** that jurisdiction. We also agree that in determining whether registration is required, the regulators should look at the functions and activities of the entity, and that the presence of investors (or the solicitation thereof) in a jurisdiction should not automatically require an investment fund manager to register.

We would encourage you to reconsider Proposed MI 32-102 and work with the other provinces and territories to develop a more simplified approach to registration requirements for investment fund managers, including non-resident investment fund managers, other than the "exemptions" based approach outlined in Proposed MI 32-102. In summary, we support Proposed MP 31-202 which would only require an entity to register as an investment fund manager in a jurisdiction if it directs or manages the business, operations or affairs of an investment fund in that jurisdiction.

We urge the CSA to consider the comments provided in this letter. If you have any questions regarding our submission, please do not hesitate to contact Katie Walmsley at (416) 504-7018 or Julie Cordeiro at (416) 504-1118.

Yours truly;

PORTFOLIO MANAGEMENT ASSOCIATION OF CANADA

Handwritten signature of Katie Walmsley in black ink.

Katie Walmsley
President, PMAC

Handwritten signature of Scott Mahaffy in black ink.

Scott Mahaffy
Chair, Industry, Regulation & Tax Committee
Vice President Legal, MFS McLean Budden Limited

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