

5.2.1 CSA Notice of NP 11-204 Process for Registration in Multiple Jurisdictions and Amendments to MI 11-102 Passport System, Companion Policy 11-102CP Passport System, NP 11-202 Process for Prospectus Reviews in Multiple Jurisdictions, and NP 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions

**NOTICE OF
NATIONAL POLICY 11-204 PROCESS FOR REGISTRATION IN MULTIPLE JURISDICTIONS
AND
AMENDMENTS TO
MULTILATERAL INSTRUMENT 11-102 PASSPORT SYSTEM,
COMPANION POLICY 11-102CP PASSPORT SYSTEM,
NATIONAL POLICY 11-202 PROCESS FOR PROSPECTUS REVIEWS IN MULTIPLE JURISDICTIONS, AND
NATIONAL POLICY 11-203 PROCESS FOR EXEMPTIVE RELIEF APPLICATIONS IN MULTIPLE JURISDICTIONS**

Introduction — Passport/Interface System

Members of the Canadian Securities Administrators (CSA or we), other than the Ontario Securities Commission (OSC), (passport regulators) will implement the next phase of the passport system for registrants and amend phase II of passport for issuers effective when National Instrument 31-103 *Registration Requirements* (proposed NI 31-103) is implemented. Phase II of passport for issuers covers continuous disclosure, prospectuses and discretionary exemption applications. The amendments deal with issues that have arisen since implementation in March 2008.

All CSA members, including the OSC, will implement a new national policy setting out the processes for registration in multiple jurisdictions (NP 11-204) and amend the national policies for the filing and review of prospectuses (NP 11-202) and exemptive relief applications (NP 11-203). CSA members will also repeal National Instrument 31-101 *National Registration System* (NI 31-101) and its related policy and forms.

Passport system

The amendments to Multilateral Instrument 11-102 *Passport System* (MI 11-102) and Companion Policy 11-102CP *Passport System* (CP 11-102) are initiatives of the passport regulators.

Each of the passport regulators will make the amendments to MI 11-102 as a rule or regulation and will adopt the amendments to CP 11-102. The text of the amendments to MI 11-102 is set out in Schedule A. Appendix D to MI 11-102 as amended is in Schedule B and CP 11-102 as amended is in Schedule C.

MI 11-102 and CP 11-102 implement, in the main areas of securities regulation, a system that gives a market participant access to the capital markets in multiple jurisdictions by dealing only with its principal regulator and meeting the requirements of one set of harmonized laws. The amendments to MI 11-102 and CP 11-102 implement the next phase of the passport system for registrants and deal with issues that have arisen since the implementation of phase II of passport for issuers.

Although the OSC is not adopting MI 11-102 or the amendments to MI 11-102, it can be a principal regulator under the instrument, thereby giving market participants in Ontario access to the capital markets in passport jurisdictions by dealing only with the OSC.

National policy on the process for registration in multiple jurisdictions

NP 11-204 is an initiative of the CSA. Each member of the CSA will adopt NP 11-204. The text of NP 11-204 is in Schedule D.

NP 11-204 and the amendments to MI 11-102 replace NI 31-101 and its related policy and forms. Each CSA member will repeal:

- NI 31-101,
- Form 31-101F1 *Election to use NRS and Determination of Principal Regulator*, and
- Form 31-101F2 *Notice of Change*,

and will rescind

- National Policy 31-201 *National Registration System*

(collectively, NRS)

An instrument repealing NI 31-101 is attached as Schedule E.

NP 11-204 sets out the procedures for a firm or individual to register in more than one jurisdiction. It includes an interface similar to NRS for registrants in passport jurisdictions to gain access to the Ontario market. Ontario registrants get direct access to passport jurisdictions under the amendments to MI 11-102.

Under MI 11-102 and NP 11-204, the principal regulator for a firm will usually be the regulator of the jurisdiction where the firm's head office is located and for an individual will be the regulator of the jurisdiction where the individual's working office is located.

Consequential amendments

All CSA members will also adopt consequential amendments to the following policies:

- NP 11-202
- NP 11-203

The text of the consequential amendments to NP 11-202 is in Schedules F and NP 11-203 as amended is in Schedule G.

In addition, consequential amendments related to passport will be included in proposed NI 31-103 and its companion policy and in the related amendments to National Instrument 31-102 National Registration Database (NI 31-102) and National Instrument 33-109 Registration Information (NI 33-109).

Local non-harmonized requirements

Most regulatory requirements for registrants will be harmonized through proposed NI 31-103. However, registrants will be subject to a few additional local requirements that continue to exist in some jurisdictions. CP 11-102 includes a description of these requirements.

In addition, proposed NI 31-103 provides transition periods for certain fit and proper requirements (solvency and proficiency). The transition provisions allow registrants to carry on their activities on the basis of the current fit and proper requirements that apply in the principal jurisdiction under NRS. After the transition period, registrants must comply with the new requirements in proposed NI 31-103. Please refer to proposed NI 31-103 for further details.

Effective date and transition

A key foundation for the passport system is a set of nationally harmonized regulatory requirements consistently interpreted and applied throughout Canada. Implementation of passport for registrants depends on the adoption of proposed NI 31-103. CSA members expect to implement consequential amendments to national and local rules when we adopt proposed NI 31-103. In addition, governments in some jurisdictions will need to proclaim act amendments to harmonize registration requirements. We will implement the changes described in this notice when we adopt proposed NI 31-103.

The timing of adoption of proposed NI 31-103 is currently uncertain. Please refer to CSA Notice 31-309 for more information.

We will republish the documents if we need to revise them to reflect the final versions of NI 31-103, NI 31-102 or NI 33-109.

The amendments to MI 11-102 apply to an individual or firm seeking registration on or after the effective date of proposed NI 31-103. In addition, the amendments apply to an individual or firm that is registered on that date unless the individual or firm requests and obtains an exemption under section 6.9(2) of MI 11-102.

The amendments to passport for issuers apply to prospectuses filed under National Instrument 71-101 *The Multijurisdictional Disclosure System* on or after the effective date of proposed NI 31-103.

The amendments to MI 11-102 and CP 11-102 refer to rules (e.g., proposed NI 31-103) and Act provisions that CSA expects to be in force on the effective date.

Background

CSA published the proposal to streamline the process for registration on July 18, 2008. All CSA members published NP 11-204 and the amendments to NP 11-202 and NP 11-203 and the repeal of NRS. In the same publication, the passport regulators published the amendments to MI 11-102 and CP 11-102.

Summary of Written Comments

CSA received 5 comment letters in response to the request for comments published in July 2008. All the comment letters are posted on the Alberta Securities Commission website at www.albertasecurities.com. We thank commenters for their submissions.

CSA considered the comments and is publishing a summary of comments and responses as Schedule H to this notice. The summary includes the names of the commenters, a summary of their comments, and the CSA responses to comments.

Summary of Changes

MI 11-102

Passport regulators revised the amendments to MI 11-102 to delete the requirement that an NPR acknowledge receipt of a submission as a condition for a firm to become registered in a non-principal jurisdiction. Instead, the firm's registration will take effect when it submits a completed form to the PR when registering in an additional jurisdiction. The PR will notify the firm of the legal date of registration in the non-principal jurisdiction and will explain why this date may be earlier than the 'effective date' shown on NRD.

Passport regulators also added a condition that a firm or individual is a member of a self-regulatory organization (SRO) if required in the local jurisdiction. This ensures that necessary SRO memberships are obtained prior to registration under passport.

CP 11-102

Passport regulators made changes to CP 11-102 to reflect the revisions noted above and to add a description of local registration requirements that exist in Québec and British Columbia.

NP 11-204

CSA made changes to NP 11-204 to reflect the revisions noted above.

Questions

Please refer your questions to any of:

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SCHEDULE D

**NATIONAL POLICY 11-204
PROCESS FOR REGISTRATION IN MULTIPLE JURISDICTIONS**

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**NATIONAL POLICY 11-204
PROCESS FOR REGISTRATION IN MULTIPLE JURISDICTIONS**

PART 1 APPLICATION

1.1 Application

This policy describes procedures for a firm or individual to register in more than one Canadian jurisdiction.

PART 2 DEFINITIONS

2.1 Definitions

In this policy,

“IIROC” means the Investment Industry Regulatory Organization of Canada;

“interface registration” means a registration described in section 3.3 of this policy;

“MI 11-102” means Multilateral Instrument 11-102 *Passport System*;

“NI 31-102” means National Instrument 31-102 *National Registration Database*;

“NRD” has the same meaning as in NI 31-102;

“NRD submission” has the same meaning as in NI 31-102;

“OSC” means the regulator in Ontario;

“passport jurisdiction” means the jurisdiction of a passport regulator;

“passport registration” means a registration described in section 3.2 of this policy;

“passport regulator” means a regulator that has adopted MI 11-102;

“permitted individual” has the same meaning as in NI 33-109;

“regulator” means a securities regulatory authority or regulator; and

“SRO” means self-regulatory organization.

2.2 Further definitions

Terms used in this policy and that are defined in National Instrument 14-101 *Definitions*, MI 11-102 or Companion Policy 11-102CP *Passport System* have the same meanings as in those instruments and policy.

2.3 Interpretation

Unless the context indicates otherwise, a reference in this policy to a ‘regulator’, ‘principal regulator’, or the OSC is a reference to the SRO to whom the regulator, principal regulator, or OSC has delegated, assigned or authorized the performance of all or part of its registration function or to the relevant office of that SRO for the jurisdiction of the regulator or principal regulator.

PART 3 OVERVIEW AND PRINCIPAL REGULATOR

3.1 Overview

This policy deals with a firm’s or individual’s registration in multiple jurisdictions in the following circumstances:

- (i) The firm or individual is seeking registration or is registered in the firm’s or individual’s principal jurisdiction (including Ontario) and the firm or individual seeks registration in another jurisdiction (excluding Ontario). This is a “passport registration.”

- (ii) The firm or individual is seeking registration or is registered in the firm's or individual's principal jurisdiction, the principal regulator is a passport regulator, and the firm or individual seeks registration in Ontario. This is an "interface registration."

3.2 Passport registration

Under MI 11-102, if a firm or individual seeks registration or is registered in the firm's or individual's principal jurisdiction (including Ontario) and seeks registration in another jurisdiction (excluding Ontario), the firm or individual makes a submission to register in the other jurisdiction. Only the principal regulator reviews the firm's or individual's submission and the firm or individual's sponsoring firm deals only with the firm's or individual's principal regulator. The principal regulator reviews the firm's or individual's submission to register in the other jurisdiction only to ensure that it is complete. The other regulator does not conduct a review of the firm or individual.

3.3 Interface registration

If a firm or individual seeks registration or is registered in the firm's or individual's principal jurisdiction, the principal regulator is a passport regulator, and the firm or individual seeks registration in Ontario, the firm or individual submits an application to register in Ontario. The principal regulator will review the firm's or individual's application to register in Ontario and the OSC will decide whether to opt in or opt out of the principal regulator's determination. The firm or the individual's sponsoring firm will generally deal only with the firm's or the individual's principal regulator.

3.4 Registration in passport jurisdictions and Ontario

If a firm or individual whose principal regulator is a passport regulator seeks registration in a non-principal passport jurisdiction and in Ontario, the firm or individual should refer to the processes for

- a passport registration, to register in the non-principal passport jurisdiction, and
- an interface registration, to register in Ontario.

3.5 Registration by SRO

In some jurisdictions, the regulator has delegated, assigned or authorized an SRO to perform all or part of its registration function. The SRO continues to perform these functions in the relevant jurisdictions for a passport registration or an interface registration under this policy. At the date of this policy, the following arrangements apply to registration of IIROC member firms and their representatives.

- (a) If Alberta, Saskatchewan, British Columbia or Newfoundland and Labrador is the principal jurisdiction of a firm or individual, the firm or the individual's sponsoring firm should deal with the office of IIROC, instead of the regulator, in or for that jurisdiction.
- (b) If Ontario or Québec is the principal jurisdiction of an individual, the individual's sponsoring firm should deal with the office of IIROC, instead of the regulator, in or for that jurisdiction in respect of the individual.

3.6 Principal regulator

(1) For purposes of a passport registration and an interface registration under this policy, the principal regulator of a firm or individual is identified in the same manner as in section 6.1 of MI 11-102. This section summarizes section 6.1 of MI 11-102 and provides guidance for identifying a firm's or individual's principal regulator. The regulator of any jurisdiction can be a principal regulator for registration under this policy.

If a firm or individual makes an application for exemptive relief from a requirement in Part 4 of NI 31-103 or Part 2 of NI 33-109 in connection with an application for registration in the principal jurisdiction, the principal regulator for the application for exemptive relief is identified in the same manner as in section 4.4.1 of MI 11-102. If a firm or individual makes any other application for exemptive relief from a registration requirement, the principal regulator is identified in the same manner as in sections 4.1 to 4.4 of MI 11-102. If a firm or individual is not seeking the relief, or is seeking more than one item of relief and not all of the items of relief, in its principal jurisdiction, the principal regulator is identified in the same manner as in section 4.5 of MI 11-102. A firm or individual should refer to section 3.6 of NP 11-203 for further guidance on how to identify the principal regulator for exemptive relief application purposes.

(2) Subject to subsection (5) of this section and section 3.7 of this policy, the principal regulator of a firm is the regulator in the jurisdiction where the firm has its head office, unless the firm's head office is outside Canada. A domestic firm identifies its head office in item A *Contact Information* of Form 33-109F6 and this information is reflected on NRD.

(3) For greater certainty, a firm is a domestic firm if it is a legal entity and has a head office in Canada. For example, a US subsidiary of a foreign firm is a domestic firm. A Canadian branch office of a foreign firm is not.

(4) Subject to subsection (7) of this section and section 3.7 of this policy, the principal regulator of an individual is the regulator in the jurisdiction where the individual has his or her working office, unless the individual's working office is outside Canada. The working office of a domestic individual is the office of the sponsoring firm where the individual does most of his or her business. A domestic individual identifies his or her working office in item 9 Location of Employment of Form 33-109F4 and this information is reflected on NRD.

(5) Subject to section 3.7 of this policy, if the head office of a firm is outside Canada, the principal regulator for the foreign firm is the regulator in the jurisdiction of Canada the firm identified as its principal jurisdiction in its most recently filed Form 33-109F5 or Form 33-109F6. These forms require a foreign firm to identify its principal jurisdiction in Canada, which is the jurisdiction with which the foreign firm has the most significant connection.

(6) The factors a foreign firm should consider in identifying the principal regulator based on its most significant connection are, in order of influential weight, the jurisdiction in which the firm has or expects to have

- its principal Canadian office, and
- the highest number of clients as of the end of the firm's most recently completed or first financial year.

(7) Subject to section 3.7 of this policy, if the working office of an individual is outside Canada, the principal regulator of the foreign individual is the principal regulator of the individual's sponsoring firm.

(8) A firm should notify the regulator by providing the information about its head office or principal jurisdiction in Form 33-109F6 in accordance with NI 33-109 if

- in the case of a domestic firm, the firm changes the jurisdiction of its head office,
- in the case of a foreign firm,
 - the firm changes the jurisdiction of its principal Canadian office, or
 - the jurisdiction where the firm has the highest number of clients as of the end of its most recently completed financial year changes.

CP 33-109 provides that the firm may make this submission to a non-principal regulator by giving it only to its principal regulator. The submission should be made in a format other than NRD format (i.e., by e-mail, fax or sending the submission to the regulator's address). A firm should refer to Appendix B of CP 33-109 for guidance on how to make this submission in non-NRD format.

(9) In the event of a change in a domestic individual's working office, the individual should make the NRD Submission for a *Location of Employment Change* in accordance with NI 33-109.

(10) Under MI 11-102, a foreign firm registered in a non-principal passport jurisdiction before [insert effective date of Part 6 of MI 11-102] must submit on or before [insert date that is 30 days after effective date of Part 6 of MI 11-102] the information about its principal jurisdiction in Form 33-109F6 in accordance with NI 33-109 to identify its principal regulator. A foreign firm may make its submission to a non-principal passport regulator by giving it only to its principal regulator. The submission should be made in a format other than NRD format. Foreign firms should refer to Appendix B of CP 33-109 for guidance on how to make this submission in non-NRD format.

(11) Under MI 11-102, the principal regulator for a foreign individual is the same as the principal regulator for the individual's sponsoring firm. For that reason, the foreign individual is not required to make a submission to identify the individual's principal regulator.

3.7 Discretionary change of principal regulator

(1) If a regulator thinks that the principal regulator identified under section 3.6 of this policy is inappropriate, the regulator will give the firm or individual written notice of the appropriate principal regulator for the firm or individual and the reasons for the change. The regulator specified in the notice will be the firm or individual's principal regulator as of the later of the date the firm or individual receives the notice and the effective date specified in the notice, if any. To streamline the process, the regulators will give the written notice relating to the principal regulator of an individual to the individual's sponsoring firm.

(2) Regulators do not generally expect changing the principal regulator for a domestic firm or domestic individual. Regulators anticipate changing the principal regulator for a foreign firm only in exceptional circumstances. Regulators may change the principal regulator for a foreign individual if the foreign individual is not registered in his or her sponsoring firm's principal jurisdiction or if the individual's principal regulator under this policy does not correspond to his or her principal regulator as shown on NRD. Regulators will give written notice of a change in principal regulator.

PART 4 GENERAL GUIDANCE FOR FIRMS AND INDIVIDUALS

4.1 Effect of submission

(1) If an individual makes an NRD submission for the individual in relation to a passport registration or an interface registration in a non-principal jurisdiction, this has the effect of submitting the individual's entire Form 33-109F4 in the jurisdiction.

(2) Because firms do not file or submit their Form 33-109F6 on NRD, the form requires instead that the firm make a solemn declaration or affirmation that, among other things,

- the information provided on the form is true and contains all facts necessary to prevent the information from being false or misleading in the circumstances, and
- with respect to a submission made in respect of a non-principal jurisdiction, at the date of the submission,
 - the firm has filed or submitted all the information required to be filed or submitted in relation to the firm's registration in its principal jurisdiction,
 - the information is true and contains all facts necessary to prevent the information from being false or misleading in the circumstances.

In addition, the form requires the firm to authorize its principal regulator to give each non-principal regulator access to any information the firm has filed or submitted to the principal regulator under securities legislation of the principal jurisdiction in relation to the firm's registration in that jurisdiction.

Should a regulator discover that a firm made a false declaration or affirmation, the regulator may take appropriate enforcement action against the firm.

4.2 Fees

(1) A firm or an individual must submit any required fees for the firm or the individual under applicable securities legislation in the principal jurisdiction and the non-principal passport jurisdiction when making the relevant submission. A submission is not considered complete unless the required fees are submitted under applicable securities legislation in relevant jurisdictions.

(2) A firm may pay the fee related to a submission by sending a cheque to the relevant regulator or submitting payment to each relevant regulator directly on NRD. A domestic individual must pay the fee related to a submission to each relevant regulator by submitting it on NRD. A foreign individual must pay the fee related a submission by sending a cheque to the relevant regulator or submitting payment to each relevant regulator directly on NRD.

4.3 Firm submissions

A firm should make a submission under section 5.2(1) to (3) or section 6.2(1) or (2) of this policy in a format other than NRD format. Firms should refer to Appendix B of CP 33-109 for guidance on how to make a submission in non-NRD format.

PART 5 PASSPORT REGISTRATION

5.1 Application

(1) This part applies to a firm or individual seeking registration in any category (other than a firm seeking registration as a restricted dealer) in a non-principal passport jurisdiction. To register in a non-principal jurisdiction, a restricted dealer must apply directly to the non-principal passport regulator. This part applies to an individual seeking registration in a non-principal passport jurisdiction to act on behalf of a restricted dealer if the restricted dealer is registered as such in that jurisdiction and its principal jurisdiction.

(2) A firm seeking registration as a restricted dealer must complete the entire Form 33-109F6 and submit it, along with all supporting materials, in each jurisdiction where it seeks registration as such.

5.2 Filing of materials

For a firm

(1) Under MI 11-102, a firm that seeks registration in a non-principal passport jurisdiction in a category for which the firm is registered or is concurrently seeking registration in its principal jurisdiction (including Ontario) should complete the entire Form 33-109F6 or the items of Form 33-109F6 specified in the General Instructions to the form for the firm's particular situation. The firm should submit the F6 or relevant items together with all supporting materials. Making the submission to the principal regulator satisfies the firm's obligation under MI 11-102 to make the submission to the regulator in the non-principal passport jurisdiction.

For an individual

(2) Under MI 11-102, an individual who seeks registration in a non-principal passport jurisdiction in a category for which the individual is registered or is concurrently seeking registration in his or her principal jurisdiction (including Ontario) should submit a completed Form 33-109F4, or in some cases a completed Form 33-109F2, for the individual in accordance with NI 33-109.

(3) NI 33-109 requires a completed Form 33-109F4 or completed Form 33-109F2 to be submitted on NRD. NRD automatically submits the relevant form to the appropriate regulators. In some circumstances, it is not necessary to complete the entire form. For example, it is not necessary to complete the entire form for an individual to seek registration in the same category in an additional jurisdiction, to add or remove a category of registration, or to register in a category with an additional or a new sponsoring firm. In those circumstances, the relevant NRD submission indicates which items of the form to complete.

(4) Making an NRD submission under subsection (6) satisfies the individual's obligation under MI 11-102 to submit a completed Form 33-109F4.

Fees in non-principal jurisdiction

(5) Fees required for a firm or individual to register automatically in a non-principal passport jurisdiction under MI 11-102 are annual registration fees. If the principal regulator refuses to register the firm or individual, the regulator in any non-principal passport jurisdiction in respect of which a submission was made will return the fees submitted in relation to the submission.

5.3 Registration

(1) NRD will record a firm's or an individual's category of registration in the principal jurisdiction, any T&C imposed by the principal regulator, and any exemption from Part 4 of NI 31-103 or Part 2 of NI 33-109 granted by the principal regulator.

(2) Under MI 11-102, a firm or individual that is registered in a category in the firm's or individual's principal jurisdiction is automatically registered in a non-principal passport jurisdiction in the same category as in the firm's or the individual's principal jurisdiction if the firm or individual submitted the relevant completed NI 33-109 form and is a member of an SRO if that is required for that category of registration.

For a mutual fund dealer based in Québec, the SRO condition means that the firm must be a member of the Mutual Fund Dealers Association of Canada (MFDA) before it can register in another jurisdiction. However, this condition does not apply if the firm has an exemption in the local jurisdiction from the requirement to be a member of the MFDA.

For a representative of a mutual fund dealer or scholarship plan dealer whose working office is outside Québec, the SRO condition means that he or she must be a member of the Chambre de la sécurité financière before he or she can become registered in Québec. This condition does not apply if the individual has an exemption in Québec from the requirement to be a member of the Chambre.

If a firm or individual is registered in the same category in the principal jurisdiction and in the non-principal passport jurisdiction, MI 11-102 provides that a T&C imposed on the registration in the principal jurisdiction applies as if it were imposed in the non-principal passport jurisdiction. The T&C applies until the earlier of the date that the regulator that imposed it cancels or revokes it, or the T&C expires.

(3) NRD will record for each non-principal passport jurisdiction in respect of which the firm or individual made the relevant submission

- the firm's or the individual's automatic registration in the same category as in the principal jurisdiction,

- any T&C imposed by the principal regulator that applies automatically to the firm or individual in the non-principal jurisdiction, and
- any exemption from Part 4 of NI 31-103 or Part 2 of NI 33-109 granted by the principal regulator that applies automatically in the non-principal jurisdiction.

If a firm or individual made the relevant submission to register concurrently in the principal jurisdiction and one or more non-principal passport jurisdictions, NRD will show the same registration date in the principal jurisdiction and the non-principal passport jurisdiction(s) for an individual. For a firm, NRD may show a different registration date in the principal jurisdiction and the non-principal passport jurisdiction(s). If that is the case, the registration date in the non-principal passport jurisdiction(s) is the same as the registration date in the principal jurisdiction. The principal regulator will confirm the firm's registration date in each non-principal passport jurisdiction outside NRD.

If a firm or individual is already registered in the principal jurisdiction when the firm or individual makes the relevant submission in respect of a non-principal jurisdiction, NRD will show the date the submission is made in respect of the non-principal passport jurisdiction as the registration date in the non-principal passport jurisdiction for an individual. For a firm, NRD may show a different registration date in the non-principal passport jurisdiction. If that is the case, the registration date in the non-principal passport jurisdiction is the date on which the relevant submission was made in respect of the non-principal passport jurisdiction. The principal regulator will confirm the firm's registration date in the non-principal passport jurisdiction outside NRD.

(4) The principal regulator may grant or have granted a discretionary exemption application from a requirement of Part 4 of NI 31-103 or Part 2 of NI 33-109 in connection with an application to register in the principal jurisdiction. In that case, the exemption applies automatically in the non-principal passport jurisdiction in which the firm or individual is registered automatically under MI 11-102 if certain conditions are met. The conditions are set out section 4.7 of MI 11-102. Among other things, section 4.7(1)(c) of MI 11-102 requires the applicant to give notice of intention to rely on the exemption in the non-principal jurisdiction.

PART 6 INTERFACE REGISTRATION

6.1 Application

(1) This part applies to a firm or an individual seeking registration in any category (other than a firm seeking registration as a restricted dealer) in Ontario when Ontario is a non-principal jurisdiction. To register in Ontario, a restricted dealer must apply directly to the OSC. This part applies to an individual seeking registration in Ontario to act on behalf of a restricted dealer if the restricted dealer is registered as such in Ontario and its principal jurisdiction.

(2) A firm seeking registration as a restricted dealer in Ontario must complete the entire Form 33-109F6 and submit it, along with all supporting materials, directly to the OSC whether Ontario is the firm's principal jurisdiction or non-principal jurisdiction.

6.2 Filing materials

For a firm

(1) If a firm seeks registration in Ontario in a category for which it is concurrently seeking registration in its principal jurisdiction, the firm should complete the entire Form 33-109F6 and submit it to its principal regulator and the OSC. Supporting materials that are required under Form 33-109F6 may be submitted to the OSC by giving them to the principal regulator.

(2) If a firm is registered in a category in its principal jurisdiction and subsequently seeks registration in the same category in Ontario, the firm should complete the items of Form 33-109F6 specified in the General Instructions to the form and submit the form to the principal regulator and the OSC.

Supporting materials that are required under Form 33-109F6 may be submitted to the OSC by giving them to the principal regulator.

(3) If a firm seeks to add a category in its principal jurisdiction and in Ontario, the firm must complete the items of Form 33-109F6 specified in the General Instructions to the form and submit the form to its principal regulator and the OSC.

Supporting materials that are required under Form 33-109F6 may be submitted to the OSC by giving them to the principal regulator.

For an individual

(4) Under NI 33-109, an individual who seeks registration is required to submit a completed Form 33-109F4, or in some cases a completed Form 33-109F2, through NRD. NRD automatically submits the relevant form to the appropriate regulators. In some circumstances, it is not necessary to complete the entire form. For example, it is not necessary to complete the entire form for an individual to seek registration in the same category in an additional jurisdiction, to add or remove a category of registration, or to register in a category with an additional or a new sponsoring firm. In those circumstances, the relevant NRD submission indicates which items of the form to complete.

(5) Making an NRD submission under subsection (4) satisfies the individual's obligation to submit a completed Form 33-109F4.

6.3 Decision-making process

(1) If a firm or individual seeks registration in the principal jurisdiction and in Ontario, the firm or the individual's sponsoring firm will generally deal only with the principal regulator.

(2) The principal regulator will submit to the OSC (or the Ontario office of IIROC, for an individual seeking registration as a representative of an investment dealer) an interface document containing its proposed determination. The OSC will advise the principal regulator whether it opts in to, or opts out of, the principal regulator's proposed determination generally within one business day from receiving the interface document. The Ontario office of IIROC will generally do this within one business day from receiving the interface document.

(3) The OSC may impose a local T&C on a firm's or an individual's registration without opting out.

(4) If the OSC opts out, it will give the principal regulator written reasons for its decision and the principal regulator will forward the reasons to the firm or the individual's sponsoring firm and use its best efforts to resolve the opt-out issues with the firm or the sponsoring firm of the individual and the OSC.

(5) If the principal regulator is able to resolve the OSC's opt-out issues with the firm or the individual's sponsoring firm before NRD shows the firm or individual as being registered in the principal jurisdiction, the OSC may opt back into the interface registration. In that case, the OSC will notify the principal regulator and the firm or the individual's sponsoring firm that it has opted back in. If the principal regulator is unable to resolve the OSC's opt-out issues, the firm or individual's sponsoring firm should deal with the OSC directly to resolve them.

6.4 Decision

(1) NRD will record a firm or individual's category of registration in the principal jurisdiction, any T&C that applies in the principal jurisdiction, and any exemption from Part 4 of NI 31-103 or Part 2 of NI 33-109 granted by the principal regulator. If the OSC opts in, NRD will also record that the firm or individual is registered in the same category in Ontario, including the date when the registration takes effect, and that the OSC has adopted the same T&C and granted the same exemption from Part 4 of NI 31-103 or Part 2 of NI 33-109 as the principal regulator.

(2) If the OSC imposes a local T&C on a firm's or an individual's registration, NRD will also record any T&C applicable in Ontario only.

6.5 Opportunity to be heard

(1) If the principal regulator of a firm or an individual that seeks registration in the principal jurisdiction and, concurrently, in Ontario is not prepared to grant registration or is prepared to grant registration with a T&C, the principal regulator will

- send the firm or the individual's sponsoring firm a copy of the principal regulator's proposed T&C, if applicable, and
- notify the firm or the individual's sponsoring firm that it has the right to request an opportunity to be heard from the principal regulator.

If the OSC opts in to the determination of the principal regulator to refuse registration or impose a T&C, the principal regulator will forward to the firm or the individual's sponsoring firm the OSC's notification that the firm or individual has the right to request an opportunity to be heard from the OSC.

(2) If a firm or individual exercises the right to request an opportunity to be heard from the principal regulator or from the principal regulator and the OSC, the principal regulator will notify the OSC.

(3) If the firm or the individual's sponsoring firm also requests an opportunity to be heard in Ontario, the principal regulator and the OSC will decide whether to provide an opportunity to be heard separately, jointly or concurrently. After the firm or individual had an opportunity to be heard and the principal regulator makes a decision, the principal regulator will send to the OSC a new interface document setting out its proposed determination, if applicable.

(4) If a firm or individual is registered in the principal jurisdiction and, subsequently, applies to register in Ontario, and the OSC decides to refuse registration or impose a local T&C, the OSC will send the principal regulator for the firm or the individual

- a copy of the T&C, if applicable, and
- the OSC's notification that the firm or individual has the right to request an opportunity to be heard in Ontario.

The principal regulator will forward these documents to the firm or individual's sponsoring firm. Thereafter, the firm or individual will deal directly with the OSC.

SCHEDULE E

REPEAL OF NATIONAL INSTRUMENT 31-101 *NATIONAL REGISTRATION SYSTEM*

1. *This Instrument repeals National Instrument 31-101 National Registration System.*
2. *This Instrument comes into force on •.*

SCHEDULE F

AMENDMENTS

TO

NATIONAL POLICY 11-202 PROCESS FOR PROSPECTUS REVIEWS IN MULTIPLE JURISDICTIONS

- 1** *This Instrument amends National Policy 11-202 Process for Prospectus Reviews in Multiple Jurisdictions.*
- 2** *Section 4.1 is amended by striking out “under this policy” and substituting “under this policy and MI 11-102”.*
- 3** *Section 7.1(1) is amended by striking out the last sentence and substituting “To assist filers, the principal regulator will list in its receipt the passport jurisdictions where the prospectus has been filed under MI 11-102 and indicate that a receipt is deemed to be issued in each of those jurisdictions, if the conditions of MI 11-102 have been satisfied.”.*
- 4** *Section 7.1 is amended by adding the following:*
 - (3) If a pro forma prospectus or an amended and restated preliminary prospectus is filed in the principal jurisdiction and a preliminary prospectus is filed in a non-principal jurisdiction, the principal regulator will issue a document that evidences that the regulator in the non-principal jurisdiction issued a receipt for the preliminary prospectus.
- 5** *These amendments come into effect on *.*

SCHEDULE G

**NATIONAL POLICY 11-203
PROCESS FOR EXEMPTIVE RELIEF APPLICATIONS IN MULTIPLE JURISDICTIONS**

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Annex A

Form of decision for passport application

Annex B

Form of decision for a dual application

Annex C

Form of decision for coordinated review application

Annex D

Form of decision for hybrid application

NATIONAL POLICY 11-203
PROCESS FOR EXEMPTIVE RELIEF APPLICATIONS IN MULTIPLE JURISDICTIONS

PART 1 APPLICATION

1.1 Application – This policy describes the process for the filing and review of an application for exemptive relief in more than one Canadian jurisdiction.

PART 2 DEFINITIONS

2.1 Definitions – In this policy

“AMF” means the regulator in Québec;

“application” means a request for exemptive relief other than a pre-filing or waiver application as those terms are defined in NP 11-202;

“coordinated review” means the review under this policy of a coordinated review application;

“coordinated review application” means an application described in section 3.4 of this policy;

~~“coordinated review” means the review under this policy of a coordinated review application;~~

“CP 11-102” means Companion Policy 11-102CP *Passport System* to MI 11-102;

“dual application” means an application described in section 3.3 of this policy;

“dual review” means the review under this policy of a dual application;

“exemption” means any discretionary exemption to which Part 4 of MI 11-102 applies;

“exemptive relief” means any approval, decision, declaration, designation, determination, exemption, extension, order, ruling, permission, recognition, revocation, waiver or other relief sought under securities legislation or securities directions;

“filer” means

- (a) a person or company filing an application, or
- (b) an agent of a person or company referred to in paragraph (a);

“hybrid application” means an application comprised of both

- (a) a passport application or dual application, and
- (b) a coordinated review application;

“MI 11-102” means Multilateral Instrument 11-102 *Passport System*;

“notified passport jurisdiction” means a passport jurisdiction for which a filer gave the notice referred to in section 4.7(1)(c) of MI 11-102

“NP 11-202” means National Policy 11-202 *Process for Prospectus Reviews in Multiple Jurisdictions*;

“NP 11-204” means National Policy 11-204 *Process for Registration in Multiple Jurisdictions*;

“OSC” means the regulator in Ontario;

“passport application” means an application described in section 3.2 of this policy;

“passport jurisdiction” means the jurisdiction of a passport regulator;

“passport regulator” means a regulator that has adopted MI 11-102;

“pre-filing” means a consultation with the principal regulator for an application, initiated before the filing of the application, regarding the interpretation of securities legislation or securities directions or their application to a particular transaction or matter or proposed transaction or matter; and

“regulator” means a securities regulatory authority or regulator.

2.2 Further definitions – Terms used in this policy that are defined in MI 11-102 or National Instrument 14-101 *Definitions* have the same meanings as in those instruments.

PART 3 OVERVIEW, PRINCIPAL REGULATOR AND GENERAL GUIDELINES

3.1 Overview

This policy applies to any application for exemptive relief in multiple jurisdictions. These are the possible types of applications:

- (a) The principal regulator is a passport regulator and the filer does not seek an exemption in Ontario. This is a “passport application.”
- (b) The principal regulator is the OSC and the filer also seeks an exemption in a passport jurisdiction. This is also a “passport application.”
- (c) The principal regulator is a passport regulator and the filer also seeks an exemption in Ontario. This is a “dual application.”
- (d) An application for any type of exemptive relief not covered by Part 4 of MI 11-102. This is a “coordinated review application.”

3.2 Passport application

(1) If the principal regulator is a passport regulator and the filer does not seek an exemption in Ontario, the filer files the application only with, and pays fees only to, the principal regulator. Only the principal regulator reviews the application. The principal regulator’s decision to grant an exemption automatically results in an equivalent exemption in the notified passport jurisdictions.

(2) If the principal regulator is the OSC and the filer also seeks an equivalent exemption in a passport jurisdiction, the filer files the application only with, and pays fees only to, the OSC. Only the OSC reviews the application. The OSC’s decision to grant the exemption automatically results in an equivalent exemption in the notified passport jurisdictions.

3.3 Dual application – If the principal regulator is a passport regulator and the filer also seeks an exemption in Ontario, the filer files the application with, and pays fees to, both the principal regulator and the OSC. The principal regulator reviews the application and the OSC, as a non-principal regulator, coordinates its review with the principal regulator. The principal regulator’s decision to grant the exemption automatically results in an equivalent exemption in the notified passport jurisdictions and, if the OSC has made the same decision as the principal regulator, evidences the decision of the OSC.

3.4 Coordinated review application – If the application is outside the scope of MI 11-102 (see section 4.1 of CP 11-102 for details on the types of applications that fall outside the scope of MI 11-102), the filer files the application and pays fees in each jurisdiction where the exemptive relief is required. The principal regulator reviews the application, and each non-principal regulator coordinates its review with the principal regulator. The decision of the principal regulator to grant exemptive relief evidences the decision of each non-principal regulator that has made the same decision as the principal regulator.

3.5 Hybrid applications – The processes and outcomes applicable to a passport application, dual application or a coordinated review application under this policy also apply to a hybrid application. For a hybrid application, the filer should follow the processes for both a coordinated review application and either a passport application or dual application, as appropriate.

3.6 Principal regulator

(1) For any application under this policy, the principal regulator is identified in the same manner as in sections 4.1 to 4.5 of MI 11-102. This section summarizes sections 4.1 to 4.5 of MI 11-102 and provides guidance on identifying the principal regulator for an application under this policy.

(2) For the purpose of this section, a specified jurisdiction is one of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, New Brunswick or Nova Scotia.

Rules and Policies

(3) Except as provided in subsections (4) to (8) of this section and in section 3.7 of this policy, the principal regulator for an exemptive relief application is

- (a) for an application made for an investment fund, the regulator of the jurisdiction in which the investment fund manager's head office is located; or
- (b) for an application made for a person or company other than an investment fund, the regulator of the jurisdiction in which the person or company's head office is located.

(4) ~~For~~ Except as provided in subsection (6) to (9) of this section and in section 3.7 of this policy, the principal regulator for an application for exemptive relief from a provision of securities legislation related to insider reporting, ~~the principal regulator is~~ the regulator in the jurisdiction in which the head office of the reporting issuer, not the insider, is located.

(5) ~~For~~ Except as provided in subsection (6) to (9) of this section and in section 3.7 of this policy, the principal regulator for an application for exemptive relief from a provision of securities legislation related to take-over bids, ~~the principal regulator is~~ the regulator in the jurisdiction in which the head office of the issuer whose securities are subject to the take-over bid, not the person or company that is making the take-over bid, is located.

(6) ~~#~~ Except as provided in subsections (7), (8) and (9) of this section and section 3.7 of this policy, if the jurisdiction identified under subsection (3), (4) or (5) is not a specified jurisdiction, the principal regulator for the application is the regulator of the specified jurisdiction with which

- (a) in the case of an application for exemptive relief from a provision of securities legislation related to insider reporting, the reporting issuer has the most significant connection,
- (b) in the case of an application for exemptive relief from a provision of securities legislation related to take-over bids, the issuer whose securities are subject to the take-over bid has the most significant connection, or
- (c) in any other case, the person or company or, in the case of an investment fund, the investment fund manager, has the most significant connection.

(7) Except as provided in subsections (8) and (9) of this section and section 3.7 of this policy, if a firm or individual makes an application for exemptive relief from a requirement in Part 4 of NI 31-103 or Part 2 of NI 33-109 in connection with an application for registration in the principal jurisdiction, the principal regulator for the exemptive relief application is the principal regulator as determined under section 3.6 of NP 11-204. Under section 3.6 of NP 11-204 the securities regulatory authority or regulator of any jurisdiction can be a principal regulator.

(8) ~~Except as provided in subsection (8)9) of this section, and section 3.7 of this policy,~~ if a person or company is not seeking exemptive relief in the jurisdiction of the principal regulator, as determined under subsections (3), (4), (5), (6) or (7), the principal regulator for the application is the regulator in the specified jurisdiction

- (a) in which the person or company is seeking exemptive relief, and
- (b) with which
 - (i) in the case of an application for exemptive relief from a provision of securities legislation related to insider reporting, the reporting issuer has the most significant connection,
 - (ii) in the case of an application for exemptive relief from a provision of securities legislation related to take-over bids, the issuer whose securities are subject to the take-over bid has the most significant connection, or
 - (iii) in any other case, the person or company or, in the case of an investment fund, the investment fund manager, has the most significant connection.

~~(8) #9)~~ Except as provided in section 3.7 of this policy, if at any one time a person or company is seeking more than one item of exemptive relief and not all of the exemptive relief is needed in the jurisdiction of the principal regulator, as determined under subsection (3), (4), (5), (6), (7) or (8), the person or company may make an application to the regulator in the specified jurisdiction

- (a) in which the person or company is seeking all of the exemptive relief, and

- (b) with which
 - (i) in the case of an application for exemptive relief from a provision of securities legislation related to insider reporting, the reporting issuer has the most significant connection,
 - (ii) in the case of an application for exemptive relief from a provision of securities legislation related to take-over bids, the issuer whose securities are subject to the take-over bid has the most significant connection, or
 - (iii) in any other case, the person or company or, in the case of an investment fund, the investment fund manager, has the most significant connection.

That regulator will be the principal regulator for the application.

(910) The factors a filer should consider in identifying the principal regulator for the application based on the most significant connection test are, in order of influential weight:

- (a) location of reporting issuer status or registration status,
- (b) location of management,
- (c) location of assets and operations,
- (d) location of majority of security holders or clients, and
- (e) location of trading market or quotation system in Canada.

3.7 Discretionary change in principal regulator

(1) If the principal regulator identified under section 3.6 of this policy thinks it is not the appropriate principal regulator, it will first consult with the filer and the appropriate regulator and then give the filer a written notice of the new principal regulator and the reasons for the change.

- (2) A filer may request a discretionary change of principal regulator for an application if
 - (a) the filer believes the principal regulator identified under section 3.6 of this policy is not the appropriate principal regulator,
 - (b) the location of the head office changes over the course of the application,
 - (c) the most significant connection to a specified jurisdiction changes over the course of the application, or
 - (d) the filer withdraws its application in the principal jurisdiction because no exemptive relief is required in that jurisdiction.

(3) Regulators do not anticipate changing a principal regulator except in exceptional circumstances.

(4) A filer should submit a written request for a change in principal regulator to its current principal regulator and include the reasons for requesting the change.

3.8 General guidelines

(1) A filer should identify the exemptive relief that is appropriate and necessary in the principal jurisdiction and each non-principal jurisdiction to which the filer applies or for which it gives notice under section 4.7(1)(c) of MI 11-102.

(2) The terms, conditions, restrictions and requirements of a decision will reflect the securities legislation and securities directions of the principal jurisdiction.

(3) A decision will generally provide exemptive relief for the entire transaction or matter that is the subject of the application to ensure the transaction or matter gets uniform treatment in all jurisdictions. This means that, if the transaction or matter is comprised of a series of trades, the decision will generally exempt all the trades in the series and the filer will not rely on statutory exemptions for some trades and on the decision for others.

(4) The regulators are not prepared to extend the availability of a non-harmonized exemption set out in National Instrument 45-106 *Prospectus and Registration Exemptions* (NI 45-106) to a non-principal jurisdiction where the non-harmonized exemption is not available under that rule. If a filer makes a passport application or a dual application that would have that effect, the principal regulator will request that the filer provide a representation that no person or company will rely on the exemption in that non-principal jurisdiction. For example, jurisdictions have adopted two types of offering memorandum exemptions under NI 45-106. A principal regulator would not grant an exemption that would have the effect of allowing the use of a type of offering memorandum exemption that is not available under NI 45-106 in a non-principal jurisdiction, unless the filer gave a representation that no person or company would offer the securities relying on that type of offering memorandum exemption in the non-principal jurisdiction.

(5) Regulators will generally send communications to filers by e-mail or facsimile.

PART 4 PRE-FILINGS

4.1 General

(1) A filer should submit a pre-filing sufficiently in advance of an application to avoid any delays in the issuance of a decision on the application.

(2) The principal regulator will treat the pre-filing as confidential except that it:

- (a) may provide copies or a description of the pre-filing to other regulators for discussion purposes if the pre-filing involves a novel and substantive issue or raises a novel policy concern, and
- (b) may have to release the pre-filing under freedom of information and protection of privacy legislation.

4.2 Procedure for passport application pre-filing – A filer should submit a pre-filing for a passport application by letter to the principal regulator and should

- (a) identify in the pre-filing the principal regulator for the application and each passport jurisdiction for which the filer intends to give the notice referred to in section 4.7(1)(c) of MI 11-102, and
- (b) submit the pre-filing to the principal regulator only.

4.3 Procedure for dual application pre-filing

(1) A filer submitting a pre-filing for a dual application should identify in the pre-filing the principal regulator, each passport jurisdiction for which the filer intends to give the notice referred to in section 4.7(1)(c) of MI 11-102, and Ontario.

(2) The filer should submit the pre-filing only to the principal regulator. If the pre-filing is routine, the filer will deal only with the principal regulator to resolve the pre-filing.

(3) If the principal regulator determines that a pre-filing submitted as a routine pre-filing involves a novel and substantive issue or raises a novel policy concern, it will advise the filer and direct the filer to submit the pre-filing to the OSC.

(4) If it is apparent to the filer that a pre-filing involves a novel and substantive issue or raises a novel policy concern, the filer may accelerate this process by submitting the pre-filing to both the principal regulator and the OSC.

(5) If a pre-filing involves a novel and substantive issue or raises a novel policy concern, the principal regulator will arrange with the OSC to discuss it within seven business days, or as soon as practicable after the OSC receives the pre-filing.

4.4 Procedure for coordinated review application pre-filing

(1) A filer submitting a pre-filing for a coordinated review application should identify in the pre-filing the principal regulator and all non-principal jurisdictions where the filer intends to file the application.

(2) The filer should submit the pre-filing only to the principal regulator. If the pre-filing is routine, the filer will deal only with the principal regulator to resolve the pre-filing.

(3) If the principal regulator determines that a pre-filing submitted as a routine pre-filing involves a novel and substantive issue or raises a novel policy concern, it will advise the filer and direct the filer to submit the pre-filing to each non-principal regulator.

(4) If it is apparent to the filer that a pre-filing involves a novel and substantive issue or raises a novel policy concern, the filer may accelerate this process by submitting the pre-filing to the principal regulator and each non-principal regulator with whom the filer intends to file the application.

(5) If a pre-filing involves a novel and substantive issue or raises a novel policy concern, the principal regulator will arrange with the non-principal regulators to discuss the pre-filing within seven business days, or as soon as practicable after all non-principal regulators receive the pre-filing.

4.5 Disclosure in related application – The filer should include in the application that follows a pre-filing,

- (a) a description of the subject matter of the pre-filing and the approach taken by the principal regulator, and
- (b) any alternative approach proposed by a non-principal regulator that was involved in discussions and that disagreed with the principal regulator.

PART 5 FILING MATERIALS

5.1 Election to file under this policy and identification of principal regulator – In its application, the filer should indicate whether it is filing a passport application, dual application, coordinated review application or hybrid application under this policy and identify the principal regulator for the application. If submitting a hybrid application, the filer should indicate whether it includes a passport application or a dual application.

5.2 Materials to be filed with application

(1) For a passport application, the filer should remit to the principal regulator the fees payable under the securities legislation of the principal regulator, and file the following materials with the principal regulator only:

- (a) a written application drafted in accordance with the procedures of the principal regulator as to format and content in which the filer:
 - (i) states the basis for identifying the principal regulator under section 3.6 of this policy,
 - (ii) identifies whether another application in connection with the same transaction or matter has been filed in one or more jurisdictions, the reasons for that application, and the principal regulator for that application,
 - (iii) sets out, for any related pre-filing, the information referred to in section 4.5 of this policy,
 - (iv) sets out, under separate headings, each provision of securities legislation listed in Appendix D of MI 11-102 below the name of the principal jurisdiction from which the filer and other relevant party seek an exemption,
 - (v) gives notice of the non-principal passport jurisdictions for which section 4.7(1) of MI 11-102 is intended to be relied upon for each equivalent provision of the local jurisdiction,
 - (vi) sets out any request for confidentiality,
 - (vii) sets out references to previous decisions of the principal regulator or other regulators that would support granting the exemption, or indicates that the exemption sought is novel and has not been previously granted;
 - (viii) includes a verification statement that authorizes the filing of the application and confirms the truth of the facts in the application; and
 - (ix) states that the filer and other relevant party is not in default of securities legislation in any jurisdiction or, if the filer is in default, the nature of the default;
- (b) supporting materials; and
- (c) a draft form of decision with terms, conditions, restrictions or requirements, including
 - (i) a representation stating that the filer and other relevant party are not in default of securities legislation in any jurisdiction or, if the filer or other relevant party is in default, the nature of the default; and

- (ii) resale restrictions, if applicable, based on the securities legislation and securities directions of the principal jurisdiction.

(2) For a dual application, the filer should remit the fees payable under the securities legislation of the principal regulator and the OSC to each of them, as appropriate, and file the following materials with both the principal regulator and the OSC:

- (a) a written application drafted in accordance with the procedures of the principal regulator as to format and content in which the filer:
 - (i) states the basis for identifying the principal regulator under section 3.6 of this policy,
 - (ii) identifies whether another application in connection with the same transaction or matter has been filed in one or more jurisdictions, the reasons for the application, and the principal regulator for that application,
 - (iii) sets out, for any related pre-filing, the information referred to in section 4.5 of this policy,
 - (iv) sets out, under separate headings, each provision of securities legislation listed in Appendix D of MI 11-102 below the name of the principal jurisdiction from which the filer and other relevant party seek an exemption, the relevant provisions of securities legislation in Ontario and an analysis of any differences between the applicable provisions in the principal jurisdiction and Ontario,
 - (v) gives notice of the non-principal passport jurisdictions for which section 4.7(1) of MI 11-102 is intended to be relied upon for each equivalent provision of the local jurisdiction,
 - (vi) sets out any request for confidentiality,
 - (vii) sets out any request to shorten the review period (see section 6.2(3) of this policy) or the opt-out period (see section 7.2(4) of this policy) and provides supporting reasons,
 - (viii) sets out references to previous decisions of the principal regulator or other regulators that would support granting the exemption, or indicates that the exemption sought is novel and has not been previously granted;
 - (ix) includes a verification statement that authorizes the filing of the application and confirms the truth of the facts in the application; and
 - (x) states that the filer and any relevant party are not in default of securities legislation in any jurisdiction or, if the filer or other relevant party is in default, the nature of the default;
- (b) supporting materials; and
- (c) a draft form of decision with terms, conditions, restrictions or requirements, including
 - (i) a representation stating that the filer and other relevant party are not in default of securities legislation in any jurisdiction or if the filer or relevant party is in default, the nature of the default; and
 - (ii) resale restrictions, if applicable, based on the securities legislation and securities directions of the principal jurisdiction.

(3) For a coordinated review application, the filer should remit the fees payable under the securities legislation of the principal regulator and each non-principal regulator from whom the filer or other relevant parties seek exemptive relief to each of them, as appropriate, and file the following materials with the principal regulator and each of the non-principal regulators:

- (a) a written application drafted in accordance with the procedures of the principal regulator as to format and content in which the filer:
 - (i) states the basis for identifying the principal regulator section 3.6 of this policy,
 - (ii) identifies whether another application in connection with the same transaction or matter has been filed in one or more jurisdictions, the reasons for the application, and the principal regulator for that application,

- (iii) sets out, for any related pre-filing, the information referred to in section 4.5 of this policy,
 - (iv) sets out, under separate headings, each provision of securities legislation in the principal jurisdiction from which the filer and other relevant party are seeking exemptive relief, the relevant provisions of securities legislation in each non-principal jurisdiction, and an analysis of any differences between the applicable provisions in the principal jurisdiction and each non-principal jurisdiction,
 - (v) sets out any request for confidentiality,
 - (vi) sets out any request to shorten the review period (see section 6.2(3) of this policy) or the opt-out period (see section 7.2(4) of this policy) and provides supporting reasons,
 - (vii) sets out references to previous decisions of the principal regulator or other regulators that would support granting the exemptive relief, or indicates that the exemptive relief sought is novel and has not been previously granted;
 - (viii) includes a verification statement that authorizes the filing of the application and confirms the truth of the facts in the application; and
 - (ix) states that the filer and any other relevant party are not in default of securities legislation in any jurisdiction or if the filer or other relevant party is in default, the nature of the default;
- (b) supporting materials; and
- (c) a draft form of decision with terms, conditions, restrictions or requirements, including
- (i) a representation stating that the filer and any other relevant party are not in default of securities legislation in any jurisdiction or if the filer or other relevant party is in default, the nature of the default; and
 - (ii) resale restrictions, if applicable, based on the securities legislation and securities directions of the principal jurisdiction.

(4) For a hybrid application, the filer should pay the fees, file the application with each regulator and, for each type of application, set out the exemption or exemptive relief sought and submit the relevant information and materials, all as described in this section.

(5) A filer should file an application sufficiently in advance of any deadline to ensure that staff have a reasonable opportunity to complete the review and make recommendations for a decision.

(6) A filer making a passport application or a dual application should identify in the application all the exemptions required and give the required notice for all the passport jurisdictions for which section 4.7(1) of MI 11-102 is intended to be relied upon. The notice given under subsection (1)(a)(v) or (2)(a)(v) above satisfies the notice requirement of section 4.7(1)(c) of MI 11-102.

(7) A filer seeking exemptive relief in Québec should file a French language version of the draft decision when the AMF is acting as principal regulator.

5.3 Materials to be filed to make an exemption available in an additional passport jurisdiction under sections 4.7 and 4.8 of MI 11-102

(1) Under section 4.7(1) of MI 11-102, an exemption from a provision of securities legislation listed in Appendix D of that Instrument granted by the principal regulator under a passport application or dual application can become available in a non-principal passport jurisdiction for which the filer did not give the notice referred to in section 5.2(1)(a)(v) or 5.2(2)(a)(v) of this policy in the initial application if certain conditions are met. One of the conditions is that the filer give the notice under section 4.7(1)(c) of MI 11-102 for the additional non-principal passport jurisdiction.

(2) Under section 4.8(1) of MI 11-102, an exemption from a provision of securities legislation that is now listed in Appendix D of that Instrument and that was granted before March 17, 2008 by the regulator in a specified jurisdiction, as defined in that section, can also become available in a non-principal passport jurisdiction if certain conditions are met. One of the conditions is that the filer gives the notice under section 4.8(1)(c) of MI 11-102 for the non-principal passport jurisdiction. Under section 4.8(3), the filer is not required to give this notice if the exemption relates to a CD requirement, as defined in Multilateral Instrument 11-101 *Principal Regulator System*, that is now listed in Appendix D of MI 11-102 and other conditions are met. For more guidance on section 4.8(1) of MI 11-102, refer to section 9.3 of this policy and section 4.5 of CP 11-102.

(3) For greater certainty, a filer may not rely on section 4.7 or 4.8 of MI 11-102 to obtain an automatic exemption from a provision of Ontario's securities legislation listed in Appendix D of MI 11-102. A filer may rely on section 4.7 and 4.8 of MI 11-102 only in a passport jurisdiction.

(4) The filer should give the notice referred to in subsection (1) to the principal regulator for the initial application and the notice referred to in subsection (2) to the regulator that would be the principal regulator under Part 4 of MI 11-102 if an application were to be made under that Part at the time the notice is given. The notice should

- (a) list each relevant non-principal passport jurisdiction for which notice is given that section 4.7(1) or 4.8(1) of MI 11-102 is intended to be relied upon,
- (b) include the date of the decision of
 - (i) the principal regulator for the initial application, if the notice is given under section 4.7(1)(c) of MI 11-102, or
 - (ii) the regulator of the specified jurisdiction that granted the application, if the notice is given under section 4.8(1)(c) of MI 11-102,
- (c) include the citation for the regulator's decision,
- (d) describe the exemption the regulator granted, and
- (e) confirm that the exemption is still in effect.

(5) If an exemption sought in a passport application or a dual application is required in a non-principal jurisdiction at the time the filer files the application, but the filer does not give the notice required under section 4.7(1)(c) of MI 11-102 for that jurisdiction until after the principal regulator grants the exemption, the regulator of the non-principal passport jurisdiction will take appropriate action. This could include removing the exemption, in which case the filer would have an opportunity to be heard in that jurisdiction in appropriate circumstances.

(6) The regulator that receives the notice referred to in subsection (1) or (2) will send a copy of the notice and its decision to the regulator in the relevant non-principal passport jurisdiction.

5.4 Request for confidentiality

(1) A filer requesting that the regulators hold an application and supporting materials in confidence during the application review process should provide a substantive reason for the request in its application.

(2) If a filer is requesting that the regulators hold the application, supporting materials, or decision in confidence after the effective date of the decision, the filer should describe the request for confidentiality separately in its application, and pay any required fee:

- (a) in the principal jurisdiction, if the filer is making a passport application,
- (b) in the principal jurisdiction and in Ontario, if the filer is making a dual application, or
- (c) in each jurisdiction, if the filer is making a coordinated review application.

(3) Any request for confidentiality should explain why the request is reasonable in the circumstances and not prejudicial to the public interest and when any decision granting confidentiality could expire.

(4) Communications on requests for confidentiality will normally take place by e-mail. If a filer is concerned with this practice, the filer may request in the application that all communications take place by facsimile or telephone.

5.5 Filing – A filer should send the application materials in paper together with the fees to

- (a) the principal regulator, in the case of a passport application,
- (b) the principal regulator and the OSC, in the case of a dual application, or
- (c) each regulator from which the filer seeks exemptive relief, in the case of a coordinated review application.

The filer should also provide an electronic copy of the application materials, including the draft decision document, by e-mail or on CD ROM. Filing the application concurrently in all required jurisdictions will make it easier for the principal regulator and non-principal regulators, if applicable, to process the application expeditiously. In British Columbia, an electronic filing system is available for filing and tracking exemptive relief applications. Filers should file an application in British Columbia using that system instead of e-mail. Filers should file applications related to National Instrument 81-102 *Mutual Funds* on SEDAR.

Filers should send pre-filing and application materials by e-mail using the relevant address or addresses listed below:

British Columbia	www.bcsc.bc.ca (click on BCSC e-services and follow the steps)
Alberta	legalapplications@seccom.ab.ca
Saskatchewan	exemptions@gov.sk.ca exemptions@sfsc.gov.sk.ca
Manitoba	exemptions.msc@gov.mb.ca
Ontario	applications@osc.gov.on.ca
Québec	Dispenses-Passeport@lautorite.qc.ca
New Brunswick	Passport-passeport@nbsc-cvmnb.ca
Nova Scotia	nsscexemptions@gov.ns.ca
Prince Edward Island	CCIS@gov.pe.ca
Newfoundland and Labrador	securitiesexemptions@gov.nl.ca
Yukon	Corporateaffairs@gov.yk.ca
Northwest Territories	SecuritiesRegistry@gov.nt.ca
Nunavut	legal.registries@gov.nu.ca legalregistries@gov.nu.ca

5.6 Incomplete or deficient material – If the filer's materials are deficient or incomplete, the principal regulator may ask the filer to file an amended application. This will likely delay the review of the application.

5.7 Acknowledgment of receipt of filing

(1) After the principal regulator receives a complete and adequate application, the principal regulator will send the filer an acknowledgment of receipt of the application. The principal regulator will send a copy of the acknowledgement to any other regulator with whom the filer has filed the application. The acknowledgement will identify the name, phone number, fax number and e-mail address of the individual reviewing the application.

(2) For a dual application, coordinated review application or hybrid application, the principal regulator will tell the filer, in the acknowledgement, the end date of the review period identified in section 6.2(3) of this policy.

5.8 Withdrawal or abandonment of application

(1) If a filer withdraws an application at any time during the process, the filer is responsible for notifying the principal regulator and any non-principal regulator with whom the filer filed the application and for providing an explanation of the withdrawal.

(2) If at any time during the review process, the principal regulator determines that a filer has abandoned an application, the principal regulator will notify the filer that it will mark the application as "abandoned". In that case, the principal regulator will close the file without further notice to the filer unless the filer provides acceptable reasons not to close the file in writing within 10 business days. If the filer does not, the principal regulator will notify the filer and any non-principal regulator with whom the filer filed the application that the principal regulator has closed the file.

PART 6 REVIEW OF MATERIALS

6.1 Review of passport application

(1) The principal regulator will review any passport application in accordance with its securities legislation and securities directions and based on its review procedures, analysis and considering previous decisions.

(2) The filer will deal only with the principal regulator, who will provide comments to and receive responses from the filer.

6.2 Review and processing of dual application or coordinated review application

(1) The principal regulator will review any dual application or coordinated review application in accordance with its securities legislation and securities directions, based on its review procedures, analysis and considering previous decisions. The principal regulator will consider any comments from a non-principal regulator with whom the filer filed the application. Please

refer to section 5.2(2) of this policy for guidance on the non-principal regulator with whom a filer should file a dual application, and to section 5.2(3) for similar guidance for a coordinated review application.

(2) The filer will generally deal only with the principal regulator, who will be responsible for providing comments to the filer once it has considered the comments from the non-principal regulators and completed its own review. However, in exceptional circumstances, the principal regulator may refer the filer to a non-principal regulator with whom the filer has filed the application.

(3) A non-principal regulator with whom the filer has filed the application will have seven business days from receiving the acknowledgement referred to in section 5.7(1) of this policy to review the application. In exceptional circumstances, if the filer filed the dual application or coordinated review application concurrently in the non-principal jurisdictions and shows that it is necessary and reasonable in the circumstances for the application to receive immediate attention, the principal regulator may abridge the review period. A non-principal regulator that disagrees with abridging the review period may notify the filer and the principal regulator and request the filer to withdraw the application in that jurisdiction. In that case, the application will proceed as a local application without the need to file a new application and pay any additional related fees.

(4) Exceptional circumstances when the principal regulator may abridge the review period include:

- (a) where exemptive relief is sought for a contested take-over bid and delay would prejudice the filer's position, and
- (b) other situations in which the filer is responding to a critical event beyond its control and could not have applied for the exemptive relief earlier.

(5) Unless the filer provides compelling reasons as to why it did not start the application process sooner, the principal regulator will not consider the following circumstances as exceptional:

- (a) the mailing of a management information circular for a scheduled meeting of security holders to consider a transaction,
- (b) the filing of a prospectus where the receipt for the prospectus cannot evidence the exemptive relief,
- (c) the closing of a transaction,
- (d) the filing of a continuous disclosure document shortly before the date on which its filing is required, or
- (e) other situations in which the deadline was known before filing the application and the filer could have filed the application earlier.

While staff will attempt to accommodate transaction timing where possible, filers planning time-sensitive transactions should build sufficient regulatory approval time into their transaction schedules.

The fact that a filer may consider an application as routine is not a compelling argument for requesting an abridgement.

(6) Filers should provide sufficient information in an application to enable staff to assess how quickly they should handle the application. For example, if the filer has committed to take certain steps by a specific date and needs to have staff's view or a decision by that date, the filer should explain why staff's view or the exemptive relief is required by the specific date and identify these time constraints in its application.

(7) A non-principal regulator with whom the filer has filed the dual application or coordinated review application will advise the principal regulator, before the expiration of the review period, of any substantive issues that, if left unresolved, would cause staff to recommend that the non-principal regulator opt out of the review. The principal regulator may assume that a non-principal regulator does not have comments on the application if the principal regulator does not receive them within the review period.

(8) A non-principal regulator with whom the filer has filed the dual application or coordinated review application will notify the filer and the principal regulator and request that the filer withdraw the application if staff of the non-principal regulator think that no exemptive relief is required under its securities legislation.

PART 7 DECISION-MAKING PROCESS

7.1 Passport application

- (1) After completing the review process and after considering the recommendation of its staff, the principal regulator will determine whether to grant or deny the exemption a filer sought in a passport application.
- (2) If the principal regulator is not prepared to grant the exemption a filer sought in its passport application based on the information before it, it will notify the filer accordingly.
- (3) If a filer receives a notice under subsection (2) and this process is available in the principal jurisdiction, the filer may request the opportunity to appear before, and make submissions to, the principal regulator.

7.2 Dual application or coordinated review application

- (1) After completing the review process and after considering the recommendation of its staff, the principal regulator will determine whether to grant or deny the exemption a filer sought in a dual application or the exemptive relief the filer sought in a coordinated review application and immediately circulate its decision to the non-principal regulators with whom the filer filed the application.
- (2) Each non-principal regulator with whom the filer filed the dual application or coordinated review application will have five business days from receipt of the principal regulator's decision to confirm whether it has made the same decision and is opting in or is opting out of the dual review or coordinated review.
- (3) If the non-principal regulator is silent, the principal regulator will consider that the non-principal regulator has opted out.
- (4) If the filer shows that it is necessary and reasonable in the circumstances, the principal regulator may request, but cannot require, the non-principal regulators to abridge the opt-out period. In some circumstances, abridging the opt-out period may not be feasible. For example, in many jurisdictions, only a panel of the regulator that convenes according to a schedule can make some types of decisions.
- (5) The principal regulator will not send the filer a decision for a dual application or coordinated review application before the earlier of
 - (a) the expiry of the opt-out period, or
 - (b) receipt from a non-principal regulator with whom the filer filed the application of the confirmation referred to in subsection (2).
- (6) If the principal regulator is not prepared to grant the exemption a filer sought in its dual application or the exemptive relief the filer sought in its coordinated review application based on the information before it, it will notify the filer and all non-principal regulators with whom the filer filed the application.
- (7) If a filer receives a notice under subsection (6) and this process is available in the principal jurisdiction, the filer may request the opportunity to appear before, and make submissions to, the principal regulator. The principal regulator may hold a hearing on its own, or jointly or concurrently with the non-principal regulators with whom the filer filed the application. After the hearing, the principal regulator will send a copy of the decision to the filer and all non-principal regulators with whom the filer filed the application.
- (8) A non-principal regulator electing to opt out will notify the filer, the principal regulator and any other non-principal regulator with whom the filer filed the application and give its reasons for opting out. The filer may deal directly with the non-principal regulator to resolve outstanding issues and obtain a decision without having to file a new application or pay any additional related fees. If the filer and non-principal regulator resolve all outstanding issues, the non-principal regulator may opt back into the dual review or coordinated review by notifying the principal regulator and the other non-principal regulators with whom the filer filed the application within the opt-out period referred to in subsection (2).

PART 8 DECISION

8.1 Effect of decision made under passport application

- (1) The decision of the principal regulator under a passport application to grant an exemption from a provision of securities legislation listed below the name of the principal jurisdiction in Appendix D of MI 11-102 is the decision of the principal regulator.

Under MI 11-102, a filer is automatically exempt from the equivalent provision of each notified passport jurisdiction as a result of the principal regulator for the application granting the exemption.

(2) Except in the circumstances described in section 5.3(1) or (2) of this policy, the exemption is effective in each notified passport jurisdiction on the date of the principal regulator's decision (even if the regulator in the notified passport jurisdiction is closed on that date). In the circumstances described in section 5.3(1) of this policy, the exemption is effective in the relevant non-principal passport jurisdiction on the date the filer gives the notice under section 4.7(1)(c) or 4.8(1)(c) of MI 11-102 for that jurisdiction (even if the regulator in that jurisdiction is closed on that date).

8.2 Effect of decision made under dual application

(1) The decision of the principal regulator under a dual application to grant an exemption from a provision of securities legislation listed below the name of the principal jurisdiction in Appendix D of MI 11-102 is the decision of the principal regulator. Under MI 11-102, a filer is automatically exempt from an equivalent provision of each notified passport jurisdiction as a result of the principal regulator for the application granting the exemption. The decision of the principal regulator under a dual application also evidences the OSC's decision, if the OSC has confirmed that it has made the same decision as the principal regulator.

- (2) The principal regulator will not issue the decision until the earlier of
- (a) the date that the OSC confirms that it has made the same decision as the principal regulator, or
 - (b) the date the opt-out period referred to in section 7.2(2) of this policy has expired.

8.3 Effect of decision made under coordinated review application

(1) The decision of the principal regulator under a coordinated review application to grant exemptive relief from a provision of securities legislation in the principal jurisdiction is the decision of the principal regulator and evidences the decision of each non-principal regulator that has confirmed that it has made the same decision as the principal regulator.

- (2) The principal regulator will not issue the decision until the earlier of
- (a) the date that the principal regulator has received confirmation from each non-principal regulator that it has made the same decision as the principal regulator, or
 - (b) the date the opt-out period referred to in section 7.2(2) of this policy has expired.

8.4 Listing non-principal jurisdictions

(1) For convenience, the decision of the principal regulator on a passport application or a dual application will refer to the notified passport jurisdictions, but it is the filer's responsibility to ensure that it gives the required notice for each jurisdiction for which section 4.7(1) of MI 11-102 is intended to be relied upon.

(2) The decision of the principal regulator on a dual application or a coordinated review application will contain wording that makes it clear that the decision evidences and sets out the decision of each non-principal regulator that has made the same decision as the principal regulator.

(3) For a coordinated review application for which Québec is not the principal jurisdiction, the AMF will issue a local decision concurrently with and in addition to the principal regulator's decision. The AMF decision will contain the same terms and conditions as the principal regulator's decision. No other local regulator will issue a local decision.

8.5 Form of decision

- (1) Except as described in subsection (2), the decision will be in the form set out in:
- (a) Annex A, for a passport application,
 - (b) Annex B, for a dual application,
 - (c) Annex C, for a coordinated review application, or
 - (d) Annex D, for a hybrid application.

- (2) A principal regulator may issue a less formal decision where it is appropriate.
- (3) If the decision is to deny the exemptive relief, the decision will set out reasons.

8.6 Issuance of decision – The principal regulator will send the decision to the filer and to all non-principal regulators.

PART 9 EFFECTIVE DATE AND TRANSITION

9.1 Effective date

This policy comes into effect on March 17, 2008.

9.2 Exemptive relief applications filed before March 17, 2008

The process set out in National Policy 12-201 *Mutual Reliance Review System for Exemptive Relief Applications (MRRS)* will continue to apply to an exemptive relief application and any related pre-filing filed in multiple jurisdictions before March 17, 2008.

9.3 Availability of passport for exemptions applied for before March 17, 2008

(1) Section 4.8(1) of MI 11-102 provides that an exemption from the equivalent provision is automatically available in the local jurisdiction if

- (a) an application was made in a specified jurisdiction before March 17, 2008 for an exemption from a provision of securities legislation that is now listed in Appendix D of MI 11-102,
- (b) the regulator in the specified jurisdiction granted the exemption before, on or after March 17, 2008, and
- (c) certain other conditions are met, including giving the required notice for the additional non-principal passport jurisdiction; refer to section 5.3 of this policy for information on where to give the required notice and what information the notice should contain.

(2) A specified jurisdiction for purposes of section 4.8 of MI 11-102 is a principal jurisdiction under Multilateral Instrument 11-101 *Principal Regulator System*. Therefore, section 4.8(1) applies to an exemption from a CD requirement, as defined in Multilateral Instrument 11-101 *Principal Regulator System*, which the principal regulator under that Instrument granted to a reporting issuer before March 17, 2008 if the exemption relates to a CD requirement that is now listed in Appendix D of MI 11-102. In this case, however, section 4.8(3) exempts a reporting issuer from having to give the notice required in section 4.8(1)(c). Refer to section 4.5 of the CP 11-102 for guidance on the effect of section 4.8 of MI 11-102.

(3) For greater certainty, a filer may not rely on section 4.8 of MI 11-102 to obtain an automatic exemption from a provision of Ontario's securities legislation listed in Appendix D of MI 11-102. A filer may rely on section 4.8 of MI 11-102 only in a passport jurisdiction.

9.4 Revocation or variation of MRRS decisions made before March 17, 2008

(1) A filer that wants the regulators to revoke an MRRS decision made before March 17, 2008 should make a coordinated review application.

(2) A filer that wants the regulators to vary an MRRS decision made before March 17, 2008 should make a coordinated review application. However, in the case of an MRRS decision that gave exemptive relief from a provision set out in Appendix D of MI 11-102, the filer should instead request new relief by making a passport application or dual application and referencing the MRRS decision in the new application and the proposed decision document.

(3) If a filer makes a passport application or a dual application under subsection (2), the filer must give the notice required under section 4.7(1)(c) of MI 11-102 and meet the other conditions of that section for the principal regulator's decision to have effect automatically in a non-principal passport jurisdiction. A filer may give the notice in the application it files with the principal regulator.

Annex A

Form of decision for passport application

[Citation:[neutral citation]]

[Date of decision]]

In the Matter of
the Securities Legislation of
[name of principal jurisdiction] (the Jurisdiction)

and

In the Matter of
the Process for Exemptive Relief Applications in Multiple Jurisdictions

and

In the Matter of
**[name(s) of filer(s) and other relevant parties,
including definitions as required]** (the Filer(s))

Decision

Background

The principal regulator in the Jurisdiction has received an application from the Filer(s) for a decision under the securities legislation of the Jurisdiction of the principal regulator (the Legislation) for **[describe the exemption sought (the Exemption Sought) by referring to the relevant requirement(s) or provision(s) listed in the first column of Appendix D to MI 11-102.]**

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

- (a) the **[name of the principal regulator]** is the principal regulator for this application, and
- (b) the Filer(s) has(have) provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in **[names of non-principal passport jurisdictions]**.

Interpretation

Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this decision, unless otherwise defined. **[Add additional definitions here.]**

Representations

This decision is based on the following facts represented by the Filer(s):

[Insert material representations necessary to explain why the principal regulator came to this decision. Include the location of the Filer's head office and, if appropriate, the connecting factor the filer used to identify the principal regulator for the application. State that the filer and any other relevant party is not in default of securities legislation in any jurisdiction or, if the filer or other relevant party is in default, set out the nature of the default.]

Decision

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Exemption Sought is granted provided that:

[Insert numbered terms, conditions, restrictions or requirements. These should include references to the relevant requirement(s) or provision(s) listed in the first column of Appendix D to MI 11-102.]

[If any exemption has an effective date after the date of the decision, state here.]

_____ (Name of signatory for the principal regulator)

_____ (Title)

_____ (Name of principal regulator)

(justify signature block)

Annex B

Form of decision for a dual application

[Citation:[neutral citation]]

[Date of decision]]

In the Matter of
the Securities Legislation of
[name of principal jurisdiction] and Ontario (the Jurisdictions)

and

In the Matter of
the Process for Exemptive Relief Applications in Multiple Jurisdictions

and

In the Matter of
**[name(s) of filer(s) and other relevant parties,
including definitions as required]** (the Filer(s))

Decision

Background

The securities regulatory authority or regulator in each of the Jurisdictions (Decision Maker) has received an application from the Filer(s) for a decision under the securities legislation of the Jurisdictions (the Legislation) for **[describe the exemption sought (the Exemption Sought) by referring to the relevant requirement(s) or provision(s) listed in the first column of Appendix D to MI 11-102.]**

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a dual application):

- (a) the **[name of the principal regulator]** is the principal regulator for this application,
- (b) the Filer(s) has(have) provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in **[names of non-principal passport jurisdictions]**, and
- (c) the decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this decision, unless otherwise defined. **[Add additional definitions here.]**

Representations

This decision is based on the following facts represented by the Filer(s):

[Insert material representations necessary to explain why the Decision Makers came to this decision. Include the location of the Filer's head office and, if appropriate, the connecting factor the filer used to identify the principal regulator for the application. State that the filer and any other relevant party is not in default of securities legislation in any jurisdiction or, if the filer or other relevant party is in default, set out the nature of the default.]

Decision

Each of the Decision Makers is satisfied that the decision meets the test set out in the Legislation for the Decision Maker to make the decision.

The decision of the Decision Makers under the Legislation is that the Exemption Sought is granted provided that:

[Insert numbered terms, conditions, restrictions or requirements. These should include references to the relevant requirement(s) or provision(s) listed in the first column of Appendix D to MI 11-102.]

[If any exemption has an effective date after the date of the decision, state here.]

_____(Name of signatory for the principal regulator)

_____(Title)

_____(Name of principal regulator)
(justify signature block)

Annex C

Form of decision for coordinated review application

[Citation:[neutral citation]]

[Date of decision]]

In the Matter of
the Securities Legislation of
[name of jurisdictions participating in decision] (the Jurisdictions)

and

In the Matter of
the Process for Exemptive Relief Applications in Multiple Jurisdictions

and

In the Matter of
**[name(s) of filer(s) and other relevant parties,
including definitions as required]** (the Filer(s))

Decision

Background

The securities regulatory authority or regulator in each of the Jurisdictions (Decision Maker) has received an application from the Filer(s) for a decision under the securities legislation of the Jurisdictions (the Legislation) for **[describe the exemptive relief sought (the Exemptive Relief Sought) in words (e.g., that the filer is not a reporting issuer). Do not use statutory references. Include defined terms as necessary.]**

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a coordinated review application):

- (a) the **[name of the principal regulator]** is the principal regulator for this application, and
- (b) the decision is the decision of the principal regulator and evidences the decision of each other Decision Maker.

Interpretation

Terms defined in National Instrument 14-101 *Definitions* have the same meaning if used in this decision, unless otherwise defined. **[Add additional definitions here.]**

Representations

This decision is based on the following facts represented by the Filer(s):

[Insert material representations necessary to explain why the Decision Makers came to this decision. Include the location of the Filer's head office and, if appropriate, the connecting factor the filer used to identify the principal regulator for the application. State that the filer and any other relevant party is not in default of securities legislation in any jurisdiction or, if the filer or other relevant party is in default, set out the nature of the default. Do not use statutory references.]

Decision

Each of the Decision Makers is satisfied that the decision meets the test set out in the Legislation for the Decision Maker to make the decision.

The decision of the Decision Makers under the Legislation is that the Exemptive Relief Sought is granted provided that:

[Insert numbered terms, conditions, restrictions or requirements. These should be generic and without statutory references to the Legislation of the Jurisdictions.]

[If any exemptive relief has an effective date after the date of the decision, state here.]

_____ (Name of signatory for the principal regulator)

_____ (Title)

_____ (Name of principal regulator)

(justify signature block)

Annex D

Form of decision for hybrid application

[Citation:[neutral citation]]

[Date of decision]]

In the Matter of
the Securities Legislation of
[name of principal jurisdiction (for a passport application), or of principal jurisdiction and Ontario (for a dual application), and name of each jurisdiction participating in coordinated review application decision]

and

In the Matter of
the Process for Exemptive Relief Applications in Multiple Jurisdictions

and

In the Matter of
**[name(s) of filer(s) and other relevant parties,
including definitions as required,]** (the Filer(s))

Decision

Background

[If you are making a passport application, insert:]

The securities regulatory authority or regulator in _____ has received an application from the Filer(s) for a decision under the securities legislation of the jurisdiction of the principal regulator (the Legislation) for **[describe the exemption sought (the Passport Exemption) by referring to the relevant requirement(s) or provision(s) listed in the first column of Appendix D to MI 11-102.]**

OR

[If you are making a dual application, insert:]

The securities regulatory authority or regulator in _____ and Ontario (Dual Exemption Decision Makers) have received an application from the Filer(s) for a decision under the securities legislation of those jurisdictions (the Legislation) for **[describe the exemption sought (the Dual Exemption) by referring to the relevant requirement(s) or provision(s) listed in the first column of Appendix D to MI 11-102.]**

AND

[For your coordinated review application, insert:]

The securities regulatory authority or regulator in each of _____ (the Jurisdictions) (Coordinated Exemptive Relief Decision Makers) has received an application from the Filer(s) for a decision under the securities legislation of the Jurisdictions (the Legislation) for **[describe the exemptive relief sought (the Coordinated Exemptive Relief) in words (e.g., that the filer is not a reporting issuer). Do not use statutory references. Include defined terms as necessary.]**

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a hybrid application):

- (a) the **[name of the principal regulator]** is the principal regulator for this application,
- (b) the Filer(s) has(ve) provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in **[names of non-principal passport jurisdictions]**,
- (c) the decision is the decision of the principal regulator, **[if you are making a dual application, insert: “and the decision evidences the decision of the securities regulatory authority or regulator in Ontario.”]** and
- (d) the decision evidences the decision of each Coordinated Exemptive Relief Decision Maker.

Interpretation

Terms defined in MI 11-102 and National Instrument 14-101 *Definitions* have the same meaning if used in this decision, unless otherwise defined. **[Add additional definitions here.]**

Representations

This decision is based on the following facts represented by the Filer(s):

[Insert material representations necessary to explain why the Decision Makers came to this decision. Include the location of the Filer’s head office and, if appropriate, the connecting factor the filer used to identify the principal regulator for the application. State that the filer and any other relevant party is not in default of securities legislation in any jurisdiction or, if the filer or other relevant party is in default, set out the nature of the default. Do not use statutory references.]

Decision

Each of the principal regulator **[if you are making a dual application, insert: “, the securities regulatory authority or regulator in Ontario,”]** and the Coordinated Exemptive Relief Decision Makers is satisfied that the decision meets the test set out in the Legislation for the relevant regulator or securities regulatory authority to make the decision.

[If you are making a passport application, insert:]

The decision of the principal regulator under the Legislation is that the Passport Exemption is granted provided that:

[Insert numbered terms, conditions, restrictions or requirements. These should include references to the relevant requirement(s) or provision(s) listed in the first column of Appendix D to MI 11-102.]

OR

[If you are making a dual application, insert:]

The decision of the Dual Exemption Decision Makers under the Legislation is that the Dual Exemption is granted provided that:

[Insert numbered terms, conditions, restrictions or requirements. These should include references to the relevant requirement(s) or provision(s) listed in the first column of Appendix D to MI 11-102.]

AND

[For your coordinated application, insert:]

The decision of the Coordinated Review Decision Makers under the Legislation is that the Coordinated Exemptive Relief is granted provided that:

[Insert numbered terms, conditions, restrictions or requirements. These should be generic and without statutory references to the Legislation of the Jurisdictions.]

[If any exemption or exemptive relief has an effective date after the date of the decision, state here.]

_____(Name of signatory for the principal regulator)

_____(Title)

_____(Name of principal regulator)
(justify signature block)

SCHEDULE H

MI 11-102 *PASSPORT SYSTEM*

LIST OF COMMENTERS

1. ITG Canada Corp.
2. Investment Industry Association of Canada
3. Baillie Gifford Overseas Ltd.
4. Investment Fund Institute of Canada
5. Financial Executives International Canada

**SUMMARY OF COMMENTS AND RESPONSES
ON THE AMENDMENTS TO MI 11-102 PASSPORT SYSTEM
(MI 11-102)**

Passport regulators adopted MI 11-102 on March 17, 2008 to establish the passport system for issuers - covering continuous disclosure, prospectuses and discretionary exemptions. When MI 11-102 was first published for comment on March 28, 2007, it also included provisions to provide a passport for registrants. We published the passport for registrants for comment for a second time on July 18, 2008. The following summarizes and responds to the comments on the second publication of the passport system for registrants.¹

#	Themes	Comments	Responses
1.	General	<p>CSA received five comment letters on the second publication for comment of the proposed passport for registrants.</p> <p>All commenters supported the CSA's efforts to harmonize, simplify and streamline the registration regime and thought that passport is an important step forward to more effective and efficient regulation in Canada. However, three commenters also said that passport does not go far enough. They encouraged CSA to work toward a further evolution of the Canadian regulatory structure. Two of them specifically called for a single national regulator and a single set of laws.</p> <p>One commenter said that harmonization, simplification and streamlining of the registration regime would help international firms operating in Canada by simplifying the regulatory environment.</p>	<p>The amendments to MI 11-102 implement the second phase of the passport system for registrants (passport for registrants) contemplated in the Provincial/Territorial Memorandum of Understanding regarding Securities Regulation (MOU). The objective of the MOU is to set up a system that gives a single window of access to market participants in areas where securities laws are already highly harmonized or could be harmonized quickly. The structural changes two commenters suggested are not within the powers of securities regulators to consider.</p> <p>CSA continues to work on harmonizing, simplifying and streamlining regulatory requirements. Phase 2 of passport and the concurrent harmonization of registration requirements will simplify regulation for foreign firms registered in Canada.</p>
2.	Inconsistencies create complexity	<p>Four commenters raised issues related to consistency:</p> <ul style="list-style-type: none"> ▪ The remaining inconsistencies in proposed National Instrument 31-103 <i>Registration Requirements</i> (NI 31-103) seriously detract from the effectiveness of the proposed passport for registrants. It is difficult to understand why local requirements cannot be harmonized for registrants that carry on business in more than one jurisdiction given the size of the Canadian market and the lack of any truly unique regional characteristics. 	<ul style="list-style-type: none"> ▪ Through NI 31-103 and related Act amendments coming into effect at the same time as passport for registrants, CSA has harmonized and streamlined most of the registration requirements across jurisdictions. Most of the few remaining differences are readily identifiable in NI 31-103. Some of these relate to structural differences in the regulatory framework in some jurisdictions (e.g. the regulation of mutual fund dealers in Québec, or the regulation of 'exchange contracts' under the securities legislation of British Columbia, Alberta, Saskatchewan and New Brunswick) or result from initiatives driven by specific provincial legislation (e.g., labour sponsored funds). Others are technical in

¹ The comment letters are available on the Alberta Securities Commission website at www.albertasecurities.com.

#	Themes	Comments	Responses
			<p>nature and designed either</p> <ul style="list-style-type: none"> ○ to harmonize substantive requirements across jurisdictions (e.g., the regulation of referral arrangements) or work with passport for registrants (e.g., the British Columbia and Manitoba approach to exempt market dealer registration), or ○ to have no substantive/practical impact on passport for registrants (e.g., the British Columbia, Manitoba and New Brunswick approach to the business trigger). <p>Very few reflect true differences in policy across jurisdictions.</p>
		<ul style="list-style-type: none"> ▪ The lack of uniformity in NI 31-103 will obstruct the goals of National Policy 11-204 <i>Process for Registration in Multiple Jurisdictions</i> (NP 11-204) to allow firms to meet the requirements of one set of harmonized laws. It appears that a firm would need only comply with the requirements in its principal jurisdiction, but it is unclear what requirements apply when the firm is operating in a non-principal jurisdiction that may have implemented slightly different requirements. ▪ The proposed passport for registrants does not exempt registrants from all non-harmonized requirements. 	<ul style="list-style-type: none"> ▪ Under passport for registrants, a firm or individual that registers in more than one jurisdiction is subject to the law of each jurisdiction where the firm or individual is registered. NI 31-103 consolidates, harmonizes and streamlines in one instrument most of the requirements that apply to registrants in all Canadian jurisdictions. The few differences in these requirements are readily identifiable in the instrument. ▪ CSA has eliminated or harmonized all non-harmonized local registration requirements that the passport regulators were prepared to exempt from under the passport system for registrants. The regulators intend that any remaining local non-harmonized requirements continue to apply in the relevant jurisdictions. In many instances, the remaining non-harmonized local requirements apply to registrants that operate only in the local jurisdiction and do not affect firms or individuals registered in multiple jurisdictions. Only a few non-harmonized local requirements apply to registrants operating in multiple jurisdictions
		<ul style="list-style-type: none"> ▪ It creates three different methods for ascertaining the principal regulator based on the type of exemptive relief sought. 	<ul style="list-style-type: none"> ▪ The principal regulator for passport for registrants is the regulator in the jurisdiction where the head office of the firm or the working office of the individual is located. This deals with most circumstances where a firm or individual seeks registration under passport. To expedite the registration process, MI 11-102 provides that the same principal regulator will also handle an application for exemption from the fit and proper

#	Themes	Comments	Responses
			<p>requirements of NI 31-103 or the registration filing requirements under National Instrument 33-109 <i>Registration Information</i> made at the same time as the application for registration in the principal jurisdiction. If a firm or individual applies for another type of relief or for relief after registration in the principal jurisdiction, then the principal regulator is determined in the same way as for any other application for exemption under MI 11-102. A firm or individual would have different principal regulators in these circumstances only if the head office or working office is in one of the five smallest jurisdictions or if relief is sought from a requirement that does not apply in the principal jurisdiction.</p>
		<ul style="list-style-type: none"> ▪ Ontario's decision not to participate in passport adds to the complexity. Allowing the Ontario Securities Commission (OSC) to act as a principal regulator under passport simplifies the process for registrants whose principal jurisdiction is Ontario. But the fact that Ontario is not willing to accept that another jurisdiction act as principal jurisdiction for non-Ontario registrants creates significant inefficiencies. 	<ul style="list-style-type: none"> ▪ CSA members in passport jurisdictions would welcome a decision by Ontario to join passport. Meanwhile, CSA is implementing the passport system and interfaces to make the securities regulatory system as efficient and effective as possible in the circumstances for all market participants who want to gain access to the capital markets in both passport jurisdictions and Ontario. The OSC has participated in developing the interfaces between the passport jurisdictions and Ontario.
		<ul style="list-style-type: none"> ▪ The fact that some jurisdictions have delegated their registration functions to the Investment Industry Regulatory Organization of Canada (IIROC), and others have not, is at odds with the objectives of the passport system. CSA should adopt a uniform policy on the delegation of registration functions to IIROC and the Mutual Fund Dealers Association to further streamline the registration regime across Canada and potentially generate additional administrative and cost efficiencies. 	<ul style="list-style-type: none"> ▪ Delegation of registration functions to SROs is outside the scope of the passport project. However, we have designed the passport and interface system to work efficiently with different delegation arrangements among jurisdictions.
		<ul style="list-style-type: none"> ▪ There are discrepancies in the scope of delegation to IIROC among delegating jurisdictions that would require a firm or individual to deal with two regulators and IIROC depending on the principal jurisdiction and the type of registration and the non-principal jurisdictions where registration is sought. 	<ul style="list-style-type: none"> ▪ A firm or individual wishing to register in a non-principal passport jurisdiction under MI 11-102 deals only with its principal regulator. If the principal regulator has delegated registration to IIROC, IIROC makes the registration decision instead of the principal regulator. The system for registering an IIROC member firm or representative works with different delegation arrangements as follows.

#	Themes	Comments	Responses
			<ul style="list-style-type: none"> ○ No delegation to IIROC: a firm would make its submission to, and deal only with, the principal regulator, except if the firm is seeking registration in Ontario and Ontario is a non-principal jurisdiction. The principal regulator will deal directly with IIROC to ensure the firm is a member of IIROC before granting registration. Once the principal regulator grants registration, the firm is automatically registered in the non-principal passport jurisdictions in which it is seeking registration. If the firm is seeking registration in Ontario, the firm makes its submission to the OSC and the principal regulator coordinates its decision with the OSC. ○ Delegation to IIROC: the process is the same except that the firm deals with the relevant office of IIROC for the principal regulator's jurisdiction. ○ Individuals make their submissions on NRD and identify the jurisdictions where they seek registration. NRD automatically directs the submission to the appropriate entity in each jurisdiction, i.e., the securities regulator or the relevant office of IIROC in the jurisdiction.
3.	Ontario registration Act amendments and harmonization	One commenter reiterated its view that the Ontario government's proposal to move a substantial number of NI 31-103 provisions into the Ontario <i>Securities Act</i> undermines the CSA's commitment to a harmonized approach to securities regulation across Canada.	CSA is committed to harmonizing, simplifying and streamlining regulatory requirements and will continue to work with all governments towards this goal.
4.	Acknowledgement for automatic firm registration (section 6.3(1)(b) of MI 11-102)	One commenter urged CSA to add a time limit for the non-principal regulator to make the acknowledgement on NRD, for example within one business day of receiving the submission.	We have revised MI 11-102 to eliminate the need for an acknowledgement. The registration of a firm in a non-principal passport jurisdiction will be automatic upon filing. The passport regulator will manually record the legal date of registration of a firm in the non-principal jurisdiction and notify the firm. The notification will explain why this date may be earlier than the 'effective date' shown on NRD.
5.	Interface registration (section 6.2(2) of NP 11-204)	One commenter recommended that the Ontario office of IIROC advise the principal regulator of its decision relating to an interface registration within the same timeframe as the OSC for individuals not registering as representatives of an investment dealer, i.e. one business day of receiving the interface document.	IIROC agreed to use the same timeframe for making decisions as the OSC.

#	Themes	Comments	Responses
6.	Fees	Two commenters suggested eliminating or reducing fees in non-principal jurisdictions under passport. One commenter urged CSA, at a minimum, to advise how CSA will assess the effectiveness and efficiency of the passport system in the absence of fee reductions.	<p>Fees for prospectus filings and registration are mainly 'participation fees,' through which market participants who access the capital markets in a jurisdiction contribute to the cost of maintaining the regulatory system that oversees those markets. Although passport will reduce costs for market participants, the cost of operating the regulatory system will not decrease significantly because of passport.</p> <p>At the request of the Council of Ministers, the passport regulators are conducting a review of their fee structures and have provided a preliminary report to the Council of Ministers. CSA does not expect any fee changes implemented following the fee review to eliminate the requirement to pay prospectus filing and registration fees in non-principal passport jurisdictions. CSA is also considering how to assess the effectiveness and efficiency of the passport system more generally.</p>
7.	Mobility exemption	One commenter thought that the decision to retain limits on broker mobility in the mobility exemption in proposed NI 31-103 is inconsistent with the principles of passport.	The mobility exemption provides flexibility to dealers for the mobility of their clients, by letting a firm or individual not registered in a jurisdiction deal with a few clients who move there. If more clients move to the jurisdiction, or the firm or individual wishes to solicit clients there, MI 11-102 allows the firm or individual to register automatically in the non-principal passport jurisdiction to obtain full access to the market in that jurisdiction.
8.	Proficiency requirements for foreign registrants	One commenter requested that, if a foreign registrant is subject to the competency requirements of an equivalent regulatory regime, CSA recognize those regulatory requirements instead of imposing additional proficiency requirements on foreign registrants, e.g., their chief compliance officer.	Under passport, a foreign registrant can apply to the principal regulator to accept equivalent proficiency requirements. If the principal regulator grants relief from the proficiency requirements of NI 31-103, the exemption will apply automatically in non-principal passport jurisdictions. CSA will review on an on-going basis equivalent proficiency requirements to determine whether amendments to NI 31-103, or other action, is necessary.
9.	Novel exemptive relief applications under National Policy 11-203 <i>Process for Exemptive Relief Applications in Multiple Jurisdictions (NP 11-203)</i>	One commenter said that it is not always clear who the ultimate decision-maker is when an exemptive relief application involves a novel issue. The experience of some of its members is that the principal regulator acts more like a spokesperson to facilitate building consensus among regulators on the outcome of novel applications. This can result in a lack of transparency (not knowing the source of a comment) and significant delays in the decision-making process. The commenter urged CSA to clarify and streamline the review and decision-making process for novel exemptive relief applications.	CSA has put mechanisms in place to ensure consistency in decision-making across jurisdictions under passport. Some of these processes involve the principal regulator consulting with one or more non-principal regulators on a novel exemptive relief application. Although this consultation may take place, only the principal regulator makes the decision and that decision has automatic effect in the relevant non-principal passport jurisdictions.

#	Themes	Comments	Responses
10.	Revocation or variation of mutual reliance review system (MRRS) decision made before March 17, 2008 (section 9.4 of NP 11-203)	One commenter thought that having made an MRRS decision before March 17, 2008 is not a good reason to go back to the MRRS process to revoke or vary that decision. The commenter recommended that CSA permit the filing of a revocation or variance application for a pre-March 17, 2008 MRRS decision as a passport application or dual application to the extent that the filer could make that type of application under NP 11-203.	Under MRRS, each jurisdiction made a decision on the application for exemptive relief and the decision document issued by the principal regulator was 'evidence' of the principal regulator's and each non-principal regulator's decision. Therefore, to revoke or vary an MRRS decision, each regulator that made the MRRS decision must revoke or vary it. This is not possible under a passport application because a non-principal regulator does not make a decision. Instead, the decision of the principal regulator has automatic effect in the non-principal jurisdiction.