

Chapter 5

Rules and Policies

5.1.1 Notice of Amendments to MI 33-109 Registration Information, Companion Policy 33-109CP, MI 31-102 National Registration Database, and Companion Policy 31-102CP

NOTICE OF AMENDMENTS TO
MULTILATERAL INSTRUMENT 33-109 - REGISTRATION INFORMATION
COMPANION POLICY 33-109CP
MULTILATERAL INSTRUMENT 31-102 NATIONAL REGISTRATION DATABASE
COMPANION POLICY 31-102CP

Introduction

We, the Canadian Securities Administrators (**CSA**), are implementing amendments to

- Multilateral Instrument 33-109 *Registration Information* (**MI 33-109**)
- Companion Policy 33-109CP (**CP 33-109**)
- Multilateral Instrument 31-102 *National Registration Database* (**MI 31-102**)
- Companion Policy 31-102CP (**CP 31-102**)

The amendments to MI 33-109 and MI 31-102, as well as to CP 33-109 and CP 31-102, have been adopted or are expected to be adopted by each member of the CSA. Each instrument amending MI 33-109 and MI 31-102 will be implemented as a:

- rule in British Columbia, Alberta, Manitoba, Ontario, New Brunswick, Nova Scotia, Prince Edward Island, and Newfoundland and Labrador
- Commission regulation in Saskatchewan
- regulation in Nunavut and the Northwest Territories
- policy in the Yukon

In Québec, the amending instruments have been adopted as *Regulation 33-109 respecting Registration Information* and *Regulation 31-102 respecting National Registration Database* respectively. Since MI 33-109 and MI 31-102 are not currently in force in Québec, these regulations will bring those instruments into force concurrently with the amending instruments.

Coming into force

In Ontario, the instruments amending MI 33-109 and MI 31-102 and other required materials were delivered to the Minister of Government Services on February 23, 2007. The Minister may approve or reject the amendments or return them to the Commission for further consideration. Unless the Minister rejects the amendments, or returns them to the Commission, they will come into force on May 15, 2007.

In Québec, *Regulation 33-109 respecting Registration Information* and *Regulation 31-102 respecting National Registration Database* have been made under section 331.1 of *The Securities Act* (Québec) and will have to be approved, with or without amendment, by the Minister of Finance. The regulations will come into force on the later of the date of their publication in the *Gazette officielle du Québec* and May 15, 2007. CP 33-109 and CP 31-102 have been adopted in Québec.

Substance and purpose of amendments

The amendments are minor housekeeping changes that will:

1. reflect Québec's participation in the National Registration Database;
2. end the confusion over the term "non-registered individual";
3. provide some relief to registrants hamstrung by two deadlines that are too short;
4. ensure the regulator is kept abreast of changes in a registrant's financial year end or its auditor; and
5. clarify the responsibilities each firm bears for the information submitted to the regulator.

Summary of written comments received by the CSA

During the comment period, we received no comments.

Summary of changes to the Amendment Instruments

Part 6 of 31-102 and Part 7 of 33-109 are changed to match exemption provisions used in other CSA instruments. These were not material changes.

Questions

Please refer your questions to any of:

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Rules and Policies

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The text of the Instruments follow or can be found elsewhere on a CSA member website.

February 23, 2007

Unofficial Consolidation – February 23, 2007

*This document is an unofficial consolidation of all amendments to Multilateral Instrument 33-109 current to February 23, 2007.
This document is for reference purposes only and is not an official statement of the law.*

**NATIONAL INSTRUMENT 33-109
REGISTRATION INFORMATION**

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NATIONAL INSTRUMENT 33-109
REGISTRATION INFORMATION

PART 1 DEFINITIONS

1.1 Definitions - In this Instrument

"Form 3" means the required form for an application for registration as dealer, adviser, or underwriter in the local jurisdiction;

"Form 4" means the form that was required for an application for registration for an individual in the local jurisdiction before February 21, 2003, or in Québec, after January 1, 2005;

"permitted individual" means, for a registered firm or for a person or company that is applying for registration, an individual who is not registered to trade or advise on behalf of the firm and who

- (a) is a director, partner, officer, or branch manager of the firm, or
- (b) in Alberta, British Columbia, and Ontario
 - (i) is a director, partner, officer, or branch manager of the firm, or
 - (ii) beneficially owns, directly or indirectly, or exercises control or direction over, 10 percent or more of the voting securities of the firm;

"NI 31-102" means National Instrument 31-102 National Registration Database;

"NRD submission number" means the unique number generated by NRD to identify each NRD submission; "registered firm" means a person or company that is registered as a dealer, adviser, or underwriter;

"registered individual" means, for a registered firm, an individual who,

- (a) is registered to trade or advise on behalf of the registered firm, or
- (b) in Québec, is registered to act as a securities dealer or adviser on behalf of the registered firm;

"sponsoring firm" means,

- (a) for a registered individual,
 - (i) the registered firm on whose behalf the individual trades or advises, or
 - (ii) in Québec, the registered firm on whose behalf the individual acts as a securities dealer or adviser,
- (b) for an individual applying for registration,
 - (i) the registered firm, or the person or company applying to become a registered firm, on whose behalf the individual proposes to trade or advise, or
 - (ii) in Québec, the registered firm, or the person or company applying to become a registered firm, on whose behalf the individual proposes to act as a securities dealer or adviser,
- (c) for a permitted individual of a registered firm, the registered firm on whose behalf the individual acts, or
- (d) for a permitted individual of a person or company that is applying for registration, the person or company that is applying for registration.

1.2 Interpretation - Terms defined in NI 31-102 and used in this Instrument have the respective meanings ascribed to those terms in NI 31-102.

PART 2 APPLICATION FOR REGISTRATION

2.1 Dealer, Adviser and Underwriter Registration - Except as provided in subsection 2.3(1), an applicant for registration as a dealer, adviser, or underwriter must submit to the regulator,

- (a) in paper format, a completed Form 3;
- (b) in accordance with NI 31-102, a completed Form 33-109F3 for each business location of the applicant, other than the applicant's head office; and
- (c) in accordance with NI 31-102, a completed Form 33-109F4 for each permitted individual of the applicant who has not applied to become a registered individual with the applicant under subsection 2.2(1).

2.2 Individual Applicants

- (1) Except as provided in subsection (2) and subsection 2.3(2), an individual who applies for registration under securities legislation must make the application by submitting to the regulator in accordance with NI 31-102 a completed Form 33-109F4.
- (2) Despite subsection (1), a permitted individual of a registered firm who applies to become a registered individual with the firm must make the application by submitting to the regulator in accordance with NI 31-102 a completed Form 33-109F2.

2.3 Commodity Futures Act Registrants

- (1) In Manitoba and Ontario, if an applicant for registration under section 2.1 is registered under the *Commodity Futures Act*, the applicant
 - (a) is not required to submit a completed Form 33-109F3 under subsection 2.1(b) for any business location of the applicant that is recorded on NRD; and
 - (b) is not required to submit a completed Form 33-109F4 under subsection 2.1(c) for a permitted individual if the applicant submits to the regulator, in accordance with NI 31-102, a completed Form 33-109F2 for the individual.
- (2) In Manitoba and Ontario, despite subsection 2.2(1), if an individual applies for registration under securities legislation and is recorded on NRD with his or her sponsoring firm as registered under the *Commodity Futures Act*, the individual must make the application by submitting to the regulator, in accordance with NI 31-102, a completed Form 33-109F2.

PART 3 CHANGES TO REGISTERED FIRM INFORMATION

3.1 Changes to Form 3 Information

- (1) A registered firm must notify the regulator of a change to any information previously submitted in Form 3, or under this subsection, within 5 business days of the change.
- (2) Except as provided in subsection (3), for the purposes of subsection (1), a notice of change must be made by submitting a completed Form 33-109F5 in paper format.
- (3) Despite subsection (2), a notice of change under this section is not required to be in Form 33-109F5 if the change relates to
 - (a) the addition of an officer, partner, or director to the registered firm, and if a completed Form 33-109F4 in respect of the officer, partner, or director is submitted under section 2.2 or 3.3;
 - (b) the resignation or termination of an officer, partner or director of the registered firm, and if a completed Form 33-109F1 is submitted under section 4.3 or 5.2; or
 - (c) a business location other than head office, and if a completed Form 33-109F3 is submitted under section 3.2.

3.2 Changes to Business Locations

- (1) A registered firm must notify the regulator of the opening of a business location, other than a new head office, by submitting in accordance with NI 31-102 a completed Form 33-109F3 within 5 business days of the opening.
- (2) A registered firm must notify the regulator of a change to any information previously submitted in Form 33-109F3 by submitting in accordance with NI 31-102 a completed Form 33-109F3 within 5 business days of the change.

3.3 Addition of Permitted individuals - A registered firm must submit to the regulator in accordance with NI 31-102 a completed Form 33-109F4 for a permitted individual within 20 business days of the individual becoming a permitted individual of the registered firm.

3.4 Changes to other registration information - A registered firm must notify the regulator of a change in its auditor or financial year-end within 5 business days of the change.

PART 4 CHANGES TO REGISTERED INDIVIDUAL INFORMATION

4.1 Changes to Form 33-109F4 Information

- (1) Except as provided in subsections (2) and (3), a registered individual must notify the regulator in accordance with NI 31-102 of a change to any information previously submitted in Form 33-109F4, or under this subsection, within 5 business days of the change.
- (2) Despite subsection (1), a registered individual must notify the regulator in accordance with NI 31-102 of a change to information previously submitted in Item 11 of Form 33-109F4, or under this subsection, within 10 business days of the change.
- (3) Despite subsection (1), a registered individual must notify the regulator in accordance with NI 31-102 of a change to information previously submitted in Items 3, 4, or paragraph 1 of Item 8 of Form 33-109F4, or under this subsection, within 20 business days of the change.

4.2 Application to Change or Surrender Individual Registration Categories - A registered individual of a registered firm who applies to change or surrender his or her registration category with the firm must make the application by submitting to the regulator in accordance with NI 31-102 a completed Form 33-109F2.

4.3 Termination of Relationship - A registered firm must, within 5 business days of a termination of an employment, partner, or agency relationship with a registered individual, notify the regulator of the termination of the relationship by submitting in accordance with NI 31-102 a completed Form 33-109F1.

PART 5 CHANGES TO PERMITTED INDIVIDUAL INFORMATION

5.1 Changes to Form 33-109F4 Information

- (1) Except as provided in subsections (2), (3), (4), and (5), a registered firm must notify the regulator in accordance with NI 31-102 of a change to any information previously submitted in Form 33-109F4, or under this subsection, for a permitted individual within 5 business days of the change.
- (2) Despite subsection (1) and except as provided in subsection (5), a registered firm must notify the regulator in accordance with NI 31-102 of a change to information previously submitted in Item 11 of Form 33-109F4, or under this subsection, for a permitted individual within 10 business days of the change.
- (3) Despite subsection (1) and except as provided in subsection (5), a registered firm must notify the regulator in accordance with NI 31-102 of a change to information previously submitted in Items 3, 4, or paragraph 1 of Item 8 of Form 33-109F4, or under this subsection, for a permitted individual within 20 business days of the change.
- (4) Despite subsection (1) and except as provided in subsection (5), a registered firm must notify the regulator of a change to any information regarding a category of permitted individual listed in Item 6 of Form 33-109F4 for a permitted individual by submitting in accordance with NI 31-102 a completed Form 33-109F2 within 5 business days of the change.

- (5) Despite subsections (1), (2), (3), and (4), a registered firm is not required to notify the regulator of a change to information if another firm has notified the regulator of the change in accordance with NI 31-102 and within the required time.

5.2 Termination of Relationship - A registered firm must, within 5 business days of an individual ceasing to be a permitted individual of the registered firm, notify the regulator in accordance with NI 31-102 of the termination of the relationship by submitting a completed Form 33-109F1.

PART 6 DUE DILIGENCE AND RECORD-KEEPING

6.1 Sponsoring Firm Obligations

- (1) A sponsoring firm must make reasonable efforts to ensure that information submitted by
- (a) the firm for a permitted individual; or
 - (b) a registered individual, or an individual applying for registration, for whom the firm is the sponsoring firm,
- is true and complete.
- (2) A sponsoring firm must retain all documents used by the firm to satisfy its obligation under subsection (1),
- (a) in the case of a permitted individual, for a period of seven years after the individual ceases to be a permitted individual; or
 - (b) in the case of a registered individual, or an individual applying for registration, for a period of seven years after the individual ceases to be a registered individual with the firm.
- (3) Without limiting the generality of subsection (2), if a registered individual, or an individual applying for registration, appoints an agent for service, the sponsoring firm must keep the original Appointment of Agent for Service executed by the individual for the period of time set out in paragraph (2)(b).
- (4) A sponsoring firm that retains a document under subsection (2) or (3) in respect of an NRD submission must record the NRD submission number on the document.

PART 7 EXEMPTION

7.1 Exemption

- (1) The regulator or the securities regulatory authority may grant an exemption from this Instrument, in whole or in part, subject to such conditions or restrictions as may be imposed in the exemption.
- (2) Despite subsection (1), in Ontario, only the regulator may grant such an exemption.
- (3) Except in Ontario, an exemption referred to in subsection (1) is granted under the statute referred to in Appendix B of National Instrument 14-101 Definitions, opposite the name of the local jurisdiction.

PART 8 INCONSISTENT PROVISIONS

8.1 Inconsistent Provisions

In Québec, the provisions of this Instrument take precedence over any inconsistent provisions of Title V of the *Securities Regulation*.

**COMPANION POLICY 33-109CP
TO NATIONAL INSTRUMENT 33-109 REGISTRATION INFORMATION**

PART 1 APPLICATION AND PURPOSE

- 1.1 Application** - National Instrument 33-109 ("NI 33-109") has been implemented in all jurisdictions.
- 1.2 Purpose** - The purpose of NI 33-109 is to consolidate and harmonize requirements regarding the initial submission of registration information and the updating of that information.

PART 2 BUSINESS LOCATIONS

- 2.1 Business Locations** - The securities regulatory authority or regulator is of the view that a business location for a registered firm, or a person or company that is applying for registration, is a location within the jurisdiction, including a residence, where a firm's registered individuals are based for the purpose of carrying out registerable activity.

PART 3 NOTICE OF CHANGES

3.1 Bulk Transfer of Locations and Individuals

- (1) If a registered firm is acquiring a large number of business locations (for example, as a result of an amalgamation or asset purchase) from one or more other registered firms that are located in the same jurisdictions and registered in the same categories as the acquiring firm, and if a significant number of individuals are associated on NRD with the locations, the securities regulatory authority or regulator will consider exempting the firms and individuals involved in the transaction from the following requirements:
1. the requirement to submit a notice regarding the termination of each employment, partner, or agency relationship under section 4.3 of NI 33-109;
 2. the requirement to submit a notice regarding each individual who ceases to be a permitted individual under section 5.2 of NI 33-109;
 3. the requirement to submit a registration application for each individual applying to become a registered individual under section 2.2 of NI 33-109;
 4. the requirement to submit a Form 33-109F4 for each permitted individual under section 3.3 of NI 33-109;
 5. the requirement under section 3.1 of NI 33-109 to notify the regulator of a change to the business location information in Form 33-109F3.
- (2) To exempt the firms and individuals involved in the transaction from the requirements set out above, the application should include the following information:
- (a) the name and NRD number of the registered firm that will acquire control of the business locations;
 - (b) for each registered firm that is transferring control of the business locations,
 - (i) the name and NRD number of the registered firm;
 - (ii) the address and NRD number of each business location that is being transferred from the registered firm named in (b)(i) to the registered firm named in (a); and
 - (c) the date that the business locations will be transferred to the registered firm named in (a).
- (3) To facilitate the processing of the exemption application, the applicant may put the information referred to in subsection (2) in the form set out in Appendix A to this Companion Policy.
- (4) This exemption application should be submitted by the registered firm that will acquire control of the business locations at the closing of the transaction and should be submitted sufficiently in advance of the date on which the business locations are to be transferred (the "transfer date"). At this time, the securities regulatory authority is of the view that submitting the application at least 30 days prior to the transfer date should be sufficient.

- (5) In addition to any application fee, it is likely that the payment of a fee will be a condition of this type of exemption order and that the fee will be related to the number of registered firms, business locations, registered individuals, and permitted individuals involved in the transaction.
- (6) If the exemption is granted, as soon as practicable after the transfer date, the regulator will instruct the NRD administrator to indicate the transfer of the business locations, the registered individuals, and the permitted individuals on NRD.

Bulk transfers involving firms that are registered in different categories or different jurisdictions may need to take additional steps. Firms involved in such a transaction should contact the applicable regulators to discuss what steps are required to allow the firms to use the bulk transfer process described above.

PART 4 DUE DILIGENCE

4.1 Sponsoring Firm Obligations - The securities regulatory authority or regulator is of the view that the reasonable efforts firms are required to undertake in Part 6 of NI 33-109 include

- (a) establishing written policies and procedures relating to the investigation of an individual prior to submitting a Form 33-109F4 on behalf of the individual;
- (b) ensuring that the review of an individual pursuant to these policies and procedures is documented; and
- (c) regularly reminding
 - (i) registered individuals about their disclosure obligations under NI 33-109, such as notifying the regulator about changes to information, and
 - (ii) permitted individuals to notify their sponsoring firm about changes to information, so that the sponsoring firm can fulfill its disclosure obligations under NI 33-109.

PART 5 COMMODITY FUTURES ACT SUBMISSIONS

5.1 In Ontario, if a person or company is required to make a submission under both NI 33-109 and OSC Rule 33-506 (*Commodity Futures Act*) with respect to the same information, the securities regulatory authority is of the view that a single filing on a form required under either rule satisfies both requirements.

Appendix A

Request for NRD Bulk Transfer of Business Locations

This is an application for exemption under National Instrument 33-109.

A) Registered firm that will acquire the business locations

Name:

Firm NRD number:

B) Registered firm transferring the business locations

Name:

Firm NRD number:

Business locations that will be transferred

Address of business location:

NRD number of business location:

Address of business location:

NRD number of business location:

(Repeat for each business location as necessary.)

C) Date that business locations will be transferred:

Unofficial Consolidation – February 23, 2007

*This document is an unofficial consolidation of all amendments to Multilateral Instrument 31-102 current to February 23, 2007.
This document is for reference purposes only and is not an official statement of the law.*

**NATIONAL INSTRUMENT 31-102
NATIONAL REGISTRATION DATABASE**

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NATIONAL INSTRUMENT 31-102
NATIONAL REGISTRATION DATABASE

PART 1 DEFINITIONS AND INTERPRETATION

1.1 Definitions - In this Instrument

"authorized firm representative" or "AFR" means, for a firm filer, an individual with his or her own NRD user ID and who is authorized by the firm filer to submit information in NRD format for that firm filer and individual filers with respect to whom the firm filer is the sponsoring firm;

"chief AFR" means, for a firm filer, an individual who is an AFR and has accepted an appointment as a chief AFR by the firm filer;

"firm filer" means a person or company that is required under securities legislation to make an NRD submission in accordance with this Instrument and that is registered as, or has applied for registration as, a dealer, adviser, or underwriter;

"individual filer" means an individual that is required under securities legislation to make an NRD submission in accordance with this Instrument;

"NI 33-109" means National Instrument 33-109 Registration Information;

"National Registration Database" or "NRD" means the online electronic database of registration information regarding NRD filers and includes the computer system providing for the transmission, receipt, review, and dissemination of that registration information by electronic means;

"NRD account" means an account with a member of the Canadian Payments Association from which fees may be paid with respect to NRD by electronic pre-authorized debit;

"NRD administrator" means CDS INC. or a successor appointed by the securities regulatory authority to operate NRD;

"NRD filer" means an individual filer or a firm filer;

"NRD format" means the electronic format for submitting information through the NRD website;

"NRD number" means the unique number first generated by NRD to identify an NRD filer, a permitted individual, or a business location;

"NRD submission" means information that is submitted under securities legislation or securities directions in NRD format, or the act of submitting information under securities legislation or securities directions in NRD format, as the context requires;

"NRD website" means the website operated by the NRD administrator for the NRD submissions.

1.2 Interpretation - Terms defined in NI 33-109 and used in this Instrument have the respective meanings ascribed to those terms in NI 33-109.

PART 2 INFORMATION TO BE SUBMITTED IN NRD FORMAT

2.1 Registration Information - A person or company that is required to submit any of the following to the securities regulatory authority or regulator must make the submission in NRD format:

1. Form 33-109F1;
2. Form 33-109F2;
3. Form 33-109F3;
4. Form 33-109F4 or a change to any information previously submitted in respect of Form 33-109F4.

PART 3 MAKING NRD SUBMISSIONS

3.1 NRD Submissions

- (1) An NRD filer that is required under securities legislation to submit information in NRD format must make that NRD submission
 - (a) through the NRD website,
 - (b) using the NRD number of the NRD filer, permitted individual, or business location, and
 - (c) in accordance with this Instrument.
- (2) A requirement in securities legislation relating to the format in which a document or other information to be submitted must be printed, or specifying the number of copies of a document that must be submitted, does not apply to an NRD submission required to be made in accordance with this Instrument.
- (3) An NRD filer making an NRD submission must make the NRD submission through an AFR.

3.2 Ongoing Firm Filer Requirements - A firm filer must

- (a) be enrolled with the NRD administrator to use NRD;
- (b) have one and no more than one chief AFR enrolled with the NRD administrator;
- (c) maintain one and no more than one NRD account;
- (d) notify the NRD administrator of the appointment of a chief AFR within 5 business days of the appointment;
- (e) notify the NRD administrator of any change in the name of the firm's chief AFR within 5 business days of the change; and
- (f) submit any change in the name of an AFR, other than the firm's chief AFR, in NRD format within 5 business days of the change.

PART 4 PAYMENT OF FEES THROUGH NRD

4.1 Payment of Submission Fees

- (1) If a fee is required with respect to an NRD submission, a firm filer must pay the required fee by electronic preauthorized debit through NRD.
- (2) A payment under subsection (1) must be made from the firm filer's NRD account.

4.2 Payment of Annual Registration Fees

- (1) If a firm filer is required to pay an annual registration fee, the firm filer must pay the required fee by electronic pre-authorized debit through NRD.
- (2) A payment under subsection (1) must be made from the firm filer's NRD account.

4.3 Payment of NRD User Fees – Annual

- (1) If a firm filer is required to pay an annual NRD user fee, the firm filer must pay the required fee by electronic pre-authorized debit through NRD.
- (2) A payment under subsection (1) must be made from the firm filer's NRD account.

PART 5 TEMPORARY HARDSHIP EXEMPTION

5.1 Temporary Hardship Exemption

- (1) If unanticipated technical difficulties prevent an NRD filer from making a submission in NRD format within the time required under securities legislation, the NRD filer is exempt from the requirement to make the submission within the required time period, if the NRD filer makes the submission in paper format or NRD format no later than 5 business days after the day on which the information was required to be submitted.
- (2) Form 33-109F5 is the paper format for submitting a notice of a change to Form 33-109F4 information.
- (3) If unanticipated technical difficulties prevent an individual filer from submitting an application in NRD format, the individual filer may submit the application in paper format.
- (4) If an NRD filer makes a paper format submission under this section, the NRD filer must include the following legend in capital letters at the top of the first page of the submission:

IN ACCORDANCE WITH SECTION 5.1 OF NATIONAL INSTRUMENT 31-102 NATIONAL REGISTRATION DATABASE (NRD), THIS [SPECIFY DOCUMENT] IS BEING SUBMITTED IN PAPER FORMAT UNDER A TEMPORARY HARDSHIP EXEMPTION.
- (5) If an NRD filer makes a paper format submission under this section, the NRD filer must resubmit the information in NRD format as soon as practicable and in any event within 10 business days after the unanticipated technical difficulties have been resolved.

PART 6 EXEMPTION

6.1 Exemption

- (1) The regulator or the securities regulatory authority may grant an exemption from this Instrument, in whole or in part, subject to such conditions or restrictions as may be imposed in the exemption.
- (2) Despite subsection (1), in Ontario, only the regulator may grant such an exemption.
- (3) Except in Ontario, an exemption referred to in subsection (1) is granted under the statute referred to in Appendix B of National Instrument 14-101 Definitions, opposite the name of the local jurisdiction.

PART 7 INCONSISTENT PROVISIONS

7.1 Inconsistent Provisions

In Québec, the provisions of this Instrument take precedence over any inconsistent provisions of Title V of the Securities Regulation.

**COMPANION POLICY 31-102CP
TO NATIONAL INSTRUMENT 31-102
NATIONAL REGISTRATION DATABASE**

PART 1 APPLICATION AND PURPOSE

- 1.1 **Application** - National Instrument 31-102 ("NI 31-102") has been implemented in all jurisdictions.
- 1.2 **Purpose** - The purpose of NI 31-102 is to establish requirements for the electronic submission of registration information through NRD.

PART 2 PRODUCTION OF NRD FILINGS

- 2.1 The securities legislation of several jurisdictions contains a requirement to produce or make available an original or certified copy of information filed under the securities legislation. Each relevant securities regulatory authority or regulator, as applicable, considers that it may satisfy such a requirement in the case of information filed in NRD format by providing a printed copy or other output of the information in readable form that contains or is accompanied by a certification by the securities regulatory authority or regulator that the printed copy or output is a copy of the information filed in NRD format.

PART 3 DATE OF FILING

- 3.1 The securities regulatory authority or regulator takes the view that information filed in NRD format is, for purposes of securities legislation, filed on the day that the transmission of the information to NRD is completed.

PART 4 OFFICIAL COPY OF NRD FILINGS

- 4.1 For purposes of securities legislation, securities directions or any other related purpose, the securities regulatory authority or regulator takes the view that the official record of any information filed in NRD format by an NRD filer is the electronic information stored in NRD.

PART 5 AUTHORIZED FIRM REPRESENTATIVE AS AGENT

- 5.1 The securities regulatory authority or regulator is of the view that when making an NRD submission an AFR is an agent of the firm or individual to whom the filing relates.

PART 6 ONGOING FIRM FILER REQUIREMENTS

- 6.1 The securities regulatory authority or regulator expects that firm filers will follow the processes set out in the NRD Filer Manual to
- (a) enroll with the NRD administrator,
 - (b) keep their enrolment information current, and
 - (c) keep their NRD account information current.

PART 7 COMMODITY FUTURES ACT SUBMISSIONS

- 7.1 In Ontario, if a person or company is required to make a submission under both NI 31-102 and OSC Rule 31-509 (*Commodity Futures Act*) with respect to the same information, the securities regulatory authority is of the view that a single filing on a form required under either rule satisfies both requirements.

**NATIONAL INSTRUMENT 33-109
REGISTRATION INFORMATION
AMENDMENT INSTRUMENT**

1. **The title of Multilateral Instrument 33-109 Registration Information is amended by striking out “Multilateral” and substituting “National”.**

2. **The table of contents of the Instrument is amended by**

- (a) **striking out “2.2 Individual Registration” and substituting “2.2 Individual Applicants”,**
- (b) **striking out “3.3 Addition of Non-registered Individuals” and substituting “ 3.3 Addition of Permitted individuals”,**
- (c) **adding “3.4 Changes to Other Registration Information” after “3.3 Addition of Permitted individuals”,**
- (d) **striking out “PART 5 CHANGES TO NON-REGISTERED INDIVIDUAL INFORMATION” and substituting “PART 5 CHANGES TO PERMITTED INDIVIDUAL INFORMATION”,**
- (e) **striking out the following:**

PART 8 TRANSITION TO NRD

- 8.1 Definitions
- 8.2 Changes to Form 3 Information
- 8.3 Changes to Business Location
- 8.4 Addition of Non-registered Individuals
- 8.5 Changes to Form 4 Information – Registered Individuals
- 8.6 Termination of Relationship – Registered Individuals
- 8.7 Changes to Form 4 Information – Non-Registered Individuals
- 8.8 Termination of Relationship – Non-Registered Individuals

PART 9 EFFECTIVE DATE

- 9.1 Effective Date, **and**

(f) **adding the following after “7.1 Exemption”:**

PART 8 INCONSISTENT PROVISIONS

- 8.1 Inconsistent Provisions

3. **Section 1.1 of the Instrument is amended,**

(a) **in the definition of “Form 4”, by adding “, or in Québec, after January 1, 2005” after “February 21, 2003”,**

(b) **by striking out the definition of “MI 31-102” and substituting the following:**

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

(c) **by striking out the definition of “registered individual” and substituting the following:**

“registered individual” means, for a registered firm, an individual who,

- (a) is registered to trade or advise on behalf of the registered firm, or
- (b) in Québec, is registered to act as a securities dealer or adviser on behalf of the registered firm, **and**

(d) **by striking out the definition of “sponsoring firm” and substituting the following:**

“sponsoring firm” means,

- (a) for a registered individual,
 - (i) the registered firm on whose behalf the individual trades or advises, or

- (ii) in Québec, the registered firm on whose behalf the individual acts as a securities dealer or adviser,
- (b) for an individual applying for registration,
 - (i) the registered firm, or the person or company applying to become a registered firm, on whose behalf the individual proposes to trade or advise, or
 - (ii) in Québec, the registered firm, or the person or company applying to become a registered firm, on whose behalf the individual proposes to act as a securities dealer or adviser,
- (c) for a permitted individual of a registered firm on whose behalf the individual acts, or
- (d) for a permitted individual of a person or company that is applying for registration, the person or company that is applying for registration.

4. In the following provisions of the Instrument, “non-registered individual” is struck out wherever it occurs and “permitted individual” is substituted:

- (a) **section 1.1;**
- (b) **paragraph 2.1(c);**
- (c) **subsection 2.2(2);**
- (d) **paragraph 2.3(1)(b);**
- (e) **section 3.3;**
- (f) **section 5.1**
- (g) **section 5.2;**
- (h) **section 6.1.**

3. In the following provisions of the Instrument, “MI 31-102” is struck out wherever it occurs and “NI 31-102” is substituted:

- (a) **section 1.1;**
- (b) **section 1.2;**
- (c) **section 2.1;**
- (d) **section 2.2;**
- (e) **section 2.3;**
- (f) **section 3.2;**
- (g) **section 3.3;**
- (h) **section 4.1;**
- (i) **section 4.2;**
- (j) **section 4.3;**
- (k) **section 5.1;**
- (l) **section 5.2.**

4. The Instrument is amended by adding the following as a new section after section 3.3:

3.4 Changes to other registration information – A registered firm must notify the regulator of a change in its auditor or financial year-end within 5 business days of the change.

5. The Instrument is amended by repealing section 4.1 and substituting the following:

4.1 Changes to Form 33-109F4 Information

- (1) Except as provided in subsections (2) and (3), a registered individual must notify the regulator in accordance with NI 31-102 of a change to any information previously submitted in Form 33-109F4, or under this subsection, within 5 business days of the change.
- (2) Despite subsection (1), a registered individual must notify the regulator in accordance with NI 31-102 of a change to information previously submitted in Item 11 of Form 33-109F4, or under this subsection, within 10 business days of the change.
- (3) Despite subsection (1), a registered individual must notify the regulator in accordance with NI 31-102 of a change to information previously submitted in Item 3 [*personal information*], Item 4 [*citizenship*], or paragraph 1 of Item 8 [*course or examination information*] of Form 33-109F4, or under this subsection, within 20 business days of the change.

6. The Instrument is amended by striking out the heading of Part 5 “Changes to Non-Registered Individual Information” and substituting “Changes to Permitted Individual Information”.

7. The Instrument is amended by repealing section 5.1 and substituting the following:

5.1 Changes to Form 33-109F4 Information

- (1) Except as provided in subsections (2), (3), (4), and (5), a registered firm must notify the regulator in accordance with NI 31-102 of a change to any information previously submitted in Form 33-109F4, or under this subsection, for a permitted individual within 5 business days of the change.
- (2) Despite subsection (1) and except as provided in subsection (5), a registered firm must notify the regulator in accordance with NI 31-102 of a change to information previously submitted in Item 11 of Form 33-109F4, or under this subsection, for a permitted individual within 10 business days of the change.
- (3) Despite subsection (1) and except as provided in subsection (5), a registered firm must notify the regulator in accordance with NI 31-102 of a change to information previously submitted in Items 3, 4, or paragraph 1 of Item 8 of Form 33-109F4, or under this subsection, for a permitted individual within 20 business days of the change.
- (4) Despite subsection (1) and except as provided in subsection (5), a registered firm must notify the regulator of a change to any information regarding a category of permitted individual listed in Item 6 of Form 33-109F4 for a permitted individual by submitting in accordance with NI 31-102 a completed Form 33-109F2 within 5 business days of the change.
- (5) Despite subsections (1), (2), (3), and (4), a registered firm is not required to notify the regulator of a change to information if another firm has notified the regulator of the change in accordance with NI 31-102 and within the required time.

8. Section 7.1 of the Instrument is amended by adding the following subsection after subsection 7.1(2):

(3) Except in Ontario, an exemption referred to in subsection (1) is granted under the statute referred to in Appendix B of National Instrument 14-101 Definitions, opposite the name of the local jurisdiction.

9. *Part 8 of the Instrument is repealed and the following is substituted:*

PART 8 INCONSISTENT PROVISIONS

8.1 Inconsistent Provisions

In Québec, the provisions of this Instrument take precedence over any inconsistent provisions of Title V of the *Securities Regulation*.

10. *Part 9 of this Instrument is repealed.*
11. *This Instrument comes into force on May 15, 2007.*

**NATIONAL INSTRUMENT 31-102
NATIONAL REGISTRATION DATABASE
AMENDMENT INSTRUMENT**

1. *The title of Multilateral Instrument 31-102 National Registration Database is amended by striking out “Multilateral” and substituting “National”.*

2. *The table of contents of the Instrument is amended by*

(a) *striking out the following:*

PART 7 TRANSITION

- 7.1 Definitions
- 7.2 NRD Enrolment for Transition Firms
- 7.3 NRD Submissions before NRD Access Date
- 7.4 Accuracy of Business Location Information
- 7.5 Individuals Included in the Data Transfer
- 7.6 Individuals not Included in the Data Transfer
- 7.7 Changes to Form 4 Information – Registered Individuals
- 7.8 Changes to Form 4 Information – Non-registered Individuals
- 7.9 Pending Application to Change Individual’s Registration Category
- 7.10 Currency of Form 33-109F4
- 7.11 Termination or Cessation of Relationship

PART 8 EFFECTIVE DATE

- 8.1 Effective Date, *and*

(b) *adding the following after “6.1 Exemption”:*

PART 7 INCONSISTENT PROVISIONS

- 7.1 Inconsistent Provisions

3. *Section 1.1 of the Instrument is amended by striking out the definition of “MI 33-109” and substituting the following:*

“NI 33-109” means National Instrument 33-109 *Registration Information*,

4. *The definition of “NRD number” in section 1.1 of the Instrument is amended by striking out “non-registered individual” and substituting “permitted individual”.*

5. *Paragraph 3.1(1)(b) of the Instrument is amended by striking out “non-registered individual” and substituting “permitted individual”.*

6. *Subsection 5.1(4) of the Instrument is amended by striking out “MULTILATERAL” and substituting “NATIONAL”.*

7. *Section 6.1 of the Instrument is amended by adding the following subsection after subsection 6.1(2):*

(3) Except in Ontario, an exemption referred to in subsection (1) is granted under the statute referred to in Appendix B of National Instrument 14-101 Definitions, opposite the name of the local jurisdiction.

8. *Part 7 of this Instrument is repealed and the following is substituted:*

PART 7 INCONSISTENT PROVISIONS

7.1 Inconsistent Provisions

In Québec, the provisions of this Instrument take precedence over any inconsistent provisions of Title V of the Securities Regulation.

9. *Part 8 of this Instrument is repealed.*

10. *This Instrument comes into force on May 15, 2007.*