

**Annex D**  
**Blackline of Changes to**  
**Companion Policy 33-109CP**  
***Registration Information***

This Annex shows, by way of blackline, changes to Companion Policy 33-109CP *Registration Information* that will take effect upon the coming into force of the rule amendments set out in Annex A. Additions are represented with underlined text and deletions are represented with strikethrough text.

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## **Companion Policy 33-109CP** ***Registration Information***

### **PART 1 – GENERAL**

#### **1.1 Purpose**

This Companion Policy sets out how the Canadian Securities Administrators interpret or apply National Instrument 33-109 *Registration Information* (the Rule).

The registration requirement in securities legislation provides protection to investors from unfair, improper or fraudulent practices and enhances capital market integrity and efficiency. The information required under the Rule allows regulators to assess a filer's fitness for registration or for permitted individual status, with regard to their solvency, integrity and proficiency. These fitness requirements are the cornerstones of the registration requirement. In each jurisdiction of Canada the registration requirement and the Rule apply to dealers, underwriters, advisers and investment fund managers and to individuals who act on their behalf as registered or permitted individuals.

#### **1.2 Definition of permitted individuals [\(Section 1.1\)](#)**

Section 1.1 of the Rule defines a permitted individual as an individual who meets the criteria set forth in paragraph (a), (b) or (c) of the definition. A permitted individual may or may not be a registered individual. For example, the chief executive officer of a registered firm is registered as the firm's ultimate designated person and is also a permitted individual. The definition of permitted individual allows the Rule to separate out the filing requirements which are applicable only to permitted individuals from those which are applicable to registered individuals.

#### **1.3 Overview of the forms**

The following forms are for firms:

- Form 33-109F3 *Business Locations other than Head Office* – to disclose each business location of the firm and any change of business location
- Form 33-109F6 *Firm Registration* – to apply for registration as a dealer, adviser or investment fund manager

The following forms are for individuals and are submitted in NRD format:

- ~~Form 33-109F1 *Notice of Termination of Registered Individuals and Permitted Individuals* – to notify the regulator that a registered or permitted individual has ceased to have authority to act on behalf of the firm~~ [Form 33-109F1 \*Notice of End of Individual Registration or Permitted Individual Status\* – to notify the regulator or, in Québec, the securities regulatory authority that a registered individual or permitted individual has ceased to have authority to act on behalf of the sponsoring firm](#)

- Form 33-109F2 *Change or Surrender of Individual Categories* – to apply for registration or review in an additional category or to surrender a category
- Form 33-109F4 *Registration of Individuals and Review of Permitted Individuals* – to apply for registration or review as a permitted individual
- Form 33-109F7 *Reinstatement of Registered Individuals and Permitted Individuals* – to reinstate an individual’s registration or a permitted individual status

#### **1.4 Notice requirements (Sections 3.1 and 4.1)**

Form 33-109F5 *Change of Registration Information* is used by firms and individuals to notify regulators of any change to their registration information. Under sections 3.1 and 4.1 of the Rule, a registrant and a permitted individual must keep their registration information current on an ongoing basis by filing notices of change of information within the required time.

Appendix A summarizes the notice requirements, time periods and the forms under the Rule to notify regulators of a change to a firm’s or individual’s registration information.

#### **1.5 Contact information**

When a firm submits a Form 33-109F6, supporting documents or a Form 33-109F5, it can make the submission using e-mail, fax or mail. Appendix B attached to this policy sets out the contact information for the regulator in each jurisdiction of Canada and for the Investment Industry Regulatory Organization of Canada (IIROC) in those jurisdictions where the securities regulatory authority has delegated, assigned or authorized IIROC to perform registration functions.

### **PART 2 – FORMS USED BY INDIVIDUALS**

#### **2.1 National Registration Database (NRD)**

The NRD is the database containing information about all registrants and permitted individuals under securities or commodity futures legislation in each jurisdiction of Canada. The requirement for firms to enrol, and to make certain submissions, on NRD are set out in National Instrument 31-102 *National Registration Database*. Detailed information about the NRD and the enrolment process is available in the NRD User Guide published at [www.nrd-info.ca](http://www.nrd-info.ca).

#### **2.2 Form 33-109F4**

##### ***Types of submissions using Form 33-109F4 (Subsections 2.2(1) and 2.5(1))***

The NRD format for submitting a completed Form 33-109F4 under subsection 2.2(1) or 2.5(1) of the Rule include four distinct NRD submission types that are made in the following circumstances:

- *Initial Registration*, when an individual is seeking registration, or review as a permitted individual, through NRD for the first time
- *Registration in an Additional Jurisdiction*, when an individual is registered or is a permitted individual in a jurisdiction of Canada and is seeking registration, or review as a permitted individual, in an additional jurisdiction
- *Registration with an Additional Sponsoring Firm*, when an individual is registered, or is a permitted individual, on behalf of one sponsoring firm and applies for registration, or seeks review as a permitted individual, to act on behalf of an additional sponsoring firm
- *Reactivation of Registration*, when an individual who has an NRD record is applying for registration, reinstatement of registration or is seeking review as a permitted individual and is not eligible under subsection 2.3(2) or 2.5(2) of the Rule to submit a Form 33-109F7

**Submissions by permitted individuals (Sections 2.3 and 2.5)**

Under subsection 2.5(1) of the Rule, within 10 days of becoming a permitted individual, the individual must submit a Form 33-109F4 for review by the regulator. An individual whose registration is suspended may apply to reinstate the registration by submitting a completed Form 33-109F4 to the regulator. This is done with the *Reactivation of registration* submission on NRD. After making this submission the individual may not conduct activities requiring registration unless and until the regulator has approved the application. However, an application for reinstatement or review is not required if the individual meets all of the conditions for automatic reinstatement in subsection 2.3(2) or 2.5(2) of the Rule, which include submitting a completed Form 33-109F7 to the regulator as described in section 2.5 below.

**Relevant securities industry experience (Form 33-109F2 – Item 4.3 and Schedule A; Form 33-109F4 - Item 8.4 and Schedule F)**

The regulators or, in Québec, the securities regulatory authority will assess whether an individual has gained relevant securities industry experience on a case-by-case basis. It may include experience acquired:

- during employment at a registered dealer, a registered adviser or an investment fund manager;
- in related investment fields, such as investment banking, securities trading on behalf of a financial institution, securities research, portfolio management, investment advisory services or supervision of those activities;
- in legal, accounting or consulting practices related to the securities industry; and
- in other professional service fields that relate to the securities industry, or in a securities-related business in a foreign jurisdiction.

The securities industry experience described should be relevant to the category applied for. Please see section 3.4 [Proficiency – initial and ongoing] of the Companion Policy to National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations

for more guidance on relevant securities industry experience.

**Reportable activities (Form 33-109F4 – Item 10 and Schedule G; Form 33-109F7 - Item 7 and Schedule D)**

Individuals must report all activities with their sponsoring firm and certain activities carried on outside of their sponsoring firm in Form 33-109F4 and Form 33-109F7. Activity changes must be reported by the individuals in Form 33-109F5.

To illustrate the analysis on whether an activity outside of the sponsoring firm is reportable in Item 10.2 [Reportable outside activities] of Form 33-109F4 or in Item 7.2 [Reportable outside activities] of Form 33-109F7, Appendix C has been included in this Companion Policy.

The regulator or, in Québec, the securities regulatory authority will take into account the reportable activities when assessing that individual’s application for registration or continuing fitness for registration and the sponsoring firm’s fitness for registration, including the following:

- whether the individual will have sufficient time to effectively carry out their registerable activities, including remaining current on securities law and product knowledge,
- whether the individual will be able to properly service clients,
- whether there is a risk of client confusion and if so, what the risk is and whether there are effective controls and supervision in place to address the risk,
- whether the reportable outside activity presents a material conflict of interest for the individual, and whether that material conflict of interest has been addressed in the best interest of the client,
- whether the reportable outside activity provides the individual with access to privileged, confidential or insider information relevant to their registerable activities.

Category 1 – Activities with another registered firm

Generally, we expect any activity with another registered firm to be reported, whether or not the activity at the other firm requires the individual to be registered. For example, the following roles are reportable: being an advising or dealing representative, owner, director, research analyst, compliance consultant, client relationship manager, human resources manager, or IT service provider for another registered firm.

Category 2 – Activities with an entity that receives compensation from a registered firm

If the individual is the owner (e.g., shareholder, partner), management (e.g., director or officer), or employee of an unregistered entity that receives compensation, such as sales commissions or referral fees, from a registered firm, this activity is reportable. For example, being an employee or owner of an entity that has entered into an agreement in the form set out in Schedule ‘A’ of

MFDA Staff Notice MSN-0072 *Payment of Commissions to Unregistered Corporations is reportable.*

### Category 3 – Other securities-related activities

Activities that involve raising money for an entity, such as structuring the security or derivative, preparing the offering document, soliciting investors, or promoting the sale of a security or derivative is reportable. The activity must be reported if it was carried out any time in the last 7 years.

Given the role of a director or officer in a corporation as the directing mind and management and the nature of partnerships and trusts, we would consider a director, officer, partner, or equivalent position (such as trustees) of an entity that, within the last 7 years, raised money through the issuance of securities or derivatives to be directly involved and thus would be reportable. For example, being the President of a mortgage investment entity that is raising money would be reportable. We would also consider being a director or officer of a reporting issuer to be reportable, such as being a director of a TSX-listed company.

An individual who works at an entity that is raising money through the issuance of securities or derivatives, but has no direct involvement in the capital raising activity, such as a computer programmer at a fintech start-up, would not be required to report, unless the activity falls within another reporting category.

Similarly, charitable or other fundraising activities that do not involve the issuance of securities or derivatives would not be reportable. For example, volunteering for an organization to seek charitable donations would not be reportable.

### Category 4 – Provision of financial or financial-related services

An individual is required to report certain financial and financial-related activities whether or not compensation is received for providing the services. An individual is also expected to report if the individual is a shareholder, partner, director, or officer of an entity that provides one of those services. This includes activities where the individual is responsible for the oversight or provides independent review or expert opinion on the management of an entity's financial assets. For example, being a member of an investment committee that oversees the management of a university's endowment funds or a charity's financial capital, or being a trustee of a family trust.

### Category 5 – Positions of influence

A position of influence is defined in section 13.4.3 of National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*. All positions of influence are reportable. Please see the guidance in section 13.4.3 of the Companion Policy to National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*.

### Category 6 – Specified activities

An individual may participate in one or more activities outside of their sponsoring firm. Where an individual is involved in multiple activities, each activity on its own may not require a significant amount of time. However, if the total amount of time required to carry out all of these activities is significant, particularly where the activity is compensated, it could interfere with the individual's ability to properly carry out registrable functions. As a result, each of these activities is required to be reported when the total amount of time spent on specified activities exceeds 30 hours per month. For example, if an individual held two part-time jobs that each requires the individual to work 20 hours per month, the individual would be required to report each position separately since the total amount of time required is 40 hours per month.

When calculating the total amount of time spent on outside activities, time spent on all reportable outside activities from each category is to be included. For example, if an individual spends 20 hours per month working for the sponsoring firm, but also holds a part-time job providing bookkeeping services that requires on average 15 hours per month, and provides taxi services for 20 hours per month, then both the bookkeeping position (which is reportable under Category 4) and the taxi services should be summed up. In this scenario, the total number of hours spent on outside activities per month, on average, is 35 hours (the 20 hours per month working for the sponsoring firm is not counted). Since the total amount of time spent on specified activities exceeds 30 hours per month, the taxi position is required to be reported under Category 6. However, if the individual did not provide bookkeeping services, then the taxi services would not be required to be reported because the total amount of time spent on specified activities is less than 30 hours per month. The bookkeeping activity is reportable under Category 4 no matter how much time this activity takes or what other activities the individual undertakes.

Appendix C sets out a chart to help individuals determine whether a particular activity is reportable. For example, an individual may need to determine whether a paid part-time job in a warehouse fulfilment centre that requires on average 10 hours per month should be reported. The individual spends 15 hours per month working for the sponsoring firm, has a paid part-time job as a restaurant employee for 15 hours per month, and also volunteers at a local veterinary clinic for 10 hours per month. The position with the warehouse fulfilment centre does not fall within Categories 1 to 5, but is compensated activity and would fall within the first box of Category 6. As a result, the total amount of time working at the warehouse fulfilment centre and the restaurant should be summed up (the restaurant position would fall within item (iii) of the second box of Category 6 being other activities for which the individual is compensated). The volunteer position at the local veterinary clinic does not fall under Categories 1 to 6 since it is unpaid activity and does not need to be reported. In this scenario, the total number of hours spent on outside activities per month, on average, is 25 hours (the 20 hours per month working for the sponsoring firm is not counted). Since the total amount of time spent on specified activities is less than 30 hours per month, neither the position with the warehouse fulfilment centre nor with the restaurant are required to be reported under Category 6.

We expect individuals to determine how much time they spend on a particular activity in any given month by taking into consideration that the time spent may vary from week to week and from month to month over a year, particularly where the activity is seasonal, such as tax services. For example, if an activity requires 60 hours for 3 months, but only 5 hours for the remaining 9 months of the year, the activity on average would only require 18.75 hours per month. If this was



the only outside activity the individual participates in, it would not be reportable. However, we note that even if the activity is not reportable, we would expect firms to have policies and procedures in place to address the impact of the seasonal work on the registered individual's and the firm's ability to meet their regulatory obligations.

### **Uncompensated activities and activities not requiring significant amounts of time**

Generally, uncompensated activities that do not involve securities or financial services and are not positions of influence are not reportable and not factored in when calculating the total amount of time spent on outside activities. For example, volunteer activities, such as being a little league soccer coach or volunteering at an animal shelter, are not required to be reported as they are uncompensated. Additionally, involvement with entities with non-active operations, such as being the owner of a holding company, would likely not be reportable because time spent on this activity does not usually meet the threshold requiring more than an average of 30 hours or more per month.

### **Resignation and terminations (Form 33-109F4 – Item 12 and Schedule I)**

Individuals must report whether they have resigned or been terminated from a position or contract and whether, at the time of their resignation or termination, there existed allegations that the individual: (i) contravened any statutes, regulations, orders of a court or regulatory body, rules or bylaws, or failed to meet standards of conduct, (ii) failed to appropriately supervise compliance with any statutes, regulations, orders of a court or regulatory body, rules, bylaws or standards of conduct, or (iii) committed a crime. Standards of conduct may be internal to the sponsoring firm, such as a sponsoring firm's policies and procedures, or may be external to the sponsoring firm, such as the standards of conduct of an authority exercising jurisdiction over specific business activities or professions.

When providing information about resignations or terminations, individuals must disclose the day that they ceased to carry on duties for the entity or firm they resigned or were terminated from. This date may coincide with the end of the individual's employment, partnership or agency relationship. However, this date can also occur earlier, such as when an individual is subjected to an internal firm suspension or the individual's authority has otherwise been reduced or curtailed pending an internal review. Individuals should provide the date they ceased to carry on duties and not merely the end of an individual's employment, partnership or agency relationship.

### **Agent for service (Form 33-109F4 – Item 18)**

Item 18 *Agent for service* of Form 33-109F4 is a certification clause by the individual that he or she has completed the appointment for service required in each relevant jurisdiction. There is no distinct form under ~~NI 33-109~~the Rule for the appointment of an agent for service for use by individuals. Please refer to the form used by the registered firm. This format is acceptable to the regulator.

## **2.3 Form 33-109F2 (Subsection 2.2(2), Section 2.4, Subsection 2.6(2), Subsection 4.1(4))**

This form is used by individuals to apply to add or to surrender a registration category, to seek review of a change in their permitted individual category or to change any information on Schedule C of a previously submitted Form 33-109F4. If an individual has ceased to have authority to act on behalf of their sponsoring firm as a registered or permitted individual in the last jurisdiction of Canada where they were so acting, they cannot submit a Form 33-109F2. Instead, the individual's sponsoring firm submits a Form 33-109F1 to notify the regulator of the termination or cessation of authority to act on behalf of the firm.

## **2.4 Form 33-109F5 for individuals**

When an individual submits a Form 33-109F5 to update their registration information, NRD will transmit the information to the regulator in each jurisdiction in which the individual is registered or is a permitted individual. However, only the principal regulator processes the submission to update the individual's registration information on NRD, or if necessary to deny or withdraw the submission.

Form 33-109F5 should not be used by an individual applying to add or surrender a registration category or to seek review of a change in his/her permitted individual category. In this case, Form 33-109F2 is used. It should also be noted that Form 33-109F5 is not used by an individual that is registered or is a permitted individual in a jurisdiction of Canada and is seeking registration, or review as a permitted individual, in an additional jurisdiction. In this case, a Form 33-109F4 is used and is identified on NRD as *Registration in an Additional Jurisdiction*. This also applies to an individual adding a sponsoring firm; Form 33-109F4 is used and is identified on NRD as *Registration with an Additional Sponsoring Firm*.

## **2.5 Form 33-109F7 for reinstatement [\(Sections 2.3 and 2.5\)](#)**

When an individual leaves a sponsoring firm and joins a new registered firm, they may submit a Form 33-109F7 to have their registration or permitted individual status automatically reinstated in one or more of the same categories and jurisdictions as before, subject to all of the conditions set out in subsection 2.3(2) or 2.5(2) of the Rule. An individual who meets all of the applicable conditions will be able to transfer directly from one sponsoring firm to another and start engaging in activities requiring registration from the first day that they submit the Form 33-109F7. If certain allegations existed at the time of the individual leaving a sponsoring firm, then regardless of whether the allegations caused or contributed to the individual leaving, the individual may not use the Form 33-109F7. In addition, at the time the individual resigned or was terminated from the former sponsoring firm, all of the information previously submitted in Form 33-109F4, including Item 12, must have been up-to-date. If these conditions are not met, then the individual must apply for reinstatement by completing on NRD a Form 33-109F4 by making the NRD submission entitled "Reactivation of Registration".

## **2.6 Business locations (Form 33-109F4 and Form 33-109F7)**

The term "business location" is defined in section 1.1 of the Rule. If the business location

specified in Item 9 of Form 33-109F4 or Item 5 of NI 33-109F7 is a residence, the individual must certify in both these forms that they give their consent for the regulator or, in Québec, the securities regulatory authority to enter the residence for the administration of securities legislation [and derivatives legislation, including commodity futures legislation](#).

## **2.7 Ongoing fitness for registration**

Every registrant must maintain their fitness for registration on an ongoing basis. Under securities legislation, the regulator has discretionary authority to suspend or revoke an individual's registration or to restrict it with terms and conditions at any time. The regulator may do this, for example, if it receives information through a notice of [cessation](#)~~termination~~ from an individual's former sponsoring firm or any other source that raises concerns about the individual's continued fitness for registration. Individuals will be given an opportunity to be heard before a decision is made to suspend or revoke registration or to impose terms and conditions.

## **PART 3 – FORMS USED BY FIRMS**

### **3.1 Form 33-109F6 ([Paragraph 2.1\(a\)](#))**

When a firm submits a Form 33-109F6 to apply for registration, it may pay the regulatory fees to the applicable regulators by cheque or by using the NRD function called *Resubmit Fee Payment*. A firm that applies in multiple jurisdictions should submit its application to the regulator in the principal jurisdiction or, if Ontario is a non-principal jurisdiction, to the regulators in the principal jurisdiction and in Ontario. For more details refer to National Policy 11204 *Process for Registration in Multiple Jurisdictions*.

Under section 4A.1 of Multilateral Instrument 11-102 *Passport System*, the principal regulator for a foreign firm is the securities regulatory authority or regulator identified in Item 2.2(b) of the firm's most recent Form 33-109F6 or Form 33-109F5 *Change of Registration Information* if the change noted in that form relates to Item 2.2(b) of Form 33-109F6. For firms without a head office in Canada or not already registered in a jurisdiction of Canada, Item 2.2(b) of Form 33-109F6 specifies that the principal regulator is the jurisdiction of Canada in which the firm expects to conduct most of its activities that require registration as at the end of its current financial year or conducted most of its activities that require registration as at the end of its most recently completed financial year. Firms should determine whether to base the selection on where they expect to conduct most of their activities or where they conducted most of their activities the previous year based on which they feel is most appropriate.

The factors a firm should consider in identifying the principal regulator are:

- the jurisdiction in which the firm has a business location
- when applying for dealer registration or adviser registration, the jurisdiction in which the firm expects to have most of its clients as at the end of its current financial year or the jurisdiction in which most of the firm's clients were located at the end of its most recently completed financial year

- when applying for investment fund manager registration, the jurisdiction in which the firm expects to conduct most of its investment fund manager activities as at the end of its current financial year or the jurisdiction in which most of the firm’s investment fund manager activities were conducted at the end of its most recently completed financial year
- when applying for investment fund manager registration and another category of registration, the jurisdiction in which firm expects to conduct most of the activities that require registration as at the end of its current financial year or conducted most of the activities that require registration as at the end of its most recently completed financial year based on the foregoing

Under section 4A.2 of Multilateral Instrument 11-102 *Passport System*, a securities regulatory authority or regulator has the discretion to change the principal regulator for the firm.

### [Changes in outstanding legal actions](#)

[Registered firms are required to provide updates on the changes in legal actions reported in item 8.3 of Form 33-109F6. This includes claims, defenses, counterclaims, and amendments. In addition, we expect registered firms to inform regulators of any decisions in the legal action that could significantly affect the firm, its business or the outcome of the legal action. Reporting of documentary discovery and adjournments are not required.](#)

### **3.2 Form 33-109F5 [\(Subsection 3.1\(6\)\)](#)**

A firm that is registered in multiple jurisdictions may submit a Form 33-109F5 to its principal regulator only to notify regulators of a change to the firm’s registration information, in accordance with subsection 3.1(6) of the Rule.

### **3.3 Form 33-109F3 [\(Paragraph 2.1\(b\); Form 33-109F4 – Item 22\)](#)**

A firm must notify the regulator of each business location in the jurisdiction. The term “business location” is defined in section 1.1 of the Rule and may include a residence where a firm’s registered individuals are based for the purpose of carrying out activities that require registration.

Firms certify in Item 22 of Form 33-109F4 that if the business location is a residence, the individual conducting business from that business location has completed a Form 33-109F4 certifying that they give their consent for the regulator or, in Québec, the securities regulatory authority to enter the residence for the administration of securities legislation.

Firms submit this form through the NRD website.

### **3.4 Discretionary exemption for bulk transfers**

Regulators will consider an application for an exemption from certain requirements in the Rule

to facilitate a reorganization or combination of firms which would otherwise require a large number of submissions to change business locations and transfer individuals. The information required, and the conditions to obtain, this type of exemption application are described in the attached ~~Appendix C~~ [Appendix D](#).

### **3.5 Form 33-109F1 ([Section 4.2](#))**

~~Under section 4.2 of the Rule, a registered firm must notify the regulator no more than 10 days after an individual ceased to have authority to act on behalf of the firm, as a registered or permitted individual. Typically, this occurs due to the termination of the individual's employment, partnership or agency relationship with the firm. However, it also occurs when an individual is re-assigned to a different position at the firm that does not require registration or is not a permitted individual category. Form 33-109F1 is submitted through the NRD website to give notice of the cessation date and the reason for the termination or cessation.~~

~~Under paragraph 4.2(1)(b) of the Rule, the information in Item 5 [*Details about the termination*] of a Form 33-109F1 must be submitted unless the cessation of authority to act on behalf of the firm was caused by the death of the individual. A firm can submit the information in Item 5 either at the time of the making the initial submission on NRD, if the information is available within that 10 day period, or within 30 days of the cessation date, by making an NRD submission entitled *Update / Correct Termination Information*.~~

Under section 4.2 of the Rule, a registered firm must notify the regulator or, in Québec, the securities regulatory authority no more than 10 days after an individual ceased to have authority to act on behalf of the registered firm, as a registered individual or permitted individual. Typically, this occurs due to the cessation of the individual's employment, partnership or agency relationship with the registered firm. However, it also occurs when an individual is re-assigned to a different position at the registered firm that does not require registration or is no longer a permitted individual category. Section 4.2 requires that firms notify the regulator within 10 days of the date that the person ceased to have authority to act and not merely the end of an individual's employment, partnership or agency relationship. Please refer to the definition "cessation date". Form 33-109F1 is submitted through the NRD website to give notice of the cessation date and the reason for the cessation.

Under paragraph 4.2(1)(b) of the Rule, the information in Item 5 [*Details about the cessation*] of a Form 33-109F1 must be submitted unless the cessation of authority to act on behalf of the registered firm was caused by the death of the individual. A registered firm can submit the information in Item 5 either at the time of making the initial submission on NRD, if the information is available within that 10 day period, or within 30 days of the cessation date, by making an NRD submission entitled "*Update / Correct Cessation Information*".

## **PART 4 – DUE DILIGENCE BY FIRMS**

### **4.1 Obligations of former sponsoring firm ([Subsections 4.2\(3\) and \(4\)](#))**

After submitting a Form 33-109F1 with regard to a former sponsored individual, a firm should

promptly send the individual a copy of the completed Form 33-109F1. Under subsections 4.2(3) and (4) of the Rule, within 10 days of a request by a former sponsored individual, a firm must provide the individual with a copy of the Form 33-109F1 that was submitted, and if necessary, a further copy that includes the information in Item 5 of the Form 33-109F1, within 10 days of submitting that information.

#### **4.2 Obligations of new sponsoring firm [\(Section 5.1\)](#)**

In fulfilling its obligations under subsection 5.1(1) of the Rule, a [sponsoring](#) firm should make reasonable efforts to do all of the following:

- establish written policies and procedures to verify an individual's information prior to submitting a Form 33-109F4 or Form 33-109F7 on behalf of the individual
- document the [sponsoring](#) firm's review of an individual's information in accordance with the [sponsoring](#) firm's policies and procedures
- regularly remind registered and permitted individuals about their disclosure obligations under the Rule, such as notifying the regulator about changes to their registration information

Under subsection 5.1(2) of the Rule, within 60 days of hiring a sponsored individual, a [sponsoring](#) firm must obtain a copy of the most recent Form 33-109F1, if any, for the individual. If a sponsoring firm cannot obtain it from the sponsored individual, as a last resort the sponsored individual should request it from the regulator.

The information referred to above will assist the [sponsoring](#) firm in meeting its obligations under subsection 5.1(1) of the Rule and should inform the [sponsoring](#) firm's hiring decisions. If an individual is hired before a completed Form 33-109F1 is available and if the [sponsoring](#) firm discovers an inconsistency in the individual's disclosure to the [sponsoring](#) firm or the regulator, then the [sponsoring](#) firm should take appropriate action. All of the required information should be available within 60 days of hiring the individual, which will often fall within the individual's probation period under their employment or agency contract.

## **PART 5 – COMMODITY FUTURES ACT SUBMISSIONS**

### **5.1 Ontario**

In Ontario, if a person or company is required to make a submission under both the Rule and OSC Rule 33-506 (*Commodity Futures Act*) *Registration Information* 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.

### **5.2 Manitoba**

In Manitoba, the Rule is a rule under each of the *Securities Act* and the *Commodity Futures Act*.

A single submission with respect to the same information will satisfy the requirements of both statutes.

**Appendix A**  
**Summary of Notice Requirements in National Instrument 33-109**

<b>Description of Change</b>	<b>Notice Period</b>	<b>Section</b>	<b>Form submitted</b>
<b>Firms—Form 33-109F6 information</b>			<b>by e-mail, fax or mail</b>
Part 1—Registration details	10 days	3.1(1)(b)	Form 33-109F5
Part 2—Contact information, including head office address (except 2.4)	10 days		
Item 2.4—Agent and Address for service {Items 3 and 4 of Schedule B to Form 33-109F6}	10 days	3.1(4)	Schedule B to Form 33-109F6 <i>Submission to jurisdiction</i>
Part 3—Business history & structure	30 days	3.1(1)(a)	Form 33-109F5
Part 4—Registration history	10 days	3.1(1)(b)	
Part 5—Financial condition	10 days		
Part 6—Client relationships	10 days		
Part 7—Regulatory action	10 days		
Part 8—Legal action	10 days		
<b>Firms—other notice requirements</b>			
Open / change of business location (other than head office)	10 days	3.2	Form 33-109F3
Termination / Cessation of Authority of a registered or permitted individual—Items 1-4 —Item 5	10 days	4.2(2)(a)	Form 33-109F1
	30 days	4.2(2)(b)	
<b>Individuals—Form F4 information</b>			<b>in NRD format</b>
Item 1—Name	10 days	4.1(1)(b)	Form 33-109F5
Item 2—Address	10 days		
Item 3—Personal information	No update required	4.1(2)	
Item 4—Citizenship	30 days	4.1(1)(a)	
Item 5—Registration jurisdictions	10 days	4.1(1)(b)	
Item 6—Individual categories	10 days		
Item 7—Address for service	10 days		
Item 8—Proficiency	10 days		
Item 9—Location of employment	10 days		
Item 10—Current employment	10 days		
Item 11—Previous employment	30 days	4.1(1)(a)	
Item 12—Terminations	10 days		



Item 13—Regulatory disclosure	10 days		
Item 14—Criminal disclosure	10 days	4.1(1)(b)	
Item 15—Civil disclosure	10 days		
Item 16—Financial disclosure	10 days		
Item 17—Ownership of securities	10 days		
Change of F4: registrant position or relationship with sponsoring firm/	10 days	4.1(4)	Form 33-109F2
Review of a Permitted individual	10 days after appointment	2.5	Form 33-109F4 or Form 33-109F7, subject to conditions
Automatic reinstatement of registration subject to conditions	within 90 days of cessation date	2.3(2)	Form 33-109F7

**Appendix A**  
**Summary of Notice Requirements in National Instrument 33-109**

<b><u>Description of Change</u></b>	<b><u>Notice Period</u></b>	<b><u>Section</u></b>	<b><u>Form Submitted</u></b>
<b><u>Firms – Form 33-109F6 information</u></b>			<b><u>by e-mail, fax or mail</u></b>
<u>Part 1 – Registration details</u>	<u>15 days</u>	<u>3.1(1.1)(b)</u>	<u>Form 33-109F5</u>
<u>Part 2 – Contact information, including head office address (except 2.4)</u>	<u>15 days</u>		
<u>Item 2.4 – Agent and Address for service [Items 3 and 4 of Schedule B to Form 33-109F6]</u>	<u>15 days</u>	<u>3.1(4)</u>	<u>Schedule B to Form 33-109F6</u> <u>Submission to jurisdiction</u>
<u>Part 3 – Business history &amp; structure</u>	<u>30 days</u>	<u>3.1(1.1)(a)</u>	<u>Form 33-109F5</u>
<u>Part 4 – Registration history (except item 4.1)</u>	<u>15 days</u>	<u>3.1(1.1)(b)</u>	
<u>Item 4.1 – Securities registration</u>	<u>30 days</u>	<u>3.1(1.1)(a)</u>	
<u>Part 5 – Financial condition (except item 5.12)</u>	<u>15 days</u>	<u>3.1(1.1)(b)</u>	
<u>Item 5.12 – Auditor</u>	<u>30 days</u>	<u>3.1(1.1)(a)</u>	
<u>Part 6 – Client relationships (except items 6.1 and 6.2)</u>	<u>15 days</u>	<u>3.1(1.1)(b)</u>	
<u>Item 6.1 – Client assets</u>	<u>30 days</u>	<u>3.1(1.1)(a)</u>	
<u>Item 6.2 – Conflicts of interest</u>			
<u>Part 7 – Regulatory action</u>	<u>15 days</u>	<u>3.1(1.1)(b)</u>	
<u>Part 8 – Legal action</u>	<u>15 days</u>	<u>3.1(1.1)(b)</u>	
<b><u>Firms – other notice requirements</u></b>			<b><u>in NRD format</u></b>
<u>Open / change of business location (other than head office)</u>	<u>15 days</u>	<u>3.2</u>	<u>Form 33-109F3</u>
<u>Cessation of Authority of a registered or permitted individual – Items 1- 4</u>  <u>– Item 5</u>	<u>10 days*</u>	<u>4.2(2)(a)</u>	<u>Form 33-109F1</u>
	<u>30 days</u>	<u>4.2(2)(b)</u>	
<b><u>Individuals – Form F4 information</u></b>			<b><u>in NRD format</u></b>
<u>Item 1 – Name</u>	<u>15 days</u>	<u>4.1(1)(b)</u>	<u>Form 33-109F5</u>
<u>Item 2 – Address (except items 2.1 and 2.2)</u>	<u>15 days</u>		
<u>Item 2.1 – Current and previous residential address</u>	<u>30 days</u>	<u>4.1(1)(a)</u>	
<u>Item 2.2 – Mailing address</u>			
<u>Item 3 – Personal information</u>	<u>No update required</u>	<u>4.1(2)</u>	
<u>Item 4 – Citizenship</u>	<u>30 days</u>	<u>4.1(1)(a)</u>	
<u>Item 5 – Registration jurisdictions</u>	<u>15 days</u>	<u>4.1(1)(b)</u>	
<u>Item 6 – Individual categories</u>	<u>15 days</u>		

<a href="#">Item 7 – Address for service</a>	<a href="#">15 days</a>		
<a href="#">Item 8 – Proficiency</a>	<a href="#">15 days</a>		
<a href="#">Item 9 – Location of employment</a>	<a href="#">15 days</a>		
<a href="#">Item 10 – Reportable activities</a>	<a href="#">30 days</a>		
<a href="#">Item 11 – Previous employment</a>	<a href="#">30 days</a>	<a href="#">4.1(1)(a)</a>	
<a href="#">Item 12 –Terminations</a>	<a href="#">15 days</a>		
<a href="#">Item 13 – Regulatory disclosure</a>	<a href="#">15 days</a>		
<a href="#">Item 14 – Criminal disclosure</a>	<a href="#">15 days</a>	<a href="#">4.1(1)(b)</a>	
<a href="#">Item 15 – Civil disclosure</a>	<a href="#">15 days</a>		
<a href="#">Item 16 – Financial disclosure</a>	<a href="#">15 days</a>		
<a href="#">Item 17 – Ownership of securities</a>	<a href="#">15 days</a>		
<a href="#">Change of F4: registrant position or relationship with sponsoring firm/</a>	<a href="#">15 days</a>	<a href="#">4.1(4)</a>	<a href="#">Form 33-109F2</a>
<a href="#">Review of a Permitted individual</a>	<a href="#">10 days* after appointment</a>	<a href="#">2.5</a>	<a href="#">Form 33-109F4 or Form 33-109F7, subject to conditions</a>
<a href="#">Automatic reinstatement of registration subject to conditions</a>	<a href="#">within 90 days of cessation</a>	<a href="#">2.3(2)</a>	<a href="#">Form 33-109F7</a>

[\\*The notice period for a cessation of authority of registered individuals and permitted individuals and a review of permitted individuals is within 10 days of such event.](#)

## Appendix B Contact Information for the Regulators and IIROC

Part 1 provides the regulators' contact information for registrants in all categories, except for those in the jurisdictions and categories listed in Part 2

Part 2 below, provides IIROC's contact information in the jurisdictions where IIROC performs registration functions for ~~representatives~~ Approved Persons of investment dealers and, in some cases, for investment dealer firms

### Part 1 – Regulators' Contact Information

#### Alberta

[e-mail: registration@asc.ca](mailto:registration@asc.ca)

fax: (403) 297-4113

Alberta Securities Commission,  
Suite 600, 250–5th St. SW  
Calgary, AB T2P 0R4

[Attention: Registration department](#)

#### British Columbia

[e-mail: registration@bcsc.bc.ca](mailto:registration@bcsc.bc.ca)

fax: (604) 899-6506

British Columbia Securities Commission  
P.O. Box 10142, Pacific Centre  
701 West Georgia Street  
Vancouver, BC V7Y 1L2  
Attention: Registration

#### Manitoba

[e-mail: registrationmsc@gov.mb.ca](mailto:registrationmsc@gov.mb.ca)

fax: (204) 945-0330

The Manitoba Securities Commission  
500-400 St. Mary Avenue  
Winnipeg, MB R3C 4K5  
Attention: Registrations

#### New Brunswick

[e-mail: nrs@fcnb.ca](mailto:nrs@fcnb.ca)

fax: (506) 658-3059

Financial and Consumer Services Commission of New  
Brunswick / Commission des services financiers et des  
services aux consommateurs du Nouveau-Brunswick  
Suite 300, 85 Charlotte Street  
Saint John, NB E2L 2J2  
Attention: Registration

#### Newfoundland and Labrador

[e-mail: scon@gov.nl.ca](mailto:scon@gov.nl.ca)

fax: (709) 729-6187

Superintendent of Securities, Service NL  
Government of Newfoundland and Labrador  
P.O. Box 8700, 2nd Floor, West Block  
Confederation Building  
St. John's, NL A1B 4J6  
Attention: Registration Section

#### Northwest Territories

[e-mail: SecuritiesRegistry@gov.nt.ca](mailto:SecuritiesRegistry@gov.nt.ca)

fax: (867) 873-0243

Government of the Northwest Territories  
Department of Justice  
P.O. Box 1320  
Yellowknife, NWT X1A 2L9  
Attention: Exemption Review Staff

#### Nova Scotia

[e-mail: nrs@novascotia.ca](mailto:nrs@novascotia.ca)

fax: (902) 424-4625

Nova Scotia Securities Commission  
Suite 400, 5251 Duke Street  
Halifax, NS B3J 1P3  
Attention: Registration

#### Nunavut

[e-mail: CorporateRegistrations@gov.nu.ca](mailto:CorporateRegistrations@gov.nu.ca)

fax: (867) 975-6594

Government of Nunavut  
Department of Justice  
P.O. Box 1000 Station 570  
Iqaluit, NU X0A 0H0  
Attention: Superintendent of Securities

#### Ontario

Telephone: (416) 593-8314

[e-mail: registration@osc.gov.on.ca](mailto:registration@osc.gov.on.ca)

#### Prince Edward Island

[e-mail: ccis@gov.pe.ca](mailto:ccis@gov.pe.ca)

fax: (902) 368-5283

Ontario Securities Commission  
22<sup>nd</sup> Floor  
20 Queen Street West  
Toronto, ON M5H 3S8  
Attention: Compliance and Registrant Regulation

Securities Office  
Department of Community Affairs and Attorney  
General  
P.O. Box 2000, 95 Rochford Street  
Charlottetown, PE C1A 7N8  
Attention: Superintendent of Securities

### Québec

[e-mail: inscription@lautorite.qc.ca](mailto:inscription@lautorite.qc.ca)  
fax : (514) 873-3090  
Autorité des marchés financiers  
Direction de l'encadrement des intermédiaires  
800 square Victoria, 22e étage  
C.P 246, Tour de la Bourse  
Montréal (Québec) H4Z 1G3

### Saskatchewan

[e-mail: registrationsfsc@gov.sk.ca](mailto:registrationsfsc@gov.sk.ca)  
fax: (306) 787-5871  
Financial and Consumer Affairs Authority of  
Saskatchewan  
Suite 601  
1919 Saskatchewan Drive  
Regina, SK S4P 4H2  
Attention: Registration

### Yukon

[e-mail: securitiescorporateaffairs@gov.yk.ca](mailto:securitiescorporateaffairs@gov.yk.ca)  
fax: (867) 393-6251  
Government of Yukon  
[Office of the Yukon](#) Superintendent of Securities  
P.O. Box 2703 C-6  
Whitehorse, YT Y1A 2C6  
Attention: Superintendent of Securities

## PART 2 – Investment Industry Regulatory Organization of Canada Contact Information

\*\* registration of investment dealer firms and their ~~representatives~~ [Approved Persons](#) \*\*

\* registration of investment dealer ~~representatives~~ [Approved Persons](#) \*

**\*\* Alberta – IROC \*\***

**\*\* Saskatchewan- IROC \*\***

[e-mail: registration@iiroc.ca](mailto:registration@iiroc.ca)  
fax: (403) 265-4603  
#2300, 355- 4<sup>th</sup> Avenue SW,  
Calgary, AB T2P 0J1  
Attention: Registration department

**\*\*British Columbia – IROC\*\***

[e-mail: registration@iiroc.ca](mailto:registration@iiroc.ca)  
fax: 604-683-3491  
1055 West Georgia Street  
Suite 2800 – Royal Centre  
Vancouver, BC V6E 3R5  
Attention: Registration department

~~\*\* Newfoundland and Labrador – IROC \*\*~~

**\* Ontario – IROC \***

[e-mail: registration@iiroc.ca](mailto:registration@iiroc.ca)  
fax: (416) 364-9177  
Suite 1600, 121 King Street West  
Toronto, ON M5H 3T9  
Attention: Registration department

**\*\* Newfoundland and Labrador – IROC \*\***

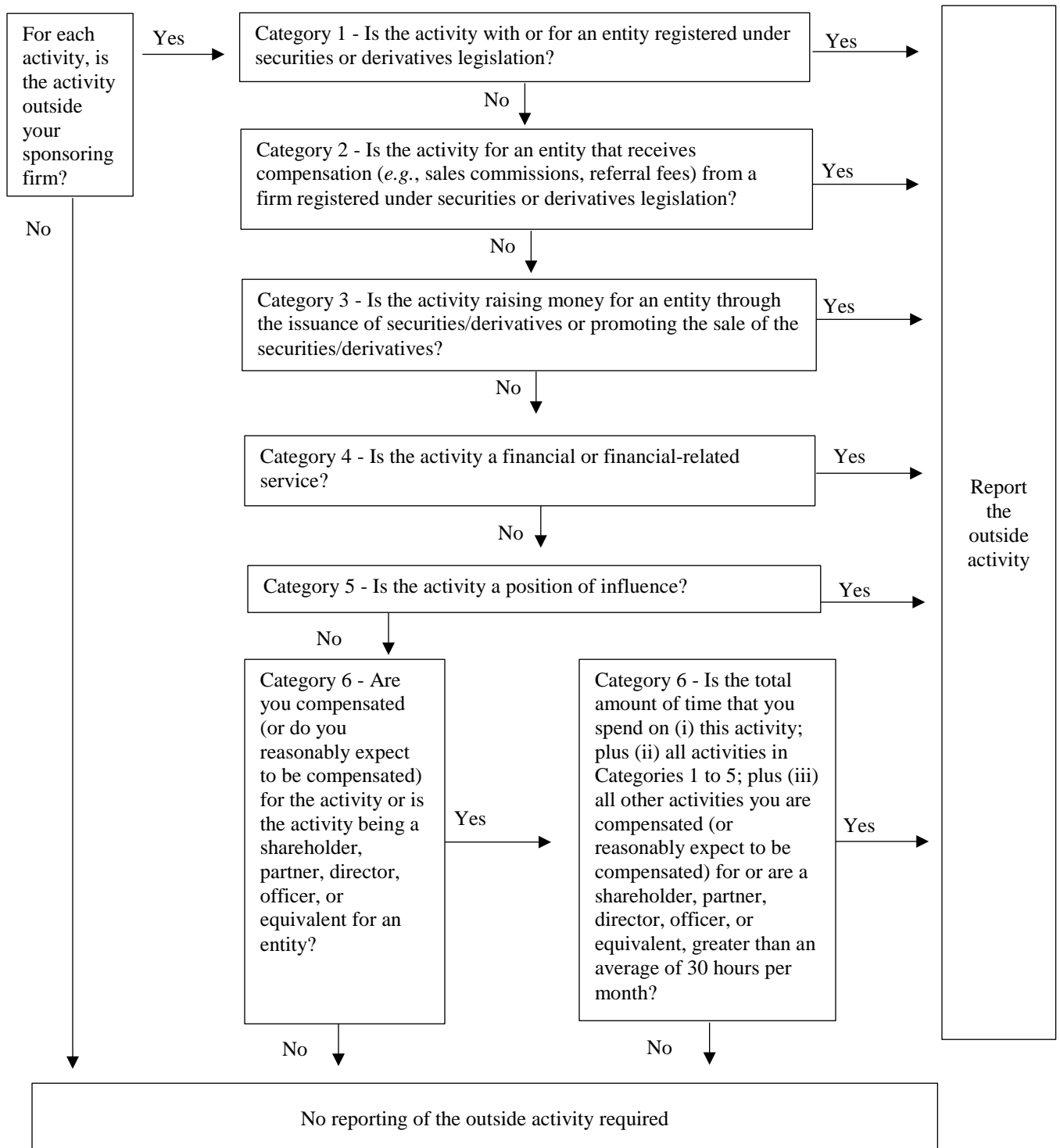
**\*\* New Brunswick – IROC \*\***

**\* Québec – IROC \***

~~[e-mail: registration@iiroc.ca](mailto:registration@iiroc.ca)  
fax: (514) 878-0797  
Organisme canadien de réglementation du commerce  
des valeurs mobilières  
5 Place Ville Marie  
Bureau 1550  
Montréal (Québec) H3B 2G2  
Attention : Service des inscriptions  
[e-mail: registration@iiroc.ca](mailto:registration@iiroc.ca)  
fax: (514) 878-0797  
[Organisme canadien de réglementation du commerce](#)~~

des valeurs mobilières  
525 Viger Avenue West,  
Suite 601  
Montréal (Québec) H2Z 0B2  
Attention : Service des inscriptions

**Appendix C**  
**Reportable Outside Activities**



~~Appendix C~~ Appendix D

**Discretionary Exemption for Bulk Transfers of Business 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 jurisdiction(s) and registered in the same categories as the acquiring firm, and if a significant number of individuals are associated on NRD with the business locations, the regulator will consider granting an exemption from any or all of the following requirements:

- (a) to submit a notice regarding the termination of each employment, partner, or agency relationship under section 4.2 of the Rule;
- (b) to submit a registration application or a reinstatement notice for each individual seeking to be a registered individual under section 2.2 or 2.3 of the Rule;
- (c) to submit a Form 33-109F4 or Form 33-109F7 for each permitted individual under section 2.5 of the Rule;
- (d) to notify the regulator of a change to the business location information in Form 33-109F3 under section 3.2 of the Rule.

(2) The 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 well in advance of the date (transfer date) on which the business locations will be transferred. It would typically be sufficient if a firm submits the application at least 30 days before the transfer date. An application for this type of exemption 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),
  - (iii) the date that the business locations and individuals will be transferred to the registered firm named in (a).

(3) If the exemption is granted, as soon as practicable after the transfer date, the regulator will instruct the NRD administrator to record on NRD the transfer of the business locations, registered individuals and permitted individuals.

(4) 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 their principal regulator to discuss what steps are required for the firm to be eligible for a bulk transfer exemption as described above.



(5) A firm applying for this type of exemption in more than one jurisdiction should refer to National Policy 11-203 *Process for Exemption Applications in Multiple Jurisdictions* for guidance on the form of application and the information required. The firm may set out the information referred to in (2) as follows:

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: