

# CANADIAN SECURITIES ADMINISTRATORS (CSA) STAFF NOTICE 24-305 : FREQUENTLY ASKED QUESTIONS ABOUT *REGULATION 24-101 RESPECTING INSTITUTIONAL TRADE MATCHING AND SETTLEMENT AND RELATED POLICY STATEMENT*

**Référence** : Non disponible

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To assist market participants in complying with *Regulation 24-101 respecting Institutional Trade Matching and Settlement* (Regulation 24-101 or the Regulation), we have compiled some frequently asked questions (FAQs) with our responses. This list of FAQs is not exhaustive, but includes issues and questions raised by stakeholders.

Some terms we have used in these FAQs are defined in Regulation 24-101, in related *Policy Statement to Regulation 24-101 respecting Institutional Trade Matching and Settlement* (the Policy Statement), or in *Regulation 14-101 respecting Definitions*.

We have divided the FAQs into the following categories:

- A. Definitions, interpretation and concepts
- B. Application
- C. Trade matching requirements – general policies and procedures
- D. Trade matching documentation (Sections 3.2 and 3.4 of the Regulation)
- E. Trade matching requirements specific to advisers
- F. Trade matching requirements – cross-border trade orders
- G. Reporting requirements for registered firms
- H. CSA contacts

## **A. Definitions, interpretation and concepts**

A-1 Q: What types of trades are typically considered as “DAP/RAP trades”?

A: DAP/RAP trades are trades for a delivery-against-payment or receipt-against-payment (or similarly named) account of an institutional investor that are generally settled through a separate custodian on the books of the clearing agency, CDS Clearing and Depository Services Inc. (CDS). The Regulation applies to all types of DAP/RAP trades except those described in section 2.1 of the Regulation.

A-2 Q: Who is an “institutional investor” under the Regulation?

A: An institutional investor is a client of a dealer that has been granted DAP/RAP trading privileges by the dealer, which typically include investment funds, pension plans, and financial institutions.

A-3 Q: GHI Mutual Fund is a client of Specialized Broker (SB), a dealer that provides specialized trade execution services. SB is not a participant of CDS and has a clearing arrangement with Clearing Broker (CB), a dealer that provides clearing, settlement and custody services for SB. GHI Mutual Fund has a direct custodial arrangement with the Custodian Trust Company, which holds GHI Mutual Fund’s investments. Would trades executed by SB and cleared by CB for GHI Mutual Fund be DAP/RAP trades? If so, which dealer would be required to comply with Parts 3 and 4 of the Regulation for these trades, and who would be “trade-matching parties”?

A: Trades executed by SB and cleared by CB for GHI Mutual Fund would be DAP/RAP trades because these trades would be settled for the client on a delivery-against-payment or receipt-against-payment basis through the facilities of a clearing agency by Custodian Trust Company. SB would be required to comply with Parts 3 and 4 of the Regulation in this case. In addition to SB, each of CB, GHI Mutual Fund and Custodian Trust Company would be trade-matching parties under the Regulation. Trade matching parties are encouraged to enter into a trade-matching agreement with, or provide a trade-matching statement to, SB. See section 3.2 of the Regulation. The purpose of such agreements or statements is to promote among trade-matching parties policies and procedures designed to achieve matching as soon as practical after a trade is executed. See the definitions of “trade-matching agreement” and “trade-matching statement” in section 1.1 of the Regulation.

A-4 Q: DEF Hedge Fund is a client of ABC Broker, a full-service dealer that provides prime brokerage services for DEF Hedge Fund and other hedge funds, including custodial functions. DEF Hedge Fund uses ABC Broker to execute all of its trades. Do the matching requirements of Regulation 24-101 apply to these trades?

A: No. These are not DAP/RAP trades because ABC Broker is both executing and settling the trades on behalf of DEF Hedge Fund. A separate custodian is not involved in the trades.

A-5 Q: Assume the same facts as above (A-4), except that DEF Hedge Fund sometimes uses other dealers in addition to ABC Broker to execute its trades. Do the matching requirements of Regulation 24-101 apply to the trades executed by the other dealers for DEF Hedge Fund?

A: Yes. If another dealer (e.g., XYZ Broker) executes a trade for DEF Hedge Fund, this trade will likely fall within the Regulation’s definition of a DAP/RAP trade. This trade is likely settled for DEF Hedge Fund on a delivery-against-payment or receipt-

against-payment basis through CDS, involving the accounts of both ABC Broker (as the custodian) and XYZ Broker (as the executing dealer).<sup>1</sup>

A-6 Q: What if, in the above scenario (A-5), XYZ Broker “gives up” a trade executed for DEF Hedge Fund in favour of ABC Broker. Would such a trade still be a DAP/RAP trade?

A: We understand that in a trade “give up” the executing dealer places a trade on behalf of another dealer as if the latter had actually executed the trade itself. Sometimes an institutional client may ask the executing dealer to relinquish or assign the trade (a binding contract) to its prime broker. If the “give up” arrangement is in place prior to execution of the trade and does not involve a trade that is settled for the client on a delivery-against-payment or receipt-against-payment basis through the facilities of a clearing agency by a separate custodian, then we would not view such trades as DAP/RAP trades.

A-7 Q: How are partial fills (i.e., orders that are filled over several days) treated under the matching requirements of Regulation 24-101?

A: The answer depends on the terms of the agreement governing the trading relationship between the dealer and the investment manager. If the investment manager is contractually bound by a partial fill, thus triggering a notice of execution (NOE) from the dealer either intra-day or at the end of the trading day, that trade is subject to the matching requirements of Regulation 24-101. If, on the other hand, the investment manager is not bound by the order until it is complete and the NOE is triggered only when the dealer advises the investment manager of the fill, the matching requirements of Regulation 24-101 only come into effect when the complete order has been filled.<sup>2</sup>

A-8 Q: We are a mutual fund management group that uses a separate registered portfolio manager (PM) to process our trades on behalf of each of our mutual funds through various executing dealers. Are we a “trade-matching party”?

A: No, so long as a PM is acting for your mutual funds in processing their trades. See paragraphs (a) and (b) of the definition “trade-matching party” in section 1.1 of the Regulation.

A-9 Q: We are a mutual fund management group that uses separate domestic and foreign sub-advisers to process our trades on behalf of our mutual funds through various executing dealers. The sub-advisers are responsible for the trades, including the clearing and settlement process. Would all the sub-advisers be “trade-matching parties”?

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<sup>1</sup> If XYZ Broker is not a direct participant of CDS, then settlements would involve the accounts of ABC Broker (as custodian) and XYZ Broker’s corresponding clearing broker maintained at CDS.

<sup>2</sup> This answer is consistent with industry best practices and standards for institutional trade processing. See section 2.4(1) of the Policy Statement.

A: If a sub-adviser is dealing with a registered dealer directly to process DAP/RAP trades on behalf of the mutual funds, the sub-adviser would meet the definition of a trade-matching party in section 1.1 of the Regulation. This applies to all sub-advisers regardless of whether they are based or registered in Canada.

As a trade-matching party, your sub-advisers are encouraged to either enter into a trade-matching agreement with the dealer, or provide a trade-matching statement to the dealer. You may need to work with your sub-advisers to identify your respective roles and responsibilities in the processing of the trades of your mutual funds.

In addition to being a trade-matching party, those sub-advisers that are registered firms are subject to sections 3.3, 3.4 and 4.1 of the Regulation.

A-10 Q: In the above scenario (A-9), some of our U.S.-based sub-advisers may be trading in the Canadian markets for our funds. They usually do not deal directly with a Canadian registered dealer for DAP/RAP trades in Canada, but instead give trade orders to a U.S. broker-dealer, who in turn deals directly with a Canadian registered dealer for DAP/RAP trades in Canada. Would these sub-advisers be “trade-matching parties”?

A: The U.S.-based sub-advisers would not be considered to be trade-matching parties in this case. However, the U.S. broker-dealer dealing directly with the Canadian registered dealer for executing DAP/RAP trades may be considered a trade-matching party under paragraph (b) of the definition of that term in section 1.1 of the Regulation. See Part F for more cross-border questions.

A-11 Q: Does “matching” under the Regulation mean when both sides of a trade report the same details of the trade into a system, and the system itself performs the matching?

A: The concept of matching for the purposes of the Regulation is broader. See section 1.2(1) of the Regulation. Conceptually, it is the *end result* of either a sequential confirmation and affirmation process or a “virtual matching” process among trade-matching parties. As a result, the Regulation contemplates, and is neutral towards, either matching approach, which is consistent with the industry’s best practices and standards.

## **B. Application**

B-1 Q: The Regulation does not apply to trades “to be settled outside Canada” (see section 2.1(g) of the Regulation). What do you mean by that?

A: Trades that are cleared and settled through the facilities of a clearing agency based outside of Canada would be trades settled outside of Canada.

B-2 Q: Are trades in investment products that normally do not settle through the facilities of a clearing agency subject to the Regulation (e.g., partnership units)?

A: The trade matching requirements of the Regulation (Parts 3 and 4) apply to DAP/RAP trades, which, by definition, are trades that settle on a delivery-against-payment or receipt-against-payment basis through the facilities of a clearing agency. Therefore, trades in investment products that do not settle through the facilities of a clearing agency would not be subject to such requirements. However, the trade settlement requirement of Part 7 of the Regulation may apply to these trades.

### **C. Trade matching requirements – general policies and procedures**

C-1 Q: The Policy Statement says that when establishing appropriate policies and procedures, a party should consider the industry’s generally adopted best practices and standards for institutional trade processing. My PM firm has developed and designed specific policies and procedures that are unique to our own business structure and risk profile in the trading and investing of securities. While my firm’s policies and procedures may differ from those of other firms, they are adequate to meet the requirements of Regulation 24-101. Is my firm complying with Regulation 24-101?

A: Yes, provided that your policies and procedures are reasonably designed to meet the requirements of Regulation 24-101. See section 2.4(1) of the Policy Statement. We recognize that market participants may have different policies and procedures for their unique business circumstances. See section 2.4(2) of the Policy Statement.

C-2 Q: A number of logistical issues are associated with compliance with Regulation 24-101, for example:

- What do we have to cover in our trade matching policies and procedures?
- What systems and processes do we have to change to comply with the Regulation?
- What are some of the systems or service providers available to help us comply?
- Are we going to have to retrain or hire additional staff?

A: Regulation 24-101 is generally a principles-based rule. It does not prescribe in detail what a market participant’s policies and procedures should cover. However, the Policy Statement does provide some useful guidance on this question. See section 2.4 and 2.3(2)(b) of the Policy Statement. The industry has made suggestions to assist market participants in this area. Based on those suggestions, we recommend that trade-matching parties follow these basic steps:

1. Review your current systems capabilities and processes to identify what may prevent your firm from achieving the Regulation’s requirements;

2. Develop policies and procedures to achieve the target set out in section 4.1 of the Regulation;
3. Identify what changes need to be made to the services provided by third party vendors, or whether third party service providers could assist you in complying with the Regulation;
4. Develop with your trade-matching parties a form of trade-matching statement or agreement;
5. Put in place monitoring processes to assess your own and other trade-matching parties' compliance with the Regulation including the required timelines;
6. Plan to meet the exception reporting target for each calendar quarter;
7. Make and test any systems and process changes needed; and
8. Enter into any agreements and/or receive any statements from other trade matching parties.

Some service providers will likely be matching service utilities (MSUs) operating in the Canadian institutional marketplace. These MSUs may facilitate the matching process for certain trade-matching parties. See section 2.5 of the Policy Statement. In the short term, you may need to retrain or hire additional back-office staff to comply with the matching requirements. If so, as you become more efficient, you may be able to re-allocate staff. In addition, you may need to upgrade your systems to enhance your *interoperability* with other trade matching parties. See section 2.4(2) of the Policy Statement.

C-3 Q: If I choose to, can I still match trades on a manual basis?

A: As noted, Regulation 24-101 is generally a principles-based rule and does not prescribe how you match trades. In assessing any trade matching process, you may want to consider how it fits into your firm's overall back-office processes and your trade-matching parties' systems in the long term.

#### **D. Trade matching documentation (sections 3.2 and 3.4 of the Regulation)**

D-1 Q: Does the Regulation prescribe the form of a trade-matching statement or trade-matching agreement?

A: No, the Regulation does not prescribe the form of the trade-matching statement or agreement, other than that it be in writing.

The Policy Statement provides guidance on the use and delivery of a trade-matching statement. See section 2.3(3) of the Policy Statement. A model trade-

matching statement is posted on the website of the Investment Industry Association of Canada at: <http://www.iiac.ca>

The Policy Statement also provides guidance on the types of matters that a trade-matching agreement could address, as well as guidance on the use of an agreement (including that an agreement may be incorporated into the institutional account opening documentation). See section 2.3(2) of the Policy Statement. The trade-matching agreement is an alternative to the trade-matching statement. Parties may prefer to use a trade-matching agreement instead of a statement if they have unique trade processing issues and wish to clarify their roles and responsibilities in the matching process.

D-2 Q: We are a dealer that has many foreign institutional clients trading in the Canadian markets. We have policies and procedures in place for timely institutional trade matching, and we are attempting to obtain trade-matching statements from all of our clients pursuant to section 3.2 of the Regulation. However, some clients are reluctant to provide a trade-matching statement that confirms their compliance with Regulation 24-101. How do we resolve this issue?

A: We note that a trade-matching statement need only confirm that your client has policies and procedures designed to achieve matching as soon as practical after a trade is executed. If a dealer or adviser is unable to obtain a trade-matching agreement or statement from a trade-matching party, it should document its efforts in accordance with its policies and procedures. See section 2.3(1)(a) of the Policy Statement.

## **E. Trade matching requirements specific to advisers**

E-1 Q: We are a PM firm that advises a number of mutual funds, hedge funds, and pension plans in managing their portfolio assets. Whom should we enter into a trade-matching agreement with? Alternatively, from whom should we ask for a trade-matching statement? And to whom should we give one?

A: If your PM firm is acting for an institutional investor in processing DAP/RAP trades, your policies and procedures must be designed to encourage the following trade-matching parties to (i) enter into a trade-matching agreement with your firm or (ii) provide to your firm a trade-matching statement:

- The dealer or dealers executing and clearing the DAP/RAP trades, and
- The custodian or custodians of the institutional investor that are settling the DAP/RAP trades.

E-2 Q: In the above situation (E-1), are the mutual funds, hedge funds, and pension plans trade-matching parties within the meaning of the Regulation that should enter into a trade-matching agreement or provide a trade-matching statement?

A: No. If the PM is acting for the funds or plans in processing the DAP/RAP trades, the funds or plans are not trade matching parties. An institutional investor is only a “trade-matching party” when an adviser *is not acting* for the institutional investor in processing DAP/RAP trades.

E-3 Q: When is a registered adviser “acting for the institutional investor in processing the trade” for the purposes of the definition “trade-matching party”?

A: A registered adviser will be acting for an institutional investor in processing a trade when it is involved in the post-trade execution functions of a trade on behalf of an institutional investor (e.g., the trade comparison, clearing, settlement and portfolio reconciliation functions of the institutional investor). A registered adviser that is merely providing advice to the institutional investor or placing a trade order to a dealer or through a marketplace for the institutional investor would not be a trade-matching party.

E-4 Q: How will a PM firm determine their record of trade matching performance by calendar quarter?

A: Registered advisers should maintain or obtain a record of their DAP/RAP trade matching performance to determine whether they will need to provide to the regulators an exception report on Form 24-101F1 for any given calendar quarter. As noted in section 3.1(b) of the Policy Statement, Form 24-101F1 requires registered advisers to provide, among other things, aggregate quantitative information on their equity and debt DAP/RAP trades. Tracking of a registered adviser’s trade-matching statistics may be outsourced to another party, such as a custodian. See section 3.1(a) of the Policy Statement. Registered advisers may need to obtain from the custodians of their institutional investor clients the details of when each DAP/RAP trade is matched. We understand that custodians have developed standardized DAP/RAP trade matching performance reports for their clients.

## **F. Trade matching requirements – cross-border trade orders**

F-1 Q: We are a foreign dealer that gives orders from time to time to various Canadian-based registered dealers to execute trades in the Canadian markets on behalf of our foreign institutional clients. Do the requirements of registered dealers in Parts 3 and 4 of the Regulation apply to us?

A: No. You are not subject to the requirements of registered dealers in Parts 3 and 4 of the Regulation if a Canadian registered dealer is executing DAP/RAP trades for you. However, you may be considered a trade-matching party, in which case you are encouraged to enter into a trade-matching agreement with, or provide a trade-matching statement to, the Canadian dealer. See sections 3.2 of the Regulation and 1.3(5) of the Policy Statement.

F-2 Q: We are a mid-sized Canadian dealer that has a significant foreign client base. We receive orders from various foreign institutional investors. Most of our foreign institutional clients use a foreign global custodian to hold their portfolio assets, which in turn uses a local Canadian custodian to hold their Canadian portfolio investments and



process their DAP/RAP trades settled in Canada. Would our foreign institutional investor clients that trade on a DAP/RAP account basis in Canada be considered “trade-matching parties” under the Regulation?

A: Yes. Where a registered adviser is not acting for the foreign institutional investor in processing DAP/RAP trades, the foreign institutional investor will be a “trade-matching party.” See section 1.3(5) of the Policy Statement.

F-3 Q: In the above scenario (F-2), we often receive orders to trade securities on a Canadian marketplace directly from European institutional investors. Which other entities would be “trade-matching parties” to process the trade in this case and how is the matching deadline impacted?

A: In addition to the European institutional investor, you (the dealer) and the local Canadian custodian are trade-matching parties. See section 1.3(5) of the Policy Statement. Although the Policy Statement notes that a foreign global custodian would not normally be considered a trade-matching party in these circumstances, you, the foreign institutional investor or the local custodian may need to work with the global custodian in establishing, maintaining and enforcing your respective policies and procedures. If the European institutional investor’s investment decisions or settlement instructions are usually made in and communicated from a geographical region outside of the North American region, the timeline is extended by a day to noon on T+2. See section 3.1(2) and the definition “North American region” in section 1.1 of the Regulation.

F-4 Q: We are a Canadian dealer that often receives orders to execute DAP/RAP trades from broker-dealers in the United States acting for various foreign institutional investors, but we do not always know who those foreign institutional investors are or where they are based (i.e., whether within or outside the North American region). Who are the “trade-matching parties” in these cases?

A: We would consider the U.S. broker-dealer as the “institutional investor” in the DAP/RAP trade in Canada for the purposes of the Regulation, not the underlying foreign institutional investor. Therefore, you (the dealer), the U.S. broker-dealer (in the capacity of institutional investor) and the local Canadian custodian would be considered the trade-matching parties.

F-5 Q: In the above scenario (F-4), to what extent are we required to match the details of the trades executed in Canada for the underlying foreign institutional investors?

A: You will likely match the details of the “Canadian component” of the trades in this scenario, which are the DAP/RAP trades placed by the U.S. broker-dealer with you and settled with the local Canadian custodian. You are not required to match the underlying “non-Canadian component” of the transactions among the U.S. broker-dealer, its foreign institutional investor clients, and their global custodian or custodians, if information required to match the underlying transactions (e.g., allocations to global

custodian) is not needed to match the “Canadian component” of the transactions. We would view the non-Canadian component of the transactions as trades that are settled outside of Canada, to which the Regulation does not apply.

F-6 Q: In the above scenario (F-4), what is the timeline that applies?

A: Because we would likely consider the U.S. broker-dealer as an institutional investor whose investment decisions or settlement instructions are usually made in and communicated from the U.S., the North American region timeline will apply. However, if you need information about the non-Canadian component of the transactions to match and settle the Canadian component of the transactions, you may want to find out from the U.S. broker-dealer where the underlying foreign institutional investor is based, so that you can determine whether the North American region or non-North American region timeline applies.

F-7 Q: Will our firm be required to track trade matching statistics for two separate streams of investors for exception reporting purposes, i.e., one for North American region institutional investors and the other for non-North American region institutional investors?

A: You are not required to track your trade matching statistics separately for the two streams of investors. Sections 3.1(2) and 3.3(2) of the Regulation aim to give the trade-matching parties in the DAP/RAP trades of non-North American region institutional investors more flexibility, by providing an extra day to achieve matching.

If your trading business for foreign non-North American region investors is a small percentage of your overall trading business, it may not be useful or efficient for you to track these trades separately to avoid exception reporting. If trading for foreign non-North American region investors is an important part of your overall trading business, you may want to track such trades separately, including working with any foreign dealer or global custodian to track these trades separately.

## **G. Reporting requirements for registered firms**

G-1 Q: If my firm delivers Form 24-101F1 to the regulators for a calendar quarter, does that mean we have not complied with the trade matching requirements of Regulation 24-101 for that quarter?

A: No. A requirement to provide Form 24-101F1 for a calendar quarter will not necessarily mean that you have failed to establish, maintain and enforce policies and procedures designed to achieve timely matching of DAP/RAP trades. Because there are multiple trade-matching parties involved in a DAP/RAP trade, your firm may not be responsible for failing to meet the Regulation 24-101 exception reporting targets. For example, the failure may have been due to poor policies and procedures of another trade-matching party. Exhibit B of Form 24-101F1 asks for such reasons.

G-2 Q: When would the regulators consider that my firm does not have adequate trade-matching policies and procedures in place to ensure the timely matching of DAP/RAP trades?

A: We may consider a firm to have an inadequate compliance program for the firm's trade-matching processes if it consistently:

- Fails to meet the matching percentage targets and triggers the exception reporting, or
- Provides poor qualitative reporting.

These or other signs may show that either the policies and procedures of one or more of the trade-matching parties have not been properly designed or, if properly designed, have not been followed. See section 3.2(b) of the Policy Statement.

G-3 Q: If my firm is required to provide Form 24-101F1 to the regulators for a number of calendar quarters in a row, but it is apparent that the underlying causes for failing to achieve the percentage target for matched DAP/RAP trades within the timelines are poor policies and procedures of another trade-matching party or service provider that are involved in processing my DAP/RAP trades, what should my firm do?

A: The Policy Statement provides guidance in this area. See sections 2.3(4) and 3.1(c).

G-4 Q: Assuming we are required to complete Form 24-101F1, Exhibit A of the Form requires us to provide data for equity and debt DAP/RAP trades for each calendar quarter. Please explain what you require under the column headings "entered into CDS by deadline (to be completed by dealers only)" and "matched by deadline".

A: We seek aggregate information on the DAP/RAP trades executed by you (if you are a dealer) or for you (if you are an adviser) during the calendar quarter, and submitted to CDS. See section 3.1(b) of the Policy Statement.

*Dealer Perspective:*

A dealer needs the following information to complete Exhibit A of Form 24-101F1:

1. Number and value of DAP/RAP trades entered into CDS by noon on T+1 during the quarter;
2. Number and value of DAP/RAP trades entered into CDS during the quarter (whether entered by noon on T+1 or not);
3. Number and value of DAP/RAP trades matched at CDS by noon on T+1 during the quarter;

4. Number and value of DAP/RAP trades matched at CDS during the quarter (whether matched by noon on T+1 or not).

If you are a dealer, you should show under the column heading “entered into CDS by deadline (to be completed by dealers only)” the aggregate number of DAP/RAP trades and the aggregate value of DAP/RAP trades that were executed by you and entered into CDS’ system within the deadline. The percentage columns should show the aggregate trade number or value entered into CDS by the deadline as a percentage of total number or value of trades entered into CDS’ system during the calendar quarter, whether entered by the deadline or not.

If you are an introducing broker that executes DAP/RAP trades that are cleared through a corresponding clearing broker, you should obtain the relevant data from your corresponding clearing broker.

Under the column heading “matched by deadline”, you should show the aggregate number and the aggregate value of trades executed by you that were matched by a dealer or custodian in CDS’ system by the deadline. The percentage is determined by dividing such number or value by the total number or value of your trades that were matched during the calendar quarter by a dealer or custodian in CDS’ system, whether on time or late.

Please see Appendix A for an example of the calculation to be performed by a dealer.

*Adviser Perspective:*

An adviser needs the following information to complete Exhibit A of Form 24-101F1:

1. Number and value of DAP/RAP trades matched at CDS by noon on T+1 during the quarter;
2. Number and value of DAP/RAP trades matched at CDS during the quarter (whether matched by noon on T+1 or not).

If you are an adviser you need only complete the column heading “matched by deadline”. Information about the number and value of DAP/RAP trades matched at CDS during the quarter should be provided to you by your institutional client’s custodian(s).

Under the column heading “matched by deadline”, you should have the aggregate number and the aggregate value of trades executed for you that were matched by a custodian in CDS’ system by the deadline. The percentage is determined by dividing such number or value by the total number or value of your trades that were matched during the calendar quarter by a custodian in CDS’ system, whether on time or late.

Please see Appendix B for an example of the calculation to be performed by an adviser.

G-5 Q: Assuming we are required to complete Form 24-101F1, Exhibit B of the Form requires us to provide information explaining the reasons for the failure to achieve the percentage target for matched equity and/or debt DAP/RAP trades within the deadline for a calendar quarter. If a particular trade-matching party that we regularly deal with is consistently matching trades late, and such party is unable or unwilling to explain why this is happening, what information do we include in Exhibit B?

A: You should explain this situation in Exhibit B, and generally follow the guidance set out in question G-3 above.

G-6 Q: We are a registered dealer that provides a range of services for our institutional investor clients. For some clients, we may provide trade execution and clearing services only. For others, we may provide only custodial and DAP/RAP trade settlement agent services. Assuming we must report on Form 24-101F1 for the calendar quarter, should we combine our matching performance for DAP/RAP trades based on our dealer functions and custodial/settlement agent functions?

A: The roles of a dealer, adviser and custodian in DAP/RAP trading are quite different as they relate to Regulation 24-101. For a dealer, Form 24-101F1 is only required if the dealer did not achieve the target for the quarter for DAP/RAP trades for which it provided trade execution services. If this report is required, it should **not** include trades for which it provided only custodial and trade settlement agent services.

G-7 Q: How do we complete the exception reporting forms under the Regulation?

Registered firms may complete their Form 24-101F1 on-line in a secure manner that is accessible from the CSA's website at: <http://www.securities-administrators.ca>.

G-8 Q: As a registered dealer and direct participant of CDS, can we rely solely on the report of trade matching results provided to us by CDS?

A: In general, you should be able to rely on the trade matching report provided to you by CDS as your basis for determining whether you have achieved the trade matching target for a particular quarter. However, there are two important exceptions to this.

First, the CDS code trade for "client trades" captures slightly broader types of trades than the DAP/RAP trades defined in the Regulation. CDS will be able to identify some "client trades" that are excluded by the Regulation, such as same-day settled trades, and remove them from the data in CDS' Form 24-101F2 report. However, CDS will not be able to identify certain other types of trades, such as reorganizations and share conversions, that are coded as "client trades" but are excluded by the Regulation. For further information, see the joint IIROC (formerly IDA) and CDS notice MR0495 dated September 28, 2007 that sets out guidance on how dealers and other CDS

participants should code their trades entered into CDS for the purposes of the Regulation and IIROC Member Regulation 800.49.

If you use any of these “excluded” trade types during a quarter, and if these trade types, taken together, make the difference between meeting the target and not meeting the target for that quarter, you should determine the number and value of these trades and report this on Form 24-101F1.

Second, to the extent that your trades are processed by an MSU and sent to CDS as matched trades, these will not be included in CDS’ Form 24-101F2 report. As a result, you will need to combine your results from CDS with those of the MSU in order to determine whether or not you have achieved the trade matching target for the calendar quarter.

## **H. CSA contacts**

If you have any questions about the FAQs or Regulation 24-101 generally, please contact the following CSA staff:

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## Appendix A

### Dealer example of how to complete Exhibit A of Form 24-101F1

A dealer will need the following quarterly information:

Number of DAP/RAP trades entered into CDS	56,000
Number of DAP/RAP trades entered into CDS by deadline	50,000
Number of DAP/RAP trades matched at CDS	48,000
Number of DAP/RAP trades matched at CDS by deadline	35,000
Value of DAP/RAP trades entered into CDS	\$4,100,000
Value of DAP/RAP trades entered into CDS by deadline	\$3,700,000
Value of DAP/RAP trades matched at CDS	\$3,200,000
Value of DAP/RAP trades matched at CDS by deadline	\$2,900,000

#### Entered into CDS by Deadline:

Number of DAP/RAP trades entered into CDS by deadline: 50,000

Percentage of number of DAP/RAP trades entered into CDS by deadline:

$$=50,000/56,000 \times 100 = 89\%$$

Value of DAP/RAP trades entered into CDS by deadline: \$3,700,000

Percentage of value of DAP/RAP trades entered into CDS by deadline:

$$=\$3,700,000/\$4,100,000 \times 100 = 90\%$$

#### Matched by Deadline:

Number of DAP/RAP trades matched at CDS by deadline: 35,000

Percentage of number of DAP/RAP trades matched at CDS by deadline:

$$=35,000/48,000 \times 100 = 73\%$$

Value of DAP/RAP trades matched at CDS by deadline: \$2,900,000

Percentage of value of DAP/RAP trades matched at CDS by deadline:

$$=\$2,900,000/\$3,200,000 \times 100 = 91\%$$



## Appendix B

### Adviser example of how to complete Exhibit A of Form 24-101F1

An adviser will need the following quarterly information:

Number of DAP/RAP trades matched at CDS	55,000
Number of DAP/RAP trades matched at CDS by deadline	43,000
Value of DAP/RAP trades matched at CDS	\$6,800,000
Value of DAP/RAP trades matched at CDS by deadline	\$3,700,000

#### Matched by Deadline:

Number of DAP/RAP trades matched at CDS by deadline: 43,000

Percentage of number of DAP/RAP trades matched at CDS by deadline:

$$=43,000/55,000 \times 100 = 78\%$$

Value of DAP/RAP trades matched at CDS by deadline: \$3,700,000

Percentage of value of DAP/RAP trades matched at CDS by deadline:

$$=\$3,700,000/\$6,800,000 \times 100 = 54\%$$