

REGULATION TO AMEND REGULATION 23-101 RESPECTING TRADING RULES*

Securities Act

(R.S.Q., c. V-1.1, s. 331.1, par. (1), (2), (3), (8), (9.1), (32) and (34); 2009, c. 25, s. 45; 2009, c. 58, s. 138)

1. Section 1.1 of Regulation 23-101 respecting Trading Rules is amended:

(1) by inserting, after the introductory phrase, the following definition:

““automated functionality” means the ability to

(a) immediately allow an incoming order that has been entered on the marketplace electronically to be marked as immediate-or-cancel;

(b) immediately and automatically execute an order marked as immediate-or-cancel against the displayed volume;

(c) immediately and automatically cancel any unexecuted portion of an order marked as immediate-or-cancel without routing the order elsewhere;

(d) immediately and automatically transmit a response to the sender of an order marked as immediate-or-cancel indicating the action taken with respect to the order; and

(e) immediately and automatically display information that updates the displayed orders on the marketplace to reflect any change to their material terms;”;

(2) by inserting, after the definition of “best execution”, the following:

““calculated-price order” means an order for the purchase or sale of an exchange-traded security, other than an option, that is entered on a marketplace and for which the price of the security

(a) is not known at the time of order entry; and

(b) is not based, directly or indirectly, on the quoted price of an exchange-traded security at the time the commitment to execute the order was made;

“closing-price order” means an order for the purchase or sale of an exchange-traded security, other than an option, that is

(a) entered on a marketplace on a trading day; and

(b) subject to the conditions that

(i) the order be executed at the closing sale price of that security on that marketplace for that trading day; and

(ii) the order be executed subsequent to the establishment of the closing price;

* Regulation 23-101 respecting Trading Rules, adopted pursuant to Decision No. 2001-C-0411 dated August 28, 2001 (*Bulletin hebdomadaire* Vol. 32, No. 35 dated August 31, 2001), was only amended by the Regulation adopted pursuant to Decision No. 2002-C-0128 dated March 28, 2002 (*Bulletin hebdomadaire* Vol. 33, No. 23 dated June 14, 2002), the Regulation approved by Ministerial Order No. 2007-02 dated March 6, 2007 (2007, *G.O.* 2, 1269) and the Regulation approved by Ministerial Order No. 2008-15 dated August 22, 2008 (2008, *G.O.* 2, 4550).

“directed-action order” means a limit order for the purchase or sale of an exchange-traded security, other than an option, that,

- (a) when entered on or routed to a marketplace is to be immediately
 - (i) executed against a protected order with any remainder to be booked or cancelled; or
 - (ii) placed in an order book;
- (b) is marked as a directed-action order; and
- (c) is entered or routed at the same time as one or more additional limit orders that are entered on or routed to one or more marketplaces, as necessary, to execute against any protected order with a better price than the order referred to in paragraph (a);

“non-standard order” means an order for the purchase or sale of an exchange-traded security, other than an option, that is entered on a marketplace and is subject to non-standardized terms or conditions related to settlement that have not been set by the marketplace on which the security is listed or quoted;

“protected bid” means a bid for an exchange-traded security, other than an option

- (a) that is displayed on a marketplace that provides automated functionality; and
- (b) about which information is required to be provided pursuant to Part 7 of Regulation 21-101 respecting Marketplace Operation, adopted by the Commission des valeurs mobilières du Québec pursuant to decision No. 2001-C-0409 dated August 28, 2001, to an information processor or, if there is no information processor, to an information vendor that meets the standards set by a regulation services provider;

“protected offer” means an offer for an exchange-traded security, other than an option,

- (a) that is displayed on a marketplace that provides automated functionality; and
- (b) about which information is required to be provided pursuant to Part 7 of Regulation 21-101 respecting Marketplace Operation to an information processor or, if there is no information processor, to an information vendor that meets the standards set by a regulation services provider;

“protected order” means a protected bid or protected offer; and

“trade-through” means the execution of an order at a price that is,

- (a) in the case of a purchase, higher than any protected offer, or
- (b) in the case of a sale, lower than any protected bid.”.

2. Section 1.2 of the Regulation is amended by deleting “, adopted by the Commission des valeurs mobilières du Québec pursuant to decision No. 2001-C-0409 dated August 28, 2001”.

3. Section 3.1 of the Regulation is amended by replacing, in paragraph (2), “the Securities Act (R.S.Q., C.V-V-1.1)” with “the Derivatives Act (R.S.Q., c. I-14.01) and the Securities Act (R.S.Q., c. V-1.1).”.

4. The title of part 6 and section 6.1 of the Regulation are replaced with the following:

“PART 6 TRADING HOURS AND LOCKED OR CROSSED ORDERS

“6.1. Trading Hours

Each marketplace shall set requirements in respect of the hours of trading to be observed by marketplace participants.

“6.2. Locked or Crossed Orders

A marketplace participant shall not intentionally

(a) enter on a marketplace a protected order to buy a security at a price that is the same as or higher than the best protected offer; or

(b) enter on a marketplace a protected order to sell a security at a price that is the same as or lower than the best protected bid.”.

5. The title of part 6 and section 6.1 of the Regulation are replaced with the following:

“PART 6 ORDER PROTECTION

“6.1. Marketplace Requirements for Order Protection

(1) A marketplace shall establish, maintain and ensure compliance with written policies and procedures that are reasonably designed

(a) to prevent trade-throughs on that marketplace other than the trade-throughs referred to in section 6.2; and

(b) to ensure that the marketplace, when executing a transaction that results in a trade-through referred to in section 6.2, is doing so in compliance with this Part.

(2) A marketplace shall regularly review and monitor the effectiveness of the policies and procedures required under subsection (1) and shall promptly remedy any deficiencies in those policies and procedures.

(3) At least 45 days before implementation, a marketplace shall file with the securities regulatory authority and, if applicable, its regulation services provider the policies and procedures, and any significant changes to those policies and procedures, established under subsection (1).

“6.2. List of Trade-throughs

The following are the trade-throughs referred to in paragraph 6.1(1)(a):

(a) a trade-through that occurs when the marketplace has reasonably concluded that the marketplace displaying the protected order that was traded through was experiencing a failure, malfunction or material delay of its systems or equipment or ability to disseminate marketplace data;

(b) the execution of a directed-action order;

(c) a trade-through by a marketplace that simultaneously routes a directed-action order to execute against the total displayed volume of any protected order that is traded through;

(d) a trade-through if, immediately before the trade-through, the marketplace displaying the protected order that is traded through displays as its best price a protected order with a price that is equal or inferior to the price of the trade-through;

(e) a trade-through that results when executing

- (i) a non-standard order;
- (ii) a calculated-price order; or
- (iii) a closing-price order;

(f) a trade-through that was executed at a time when the best protected bid for the security traded through was higher than the best protected offer.

“6.3. Systems or Equipment Failure, Malfunction or Material Delay

(1) If a marketplace experiences a failure, malfunction or material delay of its systems, equipment or its ability to disseminate marketplace data, the marketplace shall immediately notify

- (a) all other marketplaces;
- (b) all regulation services providers;
- (c) its marketplace participants; and

(d) any information processor or, if there is no information processor, any information vendor that disseminates its data under Part 7 of Regulation 21-101 respecting Marketplace Operation.

(2) If executing a transaction described in paragraph 6.2(a), and a notification has not been sent under subsection (1), a marketplace that routes an order to another marketplace shall immediately notify

(a) the marketplace that it reasonably concluded is experiencing a failure, malfunction or material delay of its systems or equipment or its ability to disseminate marketplace data;

- (b) all regulation services providers;
- (c) its marketplace participants; and

(d) any information processor disseminating information under Part 7 of Regulation 21-101 respecting Marketplace Operation.

(3) If a marketplace participant reasonably concludes that a marketplace is experiencing a failure, malfunction or material delay of its systems or equipment or its ability to disseminate marketplace data, and routes an order to execute against a protected order on another marketplace displaying an inferior price, the marketplace participant must notify the following of the failure, malfunction or material delay

(a) the marketplace that may be experiencing a failure, malfunction or material delay of its systems or equipment or its ability to disseminate marketplace data; and

- (b) all regulation services providers.

“6.4. Marketplace Participant Requirements for Order Protection

(1) A marketplace participant must not enter a directed-action order unless the marketplace participant has established, and maintains and ensures compliance with, written policies and procedures that are reasonably designed

(a) to prevent trade-throughs other than the trade-throughs listed below:

(i) a trade-through that occurs when the marketplace participant has reasonably concluded that the marketplace displaying the protected order that was traded through was experiencing a failure, malfunction or material delay of its systems or equipment or ability to disseminate marketplace data;

(ii) a trade-through by a marketplace participant that simultaneously routes a directed-action order to execute against the total displayed volume of any protected order that is traded through;

(iii) a trade-through if, immediately before the trade-through, the marketplace displaying the protected order that is traded through displays as its best price a protected order with a price that is equal or inferior to the price of the trade-through transaction;

(iv) a trade-through that results when executing

(A) a non-standard order;

(B) a calculated-price order; or

(C) a closing-price order;

(v) a trade-through that was executed at a time when the best protected bid for the security traded through was higher than the best protected offer; and

(b) to ensure that when executing a trade-through listed in paragraphs (a)(i) to (a)(v), it is doing so in compliance with this Part.

(2) A marketplace participant that enters a directed-action order shall regularly review and monitor the effectiveness of the policies and procedures required under subsection (1) and shall promptly remedy any deficiencies in those policies and procedures.

“6.5. Locked or Crossed Orders

A marketplace participant shall not intentionally

(a) enter on a marketplace a protected order to buy a security at a price that is the same as or higher than the best protected offer; or

(b) enter on a marketplace a protected order to sell a security at a price that is the same as or lower than the best protected bid.

“6.6. Trading Hours

A marketplace shall set the hours of trading to be observed by marketplace participants.

“6.7. Anti-Avoidance

No person shall send an order to an exchange, quotation and trade reporting system or alternative trading system that does not carry on business in Canada in order to avoid executing against better-priced orders on a marketplace.

“6.8. Application of this Part

In Québec, this Part does not apply to standardized derivatives.”.

6. Section 7.2 of the Regulation is amended by replacing paragraph (c) with the following:

“(c) that the recognized exchange will transmit to the regulation services provider the information required by Part 11 of Regulation 21-101 respecting Marketplace Operation and any other information reasonably required to effectively monitor:

(i) the conduct of and trading by marketplace participants on and across marketplaces, and

(ii) the conduct of the recognized exchange, as applicable; and”.

7. Section 7.4 of the Regulation is amended by replacing paragraph (c) with the following:

“(c) that the recognized quotation and trade reporting system will transmit to the regulation services provider the information required by Part 11 of Regulation 21-101 respecting Marketplace Operation and any other information reasonably required to effectively monitor:

(i) the conduct of and trading by marketplace participants on and across marketplaces, and

(ii) the conduct of the recognized quotation and trade reporting system, as applicable; and”.

8. Section 7.5 of the Regulation is amended by replacing the words “under this Part” with “under Parts 7 and 8”.

9. Section 8.3 of the Regulation is amended by replacing paragraph (d) with the following:

“(d) that the ATS will transmit to the regulation services provider the information required by Part 11 of Regulation 21-101 respecting Marketplace Operation and any other information reasonably required to effectively monitor:

(i) the conduct of and trading by marketplace participants on and across marketplaces, and

(ii) the conduct of the ATS; and”.

10. Section 9.3 of the Regulation is amended by replacing the words “IDA Policy No. 5 Code of Conduct for IDA Member Firms Trading in Domestic Debt Markets” with the words “IIROC Rule 2800 Code of Conduct for Corporation Dealer Member Firms Trading in Wholesale Domestic Debt Markets”.

11. The provisions of paragraph (1) and paragraph (2), to the extent that it sets out the definitions of “protected bid”, “protected offer” and “protected order”, of section 1, and sections 2 to 4 and 6 to 10 of this Regulation come into force on January 28, 2010.

12. The provisions of paragraph (2), to the extent that it sets out the definitions of “calculated-price order”, “closing-price order”, “directed-action order”, “non-standard order” and “trade-through”, of section 1 and section 5 this Regulation come into force on February 1, 2011.