

AS PUBLISHED IN THE SUPPLEMENT OF THE BULLETIN OF DECEMBER 17, 2004, VOL. 1 N° 46**M.O., 2004****Order number V-1.1-2004-05 of the Minister of Finance dated 2 December 2004**

Securities Act
(R.S.Q., c. V-1.1)

CONCERNING the Regulation 31-102Q respecting the National Registration Database

WHEREAS subparagraphs 1, 2, and 26 of section 331.1 of the Securities Act stipulate that the Agence nationale d'encadrement du secteur financier may, by regulation, determine the form and content of the documents, declarations, statements and attestations required under this Act or the regulations, determine, from among the documents required under this Act to be filed with or transmitted to it, those that must be filed or transmitted using the medium or technology it specifies in the regulation and establish categories of registration, the conditions to be met by applicants, the duration of registration and the rules governing the activities of registrants;

WHEREAS the third and fourth sub-paragraphs of section 331.2 of the said Act stipulate that a draft regulation shall be published in the Bulletin of the Agency, accompanied by the notice required under section 10 of the Regulations Act (R.S.Q., c. R-18.1) and may not be submitted for approval or be made before 30 days have elapsed since its publication;

WHEREAS the first and fifth sub-paragraphs of the said section stipulate that every regulation made under section 331.1 must be approved, with or without amendment, by the Minister of Finance and comes into force on the date of its publication in the *Gazette officielle du Québec* or any later date specified in the regulation;

Whereas the draft Regulation 31-102Q respecting the National Registration Database was published in the Supplement to the Bulletin concerning securities of the Agency, volume 1, No. 36 of October 8, 2004;

WHEREAS on November 29, 2004, the Agency passed the Regulation 31-102Q respecting the National Registration Database;

WHEREAS there is cause to approve this regulation without amendment;

CONSEQUENTLY, the Minister of Finance approves, without amendment, the Regulation 31-102Q respecting the National Registration Database, appended hereto.

Québec, 2 December 2004

YVES SÉGUIN,
Minister of Finance

Regulation 31-102Q respecting the National Registration Database

Securities Act
(R.S.Q., c. V-1.1, s. 331.1, par. (1), (2) and (26))

PART 1 DEFINITIONS AND INTERPRETATION

1.1. In this Regulation

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

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

“firm filer” means a firm that is registered or has applied for registration as a securities dealer or adviser;

“individual filer” means an individual that is required under securities legislation to make an NRD submission in accordance with this Regulation;

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

“NRD account” means an account held by a firm filer with a member of the Canadian Payments Association from which fees exigible by the Agence nationale d’encadrement du secteur financier (“Agency”) and the fees related to NRD use may be paid by electronic pre-authorized debit;

“NRD administrator” means CDS INC. or a successor appointed by the securities regulatory authority to operate NRD and its website;

“NRD filer” means an individual filer or a firm filer;

“NRD format” means the electronic format for submitting information through the NRD website;

“NRD number” means the unique number first generated by NRD to identify an NRD filer, a non-registered individual, or a business location of a firm filer;

“Regulation 33-109” means Regulation 33-109Q respecting Registration Information approved by Ministerial Order 2004-06 dated 2 December 2004 (2004, G.O. 2, 3485)

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

PART 2 INFORMATION TO BE SUBMITTED IN NRD FORMAT

2.1. A person or company that is required to submit any of the following to the Agency must make the submission in NRD format:

(a) Form 33-109F1;

(b) Form 33-109F2;

(c) Form 33-109F3;

(d) Form 33-109F4 or a change to any information previously submitted in respect of Form 33-109F4.

PART 3 MAKING NRD SUBMISSIONS AND OBLIGATIONS OF FIRM FILERS

3.1. NRD Submissions

(1) An NRD filer that is required to submit information in NRD format must make that NRD submission:

(a) through the NRD website;

(b) using the NRD number of the NRD filer, non-registered individual, or business location of the firm filer required to make a submission, and

(c) in accordance with this Regulation.

(2) A requirement in securities legislation relating to the format in which a document or other information to be submitted must be printed, or specifying the number of copies of a document that must be submitted, does not apply to an NRD submission required to be made in accordance with this Regulation.

(3) An NRD filer making an NRD submission must make the NRD submission through an AFR.

3.2. A firm filer must:

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

PART 4**PAYMENT OF FEES THROUGH NRD****4.1. Payment of Submission Fees**

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

4.2. Payment of Annual Registration Fees

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

4.3. Payment of NRD User Fees – Annual

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

PART 5**TEMPORARY HARDSHIP EXEMPTION****5.1. Temporary Hardship Exemption**

(1) If unanticipated technical difficulties prevent an individual filer from submitting an application in NRD format, the individual filer may submit the application in paper format.

(2) If unanticipated technical difficulties prevent an NRD filer from making a submission in NRD format within a prescribed time limit, the NRD filer is exempt from the requirement to make the submission within the required time period, if the NRD filer makes the submission in paper format or NRD format no later than 5 business days after the day on which the information was required to be submitted.

(3) Form 33-109F5 is the paper format for submitting a notice of a change to Form 33-109F4 information.

(4) An NRD filer who experiences temporary technical difficulties and has to submit information in paper format must state the following in capital letters at the top of the first page of the submission:

“IN ACCORDANCE WITH SECTION 5.1 OF REGULATION 31-102 RESPECTING THE NATIONAL REGISTRATION DATABASE (NRD), THIS [SPECIFY DOCUMENT] IS BEING SUBMITTED IN PAPER FORMAT UNDER A TEMPORARY HARDSHIP EXEMPTION.”.

(5) If an NRD filer makes a paper format submission under this section, the NRD filer must resubmit the information in NRD format within 10 business days after the technical difficulties have been resolved.

PART 6**TRANSITION****6.1.** In this Part

“NRD access date” means the date the transition firm receives notice that it has access to NRD to make NRD submissions; and

“transition firm” means a firm registered as a securities dealer or adviser on January 1, 2005.

6.2. In order to use NRD, a transition firm must enrol with the NRD administrator no later than January 15, 2005.

6.3. Integration of Individuals

(1) As of the NRD access date, the transition firm must submit a completed Form 33-109F4 in NRD format no later than the day preceding the first day of the month corresponding to the initial letter of the family name of the registered or non-registered individual acting on its behalf on that date, as follows:

- (a) February where such letter is A or B;
- (b) March where such letter is C;
- (c) April where such letter is D;
- (d) May where such letter is E, F or G;
- (e) June where such letter is H, I, J or K;
- (f) July where such letter is L;
- (g) September where such letter is M, N or O;
- (h) October where such letter is P, Q or R;
- (i) November where such letter is S, T or U;
- (j) December where such letter is V, W, X, Y or Z.

(2) Despite subsection (1), the transition firm is not required to submit Form 33-109F4 in respect of an individual if another firm has already done so and the information contained therein is correct.

(3) Despite subsection (2), a transition firm must submit information in NRD format regarding the employment location of the individual in accordance with subsection (1).

6.4. A transition firm must submit Form 33-109F3 in NRD format for each business location within 30 business days of the NRD access date.

6.5. Changes to Form 4 Information - Registered Individuals

(1) This section applies to a registered individual who has not submitted Form 33-109F4 in accordance with section 6.3.

(2) The registered individual must notify the Agency of a change to any information previously submitted in Form 4, or under this subsection, by submitting a completed Form 33-109F5 in paper format within 5 business days of the change.

(3) A registered individual who has submitted a Form 33-109F5 in accordance with subsection (2) must submit a completed Form 33-109F4 in NRD format by the later of 15 business days after:

- (a) the NRD access date of the individual's sponsoring firm, and
- (b) the date that the individual submitted Form 33-109F5.

6.6. Changes to Form 4 Information - Non-Registered Individuals

(1) This section applies to a transition firm that has not submitted Form 33-109F4 in accordance with section 6.3 in respect of a non-registered individual.

(2) The transition firm must notify the Agency of a change to any information previously submitted in Form 4, or under this subsection, in respect of a non-registered individual by submitting a completed Form 33-109F5 in paper format no later than 5 business days after the change.

(3) The transition firm that has submitted a Form 33-109F5 for a non-registered individual in accordance with subsection (2) must submit a completed Form 33-109F4 for the individual in NRD format by the later of 15 business days after:

- (a) the NRD access date, and
- (b) the date that the firm submitted Form 33-109F5.

(4) Despite subsection (3), a transition firm is not required to submit a completed Form 33-109F4 in respect of the individual if another firm has submitted a completed Form 33-109F4 in respect of the individual.

(5) Despite subsection (4), a transition firm must submit, in NRD format, information regarding the employment location of the individual according to the time period stipulated in subsection (3).

6.7. Application to Change Individual's Registration Category

(1) If an individual submitted an application in paper format, before the NRD access date, to change his or her category of registration and the information in NRD format regarding this category has not yet been submitted, the individual must:

(a) submit a completed Form 33-109F4 in NRD format within 30 business days after the NRD access date of his or her sponsoring firm, and;

(b) resubmit the application to change his or her category of registration by submitting a completed Form 33-109F2 in NRD format within 1 business day of submitting Form 33-109F4 under paragraph *a*.

(2) For purposes of subsection (1), a Form 33-109F4 submitted under that subsection must contain the individual's categories of registration as they existed on the NRD access date.

6.8. Save for purposes of subsection 6.7(2), a completed Form 33-109F4 that is submitted under this Part must be current on the date that it is submitted despite any prior submission in paper format.

6.9. Despite the requirements under this Part, a transition firm is not required to submit a Form 33-109F4 in respect of an individual if the firm has submitted a completed Form 33-109F1 in respect of the individual in paper format before the firm's NRD access date or in NRD format after the firm's NRD access date.

6.10. For the period from January 1, 2005 to December 31, 2005, sections 4.1 and 4.2 of this Regulation do not apply as regards the payment of fees exigible by the Agency.

6.11. Despite any requirement in this Regulation to submit information in NRD format, a transition firm may submit information in paper format before the NRD access date if that date is not the same as the effective date of this Regulation.

PART 7 FINAL PROVISION AND EFFECTIVE DATE

7.1. The provisions of this Regulation take precedence over any inconsistent provisions of Title V of the Securities Regulation made by Order in Council 660-83 dated 30 March 1983 (1983, *G.O.* 2, 1269).

7.2. This Regulation comes into force on January 1, 2005.