

REGULATION 31-102 RESPECTING 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. Definitions

In this Regulation

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

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

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

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

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

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

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

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

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

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

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

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

"Regulation 33-109" means Regulation 33-109 respecting Registration Information approved by Ministerial Order (*insert the number and date of the Ministerial Order*).

1.2. Interpretation

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. Registration Information

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

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

PART 3 MAKING NRD SUBMISSIONS

3.1. NRD Submissions

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

- (a) through the NRD website,
- (b) using the NRD number of the NRD filer, permitted individual, or business location, and
- (c) in accordance with this 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. Ongoing Firm Filer Requirements

A firm filer must

- (a) be enrolled with the NRD administrator to use NRD;
- (b) have one and no more than one chief AFR enrolled with the NRD administrator;
- (c) maintain one and no more than one NRD account;
- (d) notify the NRD administrator of the appointment of a chief AFR within five business days of the appointment;
- (e) notify the NRD administrator of any change in the name of the firm's chief AFR within five business days of the change; and
- (f) submit any change in the name of an AFR, other than the firm's chief AFR, in NRD format within five 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 NRD filer from making a submission in NRD format within the time required under securities legislation, the NRD filer is exempt from the requirement to make the submission within the required time period, if the NRD filer makes the submission in paper format or NRD format no later than 5 business days after the day on which the information was required to be submitted.
- (2) Form 33-109F5 is the paper format for submitting a notice of a change to Form 33-109F4 information.
- (3) If unanticipated technical difficulties prevent an individual filer from submitting an application in NRD format, the individual filer may submit the application in paper format.
- (4) If an NRD filer makes a paper format submission under this section, the NRD filer must include the following legend in capital letters at the top of the first page of the submission:

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

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

PART 6 EXEMPTION

6.1. Exemption

- (1) The regulator or the securities regulatory authority may grant an exemption from this Regulation, in whole or in part, subject to such conditions or restrictions as may be imposed in the exemption.

- (2) Despite subsection (1), in Ontario, only the regulator may grant such an exemption.
- (3) In Québec, this exemption is granted pursuant to section 263 of the Securities Act (R.S.Q., c. V-1.1).

PART 7 INCONSISTENT PROVISIONS

7.1. Inconsistent Provisions

In Québec, 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 March 30, 1983 (1983, G.O. 2, 1269).

PART 8 REPLACEMENT OF FORMER REGULATION AND EFFECTIVE DATE OF THIS REGULATION

8.1. This Regulation replaces Regulation 31-102Q respecting the National Registration Database approved by Ministerial Order no. 2004-05 dated December 2, 2004.

8.2. This Regulation comes into force on the fifteenth day following the date of its publication in the *Gazette officielle du Québec*.