

## ***POLICY STATEMENT TO REGULATION 33-109 RESPECTING REGISTRATION INFORMATION***

### **PART 1 GENERAL**

#### **1.1. Purpose**

This Policy Statement sets out how the Canadian Securities Administrators interpret or apply *Regulation 33-109 respecting Registration Information* (the Regulation).

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 Regulation 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 Regulation 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 of the Regulation defines a permitted individual as an individual who is not a registered individual and who meets the criteria set forth in either subsection (a) or subsection (b) of the definition, or both. This definition does not prevent a registered individual from also being a permitted 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 Regulation to separate out the filing requirements which are applicable only to permitted individuals from those which are applicable to registered individuals.

#### **~~1.2.~~1.3. Overview of the forms**

The following forms are submitted by firms

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

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

- Form 33-109F4 *Registration of Individuals and Review of Permitted Individuals* – to apply for registration or review as a permitted individual
- 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 33-109F7 – *Reinstatement of Registered Individuals and Permitted Individuals* – to reinstate an individual's registration or a permitted individual status

#### **~~1.3.~~1.4. Notice requirements**

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 Regulation 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 Regulation to notify regulators of a change to a firm's or individual's registration information.

#### **1.4.1.5. Contact information**

When a firm submits a form F6, supporting documents or a form F5, 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 Regulation 31-102. 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**

The NRD format for submitting a completed form F4 under subsections 2.2(1) or 2.5(1) of the Regulation 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 sections 2.3(2) or 2.5(2) of the Regulation to submit a Form 33-109F7

Under subsection 2.5(1) of the Regulation, within 7 days of becoming a permitted individual, the individual must submit a form F4 for review by the regulator. An individual whose registration is suspended may apply to reinstate the registration by submitting a completed form F4 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 subsections 2.3(2) or 2.5(2) of the Regulation, which include submitting a completed form F7 to the regulator as described in section 2.5 below.

### **2.3. Form 33-109F2**

This form is used by individuals to apply to add or to surrender a registration category or to seek review of a change in their permitted individual category. 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 F2. 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 F5 to update their registration information the 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.

### **2.5. Form 33-109F7 for reinstatement**

When an individual leaves a sponsoring firm and joins a new registered firm, they may submit a form F7 to have their registration or permitted individual status automatically reinstated in the same category and jurisdiction(s) as before, subject to all of the conditions set out in subsection 2.3(2) or 2.5(2) of the Regulation. 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 F7.

### **2.6. 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 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**

When a firm submits a form F6 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 *Policy Statement 11-204 respecting Process for registration in multiple jurisdictions*.

### **3.2. Form 33-109F5**

A firm that is registered in multiple jurisdictions may submit a form F5 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 Regulation.

### 3.3. Form 33-109F3

A firm must notify the regulator of each business location in the jurisdiction, including a residence, where a firm's registered individuals are based for the purpose of carrying out activities that require registration. 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 Regulation to facilitate a reorganization or combination of firms which would otherwise require a large number of submissions to change locations and transfer individuals. The information required, and the conditions to obtain, this type of exemption application are described in the attached Appendix C.

### 3.5. Form 33-109F1

Under section 4.2 of the Regulation, a registered firm must notify the regulator no more than 7 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. The form F1 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 Regulation, the information in item 5 [Details about the termination] of a form F1 must be submitted unless the cessation of authority to act on behalf of the firm was caused by the death of the individual.~~Under paragraph 4.2(1)(b) of the Regulation, the information in item 5 [Details about the termination] of a form F1 must be submitted unless the cessation of authority to act on behalf of the firm was caused by the death or retirement of the individual or the completion of an employment or agency contract.~~ 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 7 day period, or within 30 days of the cessation date, by making an NRD submission entitled *Update / Correct Termination Information*.

## PART 4 DUE DILIGENCE BY FIRMS

### 4.1. Obligations of former sponsoring firm

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 F1. Under subsections 4.2(3) and (4) of the Regulation, within 7 days of a request by a former sponsored individual a firm must provide the individual with a copy of the form F1 that was submitted, and if necessary, a further copy that includes the information in item 5 of the form F1, within 7 days of submitting that information.

### 4.2. Obligations of new sponsoring firm

(1) In fulfilling its obligations under subsection 5.1(1) of the Regulation a 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 firm's review of an individual's information in accordance with the firm's policies and procedures

- regularly remind registered and permitted individuals about their disclosure obligations under the Regulation, such as notifying the regulator about changes to their registration information

Under subsection 5.1(2) of the Regulation, within 60 days of hiring a sponsored individual a 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 individual should request it from the regulator.

The information referred to above will assist the firm in meeting its obligations under subsection 5.1(1) of the Regulation and should inform the firm's hiring decisions. If an individual is hired before a completed Form 33-109F1 is available and if the firm discovers an inconsistency in the individual's disclosure to the firm or the regulator, then the 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 is required to make a submission under both the Regulation and OSC Rule 33-506 (*Commodity Futures Act*) 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 Regulation 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 Regulation 33-109**

<b>Description of Change</b>	<b>Notice Period</b>	<b>Section</b>	<b>Form submitted by e-mail, fax or mail</b>
<b>Firms – Form F6 information</b>			
Part 1 – Registration details	7 days	3.1(1)(b)	Form F5
Part 2 – Contact information, including head office address (except 2.4)	7 days		
Item 2.4 – Agent and Address for service [items 3 and 4 of Schedule B to Form F6]	7 days	3.1(4)	Schedule B to Form F6 <i>Submission to Jurisdiction</i>
Part 3 – Business history & structure	30 days	3.1(1)(a)	Form F5
Part 4 – Registration history	7 days	3.1(1)(b)	
Part 5 – Financial condition	7 days		
Part 6 – Client relationships	7 days		
Part 7 – Regulatory action	7 days		
Part 8 – Legal action	7 days		
<b>Firms – other notice requirements</b>			<b>in NRD format</b>
Open / change of business location (other than head office)	7 days	3.2	Form F3
Termination / Cessation of Authority of a registered or permitted individual - items 1 – 4: item 5:	7 days	4.2(2)(a)	Form F1
	30 days	4.2(2)(b)	
<b>Individuals – Form F4 information</b>			<b>in NRD format</b>
Item 1 – Name	7 days	4.1(1)(b)	Form F5
Item 2 – Address	7 days		
Item 3 – Personal information	No update required	4.1(2)	
Item 4 – Citizenship	30 days	4.1(1)(a)	
Item 5 – Registration jurisdictions	7 days	4.1(1)(b)	
Item 6 – Individual categories	7 days		
Item 7 – Address for service	7 days		
Item 8 – Proficiency	7 days		
Item 9 – Location of employment	7 days		
Item 10 – Current employment	7 days	4.1(1)(a)	
Item 11 – Previous employment	30 days		
Item 12 – Terminations	7 days	4.1(1)(b)	
Item 13 – Regulatory disclosure	7 days		
Item 14 – Criminal disclosure	7 days		
Item 15 – Civil disclosure	7 days		
Item 16 – Financial disclosure	7 days		
Item 17 – Ownership of securities	7 days		
Change of F4: registrant position or relationship with sponsoring firm / permitted status	7 days	4.1(4)	Form F2
Review of a Permitted individual	7 days after appointment	2.5	Form F4 or F7, subject to conditions
Automatic reinstatement of registration subject to conditions	within 90 days of cessation date	2.3(2)	Form F7

## 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 of investment dealers and, in some cases, for investment dealer firms

#### **PART 1 Regulators' Contact Information**

<p><b>Alberta</b>  e-mail: <a href="mailto:registration@asc.ca">registration@asc.ca</a>  fax: (403) 297-4113  Alberta Securities Commission,  4th Floor, 300 - 5th Avenue S.W.  Calgary, AB T2P 3C4  Registration department</p>	<p><b>British Columbia</b>  e-mail: <a href="mailto:registration@bcsc.bc.ca">registration@bcsc.bc.ca</a>  fax: (604) 899-6506  British Columbia Securities Commission  P.O. Box 10142, Pacific Centre  701 West Georgia Street  Vancouver, BC V7Y 1L2  Attention: Registration</p>
<p><b>Manitoba</b>  e-mail: <a href="mailto:registrationmsc@gov.mb.ca">registrationmsc@gov.mb.ca</a>  fax: (204) 945-0330  The Manitoba Securities Commission  500-400 St. Mary Avenue  Winnipeg, MB R3C 4K5  Attention: Registrations</p>	<p><b>New Brunswick</b>  e-mail: <a href="mailto:nrs@nb-sc-cvmnb.ca">nrs@nb-sc-cvmnb.ca</a>  fax: (506) 658-3059  Fax: New Brunswick Securities  Commission  Suite 300, 85 Charlotte Street  Saint John, NB E2L 2J2  Attention: Registration Officer  <a href="mailto:nrs@nb-sc-cvmnb.ca">nrs@nb-sc-cvmnb.ca</a></p>
<p><b>Newfoundland and Labrador</b>  e-mail: <a href="mailto:scon@gov.nl.ca">scon@gov.nl.ca</a>  fax: (709) 729-6187  Financial Services Regulation Division  Department of Government Services  Government of Newfoundland and Labrador  P.O. Box 8700, 2nd Floor, West Block  Confederation Building  St. John's, NL A1B 4J6  Attention: Registration Section</p>	<p><b>Northwest Territories</b>  e-mail: <a href="mailto:SecuritiesRegistry@gov.nt.ca">SecuritiesRegistry@gov.nt.ca</a>  fax: (867) 873-0243  Government of the Northwest Territories  P.O. Box 1320  Yellowknife, NWT X1A 2L9  Attention: Exemption Review Staff</p>
<p><b>Nova Scotia</b>  e-mail: <a href="mailto:nrs@gov.ns.ca">nrs@gov.ns.ca</a>  fax: (902) 424-4625  Nova Scotia Securities Commission  2nd Floor, Joseph Howe Building  1690 Hollis Street  P.O. Box 458  Halifax, NS B3J 3J9  Attention: Registration</p>	<p><b>Nunavut</b>  e-mail:  <a href="mailto:CorporateRegistrations@gov.nu.ca">CorporateRegistrations@gov.nu.ca</a>  fax: (867) 975-6594  Legal Registries Division  Department of Justice  Government of Nunavut  P.O. Box 1000 Station 570  Iqaluit, NU X0A 0H0  Attention: Deputy Registrar</p>

**PART 1 Regulators' Contact Information**

<p><b>Ontario</b>  e-mail: <a href="mailto:registration@osc.gov.on.ca">registration@osc.gov.on.ca</a>  fax: (416) 593-8283  Ontario Securities Commission  Suite 1903, Box 55  20 Queen Street West  Toronto, ON M5H 3S8  Attention: Registrant Regulation</p>	<p><b>Prince Edward Island</b>  e-mail: <a href="mailto:ccis@gov.pe.ca">ccis@gov.pe.ca</a>  fax: (902) 368-5283  Consumer and Corporate Services  Division,  Office of the Attorney General  P.O. Box 2000, 95 Rochford Street  Charlottetown, PE C1A 7N8  Attention: Superintendent of Securities</p>
<p><b>Québec</b>  e-mail: <a href="mailto:inscription@lautorite.qc.ca">inscription@lautorite.qc.ca</a>  fax : (514) 873-3090  Autorité des marchés financiers  Service de l'encadrement des intermédiaires  800 square Victoria, 22e étage  C.P 246, Tour de la Bourse  Montréal (Québec) H4Z 1G3</p>	<p><b>Saskatchewan</b>  e-mail: <a href="mailto:registrationsfsc@gov.sk.ca">registrationsfsc@gov.sk.ca</a>  fax: (306) 787-5899  Saskatchewan Financial Services  Commission  Suite 601  1919 Saskatchewan Drive  Regina, SK S4P 4H2  Attention: Registration</p>
<p><b>Yukon Territory</b>  e-mail: <a href="mailto:corporateaffairs@gov.yk.ca">corporateaffairs@gov.yk.ca</a>  fax: (867) 393-6251  Department of Community Services Yukon  Yukon Securities Office  P.O. Box 2703  Whitehorse, <del>YU</del>-YT Y1A 2C6  Attention: Superintendent of Securities</p>	

**PART 2 Investment Industry Regulatory Organization of Canada Contact Information**

- \*\* registration of investment dealer firms and their representatives \*\*
- \* registration of investment dealer representatives \*

<p><b>** Alberta – IIROC **</b>  <b>** Saskatchewan- IIROC **</b>  e-mail: <a href="mailto:registration@iiloc.ca">registration@iiloc.ca</a>  fax: (403) 265-4603  #2300, 355- 4<sup>th</sup> Avenue SW,  Calgary, AB T2P 0J1  Attention: Registration department</p>	<p><b>**British Columbia – IIROC**</b>  e-mail: <a href="mailto:registration@iiloc.ca">registration@iiloc.ca</a>  fax: 604-683-3491  1055 West Georgia Street  Suite 2800 – Royal Centre  Vancouver, BC V6E 3R5  Attention: Registration department</p>
<p><b>** Newfoundland and Labrador – IIROC **</b>  <b>* Ontario – IIROC *</b>  e-mail: <a href="mailto:registration@iiloc.ca">registration@iiloc.ca</a>  fax: (416) 364-9177  Suite 1600,  121 King Street West  Toronto, ON M5H 3T9  Attention: Registration department</p>	<p><b>* Québec – IIROC *</b>  e-mail: <a href="mailto:registration@iiloc.ca">registration@iiloc.ca</a>  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</p>

## APPENDIX C

### Discretionary Exemption for Bulk Transfers of 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 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 Regulation;

(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 Regulation;

(c) to submit a Form 33-109F4 or Form 33-109F7 for each permitted individual under section 2.5 of the Regulation;

(d) to notify the regulator of a change to the business location information in Form 33-109F3 under section 3.2 of the Regulation.

(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 *Policy Statement 11-203 respecting 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: