

NATIONAL INSTRUMENT 33-109
REGISTRATION INFORMATION

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NATIONAL INSTRUMENT 33-109
REGISTRATION INFORMATION

PART 1 DEFINITIONS

1.1 Definitions - In this Instrument

“effective date of a termination of an employment, partnership, or agency relationship” means the first day on which the individual ceased to have authority to act in a registerable capacity on behalf of the firm or ceased to act in a permitted individual capacity;

"NI 31-102" means National Instrument 31-102 National Registration Database;

"NRD submission number" means the unique number generated by NRD to identify each NRD submission;

"permitted individual" means, for a registered firm or for a person or company that is applying for registration, an individual who is not registered to trade or to advise on behalf of the firm and who

(a) is a director, chief executive officer, chief financial officer, or chief operating officer of the firm, or performs the functional equivalent of any of those positions, or

(b) beneficially owns, directly or indirectly, or exercises control or direction over, 10 percent or more of the voting securities of the firm;

"registered firm" means a registered dealer, registered adviser, or registered investment fund manager;

“registered individual” means an individual who is registered

(a) to trade or advise on behalf of a registered firm,

(b) in the category of ultimate designated person, or

(c) in the category of chief compliance officer;

“sponsoring firm” means,

(a) for a registered individual, the registered firm on whose behalf the individual trades or advises, or acts as ultimate designated person or chief compliance officer,

- (b) for an individual applying for registration, the registered firm, or the person or company applying to become a registered firm, on whose behalf the individual proposes to trade or advise,
- (c) for a permitted individual of a registered firm, the registered firm on whose behalf the individual acts, or
- (d) for a permitted individual of a person or company that is applying for registration, the person or company that is applying for registration on whose behalf the permitted individual proposes to act.

1.2 Interpretation - Terms defined in NI 31-102 and used in this Instrument have the respective meanings ascribed to those terms in NI 31-102.

PART 2 APPLICATION FOR REGISTRATION AND REVIEW OF PERMITTED INDIVIDUALS

2.1 Dealer, Adviser and Investment Fund Manager Registration - Except as provided in subsection 2.3(1), an applicant for registration as a dealer, adviser or investment fund manager must submit to the regulator,

- (a) in paper format, a completed Form 33-109F6; and
- (b) in accordance with NI 31-102, a completed Form 33-109F3 for each business location of the applicant, other than the applicant's head office.

2.2 Individual Applicants

- (1) An individual who applies for registration under securities legislation must make the application by submitting to the regulator in accordance with NI 31-102 a completed Form 33-109F4.
- (2) Despite subsection (1), a permitted individual of a registered firm who applies to become a registered individual with the firm must make the application by submitting to the regulator in accordance with NI 31-102 a completed Form 33-109F2.

2.3 Reinstatement - The registration of an individual suspended under section 7.5 of National Instrument 31-103 *Registration Requirements* is reinstated on the date the individual submits a completed Form 33-109F7 in accordance with NI 31-102 if

- (a) the Form 33-109F7 is submitted on or before the 90th day after the date the individual was suspended;

(b) there have been no changes to the information previously submitted in respect of Items 13, 14, 15 and 16 of the Form 33-109F4 of the individual since the individual was suspended;

(c) the individual is seeking reinstatement in the same category of registration in which the individual was registered at the time of the suspension, and

(d) the registered firm sponsoring the individual's reinstatement is registered in the same category of registration in which the individual's former sponsoring firm was registered.

2.4 Permitted Individuals

(1) A permitted individual must submit to the regulator in accordance with NI 31-102 a completed Form 33-109F4, or, if required under subsection (2), a Form 33-109F7, within the later of

(a) the 5th business day after becoming a permitted individual; and

(b) the date the sponsoring firm applies for registration.

(2) A permitted individual must submit to the regulator in accordance with NI 31-102 a completed Form 33-109F7 under subsection (1), provided that there have been no changes to the information previously submitted in respect of Items 13, 14, 15 and 16 of the Form 33-109F4 of the individual since the date the permitted individual ceased to have authority to act in a permitted individual capacity with the individual's former sponsoring firm.

2.5 Commodity Futures Act Registrants

(1) In Manitoba and Ontario, if an applicant for registration under section 2.1 is registered under the *Commodity Futures Act*, the applicant is not required to submit a completed Form 33-109F3 under subsection 2.1(b) for any business location of the applicant that is recorded on NRD.

(2) In Manitoba and Ontario, despite subsection 2.2(1), if an individual applies for registration under securities legislation and is recorded on NRD with his or her sponsoring firm as registered under the *Commodity Futures Act*, the individual must make the application by submitting to the regulator, in accordance with NI 31-102, a completed Form 33-109F2.

PART 3 CHANGES TO REGISTERED FIRM INFORMATION

3.1 Changes to Form 33-109F6 Information

- (1) A registered firm must notify the regulator of a change to any information previously submitted in Form 33-109F6, or under this subsection, within 5 business days of the change.
- (2) For the purposes of subsection (1), a notice of change must be made by submitting a completed Form 33-109F5 in paper format.
- (3) A notice of change under this section is not required to be in Form 33-109F5 if the change relates to
 - (a) the addition of an officer, partner, or director to the registered firm, and if
 - (i) a completed Form 33-109F4 in respect of the officer, partner, or director is submitted under section 2.2; or
 - (ii) a completed Form 33-109F7 in respect of the officer, partner, or director is submitted under section 2.3;
 - (b) the resignation or termination of an officer, partner or director of the registered firm, and if a completed Form 33-109F1 is submitted under section 4.3; or
 - (c) a business location other than head office, and if a completed Form 33-109F3 is submitted under section 3.2.

3.2 Changes to Business Locations

- (1) A registered firm must notify the regulator of the opening of a business location, other than a new head office, by submitting in accordance with NI 31-102 a completed Form 33-109F3 within 5 business days of the opening.
- (2) A registered firm must notify the regulator of a change to any information previously submitted in Form 33-109F3 by submitting in accordance with NI 31-102 a completed Form 33-109F3 within 5 business days of the change.

3.3 Changes to Other Registration Information - A registered firm must notify the regulator of a change in its auditor or financial year-end within 5 business days of the change.

PART 4 CHANGES TO REGISTERED INDIVIDUAL AND PERMITTED INDIVIDUAL INFORMATION

4.1 Changes to Form 33-109F4 Information

- (1) A registered individual or permitted individual must notify the regulator in accordance with NI 31-102 of a change to any information previously submitted in Form 33-109F4, in Form 33-109F7, or under this subsection, within 5 business days of the change.
- (2) Despite subsection (1), a registered individual or permitted individual must notify the regulator in accordance with NI 31-102 of a change to information previously submitted in Item 11 of Form 33-109F4, or under this subsection, within 10 business days of the change.
- (3) Despite subsection (1), a registered individual or permitted individual must notify the regulator in accordance with NI 31-102 of a change to information previously submitted in Items 3, 4, or paragraph 1 of Item 8 of Form 33-109F4, or under this subsection, within 20 business days of the change.

4.2 Application to Change or Surrender Individual Registration Categories - A registered individual of a registered firm who applies to change or surrender his or her registration category with the firm must make the application by submitting to the regulator in accordance with NI 31-102 a completed Form 33-109F2.

4.3 Termination of Employment, etc.

- (1) A registered firm must, within 5 business days of the effective date of a termination of an employment, partnership, or agency relationship with a registered individual or permitted individual, notify the regulator of the termination of the relationship by submitting in accordance with NI 31-102 a completed Form 33-109F1 with Parts A through D completed.
- (2) A registered firm must, within 30 business days of the effective date of a termination of an employment, partnership, or agency relationship with a registered individual or permitted individual who resigned or was dismissed, submit in accordance with NI 31-102 a Form 33-109F1 with Part E completed.
- (3) A registered firm must, within 5 business days of a request from a registered individual or permitted individual, provide to the individual a copy of the Form 33-109F1 with Parts A through D completed, as submitted under subsection (1) in relation to the individual,
- (4) Upon a request from an individual, registered firm must provide to the registered individual or permitted individual who resigned or was dismissed a

copy of the Form 33-109F1 with Part E completed, as submitted pursuant to subsection (2) in relation to the individual, within the later of

- (a) 5 business days of a request from the individual; and
- (b) 5 business days of the submission pursuant to subsection (2).

PART 5 DUE DILIGENCE AND RECORD-KEEPING

5.1 Sponsoring Firm Obligations

- (1) A sponsoring firm must make reasonable efforts to ensure the truth and completeness of information that is submitted by
 - (a) a registered individual,
 - (b) a permitted individual, or
 - (c) an individual applying for registration, for whom the firm is the sponsoring firm.
- (2) A registered firm that has submitted a Form 33-109F4 or Form 33-109F7 on behalf of a registered individual or permitted individual must obtain from that individual a copy of the Form 33-109F1 most recently submitted in respect of the individual, within 45 business days of the submission of the relevant Form 33-109F4 or Form 33-109F7.
- (3) A sponsoring firm must retain all documents used by the firm to satisfy its obligation under subsection (1),
 - (a) in the case of a permitted individual, for a period of seven years after the individual ceases to be a permitted individual with the firm; or
 - (b) in the case of a registered individual, or an individual applying for registration, for a period of seven years after the individual ceases to be a registered individual with the firm.
- (4) Without limiting the generality of subsection (3), if a registered individual, an individual applying for registration, or a permitted individual appoints an agent for service, the sponsoring firm must keep the original Appointment of Agent for Service executed by the individual for the period of time set out in paragraph (3)(b).
- (5) A sponsoring firm that retains a document under subsection (3) or (4) in respect of an NRD submission must record the NRD submission number on the first page of the document.

PART 6 EXEMPTION

6.1 Exemption

- (1) The regulator or the securities regulatory authority may grant an exemption from this Instrument, 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) Except in Ontario, an exemption referred to in subsection (1) is granted under the statute referred to in Appendix B of National Instrument 14-101 Definitions, opposite the name of the local jurisdiction.

PART 7 REVOCATION AND EFFECTIVE DATE

7.1 Revocation - National Instrument 33-109 *Registration Information*, which came into force on February 14, 2003, is revoked.

7.2 Effective Date - This National Instrument comes into force on •.