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NATIONAL INSTRUMENT 31-102
NATIONAL REGISTRATION DATABASE

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National Instrument 31-102
National Registration Database

PART 1 DEFINITIONS AND INTERPRETATION

1.1 Definitions - In this Instrument

"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; (*représentant autorisé de la société*)

"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; (*représentant autorisé de la société*)

"firm filer" means a person or company that is required under securities legislation to make an NRD submission in accordance with this Instrument and that is registered as, or has applied for registration as, a dealer, adviser, or investment fund manager; (*société dépositante*)

"individual filer" means an individual that is required under securities legislation to make an NRD submission in accordance with this Instrument; (*personne physique dépositante*)

"NI 33-109" means National Instrument 33-109 *Registration Information*; (*NC 33-109*)

"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; (*BDN*)

"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; (*compte BDN*)

"NRD administrator" means CDS INC. or a successor appointed by the securities regulatory authority to operate NRD; (*administrateur de la BDN*)

"NRD filer" means an individual filer or a firm filer; (*déposant BDN*)

"NRD format" means the electronic format for submitting information through the NRD website; (*format BDN*)

"NRD number" means the unique number first generated by NRD to identify an NRD filer or a business location; (*numéro BDN*)

"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; (*présentation de renseignements à la BDNI ou renseignements présentés à la BDNI*)

"NRD website" means the website operated by the NRD administrator for the NRD submissions. (*site web BDNI*)

1.2 Interpretation - Terms defined in NI 33-109 and used in this Instrument have the respective meanings ascribed to those terms in NI 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;
5. Form 33-109F5 to report a change to any information previously submitted in respect of Form 33-109F4;
6. Form 33-109F7.

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 or business location, and
 - (c) in accordance with this Instrument.
- (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 Instrument.

- (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 7 days of the appointment;
- (e) notify the NRD administrator of any change in the name of the firm's chief AFR within 7 days of the change;
- (f) submit any change in the name of an AFR, other than the firm's chief AFR, in NRD format within 7 days of the change; and
- (g) submit any change in the phone number, fax number or e-mail address of the chief AFR in NRD format within 7 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 preauthorized 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 an NRD filer is required to pay an annual registration fee, the NRD filer must pay the required fee by electronic pre-authorized debit through NRD.
- (2) A payment under subsection (1) must be made from the NRD 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.

4.4 Payment of Late Filing Fees

- (1) If an NRD filer is required to pay late filing fees because of an activity that creates or relates to an NRD submission, the NRD filer must pay the required fee by electronic pre-authorized debit through NRD.
- (2) A payment under subsection (1) must be made from the NRD filer's NRD account.

4.5 Exemption for Registrants not Resident in Canada - Sections 3.2(c), 4.1, 4.2, 4.3 and 4.4 do not apply to a registered firm that

- (a) has no business office in a jurisdiction of Canada,
- (b) does not have an account with a member of the Canadian Payments Association,
- (c) is not an affiliate of a registered firm resident in a jurisdiction of Canada,
- (d) pays the fees referred to in sections 4.1, 4.2 and 4.4 within 14 days of the date the payment is due,
- (e) pays the following fees by submitting a cheque, payable to CDS INC. in Canadian funds, to the firm's principal regulator within 14 days of the date the payment is due:
 - (i) NRD user fees required in respect of an NRD submission,
 - (ii) annual NRD user fees, and
- (f) pays any fee referred to in sections 4.1, 4.2 and 4.4, other than an NRD user fee, by submitting a cheque in Canadian funds to the local regulator within 14 days of the date the payment is due.

PART 5 TEMPORARY HARDSHIP EXEMPTION

5.1 Temporary Hardship Exemption

- (1) If unanticipated technical difficulties prevent an NRD filer from making an NRD submission 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 other than through the NRD website or in NRD format no later than 7

days after the day on which the information was required to be submitted.

- (2) If unanticipated technical difficulties prevent an individual filer from submitting an application in NRD format, the individual filer may submit the application other than through the NRD website.
- (3) For the purpose of subsections (1) and (2), the NRD filer may make a notification or application other than through the NRD website by submitting it to the principal regulator.
- (4) Despite subsection (3), for the purpose of an application submitted under (2) which includes Ontario, the individual filer may make the application by submitting it to
 - (a) the principal regulator, if the principal jurisdiction is Ontario, or
 - (b) the principal regulator and the regulator in Ontario.
- (5) If an NRD filer makes a submission other than through the NRD website 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 NATIONAL INSTRUMENT 31-102
NATIONAL REGISTRATION DATABASE (NRD), THIS [SPECIFY DOCUMENT] IS
 BEING SUBMITTED OTHER THAN THROUGH THE NRD WEBSITE UNDER A
 TEMPORARY HARDSHIP EXEMPTION.

- (6) If an NRD filer makes a submission other than through the NRD website under this section, the NRD filer must resubmit the information in NRD format as soon as practicable and in any event within 14 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 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 REPEAL AND EFFECTIVE DATE**7.1 Repeal**

- (1) National Instrument 31-102 *National Registration Database*, which came into force on 10 May 2005, is repealed.

7.2 Effective Date

- (1) This Instrument comes into force on 28 September, 2009.