

## REQUEST FOR COMMENT

### Notice of Proposed Amendments to National Instrument 31-101 – *National Registration System* and to National Policy 31-201 – *National Registration System*

#### Introduction

The Canadian Securities Administrators (the **CSA** or **we**) are publishing for comment proposed amendments to National Instrument 31-101 – *National Registration System* (**NI 31-101**) and to National Policy 31-201 – *National Registration System* (**NP 31-201**).

NI 31-101 and NP 31-201 are currently in force in all Canadian jurisdictions. The National Registration System (**NRS**) may be used by investment dealers, advisers, mutual fund dealers and their sponsored individuals in connection with their application for initial registration, amendments to registration or reinstatement of registration or for approval or review of certain sponsored individuals.

The purpose of the NRS is to improve the registration system through a mutual reliance process. Principles of mutual reliance are applied to the analysis of registration applications or applications for approval or review of investment dealers, advisers and mutual fund dealers and their sponsored individuals in order to reduce unnecessary duplication in the analysis of applications made in multiple jurisdictions or in subsequent jurisdictions.

#### Substance and Purpose of Proposed Amendments

Section 3.2(4) of NP 31-201 lists factors a firm filer should consider when selecting its principal regulator. In the CSA Staff Notice 31-308 issued on April 22, 2005 (the **Notice**), we indicated that the appropriate principal regulator will normally be the jurisdiction in which the firm's head office is located. If the firm selects a different jurisdiction as its principal regulator, the regulators will seek further information from the firm to substantiate the firm's decision.

Unless there are compelling reasons for the firm's principal regulator to be in a different jurisdiction, the regulators will exercise their discretion as described in section 3.3 of NP 31-201 to designate the jurisdiction in which the firm's head office is located as the firm's principal regulator.

The substance and purpose of the proposed amendments to NI 31-101 and NP 31-201 are to require that a firm filer select as its principal regulator the local securities regulatory authority or regulator in the jurisdiction where the filer's head office is located. In exceptional circumstances, factors other than the firm's head office may be considered when the firm filer applies for a

change of principal regulator, as provided in the proposed amendment to section 3.3 of NP 31-201.

The proposed amendments are consistent with the selection of an issuer's principal regulator under:

- National Policy 43-201 — *Mutual Reliance Review System for Prospectuses and Annual Information Forms*, and
- Multilateral Instrument 11-101 Principal Regulator System.

### **Summary of Proposed Amendments**

The proposed amendments revise NI 31-101 and NP 31-201 to require that a firm filer select as its principal regulator the local securities regulatory authority or regulator in the jurisdiction where the filer's head office is located.

### **Authority for Proposed Amendments**

In Ontario, paragraph 143(1)1 of the *Securities Act* (Ontario) (the **Ontario Act**) authorizes the Ontario Securities Commission (the **Ontario Commission**) to make rules prescribing requirements in respect of applications for registration and the renewal, amendment, expiration or surrender of registration. Paragraph 143(1)2 of the Ontario Act authorizes the Ontario Commission to make rules prescribing conditions of registration or other requirements for registrants or any category or subcategory of registrant.

### **Unpublished Materials**

In proposing the amendments to NI 31-101 and NP 31-201, the Ontario Commission has not relied on any significant unpublished study, report or other written materials.

### **Alternatives Considered**

The Ontario Commission did not consider any alternatives to the proposed amendments to NI 31-101 and NP 31-201.

### **Anticipated Costs and Benefits**

It is anticipated that the proposed amendments to NI 31-101 and NP 31-201 will reduce the time and costs of a firm filer associated with determining its principal regulator.

### **Comments**

Interested parties are invited to make written submissions with respect to these proposed amendments. Submissions received by March 1, 2006 will be considered. If you are not sending your submissions by e-mail, please include a diskette or CD containing your submission (in Windows format, Word)

Submissions should be addressed to all of the CSA members listed below:

Autorité des marchés financiers  
Ontario Securities Commission  
Alberta Securities Commission  
British Columbia Securities Commission  
Saskatchewan Financial Services Commission

It is not necessary to send your comments separately to all CSA member authority authorities. Please send them to the following people. CSA staff will ensure they are sent to the other CSA members.

c/o John Stevenson  
Secretary to the Commission  
Ontario Securities Commission  
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We cannot keep submissions confidential because securities legislation in certain provinces requires that a summary of the written submissions received during the comment period be published.

## **Questions**

Please refer your questions to any of:

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The text of the proposed amendments follow or can be found elsewhere on a CSA member website.

November 25, 2005

**AMENDMENTS TO NATIONAL POLICY 31-201  
NATIONAL REGISTRATION SYSTEM**

**PART 1 AMENDMENTS**

1.1 National Policy 31-201 is amended by deleting sections 3.2, 3.3 and 3.4 and substituting the following:

3.2. Designation of Principal Regulator

(1) The firm filer must select as its principal regulator the securities regulatory authority or regulator of the jurisdiction in which the firm filer's head office is located.

(2) The principal regulator for an individual filer is the securities regulatory authority or the regulator of the jurisdiction in which the individual filer's working office is located.

3.3. Change of principal regulator applied for by filer

(1) A filer may apply for a change of principal regulator if it believes that its principal regulator is not the appropriate principal regulator. However, a change of a firm filer's principal regulator based on factors other than the head office criterion set out in section 3.2 (1) will generally not be permitted unless exceptional circumstances justify the change. The factors that may be considered in assessing an application for a change of a filer's principal regulator are:

- (a) location of management,
- (b) operational headquarters,
- (c) business office,
- (d) workforce, and
- (e) clientele.

(2) If a filer applies for a change of its principal regulator, the application should be submitted in paper form to the principal regulator and the requested regulator at least thirty days in advance of any filing of materials under NRS to permit adequate time for staff of the relevant securities regulatory authorities to consider and resolve the application. If the application is not resolved before the date of any filing of materials, the principal regulator will continue to act as principal regulator for that filing, and the change requested, if granted, will relate to materials filed after the issuance of the final MRRS decision document.

3.4. Change of Principal Regulator - by the Regulators

(1) The securities regulatory authorities and regulators may change the principal regulator designated by the filer where the securities regulatory authorities and regulators determine that changing the principal regulator of a filer would result in greater administrative and regulatory efficiencies in connection with the filer's registration or approval.

(2) If the securities regulatory authorities and regulators propose to change a filer's principal regulator, the principal regulator will notify the filer in writing of the proposed change and will identify the reasons for the proposed change .

### 3.5. Effect of Change of Principal Regulator

Unless otherwise consented to by the principal regulator and the redesignated principal regulator, a change of principal regulator pursuant to sections 3.3 and 3.4 will take effect immediately. Requirements applicable to the filer will change accordingly, subject to the temporary exemption contained in section 3.2 of NI 31-101 for the benefit of registered filers.

## **PART 2 EFFECTIVE DATE**

2.1. These amendments come into force on June 1, 2006.