

CSA Staff Notice 31-333

Follow-up to Broker Dealer Registration in the Exempt Market Dealer Category

February 7, 2013

Introduction

On September 2, 2011, the Canadian Securities Administrators (CSA or we) published CSA Staff Notice 31-327 *Broker-Dealer Registration in the Exempt Market Dealer Category (CSA Staff Notice 31-327)*. On July 12, 2012, we published CSA Staff Notice 31-331 *Follow-Up to Broker-Dealer Registration in the Exempt Market Dealer Category (CSA Staff Notice 31-331)*. CSA Staff Notice 31-331 introduced IIROC Notice 12-0217 *IIROC Concept Proposal – Restricted Dealer Member Proposal* (the **Restricted Dealer Member Proposal**). This notice provides a further update on broker-dealer registration in the exempt market dealer (EMD) category.

Substance and Purpose

The purpose of this notice is to inform FINRA firms currently conducting brokerage activities while registered in the EMD category or in the restricted dealer category that the Investment Industry Regulatory Organization of Canada (IIROC) does not intend to proceed with the Restricted Dealer Member Proposal, as detailed in IIROC Notice 13-0042 dated February 7, 2013 (the **IIROC Notice**). In the future, firms will need to conduct all brokerage activities through a full IIROC member firm.

Background

CSA Staff Notice 31-327 outlines our concerns about firms using the EMD category to conduct brokerage activities (trading securities listed on an exchange in foreign or Canadian markets) (**brokerage activities**). We also stated that we would examine the issue to ensure that appropriate regulatory requirements applied to all firms that were engaging in brokerage activities in Canada.

We are of the view that IIROC should regulate these firms because IIROC has rules that address the risks associated with brokerage activities. Therefore, on July 12, 2012 we published CSA Staff Notice 31-331 in tandem with the Restricted Dealer Member Proposal. The Restricted Dealer Member Proposal introduced a new class of IIROC Member, called a “Restricted Dealer Member”, which was intended to migrate firms currently registered as EMDs or restricted dealers carrying out brokerage activities to IIROC membership.

Now that the 90-day comment period has concluded, IIROC is publishing the IIROC Notice. The IIROC Notice summarizes the comments received on the Restricted Dealer Member Proposal and discusses IIROC’s intention not to proceed with the proposal.

We remain of the view that IIROC should regulate firms that conduct brokerage activities. Therefore, we intend to publish proposed amendments to National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations (NI 31-103)* later in 2013 in order to prohibit EMDs from conducting brokerage activities (the **NI-31-103 Amendments**).

Next Steps

Based on the above, impacted firms need to consider the following:

- EMDs that are conducting brokerage activities may continue to conduct these activities until the NI 31-103 Amendments come into force, but they will thereafter be required to restrict their activities to those permitted by the EMD category after the NI 31-103 Amendments are effective; and
- restricted dealers that are conducting brokerage activities in accordance with the terms and conditions of their registration will have their registration and any related exemptive relief extended to the date the NI 31-103 Amendments are effective.

Impacted firms may wish to consider how they will conduct brokerage activities in the future. Options include transferring their brokerage activities to a Canadian incorporated IIROC firm, tailoring their activities to fit solely within the EMD category, or relying upon the international dealer exemption in section 8.18 of NI 31-103.

Questions

Please refer your questions to any of the following persons:

Lindy Bremner
Senior Legal Counsel, Capital Markets
Regulation
British Columbia Securities Commission
604-899-6678 and 1-800-373-6393
lbremner@bcsc.bc.ca

Chris Besko
Legal Counsel, Deputy Director
Manitoba Securities Commission
204-945-2561 and (Manitoba Only) 1-800-
655-5244
Chris.besko@gov.mb.ca

Navdeep Gill
Manager, Registration
Alberta Securities Commission
403-355-9043
navdeep.gill@asc.ca

Sandra Blake
Senior Legal Counsel
Ontario Securities Commission
416-593-8115
sblake@osc.gov.on.ca

Dean Murrison
Deputy Director, Legal and Registration
Financial and Consumer Affairs Authority of
Saskatchewan
306-787-5879
dean.murrison@gov.sk.ca

Sophie Jean
Senior Policy Adviser
Autorité des marchés financiers
514-395-0337, ext. 4786 and
1-877-525-0337
sophie.jean@lautorite.qc.ca

Brian W. Murphy
Deputy Director, Capital Markets
Nova Scotia Securities Commission
902-424-4592
murphybw@gov.ns.ca

Louis Arki
Director of Land Registries
Department of Justice, Government of
Nunavut
867-975-6587
larki@gov.nu.ca

Jason Alcorn
Legal Counsel
New Brunswick Securities Commission
506-643-7857
jason.alcorn@nbsc-cvmnb.ca

Donn MacDougall
Deputy Superintendent, Legal & Enforcement
Office of the Superintendent of Securities
Government of the Northwest Territories
867-920-8984
donald.macdougall@gov.nt.ca

Katharine Tummon
Superintendent of Securities
Office of the Superintendent of Securities,
Prince Edward Island
902-368-4542
kptummon@gov.pe.ca

Rhonda Horte
Acting Securities Officer,
Deputy Registrar, Corporate Affairs
Office of the Yukon Superintendent of
Securities
867-633-7969
rhonda.horte@gov.yk.ca

Craig Whalen
Manager of Licensing, Registration and
Compliance
Office of the Superintendent of Securities
Government of Newfoundland and Labrador
709-729-5661
cwhalen@gov.nl.ca

