

IN THE MATTER OF THE *SECURITIES ACT*, S.N.B. 2004, C. S-5.5 (*Act*)

AND

IN THE MATTER OF

RELIEF IN RESPECT OF CLIENT FOCUSED REFORMS CONFLICT OF INTEREST PROVISIONS OF NATIONAL INSTRUMENT 31-103 REGISTRATION REQUIREMENTS, EXEMPTIONS AND ONGOING REGISTRANT OBLIGATIONS

Blanket Order 31-532

Section 208

Definitions

1. Terms defined in the *Act*, National Instrument 14-101 *Definitions* and National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations (NI 31-103)* have the same meaning in this Blanket Order unless otherwise defined herein.

Exemptive Relief

2. On 3 October 2019, the Canadian Securities Administrators (**CSA**) adopted amendments to NI 31-103 to implement reforms to enhance the client-registrant relationship (**Client Focused Reforms**) which affect all registrants. At the time, the CSA provided for a phased transition period, with the reforms relating to conflicts of interest and relationship disclosure information provisions taking effect on 31 December 2020, and the remaining reforms taking effect on 31 December 2021.
3. The coronavirus disease 2019 (**COVID-19**) outbreak was declared a pandemic by the World Health Organization on 11 March 2020 and has led to the declaration by the New Brunswick provincial government of a state of emergency under the *Emergency Measures Act*, R.S.N.B. 2011, c. 147 on 19 March 2020. The Financial and Consumer Services Commission (**Commission**) acknowledges that this pandemic may present challenges for registrants. Specifically, COVID-19 has disrupted business so many registrants will not be in a position to implement the Client Focused Reforms scheduled to take effect on 31 December 2020 because of disruptions to registrants' access to office facilities, personnel and other key resources.
4. The CSA is actively consulting with numerous industry stakeholders through the Client Focused Reforms Implementation Committee. Through them, the CSA has been informed of the challenges associated with the changes that registrants will be required to make in respect of the Client Focused Reforms conflict of interest provisions.

5. The Commission has delegated to the Executive Director of Securities (**Executive Director**) the Commission's power under section 208 of the Act to exempt, in whole or in part, a person or class of persons from any requirement of any National Instrument, Multilateral Instrument or Local Instrument, subject to such terms and conditions considered appropriate.
6. The Executive Director considers that it would not be prejudicial to the public interest to make the following order.

IT IS ORDERED pursuant to section 208 of the Act that:

7. This Blanket Order provides for the exemption for a registrant from compliance with the amendments to Part 13 of NI 31-103 that the registrant was required to implement as of 31 December 2020 pursuant to paragraph 35(1)(a) of the amending instrument published on 3 October 2019.
8. This Blanket Order for a registrant is conditional on the registrant complying with those provisions of Part 13 of NI 31-103 that were otherwise subject to amendment on 31 December 2020 as they read on 30 December 2020.
9. This Blanket Order takes effect 31 December 2020 and expires on 30 June 2021.

Dated at Saint John, New Brunswick, this 16th day of April 2020.

"original signed by"

To-Linh Huynh
Executive Director