

Appendix C

MEMORANDUM OF UNDERSTANDING REGARDING OVERSIGHT OF [NEW IPF] AMONG:

ALBERTA SECURITIES COMMISSION
AUTORITÉ DES MARCHÉS FINANCIERS
BRITISH COLUMBIA SECURITIES COMMISSION
MANITOBA SECURITIES COMMISSION
FINANCIAL AND CONSUMER SERVICES COMMISSION OF NEW BRUNSWICK
OFFICE OF THE SUPERINTENDENT OF SECURITIES, DIGITAL GOVERNMENT
AND SERVICE NEWFOUNDLAND AND LABRADOR
OFFICE OF THE SUPERINTENDENT OF SECURITIES, NORTHWEST
TERRITORIES
NOVA SCOTIA SECURITIES COMMISSION
OFFICE OF THE SUPERINTENDENT OF SECURITIES, NUNAVUT
ONTARIO SECURITIES COMMISSION
PRINCE EDWARD ISLAND OFFICE OF THE SUPERINTENDENT OF SECURITIES
FINANCIAL AND CONSUMER AFFAIRS AUTHORITY OF SASKATCHEWAN
OFFICE OF THE YUKON SUPERINTENDENT OF SECURITIES

(each a **Regulator**, collectively the **Regulators** or the **Parties**)

The Parties agree as follows:

1. **Underlying Principles**

a. Approval and Acceptance

Pursuant to applicable Securities Legislation, and subject to terms and conditions, the Regulators have either:

- (i) approved [New IPF] as a compensation fund or contingency trust fund; or
- (ii) deemed [New IPF] acceptable as a contingency fund.

b. Oversight Program

To ensure that [New IPF] is appropriately discharging its responsibilities as a compensation or contingency fund, the Regulators have developed an oversight program (**Oversight Program**) which includes:

- (i) review of information filed by [New IPF], as set out in section 4;

- (ii) oversight reviews of [New IPF], as set out in section 5; and
- (iii) review and applicable approval of Amendments, as set out in section 6.

The purpose of the Oversight Program is to ensure that [New IPF] is acting in accordance with the [New IPF] Mandate, and complying with the terms and conditions of the Regulators' approval or acceptance.

c. Oversight Guiding Principles

The guiding principles for the Regulators' joint oversight of [New IPF] are:

- (i) Harmonious direction – the Regulators will strive to speak as one when giving direction to [New IPF];
- (ii) Transparency – each Regulator shares with other Regulators important communications with [New IPF] in a timely manner; and
- (iii) Efficiency – each Regulator will strive to conduct oversight in an effective manner while attempting to minimize the resources required from other Regulators and [New IPF].

d. Previous Memoranda of Understanding

This MOU replaces the memoranda of understanding that took effect on January 1, 2021 between the applicable Regulators of the Canadian Investor Protection Fund (**CIPF**) and the MFDA Investor Protection Corporation (**MFDA IPC**) in respect of the oversight of CIPF and MFDA IPC.

2. Definitions

“Amendment” means

- (i) any amendment to, or revocation or replacement of, [New IPF]'s Coverage Policies or by-laws; or
- (ii) any material change to [New IPF]'s Industry Agreement with [New SRO]

for which the Regulators' prior approval is required pursuant to an Approval Order or Acceptance Decision.

“Approval Order” means the approval of [New IPF] by a Regulator pursuant to the Securities Legislation in a Canadian province or territory which stipulates that registered dealers must participate in a compensation fund or contingency trust fund approved by the Regulator and established by, among others, a self-regulatory organization.

“**Board**” has the meaning ascribed to that term in [New IPF] Approval Order or Acceptance Decision.

“**Coordinators**” mean the two Regulators that are designated as such from time to time by consensus of all the Regulators.

“**Coverage Policies**” have the meaning ascribed to that term in [New IPF] Approval Order or Acceptance Decision.

“**Acceptance Decision**” means the decision regarding [New IPF] by a Regulator pursuant to the Securities Legislation in a Canadian province or territory which may stipulate that a dealer must participate in a contingency fund deemed acceptable by the Regulator.

“**Industry Agreement**” has the meaning ascribed to that term in [New IPF] Approval Order or Acceptance Decision.

“**[New IPF] Mandate**” has the meaning ascribed to that term in [New IPF] Approval Order or Acceptance Decision.

“**Reviewing Regulator**” means a Regulator that is participating in an oversight review of [New IPF].

“**Securities Legislation**” has the same meaning as in National Instrument 14-101 *Definitions* and includes, where applicable, commodity futures legislation.

“**Self-regulatory organization (SRO)**” has the meaning ascribed to that term in [New IPF] Approval Order or Acceptance Decision.

“**SRO Member**” has the meaning ascribed to that term in [New IPF] Approval Order or Acceptance Decision.

3. **General Provisions**

a. *Oversight Committee*

The Regulators will establish an oversight committee (**Oversight Committee**) which will act as a forum to discuss issues, concerns and proposals related to the oversight of [New IPF].

Each of the Regulators shall designate from time to time representatives on the Oversight Committee.

The Oversight Committee will provide to the Chairs of the Regulators an annual written report that will include a summary of all oversight activities conducted during the previous period (**Annual Report on Oversight Activities**). The Annual Report on Oversight Activities will also be published.

b. Coordinators

The two Regulators that are designated as Coordinators are tasked with the role of coordinating, communicating and scheduling activities of the Oversight Program between the Regulators, and between the Regulators and [New IPF]. The Coordinators must not make any unilateral decision, or give unilateral direction, with respect to [New IPF].

The Coordinators will serve for four years on a staggered rotation basis among the two designated Regulators. Initially, one of the two Coordinators will be replaced after two years, and thereafter each Coordinator will have a four-year term, such that a new Coordinator will be designated to replace a current Coordinator every two years. Designation of a new Coordinator will be made one year in advance of the end of an exiting Coordinator's term.

c. Staff Contact

The Coordinators will provide [New IPF] with key staff contacts in each jurisdiction for the purposes of matters arising under this MOU or relating to oversight in general.

d. Status Meetings

The Coordinators will organize semi-annual conference calls and annual in-person meetings between the Oversight Committee and staff of [New IPF]. The purpose is to discuss matters relating to the Oversight Program of [New IPF] and other matters that are of interest to the Regulators and [New IPF]. The Coordinators will record minutes of these meetings and calls.

4. Review of Information Filed

Any comments of the staff of the Regulators on information filed by [New IPF] will be sent to the Coordinators, with a copy to staff of the other Regulators. The Coordinators will request that [New IPF] respond to comments raised by the Regulators and copy staff of the other Regulators on its response.

5. Oversight Reviews

The Regulators have developed procedures for performing periodic reviews of [New IPF]'s functions, as set out in Schedule A.

6. Review and Applicable Approval of Amendments

The Regulators have entered into a protocol, set out in Schedule B of this MOU, to establish uniform procedures relating to the review and applicable approval of or non-objection to proposed Amendments.

7. Confidentiality

All notices, reports, documents and any other information or data shared amongst any of the Regulators pursuant to this MOU are shared exclusively for the regulatory purposes of the Regulators, and with the expectation that they be shared and maintained in confidence, except as may otherwise be required by applicable law.

8. Authority

Nothing in this MOU is intended to limit the powers of any of the Regulators under applicable Securities Legislation to take any measures authorized or required under such legislation.

9. Schedules

The MOU represents the Regulators' commitment to a coordinated and cooperative approach to conducting the Oversight Program, and the schedules are integral to the execution of this commitment.

10. Amending, terminating and withdrawing from the MOU

This MOU may be amended from time to time as mutually agreed upon by the Regulators. Any amendments must be in writing and approved by the duly authorized representatives of each Regulator in accordance with the applicable legislation of each province or territory.

This MOU may be terminated if mutually agreed upon by the Regulators.

Each Regulator can, at any time, withdraw from this MOU on at least 90 days' written notice to the Coordinators and to each Regulator.

11. Effective Date

This MOU comes into effect on [●].

IN WITNESS WHEREOF the duly authorized signatories of the parties below have signed this MOU as of the Effective Date of the MOU stated above.

ALBERTA SECURITIES COMMISSION

Per: _____

Title: _____

AUTORITÉ DES MARCHÉS FINANCIERS

Per: _____

Title: _____

**BRITISH COLUMBIA SECURITIES
COMMISSION**

Per: _____

Title: _____

MANITOBA SECURITIES COMMISSION

Per: _____

Title: _____

**FINANCIAL AND CONSUMER SERVICES
COMMISSION OF NEW BRUNSWICK**

Per: _____

Title: _____

**OFFICE OF THE SUPERINTENDENT OF
SECURITIES, DIGITAL GOVERNMENT AND
SERVICE NEWFOUNDLAND AND LABRADOR**

Per: _____

Title: _____

**DEPUTY MINISTER FOR
INTERGOVERNMENTAL AFFAIRS
NEWFOUNDLAND AND LABRADOR**

Per: _____

Title: _____

**OFFICE OF THE SUPERINTENDENT OF
SECURITIES, NORTHWEST TERRITORIES**

Per: _____

Title: _____

NOVA SCOTIA SECURITIES COMMISSION

Per: _____

Title: _____

**OFFICE OF THE SUPERINTENDENT OF
SECURITIES, NUNAVUT**

Per: _____

Title: _____

ONTARIO SECURITIES COMMISSION

Per: _____

Title: _____

**PRINCE EDWARD ISLAND OFFICE OF THE
SUPERINTENDENT OF SECURITIES**

Per: _____

Title: _____

**FINANCIAL AND CONSUMER AFFAIRS
AUTHORITY OF SASKATCHEWAN**

Per: _____

Title: _____

**OFFICE OF THE YUKON SUPERINTENDENT
OF SECURITIES**

Per: _____

Title: _____

Schedule A Oversight Reviews

On behalf of all Regulators, the Reviewing Regulators will carry out periodic coordinated oversight reviews of [New IPF] for the purposes of: (i) evaluating whether selected regulatory processes are effective, efficient, and are applied consistently and fairly; and (ii) assessing compliance with the terms and conditions of the Approval Orders and any Acceptance Decision.

A Regulator may choose to participate in a coordinated review of [New IPF], or may choose to rely on another Regulator for the review of [New IPF]. In cases where a Regulator chooses not to review [New IPF] office in its jurisdiction, the other Regulators may conduct a review of that [New IPF] office.

Each Regulator may also perform an independent review of [New IPF] to deal with significant and/or local issues. Any Regulator who intends to perform such a review will notify staff of the other Regulators prior to conducting such a review.

The scope of the review will be determined by utilizing a risk-based methodology established and agreed upon by staff of the Regulators.

When the Reviewing Regulators carry out a coordinated review, they will use best efforts to adhere to the following within any timelines established among themselves:

- 1) The Reviewing Regulators will establish and agree on a work plan for the coordinated review that sets the target completion date for each step, including conducting the review, reviewing draft reports, confirming factual accuracy, translating and publishing the final report, and follow-up plans.
- 2) The Reviewing Regulators will coordinate their review of [New IPF] by conducting their reviews at the same time.
- 3) The Reviewing Regulators will develop and use a uniform review program and uniform performance benchmarks to conduct the coordinated review and will ensure the review is appropriately staffed in their respective jurisdiction.
- 4) The Coordinators will, as needed, arrange for communications among the Reviewing Regulators during the course of a review, to discuss the progress of the work completed and to ensure appropriate consistency in the Reviewing Regulators' approach.
- 5) Each Reviewing Regulator will share with all other Reviewing Regulators the results of its review, including draft findings and, upon request, supporting materials.

- 6) Unless otherwise agreed upon, the Coordinators will draft a review report and share it among the Reviewing Regulators to ensure it meets all of their expectations and requirements, as applicable. The review report will:
 - a) take into account the draft findings and comments of the Reviewing Regulators, and
 - b) use a common set of criteria to rate the significance and urgency of findings.
- 7) If the Reviewing Regulators disagree on the content of the draft review report, the Reviewing Regulators will follow the process provided in section 12, as applicable, of Schedule B of this MOU for resolution.
- 8) After the Reviewing Regulators are mutually satisfied with the draft review report, the Coordinators will forward the draft review report to [New IPF] to confirm factual accuracy.
- 9) [New IPF] will review the draft review report for factual accuracy and respond to the Reviewing Regulators with comments.
- 10) The Reviewing Regulators will consider [New IPF]'s comments and revise their report as necessary.
- 11) The Coordinators will send the revised report to [New IPF] for its formal response.
- 12) On receipt of [New IPF]'s formal response, the Reviewing Regulators will incorporate such formal response and any follow-up plans into the review report as applicable.
- 13) Each Reviewing Regulator will seek the necessary internal approval to publish the final review report, taking into account language translation needs where applicable.
- 14) When each Reviewing Regulator has obtained the necessary internal approvals, the Coordinators will, and the other Reviewing Regulators may, publish the final review report.

Schedule B

Review and Applicable Approval of Amendments

1. Scope and purpose

The Regulators hereby establish uniform procedures relating to their review and applicable approval of, or non-objection to, Amendments proposed by [New IPF].

2. Classifying Amendments

- (a) **Classification.** [New IPF] will classify each proposed Amendment as “housekeeping” or “public comment”.
- (b) **Housekeeping Amendments.** A “housekeeping” Amendment is a proposed Amendment that has no material impact on investors, issuers, registrants, other market participants, the SRO, [New IPF], or the capital markets generally and that:
 - (i) makes necessary changes of an editorial nature (such as correcting a textual mistake or inaccurate cross-reference, correcting a translation, making a formatting change, or standardization of terminology),
 - (ii) changes the routine internal processes, practices, or administration of [New IPF], or
 - (iii) is necessary to conform [New IPF]’s policies or by-laws to applicable Securities Legislation, statutory or legal requirements, accounting or auditing standards, or to other [New IPF] policies or by-laws (including those that the Regulators have approved or non-objected to, but which [New IPF] has not yet made effective).
- (c) **Public comment Amendments.** A “public comment” Amendment is any proposed Amendment that is not a housekeeping Amendment.
- (d) **Regulators’ disagreement with classification.** If staff of a Regulator thinks that [New IPF] incorrectly classified a proposed Amendment as housekeeping, the Regulators and [New IPF] will use best efforts to adhere to the following:
 - (i) Within 5 business days of the date of [New IPF]’s filing under section 3, staff of the Regulator who intends to disagree with the classification will advise staff of the other Regulators, in writing, that they intend to disagree and provide reasons for their intended disagreement.

- (ii) Within 3 business days after receiving or sending notice of disagreement, staff of the Coordinators will discuss the classification, and may arrange a conference call, with staff of the other Regulators and, as applicable, [New IPF].
- (iii) If disagreement with the classification still exists after any such discussion, staff of the Coordinators will notify [New IPF] of the disagreement, in writing, with a copy to staff of the other Regulators within 10 business days of the date of [New IPF]'s filing.
- (iv) If staff of the Coordinators send a notice of disagreement to [New IPF] under paragraph 2(d)(iii), [New IPF] will reclassify the proposed Amendment as a public comment Amendment or withdraw the proposed Amendment by filing a written notice with staff of the Regulators indicating that it will be withdrawing the Amendment.
- (v) If [New IPF] does not receive any such notice of disagreement within 10 business days of the date of [New IPF]'s filing, [New IPF] will assume that staff of the Regulators agree with the classification.

3. Required Filings

- (a) **Language requirements.** [New IPF] will file the information required under this section concurrently in both English and French, accompanied with an attestation from a certified translator.
- (b) **Filings for housekeeping Amendments.** [New IPF] will file the following information with staff of the Regulators for each proposed housekeeping Amendment:
 - (i) a cover letter that indicates the classification of the proposed Amendment by citing the applicable provisions in subsection 2(b),
 - (ii) the Board resolution, or the resolution of the applicable Board committee, including the date that the proposed Amendment was approved,
 - (iii) the text of the proposed Amendment and, where applicable, a blacklined version showing the changes, and
 - (iv) a notice for publication including:
 - (A) a brief description of the proposed Amendment,
 - (B) the reasons for the housekeeping classification,
 - (C) the anticipated effective date of the proposed Amendment,

- (D) a statement as to whether the proposed Amendment complies with the terms and conditions of [New IPF]'s approval or acceptance, and
 - (E) confirmation that [New IPF] followed its established internal governance practices in approving the proposed Amendment and considered the need for consequential amendments.
- (c) **Filings for public comment Amendments.** [New IPF] will file the following information with staff of the Regulators for each proposed public comment Amendment:
 - (i) a cover letter that indicates the classification of the proposed Amendment, how [New IPF] has taken the public interest into account when developing the proposed Amendment and why the proposed Amendment is in the public interest,
 - (ii) the Board resolution, or the resolution of the applicable Board committee, including the date that the proposed Amendment was approved,
 - (iii) the text of the proposed Amendment, and, where applicable, a blacklined version showing the changes, and
 - (iv) a notice for publication including:
 - (A) written analysis detailing the nature, purpose and effect of the proposed Amendment,
 - (B) the possible effects of the proposed Amendment (including any regional specific effect) on investors, issuers, registrants, other market participants, the SRO, [New IPF] and the capital markets generally,
 - (C) a description of the context in which [New IPF] developed the proposed Amendment, any relevant issues considered, and any alternative approaches considered,
 - (D) the anticipated effective date of the proposed Amendment,
 - (E) the items in subparagraph 3(b)(iv)(D) and (E), and
 - (F) a request for public comment together with details on how to submit comments within the comment period deadline, and a statement that [New IPF] will publish all comments received during the comment period on its public website.

4. Review criteria

Without limiting the discretion of the Regulators, the Regulators agree that the following are factors that staff of the Regulators may consider when reviewing proposed Amendments:

- (a) whether a proposed Amendment is in the public interest, and
- (b) whether [New IPF] has provided sufficient analysis of the nature, purpose and effect of a proposed Amendment.

5. Review and approval process for housekeeping Amendments

- (a) **Confirming receipt.** Upon receipt of the materials detailed in subsection 3(b), staff of the Coordinators will, as soon as practicable, send written confirmation of receipt of the proposed housekeeping Amendment to [New IPF], with a copy to staff of the other Regulators.
- (b) **Approval.** Except where notice of disagreement has been sent to [New IPF] in accordance with paragraph 2(d)(iii), the proposed Amendment will be deemed approved or non-objected to on the eleventh business day following the date of [New IPF]'s filing under section 3.

6. Review process for public comment Amendments

- (a) **Confirming receipt.** Upon receipt of the materials detailed in subsection 3(c), staff of the Coordinators will, as soon as practicable, send confirmation of receipt of the proposed public comment Amendment to [New IPF], with a copy to staff of the other Regulators.
- (b) **Publication and public comment period.** As soon as practicable, staff of the Coordinators and [New IPF] will, and staff of the other Regulators may:
 - (i) coordinate a publication date amongst themselves, and
 - (ii) publish the materials referred to in paragraphs 3(c)(iii) and (iv) for a 30-day comment period (or other period agreed upon by staff of the Regulators and [New IPF]) on their respective public websites.
- (c) **Publishing and responding to public comments.** [New IPF] will, as and when they are received, promptly publish any public comments on its public website. [New IPF] will also prepare a summary of and responses to those public comments and send them to staff of the Regulators within any timelines established by staff of the Regulators.

- (d) **Regulator review.** After the subsection 6(b) comment period has ended, staff of the Regulators will, in writing, provide any significant comments to the Coordinators, copying staff of the other Regulators, within any timelines established among themselves.
- (e) **Regulators have no comments.** If staff of the Coordinators do not receive or have any significant comments within the period provided for under subsection 6(d), staff of the Regulators will be deemed to not have any comments and the following applies:
 - (i) If [New IPF] has received public comments, the Regulators will, upon receipt of [New IPF]’s summary and responses described in subsection 6(c), follow the processes applicable to the review of [New IPF] responses set out in paragraphs 6(f)(v) through (ix).
 - (ii) If [New IPF] has not received any public comments, or the public comments received do not raise any material issues (as determined by staff of the Regulators), staff of the Regulators will proceed immediately to the approval or non-objection process in section 8.
- (f) **Regulators have comments.** If staff of the Coordinators receive or have significant comments within the period provided for under subsection 6(d), staff of the Regulators and [New IPF] will use best efforts to adhere to the following process using timelines established amongst themselves:
 - (i) At the end of the period provided for under subsection 6(d), staff of the Coordinators will prepare and deliver to staff of the other Regulators a draft comment letter that incorporates their own significant comments and the significant comments raised by staff of the other Regulators and may, if deemed necessary, identify different views among staff of the Regulators.
 - (ii) Staff of the Regulators will provide any significant written comments on the draft comment letter to the Coordinators, copying staff of the other Regulators; if staff of the Coordinators do not receive any such comments within the timelines agreed upon, staff of the other Regulators will be deemed not to have any comments.
 - (iii) Following the other Regulators’ response (or deemed response), staff of the Coordinators will consolidate all comments received and, when finalized to the satisfaction of staff of the Regulators, send the comment letter to [New IPF], with a copy to staff of the other Regulators.
 - (iv) [New IPF] will respond, in writing, to the comment letter sent by staff of the Coordinators, with a copy to staff of the other Regulators.

- (v) After receiving [New IPF]’s response, staff of the Regulators will provide any significant comments, in writing, to staff of the other Regulators; if staff of the Coordinators do not receive and do not have any such comments within the timelines agreed upon, staff of the Regulators will:
 - (A) be deemed not to have any comments, and
 - (B) proceed immediately to the approval or non-objection process in section 8.
- (vi) Staff of the Regulators and, as applicable, [New IPF] will follow the process laid out in paragraphs 6(f)(i) to (v) when staff of the Regulators have significant comments on [New IPF]’s response to the comment letter.
- (vii) Staff of the Coordinators will attempt to resolve any issues that staff of the Regulators have raised on a timely basis and will consult with staff of the other Regulators or [New IPF], as needed.
- (viii) If staff of the Regulators disagree about the substantive content of the comment letter in paragraph 6(f)(i) or whether to recommend approval of or non-objection to the Amendment, staff of the Coordinators will invoke section 12.
- (ix) If [New IPF] fails to respond to comments of staff of the Regulators within 120 days of receipt of the most recent comment letter from staff of the Regulators (or such other time as agreed to by staff of the Regulators), [New IPF] may withdraw the Amendment in accordance with section 13 or staff of the Regulators will, if they agree among themselves to do so in writing, recommend their respective decision makers to object to or not approve the Amendment.

7. Revising and republishing public comment Amendments

- (a) **Language requirements.** If, subsequent to its publication for comment, [New IPF] revises a public comment Amendment, [New IPF] will file any such revision, which will include, as applicable, a blacklined version to the original published version, a cumulative blacklined version of the Amendment, and a clean copy of the revised Amendment, concurrently in both English and French, accompanied with an attestation from a certified translator.
- (b) **Revising Amendments.** If such a revision changes the Amendment’s substance or effect in a material way, staff of the Coordinators may, in consultation with [New IPF] and staff of the other Regulators, require the revised Amendment to be republished for an additional comment period.

Upon republication, the initial or previous Amendment will be considered closed, and not approved or in effect.

- (c) **Published documents.** If a public comment Amendment is republished, the revised request for comments will include, as applicable, the information filed under subsection 7(a), the date of Board approval or approval of the applicable Board committee (if different from the original published version), [New IPF]'s summary of comments received and responses for the previous request for comments, together with an explanation of the revisions to the Amendment and the supporting rationale for the revisions.
- (d) **Applicable provisions.** Any republished public comment Amendment will be subject to all provisions in this Schedule B applicable to public comment Amendments, except where otherwise provided for in this Schedule B.

8. Approval process for public comment Amendments

- (a) **Coordinators seek approval.** Staff of the Coordinators will use their best efforts to seek approval of or non-objection to the Amendment within 20 business days of the end of the review process set out in section 6.
- (b) **Coordinators circulate documents.** After the Coordinators make a decision about an Amendment, staff of the Coordinators will promptly circulate to staff of the other Regulators applicable documentation relating to the Coordinators' decision.
- (c) **Other Regulators seek approval.** Staff of the other Regulators will use their best efforts to seek approval or non-objection within 20 business days of receipt of applicable documentation from staff of the Coordinators.
- (d) **Other Regulators communicate decision to Coordinators.** Staff of each Regulator will promptly inform staff of the Coordinators in writing after a decision about the Amendment has been made.
- (e) **Coordinators communicate decision to [New IPF].** Staff of the Coordinators will promptly communicate to [New IPF], in writing, the decision about the Amendment, including any conditions, upon receipt of notification of the other Regulators' decisions.

9. Effective date of Amendments

- (a) **Public comment Amendments.** Public comment Amendments (other than Amendments implemented under section 11) will be effective on the later of:
 - (i) the date the Coordinators publish the notice of approval or non-objection in accordance with subsection 10(a), and

- (ii) the date designated by [New IPF] under subparagraph 3(c)(iv)(D) or the date as determined by [New IPF].
- (b) **Housekeeping Amendments.** Housekeeping Amendments will be effective on the later of:
 - (i) the date of deemed approval or non-objection in accordance with subsection 5(b), and
 - (ii) the date designated by [New IPF] under subparagraph 3(b)(iv)(C).
- (c) **Failing to make an Amendment effective within one year.** [New IPF] will advise staff of the Regulators in writing if it has not made an Amendment effective within one year of receiving approval or non-objection from the Regulators, and will include the following information:
 - (i) the reasons it has not yet made the Amendment effective,
 - (ii) [New IPF]'s projected timeline for making the Amendment effective, and
 - (iii) the impact on the public interest of delaying making the Amendment effective within one year.

10. Publishing notice of approval

- (a) **Public comment Amendments.** For any public comment Amendment, staff of the Coordinators and [New IPF] will both publish a notice of approval of or non-objection on their respective websites, together with:
 - (i) if applicable, [New IPF]'s summary of comments received and responses, and
 - (ii) if changes were made to the version published for public comment, a blacklined version of the revised Amendment.
- (b) **Housekeeping Amendments.** For any housekeeping Amendments, staff of the Coordinators will prepare a notice of deemed approval or non-objection and both the Coordinators and [New IPF] will publish such notice, together with the materials referred to in paragraphs 3(b)(iii) and (iv), on their respective public websites.
- (c) **Publication by other Regulators.** Any other Regulators may publish notices of approval at their own discretion.

11. Immediate implementation

- (a) **Criteria for immediate implementation.** If [New IPF] identifies an urgent need to implement a proposed public comment Amendment because of a substantial risk of material harm to investors, issuers, registrants, other market participants, the SRO, [New IPF] or the capital markets generally, [New IPF] may make the proposed public comment Amendment effective immediately upon approval by the Board, subject to subsection 11(d), and provided that:
- (i) [New IPF] provides staff of each Regulator with written notice of its intention to rely upon this procedure at least 10 business days before the Board considers the proposed public comment Amendment for approval, and
 - (ii) [New IPF]'s written notice in paragraph 11(a)(i) includes:
 - (A) the date on which [New IPF] intends the proposed public comment Amendment to be effective, and
 - (B) an analysis in support of the need for immediate implementation of the proposed public comment Amendment.
- (b) **Notice of disagreement.** If staff of a Regulator does not agree that immediate implementation is necessary, staff of the Regulators and, as applicable, [New IPF] will use best efforts to adhere to the following:
- (i) Staff of the Regulator which disagrees with the need for immediate implementation will, within 5 business days after [New IPF] provides notice under subsection 11(a), advise staff of the other Regulators in writing that they disagree and provide the reasons for their disagreement.
 - (ii) Staff of the Coordinators will promptly notify [New IPF] of the disagreement in writing.
 - (iii) Staff of [New IPF] and staff of the Regulators will discuss and attempt to resolve any concerns raised on a timely basis but, if the concerns are not resolved to the satisfaction of staff of all Regulators, [New IPF] cannot immediately implement the proposed public comment Amendment.
- (c) **Notice of no disagreement.** Where there is no notice of disagreement under and within the timelines set out in paragraph 11(b)(i), or where concerns have been resolved under paragraph 11(b)(iii), staff of the Coordinators will immediately provide written notice to [New IPF], with a

copy to staff of the other Regulators, that it may immediately implement the proposed public comment Amendment subject to Board approval.

- (d) **Effective date.** Proposed public comment Amendments that [New IPF] immediately implements in accordance with section 11 will be effective on the later of the following:
 - (i) the date of the notice provided to [New IPF] under subsection 11(c),
 - (ii) the date the Board approves the Amendment, and
 - (iii) the date designated by [New IPF] in its written notice to staff of the Regulators.
- (e) **Subsequent review of Amendment.** A public comment Amendment that is implemented immediately will subsequently be published, reviewed, and approved or non-objected to in accordance with the applicable provisions of this Schedule B.
- (f) **Subsequent disapproval of Amendment.** If the Regulators subsequently object to or do not approve a public comment Amendment that [New IPF] immediately implemented, [New IPF] will promptly repeal the public comment Amendment and inform SRO Members of the Regulators' decision.

12. Disagreements

If any disagreement, either among the Regulators or between the Regulators and [New IPF], about a matter arising out of or relating to this Schedule B cannot be resolved through discussions, the Regulators will use best efforts to adhere to the following using timelines established amongst themselves:

- (a) If staff of one of the Regulators notifies the other Regulators that in their view there is a disagreement that cannot be resolved through staff discussions, then staff of the Coordinators will arrange for senior staff of the Regulators to discuss the issues and attempt to reach a consensus.
- (b) If, following such discussions, a consensus is not reached, staff of the Coordinators will escalate the disagreement as applicable and, ultimately, to the Regulators' Chairs or other senior executives of the Regulators or such other process as agreed to by staff of the Regulators.
- (c) If, following such escalation, a consensus is not reached, [New IPF] may withdraw the Amendment in accordance with section 13 or staff of the Regulators will recommend that their respective decision makers object to or not approve the Amendment.

13. **Withdrawing proposed Amendments**

- (a) **Filing notice of withdrawal.** If [New IPF] withdraws a proposed public comment Amendment that the Regulators have not yet approved or non-objected to, [New IPF] will file with staff of the Regulators a written notice indicating that it will be withdrawing the Amendment.
- (b) **Contents of notice of withdrawal.** The written notice in subsection 13(a) must contain:
 - (i) the reason [New IPF] submitted the proposed Amendment,
 - (ii) any dates on which the Board or the applicable Board committee approved the proposed Amendment,
 - (iii) any prior publication dates,
 - (iv) the Board resolution, or the resolution of the applicable Board committee, supporting the withdrawal of the proposed Amendment,
 - (v) the reasons [New IPF] is withdrawing the proposed Amendment, and
 - (vi) the impact of withdrawing the proposed Amendment on the public interest.
- (c) **Publishing notice of withdrawal.** Where the proposed Amendment being withdrawn had previously been published for comment under subsection 6(b), staff of the Coordinators and [New IPF] will both publish a notice on their public websites stating that [New IPF] will be withdrawing the proposed Amendment together with the reasons [New IPF] is withdrawing the proposed Amendment.

14. **Reviewing and amending Schedule B**

Staff of the Regulators will, when they agree it is necessary to do so, conduct a joint review of the operation of this Schedule B in order to identify issues relating to:

- (a) the effectiveness of this Schedule B,
- (b) the continuing appropriateness of the timelines and other requirements set out in this Schedule B, and
- (c) any necessary or desirable amendments to this Schedule B.

15. Waiving or varying Schedule B

- (a) **[New IPF] request.** [New IPF] may file a written request with the Regulators to waive or vary any part of this Schedule B and, in such a case, the Regulators will use best efforts to adhere to the following using timelines established amongst themselves:
 - (i) A Regulator who objects to the granting of the waiver or variation will notify the other Regulators of their objection, together with their reasons for the objection. If the Coordinators do not receive or send any notice of objection, the Regulators are deemed to not object to the waiver or variation.
 - (ii) In accordance with the timelines established by the Regulators, the Coordinators will provide written notice to [New IPF] as to whether the waiver or variation has been granted or objected to.
- (b) **Regulator request.** The Regulators may waive or vary any part of this Schedule B if all of the Regulators agree in writing to such waiver or variation.
- (c) **General.** A waiver or variation may be specific or general and may be made for a time or for all time as mutually agreed by the Regulators.

16. Publishing materials

If staff of the Coordinators publish any materials under this Schedule B, staff of the other Regulators may also publish the same materials and, in such a case, staff of the Coordinators will coordinate the publication date with staff of the other Regulators.