

**MEMORANDUM OF UNDERSTANDING REGARDING THE OVERSIGHT OF THE
MFDA INVESTOR PROTECTION CORPORATION (MFDA IPC)**

AMONG

**Alberta Securities Commission;
British Columbia Securities Commission;
Manitoba Securities Commission;
Financial and Consumer Services Commission (New Brunswick);
Nova Scotia Securities Commission;
Ontario Securities Commission;
Prince Edward Island Office of the Superintendent of Securities;
Financial and Consumer Affairs Authority of Saskatchewan;**

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

The parties agree as follows:

This Memorandum of Understanding (MOU) is designed to coordinate oversight of the MFDA IPC by the Regulators and is between the Regulators only.

1. Underlying Principles

1.1 Approval

Pursuant to applicable Securities Legislation, and subject to terms and conditions, the Regulators have approved the MFDA IPC as a compensation fund or contingency trust fund for Mutual Fund Dealers Association of Canada (MFDA) Member Firms.

1.2 Oversight Program

To ensure that the MFDA IPC is appropriately discharging its responsibilities as a compensation or contingency fund for MFDA Member Firms, the Regulators have developed an oversight program (the Oversight Program) which includes:

- (i) reviewing information filed by the MFDA IPC, as set out in section 5;
- (ii) performing periodic reviews of the MFDA IPC's activities, as set out in section 6; and
- (iii) reviewing and approving Amendments, as set out in section 7.

The purpose of the Oversight Program is to ensure that the MFDA IPC is acting in accordance with its mandate, specifically by complying with the terms and conditions of the Regulators' approval.

2. Definitions

"Amendment" means

- (i) any amendment to, or revocation or replacement of, the MFDA IPC's Coverage Policies or by-laws; or
- (ii) any material change to the MFDA IPC's Services Agreement with the MFDA

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

"Approval Order" means the approval of the MFDA IPC 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, an SRO.

"MFDA Member Firm" means a member of the MFDA.

"Participating Regulator" means a Regulator that is participating in an oversight review of the MFDA IPC.

"Principal Regulator" means the Regulator that is designated as such from time to time by consensus of the Regulators.

"Services Agreement" means the agreement, as amended from time to time, between the MFDA IPC and the MFDA regarding the basis on which the MFDA IPC provides protection to customers of MFDA Member Firms.

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

3. General Provisions

3.1 Oversight Committee

An oversight committee (Oversight Committee) which includes representatives from each of the Regulators has been established to act as a forum to discuss issues, concerns and proposals related to the oversight of the MFDA IPC. The Oversight Committee reports annually to the Regulators' Chairs.

3.2 Status Meetings

The Principal Regulator will organize semi-annual conference calls and annual in-person meetings between the Oversight Committee and staff of the MFDA IPC. The Principal Regulator will record minutes of these meetings and calls.

4. Communication with the MFDA IPC

The Regulators will strive to communicate with the MFDA IPC through the Principal Regulator.

5. Review of Information Filed

Any comments of the staff of the Regulators on information filed by the MFDA IPC will be sent to the Principal Regulator. The Principal Regulator will request that the MFDA IPC respond to comments raised by the Regulators and forward any response to the Regulators.

6. Oversight Reviews

As part of the Oversight Program, the Regulators will carry out risk-based oversight reviews of the MFDA IPC on a periodic basis as set out in Schedule A. This will allow the Regulators to make an independent assessment of whether and how the MFDA IPC meets its regulatory obligations.

The scope of an oversight review is determined by the results of an annual risk assessment and/or specific issues that arise on a periodic basis. The annual risk assessment identifies key inherent risks for each of the MFDA IPC's functional areas and assesses the controls in place to mitigate such risks.

The Principal Regulator will solicit interest from the other Regulators with respect to participating in the oversight review. The Regulators that choose to participate will be considered to be Participating Regulators for the purpose of the MFDA IPC oversight review.

7. 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.

8. Miscellaneous Provisions

8.1 Confidentiality

All notices, reports, documents and any other information provided pursuant to this MOU are being provided for regulatory purposes and will be supplied and maintained in confidence, except as required for regulatory purposes.

8.2 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 under such legislation.

8.3 Schedules

The Schedules to the MOU are an integral part of this MOU.

8.4 Singular and Plural

Throughout this MOU, defined terms which appear in the singular also include the plural and vice versa.

8.5 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 other Regulators.

8.6 Effective Date

This MOU comes into effect on January 1st, 2021.

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: _____

**BRITISH COLUMBIA SECURITIES
COMMISSION**

Per: _____

Title: _____

MANITOBA SECURITIES COMMISSION

Per: _____

Title: _____

**FINANCIAL AND CONSUMER SERVICES
COMMISSION (NEW BRUNSWICK)**

Per: _____

Title: _____

NOVA SCOTIA SECURITIES COMMISSION

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: _____

Schedule A

Coordinated Oversight Reviews

On behalf of all Regulators, the Participating Regulators will carry out oversight reviews of the MFDA IPC's offices 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.

The scope of the review will be determined by utilizing a risk-based methodology. On an annual basis the Regulators will identify the key inherent risks in each of the MFDA IPC's functional areas and assign an adjusted risk score for each functional area by evaluating known controls and considering relevant situational and/or external factors. Functional areas with low adjusted risk scores may be subject to short form or desk reviews while functional areas with higher adjusted risk scores may be the subject of a coordinated review of the MFDA IPC's offices.

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

- 1) The Principal Regulator will arrange a conference call with the other Participating Regulators to determine the timing of a coordinated review of the MFDA IPC's offices.
- 2) The Participating Regulators will coordinate their review of the MFDA IPC's offices by conducting their reviews at the same time.
- 3) The Principal Regulator will develop a review program in consultation with the Participating Regulators and ensure the review is appropriately staffed.
- 4) The Participating Regulators will establish and agree on a work plan for the review that sets the target completion date for each step, including the review of draft reports, confirmation of factual accuracy, and the issuance of the final report and follow-up plans.
- 5) The Participating Regulators will draft a review report which:
 - a) takes into account the findings and comments of the Participating Regulators, and
 - b) uses a common set of criteria to rate the significance and urgency of findings.
- 6) The Principal Regulator will forward the draft report to the MFDA IPC to confirm factual accuracy.

- 7) The MFDA IPC will review the draft report for factual accuracy and respond to the Participating Regulators with comments.
- 8) The Participating Regulators will consider the MFDA IPC's comments and revise their report as necessary.
- 9) The Principal Regulator will send the revised report to the MFDA IPC for its formal response.
- 10) On receipt of the MFDA IPC's formal response, the Participating Regulators will incorporate such formal response and any follow-up plans to the report as applicable.
- 11) Each Participating Regulator will seek the necessary internal approval to publish the final report, taking into account language translation needs where applicable.
- 12) When each Participating Regulator has obtained the necessary internal approvals, the Principal Regulator, on behalf of the Regulators, will publish a final report.

Schedule B

Review and Applicable Approval of Amendments

1. Definition

“Board” means the board of directors of the MFDA IPC as defined in its By-law Number 1.

2. Scope and purpose

The Regulators hereby establish uniform procedures relating to their review and applicable approval of, or non-objection to, Amendments proposed by the MFDA IPC.

3. Classifying Amendments

- (a) Classification. The MFDA IPC 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 MFDA IPC, or the capital markets generally and that:
 - (i) makes necessary changes of an editorial nature (including textual corrections, corrections to translation, formatting changes and standardization of terminology),
 - (ii) changes the routine internal processes, practices, or administration of the MFDA IPC, or
 - (iii) is reasonably necessary to conform the MFDA IPC’s policies or by-laws to applicable Securities Legislation, statutory or legal requirements, accounting or auditing standards, or to other MFDA IPC policies or by-laws (including those that the Regulators have approved or non-objectioned to, but which the MFDA IPC 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 the MFDA IPC incorrectly classified a proposed Amendment as housekeeping, the Regulators and the MFDA IPC will use best efforts to adhere to the following:

- (i) Within 5 business days of the date of the MFDA IPC's filing under section 4, staff of the Regulator who disagree with the classification will advise staff of the other Regulators, in writing, that they disagree and provide their reasons for disagreement.
- (ii) Within 3 business days after receiving or sending notice of disagreement, staff of the Principal Regulator will discuss the classification with staff of the other Regulators.
- (iii) If disagreement with the classification still exists after any such discussion, staff of the Principal Regulator will notify the MFDA IPC of the disagreement, in writing, with a copy to staff of the other Regulators within 10 business days of the date of the MFDA IPC's filing.
- (iv) If staff of the Principal Regulator sends notice of disagreement to the MFDA IPC under paragraph 3(d)(iii), the MFDA IPC will reclassify the proposed Amendment as a public comment Amendment or withdraw the proposed Amendment and file a written notice with staff of the Regulators indicating that it will be withdrawing the Amendment.
- (v) If the MFDA IPC does not receive any such notice of disagreement within 10 business days of the date of the MFDA IPC's filing, the MFDA IPC will assume that staff of the Regulators agree with the classification.

4. Required Filings

- (a) **Language requirements.** Upon request, the MFDA IPC will file the information required under this section concurrently in both English and French, accompanied with a translation certificate.
- (b) **Filings for housekeeping Amendments.** The MFDA IPC 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 3(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 the MFDA's approval, and
 - (E) confirmation that the MFDA IPC followed its established internal governance practices in approving the proposed Amendment and considered the need for consequential amendments.

- (c) **Filings for public comment Amendments.** The MFDA IPC 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 the MFDA IPC 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 MFDA IPC and the capital markets generally,
 - (C) a description of the context in which the MFDA IPC 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 4(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 the MFDA IPC will publish all comments received during the comment period on its public website.

5. 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 the MFDA IPC has provided sufficient analysis of the nature, purpose and effect of a proposed Amendment, and
- (b) whether a proposed Amendment is in the public interest.

6. Review and approval process for housekeeping Amendments

- (a) **Confirming receipt.** Upon receipt of the materials detailed in subsection 4(b), staff of the Principal Regulator will, as soon as practicable, send written confirmation of receipt to the MFDA IPC, with a copy to staff of the other Regulators.
- (b) **Approval.** Except where notice of disagreement has been sent to the MFDA IPC in accordance with paragraph 3(d)(iii), the proposed Amendment will be deemed approved or non-objected to on the eleventh business day following the date of the MFDA IPC's filing under section 4.

7. Review process for public comment Amendments

- (a) **Confirming receipt.** Upon receipt of the materials detailed in subsection 4(c), staff of the Principal Regulator will, as soon as practicable, send confirmation of receipt to the MFDA IPC, with a copy to staff of the other Regulators.
- (b) **Publication and public comment period.** As soon as practicable, staff of the Principal Regulator and MFDA IPC will:
 - (i) coordinate a publication date amongst themselves, and

- (ii) publish the materials referred to in paragraphs 4(c)(iii) and (iv) for a 30-day comment period (or other period agreed upon by staff of the Regulators and the MFDA IPC) on their respective public websites.
- (c) **Publishing and responding to public comments.** The MFDA IPC will, as and when they are received, promptly publish any public comments on its public website. The MFDA IPC 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 7(b) comment period has ended, staff of the Regulators will, in writing, provide any significant comments to the Principal Regulator, copying staff of the other Regulators, within any timelines established among themselves.
- (e) **Regulators have no comments.** If staff of the Principal Regulator does not receive or have any significant comments within the period provided for under subsection 7(d), staff of the Regulators will be deemed to not have any comments and the following applies:
 - (i) If the MFDA IPC has received public comments, the Regulators will, upon receipt of the MFDA IPC's summary and responses described in subsection 7(c), follow the processes applicable to the review of MFDA IPC responses set out in paragraphs 7(f)(v) through (ix).
 - (ii) If the MFDA IPC 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 9.
- (f) **Regulators have comments.** If staff of the Principal Regulator receives or has significant comments within the period provided for under subsection 7(d), staff of the Regulators and the MFDA IPC 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 7(d), staff of the Principal Regulator 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 Principal Regulator, copying staff of the other Regulators; if staff of the Principal Regulator does not receive any such comments within the timeframes 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 Principal Regulator will consolidate all comments received and, when finalized to the satisfaction of staff of the Regulators, send the comment letter to the MFDA IPC, with a copy to staff of the other Regulators,
- (iv) The MFDA IPC will respond, in writing, to the comment letter sent by staff of the Principal Regulator, with a copy to staff of the other Regulators.
- (v) If staff of the Regulators have further significant comments following the MFDA IPC's response, they will provide any such comments, in writing, to the Principal Regulator, copying staff of the other Regulators; if staff of the Principal Regulator does not receive or have any such comments within the agreed-upon period, staff of the Regulators will:
 - (A) be deemed to not have any comments, and
 - (B) proceed immediately to the approval or non-objection process in section 9.
- (vi) Staff of the Regulators and the MFDA IPC will follow the process laid out in paragraphs 7(f)(i) to (v) when staff of the Regulators have significant comments on the MFDA IPC's response to the comment letter,
- (vii) Staff of the Principal Regulator 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 the MFDA IPC, as needed,
- (viii) If staff of the Regulators disagree about the substantive content of the comment letter in paragraph 7(f)(i) or whether to recommend approval of or non-objection to the Amendment, staff of the Principal Regulator will invoke section 13.
- (ix) If the MFDA IPC 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), the MFDA IPC may withdraw the Amendment in accordance with section 14 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.

8. **Revising and republishing public comment Amendments**

- (a) **Language requirements.** Upon request, the MFDA IPC will file the information required under this section concurrently in both English and French, accompanied with a translation certificate.
- (b) **Revising Amendments.** If, subsequent to its publication for comment, the MFDA IPC revises a public comment Amendment in a manner that changes the Amendment's substance or effect in a material way, staff of the Principal Regulator may, in consultation with the MFDA IPC 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 a blacklined version showing the changes to the original published version, the date of Board approval or approval of the applicable Board committee (if different from the original published version), the MFDA IPC'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.

9. **Approval process for public comment Amendments**

- (a) **Principal Regulator seeks approval.** Staff of the Principal Regulator 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 7.
- (b) **Principal Regulator circulates documents.** After the Principal Regulator makes a decision about an Amendment, staff of the Principal Regulator

will promptly circulate to staff of the other Regulators applicable documentation.

- (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 Principal Regulator.
- (d) **Other Regulators communicate decision to Principal Regulator.** Staff of each Regulator will promptly inform staff of the Principal Regulator in writing after a decision about the Amendment has been made.
- (e) **Principal Regulator communicates decision to MFDA IPC.** Staff of the Principal Regulator will promptly communicate to the MFDA IPC, in writing, the decision about the Amendment, including any conditions, upon receipt of notification of the other Regulators' decisions.

10. Effective date of Amendments

- (a) **Public comment Amendments.** Public comment Amendments (other than Amendments implemented under section 12) will be effective on the later of:
 - (i) the date the Principal Regulator publishes the notice of approval or non-objection in accordance with subsection 11(a), and
 - (ii) the date designated by the MFDA IPC under subparagraph 4(c)(iv)(D).
- (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 6 (b), and
 - (ii) the date designated by the MFDA IPC under subparagraph 4(b)(iv)(C).
- (c) **Failing to make an Amendment effective within one year.** The MFDA IPC 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) the MFDA IPC'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.

11. Publishing notice of approval

- (a) **Public comment Amendments.** For any public comment Amendment, staff of the Principal Regulator and the MFDA IPC will both publish a notice of approval of or non-objection on their respective websites, together with:
 - (i) the MFDA IPC's summary of comments received and responses, if applicable, 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 Principal Regulator will prepare a notice of deemed approval or non-objection and both the Principal Regulator and the MFDA IPC will publish such notice, together with the materials referred to in paragraphs 4(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.

12. Immediate implementation

- (a) **Criteria for immediate implementation.** If the MFDA IPC reasonably thinks there is 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 MFDA IPC or the capital markets generally, the MFDA IPC may make the proposed public comment Amendment effective immediately upon approval by the Board, subject to subsection 12(d), and provided that:
 - (i) the MFDA IPC 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) the MFDA IPC's written notice in paragraph 12(a)(i) includes:

- (A) the date on which the MFDA IPC 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, the Regulators 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 the MFDA IPC provides notice under subsection 12(a), advise staff of the other Regulators in writing that they disagree and provide the reasons for their disagreement.
 - (ii) Staff of the Principal Regulator will promptly notify the MFDA IPC of the disagreement in writing.
 - (iii) Staff of the MFDA IPC 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, the MFDA IPC cannot immediately implement the proposed public comment Amendment.
- (c) **No notice of disagreement.** Where there is no notice of disagreement under and within the timelines set out in paragraph 12(b)(i), or where concerns have been resolved under paragraph 12(b)(iii), staff of the Principal Regulator will immediately provide written notice to the MFDA IPC, 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 the MFDA IPC immediately implements in accordance with section 12 will be effective on the later of:
- (i) the date of the notice provided to the MFDA IPC under subsection 12(c),
 - (ii) the date the Board approves the Amendment, and
 - (iii) the date designated by the MFDA IPC 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 the MFDA IPC immediately implemented, the MFDA IPC will promptly repeal the public comment Amendment and inform MFDA Member Firms of the Regulators' decision.

13. Disagreements

If any disagreement, either among the Regulators or between the Regulators and the MFDA IPC, 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) Staff of the Principal Regulator 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 Principal Regulator 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, the MFDA IPC may withdraw the Amendment in accordance with section 14 or staff of the Regulators will recommend that their respective decision makers object to or not approve the Amendment.

14. Withdrawing proposed Amendments

- (a) **Filing notice of withdrawal.** If the MFDA IPC withdraws a proposed public comment Amendment that the Regulators have not yet approved or non-objected to, the MFDA IPC 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 14(a) must contain:
 - (i) the reason the MFDA IPC submitted the proposed Amendment,
 - (ii) any dates on which the Board or 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 the MFDA IPC 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 7(b), staff of the Principal Regulator and the MFDA IPC will both publish a notice on their public websites stating that the MFDA IPC will be withdrawing the proposed Amendment together with the reasons the MFDA IPC is withdrawing the proposed Amendment.

15. 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.

16. Waiving or varying Schedule B

- (a) **MFDA IPC request.** The MFDA IPC 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 Principal Regulator does 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 Principal Regulator will provide written notice to the MFDA IPC 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.

17. Publishing materials

If staff of the Principal Regulator publishes 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 Principal Regulator will coordinate the publication date with staff of the other Regulators.