

CSA STAFF NOTICE 31-311

PROPOSED NATIONAL INSTRUMENT 31-103 *REGISTRATION REQUIREMENTS AND EXEMPTIONS* TRANSITION INTO THE NEW REGISTRATION REGIME

June 12, 2009

Proposed National Instrument 31-103 *Registration Requirements and Exemptions* (NI 31-103) was last published for comment on February 29, 2008 and has not yet been approved by the securities regulatory authorities. Over the next month, staff of the Canadian Securities Administrators (the CSA) will seek final approval of NI 31-103 and expect to publish it in its final form, on or about July 17, 2009. Subject to ministerial approvals in some jurisdictions, NI 31-103 would come into force on or about September 28, 2009 (the **effective date**).

Accordingly, this notice only reflects what CSA staff is recommending to the relevant securities regulatory authorities and ministries.

Introduction

This notice describes how staff of the CSA and the Investment Industry Regulatory Organization (IIROC) foresee transitioning firms and individuals from the existing registration regime to the new registration regime under NI 31-103. The CSA and IIROC staff are committed to making the transition as smooth and efficient as possible for all registrants. IIROC plans to publish its own notice regarding the conversion of registration categories as a supplement to this notice.

This notice discusses a number of issues concerning the planned implementation of NI 31-103:

National Registration Database (NRD) freeze period. Subject to further notification, NRD would be shut down from 5:00 p.m. Eastern Time, September 25, 2009 to 11:59 p.m. Eastern Time, October 12, 2009.

Conversion. Staff propose to convert existing categories of registration for firms and individuals to new categories of registration. In some cases, conversion would not take place if a firm's category of registration no longer exists under NI 31-103. Certain designations of unregistered individuals would not be converted (see section on Conversion below for more detail).

Transition timelines. Staff propose transition periods that would give sufficient time for firms and individuals to adjust to, and comply with, certain new requirements.

NRD freeze period

NRD would be shut down for two weeks from 5:00 p.m. Eastern Time, September 25, 2009 to 11:59 p.m. Eastern Time, October 12, 2009.

It would be necessary to shut down NRD in order to convert existing categories of registration to the new categories of registration for firms and individuals under NI 31-103; and existing forms to the proposed revised forms under proposed revised National Instrument 33-109 *Registration Information* (NI 33-109).

Would firms have access to NRD during the freeze period?

Authorized firm representatives (AFRs) would be unable to create new submissions via NRD. Firms would have read-only access to NRD during the freeze period.

Would firms be required to make submissions during the freeze period?

Firms would be required to submit the following material information during the freeze period:

Reinstatements: Using the paper version of the Form 33-109F7 *Reinstatement of Registered Individuals and Permitted Individuals*

Termination notices for individuals who resign or are dismissed for cause: Using the paper version of the Form 33-109F1 *Notice of Termination of Registered Individuals and Permitted Individuals*

Notices of changes to civil, criminal and financial information: Using the paper version of the Form 33-109F5 *Change of Registration Information*

These submissions would be made on paper using the forms under NI 33-109 that would also come into effect on September 28, 2009. Firms would have to re-file these notices on NRD after the freeze period is over, for recording purposes, **no later than November 10, 2009.**

Firms would be required to submit all other notices that should have otherwise been submitted during the freeze period **no later than November 24, 2009.**

Firms may continue to make applications on paper during the freeze period with the understanding that these applications may not be processed and would therefore have to be re-filed on NRD once the freeze period is over. For an application that is approved during the freeze period, it must be re-filed on NRD **no later than November 10, 2009.**

Would firms be charged for making submissions on paper during the freeze period?

Firms would not be required to pay any fees during the freeze period for filings made on paper that they would normally make through NRD. These fees would be payable when the filing is made on NRD after the freeze period ends.

What would happen to applications (including NRD submissions) submitted to the regulator before NI 31-103 comes into force?

CSA staff would use their best efforts to process applications submitted before NI 31-103 comes into force. However, if an application has been submitted but not approved by the effective date, the following would apply:

NRD submissions would not be processed. The outstanding NRD submissions would be withdrawn from NRD. We anticipate that reports would be generated for these withdrawn submissions and the principal regulator would provide each firm with a list of these submissions.

Firms and individuals would have to re-apply using the new forms as prescribed under revised NI 33-109.

Firms and individuals applying for registration would be required to comply with the new requirements under NI 31-103 in order to be registered. For example, a firm would have to file Form 33-109F6 *Firm Registration (F6)* and comply with the new capital, insurance and proficiency requirements to obtain approval. **No transition is available.**

What would happen to submissions in a firm’s work in progress as of the freeze period?

The applications that are in progress but not yet submitted to the regulator would be deleted by the system. We anticipate that reports would be generated for these deleted submissions and the principal regulator would provide each firm with a list of these submissions.

Would firms be charged fees again for submissions re-filed after they are withdrawn during the freeze?

The fees would be automatically withdrawn from NRD for individual applications and therefore it is recommended that firms use the “related to deficiency” function of NRD to avoid having fees withdrawn a second time. The regulator would, however, refund any duplicate fee withdrawals. There would be no new application fee for a firm registration.

How can firms increase the likelihood that applications are processed before NI 31-103 comes into force?

Applications should be submitted well in advance according to the following schedule:

Type of application	Submission date
Firm	On or before June 26, 2009
Individual – registration with adviser	On or before July 15, 2009
Individual – registration with an existing firm in any category other than adviser	On or before August 14, 2009

What about notices of reinstatement where a notice of termination was filed prior to the freeze period?

After the freeze period is over, NRD would prevent a reinstatement from being filed if an individual was terminated prior to the freeze period. In this case, a reactivation on Form 33-109F4 *Registration of Individual and Review of Permitted Individuals* must be filed. As fees would be automatically withdrawn for this submission, they would be refunded if the individual was moving from one firm to another within 90 days.

Summary of NRD freeze period

The following table describes how the freeze period would work:

NRD freeze period September 28, 2009 to October 12, 2009	After NRD freeze period ends From October 13, 2009 onwards
<i>NRD would be shut down at 5:00 p.m. eastern time on Friday, September 25, 2009.</i>	
<p>Conversion of existing categories of registration to new categories of registration takes place. All outstanding submissions in a firm's/AFR's work in progress would be deleted and those not yet processed by regulators would be withdrawn from NRD. A firm's/AFR's submissions would be deleted on September 28, 2009 whereas the regulators' submissions would be withdrawn on October 5, 2009.</p> <p>Firms/AFRs would be unable to create new submissions via NRD.</p> <p>Firms/AFRs would have read-only access during the freeze period.</p> <p>Firms would only be required to continue to file material information (all reinstatements, terminations for cause, changes in civil, criminal and financial information). The filings would be made:</p> <ul style="list-style-type: none"> (i) on paper, (ii) using the new forms, and (iii) fees are not required until material information re-filed on NRD. 	<p>No later than November 10, 2009, firms would need to re-file the material information filed on paper during the freeze period (i.e. all reinstatements, terminations for cause, changes in civil, criminal and financial information).</p> <p>No later than November 24, 2009, firms would have to file all other notices not filed during the freeze period that would otherwise have been required.</p> <p>If an application for registration is filed during the freeze period on paper and not approved during the freeze, firms would have to re-file it on NRD after the freeze period to receive regulatory approval. If an application was approved, it must also be re-filed on NRD no later than November 10, 2009.</p> <p>Firms would have to re-file all submissions that were withdrawn from NRD during the freeze period in order to receive regulatory approval. The principal regulator would provide each firm with a list of these submissions.</p> <p>Fees would be withdrawn from a firm's NRD account for individual submissions re-filed and therefore firms should relate any re-filed submissions with those withdrawn to avoid being charged again.</p> <p>There would be no new application fee for a firm registration if application was made prior to September 28, 2009 and not approved by then.</p>

Conversion

Staff propose to convert existing categories of registration for firms and individuals to new categories of registration, where applicable. Please refer to Appendix A for the accompanying tables.

During the freeze period, existing categories of registration would be converted to new categories of registration as shown in the tables in Appendix A.

Some categories of registration would no longer exist under NI 31-103. These categories are set out in the tables in Appendix A. For example, the registration category of Security/Securities Issuer would be eliminated under NI 31-103. This would mean the firm is no longer registered.

Conversion to compliance officer category

If a registered individual is currently designated on NRD as a compliance officer and identified on NRD as the firm's only compliance officer, that individual would be converted to the new registered category of Chief Compliance Officer (CCO). If an individual is designated as a compliance officer on NRD but is a non-trading or non-advising officer, partner or director, this individual would not be converted to the new registered category of CCO. If an individual is identified on NRD as the firm's compliance officer prior to the effective date but was not converted due to the non-registered status of that individual, the individual is required to apply for registration as the firm's CCO and would be grandfathered from the proficiency requirements under NI 31-103.

Conversion to permitted individual status

Under NI 33-109, permitted individuals would include a director, chief executive officer, chief financial officer, chief operating officer or those performing the functional equivalent of any of those positions. In addition it would include shareholders who are the beneficial owners of, or exercise direct or indirect control or direction over, 10 percent or more of the voting securities of the firm. This is meant to capture only the mind and management that directly influence the firm. Junior officers are no longer required to seek approval. All individuals who meet the current definition of permitted individual (i.e. the more restricted group) under NI 33-109 would be converted during the freeze period.

All officers that would not be captured by the revised definition of permitted individuals should surrender the permitted activity or be terminated as permitted individuals after the effective date. However, firms should not make these surrender or termination filings during the freeze period. These individuals should be removed from NRD by December 31, 2009, otherwise the firm would be charged NRD user fees for these individuals.

These fees are non-refundable.

Lists of officers would be generated by CDS Clearing and Depository Services Inc. (CDS). The regulator would send these lists to firms after the effective date to assist firms with removing officers that are not permitted individuals.

Firms can avoid NRD user fees by doing any one of the following:

File a separate submission for each individual by December 1, 2009

Firms may file a separate notice of termination (Form 33-109F1 *Notice of Termination of Registered Individuals and Permitted Individuals*) or change/surrender (Form 33-109F2 *Change or Surrender of Individual Categories*) on NRD for each individual no longer captured by the definition of permitted individual under NI 31-103 by December 1, 2009.

Notices of termination are required for individuals surrendering their last category or permitted activity on NRD. Change/surrender submissions are required for individuals who would remain active on NRD after removing the permitted activity no longer captured by NI 33-109.

CSA staff cannot guarantee that submissions filed after December 1, 2009 would be approved by December 31, 2009.

File a bulk submission for firms with more than 10 officers

CDS would provide assistance to firms with more than 10 officers that are no longer required to be on NRD. Lists of officers would be generated by CDS and would be sent to firms after the effective date with instructions. We expect that, after receiving this list, firms would provide their principal regulator with confirmation of the officers that need to be removed from NRD.

For more information, IIROC-member firms may contact Lisa Mullen at registration@iiroc.ca. All other firms may contact Helen Walsh of the CSA Systems Office at inquiries@nrd-info.ca.

File an annual fee exclusion by December 31, 2009

Firms may file an annual fee exclusion submission on NRD by December 31, 2009 for any individual that is no longer captured by the definition of permitted individual under NI 31-103 and is required to submit a notice of termination. Firms can only use this process if the individual is only approved in one category. For example, firms cannot use this process if an individual is both an officer and a representative.

The filing of an annual fee exclusion would avoid NRD fees being pulled from the firm's NRD account for that individual. It does not however, exempt the firm from filing a notice of termination to remove the individual as a permitted individual. See the NRD Information website for instruction on filing an annual fee exclusion <http://www.nrd-info.ca/using/hint8.jsp?lang=en>

Transition timelines

CSA staff have recommended transition periods to allow for firms and individuals to comply with the new requirements. Refer to Appendix B for a chart on transition timelines.

If a firm fails to meet the prescribed timelines set out for a transition period, it must cease to carry on business until all the requirements under NI 31-103 are met.

We anticipate that the following transition periods would apply to firms and individuals registered before the effective date. All times listed below are from the effective date.

For firms registered before the effective date

Generally:

- 3 months for firms to designate an individual in the category of Ultimate Designated Person (**UDP**) and to apply for registration for the registered individual as the UDP of the firm
- 3 months for firms to designate an individual in the category of CCO and to apply for registration of the individual as the CCO of the firm, except:
 - if a registered individual is currently designated on NRD as a compliance officer and identified on NRD as the firm's only compliance officer, that individual would be converted to the new registered category of CCO (for mutual fund dealers, scholarship plan dealers, and portfolio managers, this individual would not be required to satisfy the CCO proficiency requirements so long as this individual remains registered in the category)
- 6 months for firms to satisfy bonding or insurance requirements and notify the regulator of a change, claim or cancellation to an insurance policy – current bonding and insurance must be maintained until the new requirements are satisfied
- 6 months for firms to comply with the referral arrangements requirement
- 12 months for firms to deliver relationship disclosure information to clients
- 12 months for firms to satisfy capital requirements and notify the regulator of a subordination agreement – current capital must be maintained until the new requirements are satisfied
- 24 months for firms to ensure that independent dispute resolution or mediation services are made available to clients to resolve complaints

A firm that obtained discretionary relief relating to registration requirements existing before the effective date would be exempt from any substantially similar provision of NI 31-103

Mutual Fund Dealer:

- 24 months for firms registered in the category of mutual fund dealer to comply with the requirement to deliver client statements

International Dealer:

1 month for firms registered in the category of international dealer¹ to submit a completed Form 31-103F2 *Submission to Jurisdiction and Appointment of Agent for Service* – the firm’s registration in the category of international dealer is revoked immediately

International Adviser:

12 months for firms registered in the category of international adviser² to submit a completed Form 31-103F2 *Submission to Jurisdiction and Appointment of Agent for Service*

During the 12 month transition period, international advisers may continue to operate under the conditions of OSC Rule 35-502 *Non-Resident Advisers* while considering whether their business would operate under the conditions of the exemption in NI 31-103 or whether they wish to be registered as a portfolio manager. If a firm currently registered as an international adviser would operate under the conditions of the exemption, it must file a completed Form 31-103F2 *Submission to Jurisdiction and Appointment of Agent for Service* within 12 months of the effective date. The firm’s registration category of international adviser would be converted to portfolio manager during the freeze but would be revoked in 12 months.

Portfolio Manager & Investment Counsel (Foreign):

12 months for firms registered in the category of portfolio manager & investment counsel (foreign)³ to submit a completed Form 31-103F2 *Submission to Jurisdiction and Appointment of Agent for Service*

During the 12 month transition period, firms registered as portfolio manager & investment counsel (foreign) may continue to operate under the conditions of their registration and should consider whether their business would operate under the conditions of the exemption in NI 31-103 or whether they wish to be registered as a portfolio manager. If the firm would operate under the conditions of the exemption, it must file a completed Form 31-103F2 *Submission to Jurisdiction and Appointment of Agent for Service* within 12 months of the effective date. The firm’s registration category of portfolio manager & investment counsel (foreign) would be converted to portfolio manager during the freeze but would be revoked in 12 months.

In some jurisdictions, although there is no category of international adviser, foreign advising firms may have been registered as portfolio managers with terms and conditions restricting their activities similar to the restrictions imposed on firms that are registered in the category of international adviser in other jurisdictions. These firms should consider using the international adviser registration exemption in NI 31-103 and surrender their registration in these jurisdictions. They should submit a completed Form 31-103F2 *Submission to Jurisdiction and Appointment of Agent for Service*.

¹ Ontario and Newfoundland and Labrador category only.

² Ontario category only.

³ Alberta category only.

For individuals registered before the effective date:

Generally:

If an individual is registered in one of the following categories, that individual would not be required to satisfy formal proficiency requirements of the category so long as the individual remains registered in the category:

- A dealing representative of a mutual fund dealer
- An advising representative of a portfolio manager
- An associate advising representative of a portfolio manager
- An advising representative with terms and conditions on that registration that are equivalent to the scope of authority of an associate advising representative under NI 31-103

Except:

- For an individual registered as a dealing representative of a scholarship plan dealer or of an exempt market dealer transitioning from the limited market dealer category in Ontario (ON) and Newfoundland and Labrador (NL), the individual has 12 months to satisfy formal proficiency requirements and the NRD record must be updated to reflect that proficiency requirements have been met.

An individual who was entitled to rely on an exemption granted by a regulator relating to registration requirements existing before the effective date would be exempt from any substantially similar proficiency requirements in NI 31-103

Exempt market dealers (transitioning from limited market dealer category in ON and NL):

12 months for an individual designated as the CCO to satisfy proficiency requirements and the NRD record must be updated to reflect that proficiency requirements have been met.

Portfolio Manager (Pre-approval of advice for associate advising representatives)

Staff has not recommended a transition for the requirement to pre-approve advice of an associate advising representative. A registered adviser must designate an advising representative to review the advice of the associate advising representative (or advising representative with equivalent terms and conditions). A firm must advise the regulator of the names of the advising representative and the associate advising representative subject to this designation on the seventh day after the designation. If your firm has already advised the regulator of this, there is no need to do this again unless there is a change.

The following transition periods apply to firms and individuals not required to register before the effective date, but that would be required to register under NI 31-103. All times listed below are from the effective date.

All requirements must be met at the time of the firm's application for registration. For example, if an application to register is made by a firm six months after the effective date, all requirements under NI 31-103 must be met at that time. For example, if an application to register is made by a firm on March 28, 2010, all requirements under NI 31-103 must be met by March 28, 2010.

Exempt market dealers (other than ON and NL):

No transition for firms not active prior to the effective date. Regulatory approval must be obtained prior to carrying on business after the effective date.

12 months to apply for registration and comply with requirements if the firm is acting as a dealer in the exempt market prior to the effective date.

Investment fund managers with a head office in Canada:

No transition for firms not active prior to the effective date. Regulatory approval must be obtained prior to carrying on business after the effective date.

12 months, for firms active prior to the effective date, to apply for registration in the jurisdiction where its head office is located

24 months, for firms active prior to the effective date, to apply for registration in other applicable Canadian jurisdictions*

Investment fund managers whose head office is outside Canada:

24 months to apply for registration if active prior to the effective date*

24 months to apply for registration if not active prior to the effective date *

* The CSA plans to publish a proposal for comment during the next year to explain under what circumstances an investment fund manager that has a head office outside Canada would need to register. This proposal would also indicate under what circumstances an investment fund manager that has a head office in Canada and is registered in that jurisdiction, would need to register in other Canadian jurisdictions.

The following chart summarizes the transition for investment fund managers

Head office in Canada?	Active as of the effective date?	Transition Period
Y	N	None – regulatory approval must be obtained prior to carrying on business
Y	Y	12 months – to apply in the jurisdiction where its head office is located 24 months – to apply in other applicable Canadian jurisdictions where it operates
N	Y	24 months – to apply for registration
N	N	24 months – to apply for registration

If an investment fund manager is registered in another category prior to the effective date, only certain items of the F6 need to be completed (these items are identified on the F6) to add this category to the existing registration.

Questions

Please refer your questions to any of the following CSA staff:

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Appendix A

Conversion of dealer firms

	Existing Category	New Category
Alberta	Investment Dealer	Investment Dealer
	Mutual Fund Dealer	Mutual Fund Dealer
	Scholarship Plan Dealer	Scholarship Plan Dealer
	Dealer	Restricted Dealer
	Dealer (Exchange Contracts)	Restricted Dealer
	Dealer (Restricted)	Restricted Dealer
	Security Issuer	--
British Columbia	Investment Dealer	Investment Dealer
	Mutual Fund Dealer	Mutual Fund Dealer
	Scholarship Plan Dealer	Scholarship Plan Dealer
	Exchange Contracts Dealer	Restricted Dealer
	Special Limited Dealer	Restricted Dealer
	Security Issuer	--
	Real Estate Securities Dealer	Restricted Dealer
Manitoba	Investment Dealer	Investment Dealer
	Mutual Fund Dealer	Mutual Fund Dealer
	Scholarship Plan Dealer	Scholarship Plan Dealer
	Securities Issuer	--
	Underwriter	Investment Dealer
	Specific Securities Dealer	Restricted Dealer
New Brunswick	Investment Dealer	Investment Dealer
	Mutual Fund Dealer	Mutual Fund Dealer
	Scholarship Plan Dealer	Scholarship Plan Dealer
Newfoundland & Labrador	Broker	Investment Dealer
	Investment Dealer	Investment Dealer
	Mutual Fund Dealer	Mutual Fund Dealer
	Scholarship Plan Dealer	Scholarship Plan Dealer
	Financial Intermediary Dealer	--
	Foreign Dealer	--
	International Dealer	--
	Limited Market Dealer	Exempt Market Dealer *
	Securities Dealer	Investment Dealer
	Securities Issuer	--
Northwest Territories	Investment Dealer	Investment Dealer
	Mutual Fund Dealer	Mutual Fund Dealer
	Scholarship Plan Dealer	Scholarship Plan Dealer
	Restricted Dealer	Restricted Dealer
Nova Scotia	Broker	Investment Dealer
	Investment Dealer	Investment Dealer
	Mutual Fund Dealer	Mutual Fund Dealer
	Scholarship Plan Dealer	Scholarship Plan Dealer
	Real Estate Securities Dealer	Restricted Dealer
	Securities Dealer	Investment Dealer
Security Issuer	--	
Nunavut	Investment Dealer	Investment Dealer
	Mutual Fund Dealer	Mutual Fund Dealer
	Scholarship Plan Dealer	Scholarship Plan Dealer
	Restricted Dealer	Restricted Dealer
Ontario	Investment Dealer	Investment Dealer
	Mutual Fund Dealer	Mutual Fund Dealer
	Scholarship Plan Dealer	Scholarship Plan Dealer
	Limited Market Dealer	Exempt Market Dealer *
	International Dealer	--
	Securities Issuer	--
Prince Edward	Investment Dealer	Investment Dealer

	Mutual Fund Dealer	Mutual Fund Dealer
	Scholarship Plan Dealer	Scholarship Plan Dealer
	Restricted Dealer	Restricted Dealer
Québec	Unrestricted Practice Dealer	Investment Dealer
	Unrestricted Practice Dealer (introducing broker)	Investment Dealer
	Unrestricted Practice Dealer (International Financial Centre)	Investment Dealer
	Discount Broker	Investment Dealer
	Firm in Group-Savings Plan Brokerage	Mutual Fund Dealer
	Scholarship Plan Dealer	Scholarship Plan Dealer
	Québec Business Investment Company (QBIC)	Restricted Dealer
	Debt Securities Dealer	Restricted Dealer
	Restricted Practice Dealer	Restricted Dealer
	Firm in Investment Contract Brokerage	Restricted Dealer
	Unrestricted Practice Dealer (NASDAQ)	Restricted Dealer
Saskatchewan	Investment Dealer	Investment Dealer
	Mutual Fund Dealer	Mutual Fund Dealer
	Scholarship Plan Dealer	Scholarship Plan Dealer
	Security Issuer	--
Yukon	Broker - Securities	Investment Dealer
	Broker - Mutual Funds	Mutual Fund Dealer
	Broker - Scholarship Plan Dealer	Scholarship Plan Dealer
	Broker - Security Issuer	--

* Limited market dealers would be converted to exempt market dealer and would not be required to submit an application seeking registration as an exempt market dealer.

Conversion of adviser firms

	Existing Category	New Category
Alberta	Investment Counsel	Portfolio Manager
	Portfolio Manager	Portfolio Manager
	Portfolio Manager/Investment Counsel	Portfolio Manager
	Portfolio Manager/Investment Counsel (Foreign)	Portfolio Manager (operating under existing terms and conditions)
	Portfolio Manager/Investment Counsel (Exchange Contracts)	Portfolio Manager
	Securities Adviser	--
British Columbia	Investment Counsel	Portfolio Manager
	Portfolio Manager	Portfolio Manager
	Securities Adviser	--
Manitoba	Investment Counsel	Portfolio Manager
	Portfolio Manager	Portfolio Manager
	Securities Adviser	--
New Brunswick	Portfolio Manager and Investment Counsel	Portfolio Manager
	Securities Adviser	--
Newfoundland & Labrador	Investment Counsel	Portfolio Manager
	Portfolio Manager	Portfolio Manager
	Financial Adviser	--
	Securities Adviser	--
Northwest Territories	Investment Counsel	Portfolio Manager
	Portfolio Manager	Portfolio Manager

	Investment Counsel / Portfolio Manager	Portfolio Manager
Nova Scotia	Investment Counsel	Portfolio Manager
	Portfolio Manager	Portfolio Manager
	Securities Adviser	--
Nunavut	Investment Counsel	Portfolio Manager
	Portfolio Manager	Portfolio Manager
	Investment Counsel / Portfolio Manager	Portfolio Manager
Ontario	Investment Counsel	Portfolio Manager with applicable conditions on a case-by-case basis
	Portfolio Manager	Portfolio Manager
	Extra Provincial Investment Counsel & Portfolio Manager	Portfolio Manager
	Non-Canadian Investment Counsel & Portfolio Manager	Portfolio Manager
	International Adviser	Portfolio Manager (operating under OSC Rule 35-502 conditions for International Advisers)
	Securities Adviser	--
Prince Edward Island	Investment Counsel	Portfolio Manager
	Portfolio Manager	Portfolio Manager
	Securities Adviser	--
Québec	Unrestricted Practice Adviser	Portfolio Manager
	Unrestricted Practice Adviser (International Financial Centre)	Portfolio Manager
	Restricted Practice Adviser	Restricted Portfolio Manager
Saskatchewan	Investment Counsel	Portfolio Manager
	Portfolio Manager	Portfolio Manager
	Securities Adviser	--
Yukon	Broker - Investment Counsel	Portfolio Manager

Conversion of individuals

Under NI 31-103, if an individual is trading or advising, this registration category would be either dealing representative or advising representative. If the individual also holds the position of an officer or partner of the firm, this position would be reflected on NRD as a separate designation (see column on far right of chart).

	Existing Category	New Category	Position
Alberta	Officer (trading)	Dealing Representative	Officer
	Partner (trading)	Dealing Representative	Partner
	Salesperson	Dealing Representative	
	Officer (advising)	Advising Representative	Officer
	Partner (advising)	Advising Representative	Partner
	Advising Employee	Advising Representative	
	Junior Officer (advising)	Associate Advising Representative	Officer
British Columbia	Salesperson	Dealing Representative	
	Trading Partner	Dealing Representative	Partner
	Trading Director	Dealing Representative	Director
	Trading Officer	Dealing Representative	Officer
	Advising Employee	Advising Representative	
	Advising Partner	Advising Representative	Partner
	Advising Director	Advising Representative	Director
	Advising Officer	Advising Representative	Officer
Manitoba	Salesperson	Dealing Representative	
	Branch Manager	Dealing Representative	
	Trading Partner	Dealing Representative	Partner
	Trading Director	Dealing Representative	Director
	Trading Officer	Dealing Representative	Officer
	Advising Employee	Advising Representative	

	Advising Officer	Advising Representative	Officer
	Advising Director	Advising Representative	Director
	Advising Partner	Advising Representative	Partner
	Associate Advising Officer	Associate Advising Representative	Officer
	Associate Advising Director	Associate Advising Representative	Director
	Associate Advising Partner	Associate Advising Representative	Partner
	Associate Advising Employee	Associate Advising Representative	
New Brunswick	Salesperson	Dealing Representative	
	Officer (trading)	Dealing Representative	Officer
	Partner (trading)	Dealing Representative	Partner
	Representative (advising)	Advising Representative	
	Officer (advising)	Advising Representative	Officer
	Partner (advising)	Advising Representative	Partner
	Sole Proprietor (advising)	Advising Representative	
	Associate Officer (advising)	Associate Advising Representative	Officer
	Associate Partner (advising)	Associate Advising Representative	Partner
Associate Representative (advising)	Associate Advising Representative		
Newfoundland & Labrador	Salesperson	Dealing Representative	
	Officer (trading)	Dealing Representative	Officer
	Partner (trading)	Dealing Representative	Partner
	Officer (advising)	Advising Representative	Officer
	Partner (advising)	Advising Representative	Partner
Northwest Territories	Salesperson	Dealing representative	
	Officer (trading)	Dealing representative	Officer
	Partner (trading)	Dealing representative	Partner
	Representative (advising)	Advising Representative	
	Officer (advising)	Advising Representative	Officer
	Partner (advising)	Advising Representative	Partner
Nova Scotia	Salesperson	Dealing Representative	
	Officer - trading	Dealing Representative	Officer
	Partner - trading	Dealing Representative	Partner
	Director - trading	Dealing Representative	Director
	Officer - advising	Advising Representative	Officer
	Officer - counselling	Advising Representative	Officer
	Partner - advising	Advising Representative	Partner
	Partner - counselling	Advising Representative	Partner
	Director - advising	Advising Representative	Director
Director - counselling	Advising Representative	Director	
Nunavut	Salesperson	Dealing representative	
	Officer (trading)	Dealing representative	Officer
	Partner (trading)	Dealing representative	Partner
	Representative (advising)	Advising Representative	
	Officer (advising)	Advising Representative	Officer
	Partner (advising)	Advising Representative	Partner
Ontario	Salesperson	Dealing representative	
	Officer (trading)	Dealing representative	Officer
	Officer (non-trading)	--	Officer
	Partner (trading)	Dealing representative	Partner
	Partner (non-trading)	--	Partner
	Advising Representative	Advising Representative	
	Officer (advising)	Advising Representative	Officer
	Officer (non-advising)	--	Officer
	Partner (advising)	Advising Representative	Partner
	Partner (non-advising)	-- eliminated under NI 31-103 --	Partner
	Associate Advising Representative	Associate Advising Representative	
	Associate Advising Officer	Associate Advising Representative	Officer
	Director	--	Director

	Sole Proprietor	Dealing representative or Advising Representative	
Prince Edward Island	Salesperson	Dealing representative	
	Officer (trading)	Dealing representative	
	Partner (trading)	Dealing representative	
	Counselling Officer (officer)	Advising Representative	
	Counselling Officer (partner)	Advising Representative	
	Counselling Officer (other)	Advising Representative	
Québec	Representative	Dealing representative	
	Representative – Group- Savings Plan (salesperson)	Dealing representative	
	Representative – Scholarship Plan (salesperson)	Dealing representative	
	Representative (portfolio manager)	Advising Representative	
	Representative (advising)	Advising Representative	
	Representative Options	Advising Representative	
	Representative Futures	Advising Representative	
	Saskatchewan	Officer (trading)	Dealing representative
Partner (trading)		Dealing representative	Partner
Salesperson		Dealing representative	
Officer (advising)		Advising Representative	Officer
Partner (advising)		Advising Representative	Partner
Employee (advising)		Advising Representative	
Junior Advising Representative (under Saskatchewan Local Policy 34-701 <i>Registration of Individuals as Investment Counsel</i>)		Associate Advising Representative	
Yukon		Salesperson	Dealing representative
	Officer (trading)	Dealing representative	Officer
	Partner (trading)	Dealing representative	Partner
	Sole proprietor (trading)	Dealing representative	
	Representative (advising)	Advising Representative	
	Officer (advising)	Advising Representative	Officer
	Partner (advising)	Advising Representative	Partner

Appendix B - Transition Timelines

Firms registered prior to September 28, 2009 (Effective Date of NI 31-103)

Requirement	Investment Dealer (IIROC members)	Mutual Fund Dealer (MFDA members)	Scholarship Plan Dealer	Exempt Market Dealer (ON & NL only)	Portfolio Manager
Firms must apply for registration for their Ultimate Designated Person	3 months	3 months	3 months	3 months	3 months
Firms must apply for registration for their Chief Compliance Officer*	3 months	3 months	3 months	3 months	3 months
Firms must satisfy new insurance requirements	SRO rules apply	SRO rules apply	6 months	6 months	6 months
Firms must have policies for referral arrangements	6 months	6 months	6 months	6 months	6 months
Firms must satisfy new capital requirements	SRO rules apply	SRO rules apply	12 months	12 months	12 months
Firms must provide clients with relationship disclosure information**	SRO rules apply	SRO rules apply	12 months	12 months	12 months
Firms must satisfy requirement for client statements	No exemption for IIROC and no transition	24 months	No transition available	No transition available	No transition available
Firms must have policies and procedures for complaint handling	24 months	24 months	24 months	24 months	24 months
Representatives must satisfy new proficiency requirements	SRO rules apply	Grandfathered	12 months	12 months	Grandfathered
Chief Compliance Officers must satisfy new proficiency requirements	SRO rules apply	Grandfathered	Grandfathered	12 months	Grandfathered***

* A registered individual who currently serves as a registered firm's only chief compliance officer or designated compliance officer would be automatically registered as the chief compliance officer of the firm.

** This transition applies to both existing and new clients

*** Where a compliance officer was identified on NRD but not converted because the individual was a non-advising or non-trading officer, grandfathering would still apply.