

Rules Bulletin

Request for Comments

DC Rules

23-0147

October 20, 2023

Comments Due By: December 19, 2023

Contact:

Member Regulation Policy

Email: memberpolicymailbox@iiroc.ca

CIRO Bulletin

Please distribute internally to:

Corporate Finance

Credit

Institutional

Internal Audit

Legal and Compliance

Operations

Registration

Regulatory Accounting

Research

Retail

Senior Management

Trading Desk

Training

Rule Consolidation Project – Phase 1

Executive Summary

The Canadian Investment Regulatory Organization (**CIRO**) is publishing for comment Phase 1 of its Rule Consolidation Project rule proposals.¹ The Rule Consolidation Project will bring together the two member regulation rule sets currently applicable to investment dealers² and to mutual fund dealers³ into one set of member regulation rules applicable to both categories of CIRO Dealer Members.⁴

The objective of Phase 1 of the Rule Consolidation Project (**Phase 1 Proposed DC Rules**) is to establish a framework for the development of consolidated rules that will apply to all CIRO Dealer Members. The consolidated member regulation rules will be known as the CIRO Dealer and Consolidated (**DC**) Rules.

The Phase 1 Proposed DC Rules establish the DC Rules structure, which involves the adoption of:

¹ [Rules Bulletin 23-0089](#) published on June 30, 2023 announced the Rule Consolidation Project objectives, principles and roadmap.

² CIRO Dealer Members that are registered as an investment dealer or are registered as both an investment dealer and a mutual fund dealer are required to comply with the CIRO Investment Dealer and Partially Consolidated (**IDPC**) Rules.

³ CIRO Dealer Members that are registered as a mutual fund dealer and not registered as both an investment dealer and a mutual fund dealer are required to comply with the CIRO Mutual Fund Dealer (**MFD**) Rules.

⁴ Where a CIRO Dealer Member is a participant in one or more of the markets overseen by CIRO they also must comply with the CIRO Universal Market Integrity Rules (UMIR). UMIR will not be consolidated with other CIRO Rules as part of this project and will continue as a separate CIRO Rule set.

- rule interpretation provisions,
- definitions of common application throughout the rules,
- rule exemption provisions, and
- general standards of conduct applicable to all activities of the dealer and their employees and Approved Persons.

How to Submit Comments

Comments on the Phase 1 Proposed DC Rules should be in writing and delivered by December 19, 2023 to:

Member Regulation Policy
Canadian Investment Regulatory Organization
Suite 2000
121 King Street West
Toronto, Ontario M5H 3T9
e-mail: memberpolicymailbox@iiroc.ca

A copy should also be delivered to the Canadian Securities Administrators (**CSA**) to:

Market Regulation
Ontario Securities Commission
Suite 1903, Box 55
20 Queen Street West Toronto, Ontario M5H 3S8
e-mail: marketregulation@osc.gov.on.ca

and

Capital Markets Regulation
B.C. Securities Commission
P.O. Box 10142, Pacific Centre
701 West Georgia Street, Vancouver, British Columbia, V7Y 1L2
e-mail: CMRdistributionofSROdocuments@bcsc.bc.ca

Commentators should be aware that a copy of their comment letter will be made publicly available on the CIRO website at www.ciro.ca

Table of Contents

1. Background	4
2. Phase 1 Proposed DC Rules	5
2.1 Rule interpretation and application provisions	6
2.2 Definitions of common application throughout the rules	8
2.2.1 General provisions	8
2.2.2 Rules to clarify the scope of activities	8
2.2.3 Rules to accommodate two different types of Dealer Members	9
2.2.4 Rules to accommodate two different dealer financial solvency reports	10
2.2.5 Rules to accommodate two different Approved Person regimes	11
2.2.6 Rules to clarify definitions relating to public communications	12
2.2.7 Rules to clarify the “business location” definition	13
2.2.8 Rules to include definitions for “client name” and “nominee name” holdings	13
2.2.9 Rules to include definitions for “institutional client” and “retail client”	13
2.2.10 Adoption of rules pending implementation	14
2.3 Rule exemption provisions	14
2.4 General standard of conduct and other general rule requirements	14
3. Impacts of the Proposed DC Rules	15
3.1 Impact assessment approach	15
3.2 Specific impacts of Phase 1 Proposed DC Rules	15
3.3 Regional and specific stakeholder group impacts	15
4. Alternatives to rule consolidation considered	15
5. Questions	16
6. Policy Development Process	18
6.1 Regulatory Purpose	18
6.2 Regulatory Process	18
7. Appendices	18

1. Background

One of the initial CIRO priorities is to consolidate the IDPC Rules and MFD Rules into one set of rules, the DC Rules, applicable to both investment dealers and mutual fund dealers.

The primary objectives of this consolidation work are:

- to achieve greater rule harmonization to:
 - ensure like dealer activities will be regulated in a like manner,
 - minimize regulatory arbitrage between investment dealers and mutual fund dealers,
- where practical and appropriate, adopt less prescriptive, more principles-based rule requirements to facilitate rules that are scalable and proportionate to the different types and sizes of dealer and their respective business models, and
- improve access to and clarity of the rules applicable to all CIRO Dealer Members.

Taking these objectives into consideration, the following decisions have been made relating to the structure and content of the DC Rules:

Matter	Decision
Rule organization structure and numbering approach	Use the IDPC Rule organization structure
Rule drafting convention	Standard rule with, where applicable, alternative compliance approaches to accommodate business model differences
Rule drafting style	Plain language
Rule development and implementation approach	Rules will be developed and implemented in five phases

The first phase of the Rule Consolidation Project focuses on DC Rule Series 1000:

Rule Series	Title and Description
1000	<p><i>Interpretation and Principles Rules – provisions relating to:</i></p> <ul style="list-style-type: none"> • <i>rule interpretation – DC Rule 1100</i> • <i>definitions of common application throughout the rules – DC Rule 1200</i> • <i>circumstances under which rule exemptions can be granted – DC Rule 1300</i> • <i>general standards of conduct applicable to all activities of the dealer and its employees and Approved Persons – DC Rule 1400</i>
2000	<p>Dealer Member Organization and Registration Rules – rules concerning Dealer Member ownership and structure, and</p>

	approval and proficiency of individuals acting on behalf of the Dealer Member
3000	Business Conduct and Client Accounts Rules – rules concerning business conduct (e.g. books and records), conflicts of interest, client accounts (e.g. account supervision), and dealing with clients (e.g. suitability obligations and complaints)
4000	Dealer Member Financial and Operational Rules – rules concerning Dealer Member financial and operational matters
5000	Dealer Member Margin Rules – rules concerning margin requirements
6000	Reserved for future use
7000	Debt Markets and Inter-Dealer Bond Brokers Rules – rules concerning debt market trading activities and inter-dealer bond brokers
8000	Procedural Rules - Enforcement – rules concerning investigations, enforcement proceedings, disciplinary proceedings, hearing committees, and rules of practice and procedure
9000	Procedural Rules - Other – rules concerning compliance examinations, approvals and regulatory supervision, regulatory review procedures, opportunities to be heard, alternative dispute resolution, and CIPF requirements

2. Phase 1 Proposed DC Rules

As part of our review of existing IDPC Rule and MFD Rule interpretation, application, definitions, exemption, and general standard provisions, we identified material differences that will require further consideration as part of future phases of the Rule Consolidation Project. Given the interdependencies between some of these material differences and the related definitions, we have proposed interim definitions, where applicable, which retain the status quo and may need to be revised once a decision is made on the material differences in future phases.

To provide details of the Proposed Phase 1 DC Rules, the following documents have been included as appendices to this Bulletin:

- a clean copy of the Proposed Phase 1 DC Rules is included as [Appendix 1](#)

- a blackline comparison of the Phase 1 Proposed DC Rules to the equivalent IDPC Rules is included as [Appendix 2](#)⁵
- a table of concordance comparing the Phase 1 Proposed DC Rules to any existing equivalent requirements in the IDPC Rules, MFD Rules and National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* is included as [Appendix 3](#).

In the next sections of this Bulletin, we summarize the key elements of the Phase 1 Proposed DC Rules, which in most cases are the adoption of existing rule provisions from the existing IDPC Rules, the existing MFD Rules or both sets of existing rules. Where material changes relating to:

- rule interpretation provisions,
- definitions of common application throughout the rules,
- rule exemption provisions, or
- general standards of conduct applicable to all activities of the dealer and their employees and Approved Persons

are being proposed within the Phase 1 Proposed DC Rules or will be proposed within a subsequent phase of the Rule Consolidation Project, these changes will be highlighted within this Bulletin.

2.1 Rule interpretation and application provisions

The following provisions have been adopted/introduced within proposed DC Rule 1100 to:

- adopt a modified version of MFD Rule 1A. application / interpretation provision (i) that reflects the revised scope of application of the DC Rules (*DC Rule subsection 1102(1)*)
- introduce a new rule provision to clarify that certain rule requirements apply to all Regulated Persons (*DC Rule subsection 1102(2)*)
- adopt a modified version of MFD Rule 1A. application / interpretation provision (ii) that addresses the application of rules to dual-registered firms (*DC Rule subsection 1102(3)*)
- adopt and renumber existing IDPC Rule general rule interpretation provisions set out in clauses 1102(3)(i) through 1102(3)(iv) (*DC Rule clauses 1102(4)(i) through 1102(4)(iv), respectively*)

⁵ A blackline comparison of the Phase 1 Proposed DC Rules to the equivalent MFD Rules has not been included as it was determined, due to the decision to use the existing IDPC Rule approaches to rule organization, numbering and drafting language (i.e., plain language) that including the comparison would not assist in reviewing the proposed amendments.

- adopt and renumber existing IDPC Rule general rule interpretation provisions set out in subsections 1102(1), 1102(2) and 1102(4) (*DC Rule subsections 1102(5), 1102(6) and 1102(7), respectively*)
- adopt existing IDPC Rule general rule application provisions relating to the use of electronic signatures (*DC Rule section 1104*)
- adopt, combine and modify existing IDPC Rule and MFD Rule general rule transitional provisions set out in IDPC Rule section 1105 and MFD Rule 1A., respectively (*DC Rule section 1105*)

A difference was identified as part of our review of existing IDPC and MFD Rule interpretation and application provisions regarding delegation of tasks and activities. While the intention of both sets of IDPC Rule and MFD Rule provisions is to prohibit the delegation of tasks or activities where the rules require that they be performed by an individual with a specific job title, Approved Person category or individual registration category or where the tasks or activities are securities-related, the two rule sets impose this prohibition in different ways.

Specifically, existing IDPC Rule subsection 1103(1) permits the delegation of tasks and activities involved in performing a function unless the delegation is specifically prohibited within the rules. To ensure that certain activities (including all securities-related activities) are never delegated, several IDPC requirements specify that an individual with a specific job title, Approved Person category or individual registration category must perform the task or activity in order to comply with the rule requirements.

Conversely, existing MFD Rules 1.1.3 and 2.5.8 collectively prohibit the delegation of tasks or activities assigned elsewhere within the MFD Rules to individuals with a specific job title, Approved Person category or individual registration category and/or considered to be securities related business unless the delegation is specifically permitted within the rules.

As part of the Phase 1 Proposed DC Rules, we have adopted existing IDPC Rule subsection 1103(1) relating to delegation but have not yet made a final decision whether the final general rule requirement relating to delegation should:

- generally permit the use of delegation, subject to specific prohibited exceptions itemized elsewhere throughout the rules, or
- generally prohibit the use of delegation, subject to specific permitted exceptions itemized elsewhere throughout the rules.

We have included a question later on in this Bulletin asking for your views on the final general rule drafting approach we should take and why.

2.2 Definitions of common application throughout the rules

2.2.1 General provisions

The following provisions have been adopted/introduced within DC Rule section 1201 to:

- adopt and modify⁶ the existing language relating to the application of definitions that are to be used throughout the rules set out in IDPC Rule subsection 1201(1) (*DC Rule subsection 1201(1)*)
- introduce the corresponding French language defined term to each English language defined term (and vice versa) to make it easier to access the corresponding term in the other language. (*DC Rule subsection 1201(2)*)

2.2.2 Rules to clarify the scope of activities

There are several activities for which there are regulatory requirements set out within the IDPC Rules and there are no equivalent regulatory requirements set out within the MFD Rules. There are at least two possible reasons for these differences in regulatory requirements as follows:

1. the activity is specifically limited to investment dealers under securities legislation
2. the activity has not historically been permitted to be undertaken within mutual fund dealers.

Specific examples of activities that can be conducted through investment dealers that are not permitted to be conducted through mutual fund dealers are the offering of direct electronic access accounts, discretionary accounts, managed accounts and order execution only accounts.

Direct electronic access accounts

In the case of direct electronic access accounts, only investment dealers are permitted to offer this account type pursuant to National Instrument 23-103 *Electronic Trading and Direct Electronic Access to Marketplaces*. To codify this

⁶ Provisions have been modified to refer to both “Investment Dealer Form 1” and “Mutual Fund Dealer Form 1”.

limitation, the existing IDPC Rule defined term for “direct electronic access account” has been:

- revised to clarify that this account type is only available to Investment Dealer Members, and
- adopted as a DC Rule subsection 1201(2) defined term.

Discretionary accounts

In the case of discretionary accounts, these are advisory accounts for which a client who is frequently or temporarily unavailable to make their own investment decisions has given to their advisor temporary discretionary authority to make investment decisions on their behalf.

With the advances in the communication methods available, clients are now generally much more available to make their own investment decisions and there is no longer a significant need to make discretionary account arrangements available to investment dealer clients. Also, this account type has never been made available to mutual fund dealer clients. For these reasons, we have decided:

- to propose the elimination of the offering of the discretionary account arrangement within a future phase of the Rule Consolidation Project
- to continue in the interim to limit the dealer types that can offer this account type to investment dealers.

To codify these decisions, the existing IDPC Rule defined term for “discretionary account” has been:

- revised to clarify that this account type is only available to Investment Dealer Members, and
- adopted as a DC Rule subsection 1201(2) defined term.

Managed accounts and order execution only accounts

In the case of managed accounts and order execution only accounts, only the IDPC Rules permit the offering of these accounts, subject to the investment dealer and the relevant Approved Persons meeting a number of specific conditions. The existing IDPC Rule defined terms have been revised to retain the status quo.

2.2.3 Rules to accommodate two different types of Dealer Members

To clarify within the DC Rules which rules are applicable to all Dealer Members and which rules are applicable only to investment dealers or to mutual fund dealers, the following defined terms have been introduced/adopted within DC Rule subsection 1201(2):

- introduce new defined terms for:
 - “Investment Dealer Member”
 - “Mutual Fund Dealer Member”
- adopt a modified version of the existing IDPC Rule definition for “Dealer Member” and the existing MFD definition for “Member” so that the modified DC Rule subsection 1201(2) definition for “Dealer Member”:
 - includes both Investment Dealer Members and Mutual Fund Dealer Members, and
 - conforms to the definition for the same term set out in CIRO’s General By-Law No. 1.

2.2.4 Rules to accommodate two different dealer financial solvency reports

One of the material differences identified as part of our review of existing IDPC Rules and MFD Rules is that both sets of rules prescribe the regular completion and submission of different dealer financial solvency reports, both of which are identified as Form 1. Both forms include different sets of calculations designed to determine the Dealer Member’s risk adjusted capital.

The decision to either retain two separate Form 1 reports or move to one has significant implications that need to be further considered before a decision can be made. These material differences will be addressed as part of a future phase of the Rule Consolidation Project.

To maintain the status quo in the interim, the following defined terms have been introduced/adopted within DC Rule subsection 1201(2):

- introduce the following new defined terms, to delineate within the rules between the financial solvency reports that must be submitted by investment dealers and mutual fund dealers:
 - “Investment Dealer Form 1”
 - “Mutual Fund Dealer Form 1”
- adopt modified versions⁷ of the following existing defined terms set out in IDPC Rule subsection 1201(2), so that they continue to only relate to the filing of Investment Dealer Form 1:
 - “acceptable clearing corporation”
 - “acceptable counterparty”
 - “acceptable exchange”

⁷ Term definition has been modified to refer to “Investment Dealer Form 1, General Notes and Definitions” to clarify that the definition does not relate to the filing of Mutual Fund Dealer Form 1.

- “early warning reserve”
- “total margin required”
- adopt a modified version⁸ of the following existing defined term set out in MFD Rule Form 1 so that it continues to only relate to the filing of Mutual Fund Dealer Form 1:
 - “acceptable entity”
- combine and adopt a modified version⁹ of the following existing defined terms set out in IDPC Rule subsection 1201(2), Investment Dealer Form 1 and Mutual Fund Dealer Form 1, so that the same terms continue to have different meanings in relation to the filing of Investment Dealer Form 1 and Mutual Fund Dealer Form 1, respectively:
 - “acceptable institution”
 - “acceptable securities location”
 - “early warning excess”
 - “market value”
 - “regulated entity”
 - “risk adjusted capital”

2.2.5 Rules to accommodate two different Approved Person regimes

There are material differences in the Approved Person regimes that apply to investment dealers and mutual fund dealers. The decision to either retain two separate regimes or to consolidate these two regimes has significant implications that need to be further considered before a decision can be made. These material differences will be addressed as part of a future phase of the Rule Consolidation Project. To maintain the status quo in the interim, the following defined terms have been adopted within DC Rule subsection 1201(2):

- adopt different existing IDPC Rule and MFD Rule definitions for the same term to ensure a different application to individuals employed by or agents of Investment Dealer Members and Mutual Fund Dealer Members of the following term:
 - “Approved Person”

⁸ Term definition has been modified to refer to “Mutual Dealer Form 1, General Notes and Definitions” to clarify that the definition does not relate to the filing of Investment Dealer Form 1.

⁹ Term definition has been modified to refer to “Investment Dealer Form 1, General Notes and Definitions” to clarify that the definition does not relate to the filing of Mutual Fund Dealer Form 1.

- clarify that the following terms apply to individuals employed by Investment Dealer Members and adopt them:
 - “Associate Portfolio Manager”
 - “Chief Compliance Officer”
 - “Chief Financial Officer”
 - “Director”
 - “Executive”
 - “Investment Representative”
 - “Portfolio Manager”
 - “Registered Representative”
 - “Supervisor”
 - “Trader”
 - “Ultimate Designated Person”
- revise the definition of the following term so that it applies to individuals employed by or agents of Investment Dealer Members and Mutual Fund Dealer Members and adopt it:
 - “officer”

2.2.6 Rules to clarify definitions relating to public communications

Existing IDPC Rule subsection 1201(2) and MFD Rule 2.8.1 contain defined terms relating to public communications as follows:

IDPC Rule subsection 1201(2)	MFD Rule 2.8.1
“advertisement”	“advertisement”
“correspondence”	“client communication”
“sales literature”	“sales communication”

We are proposing to combine and adopt the above defined terms into the following DC Rule subsection 1201(2) defined terms:

- “advertisement”
- “client communication”
- “sales communication”

As part of this work, we have revised the wording within each of the proposed DC Rule defined terms to more clearly specify the types of communications that are captured within the scope of each term.

2.2.7 Rules to clarify the “business location” definition

Existing IDPC Rule subsection 1201(2) defines the term “business location” as a location where registerable activity takes place but does not specifically refer to a “branch office” as a type of business location whereas the MFD Rules commonly refer to “branch office” as a type of location from which any dealer business is conducted. Within DC Rule subsection 1201(2), we are proposing to adopt a definition of “business location” that specifically refers to a branch office.

2.2.8 Rules to include definitions for “client name” and “nominee name” holdings

Existing MFD Rule 1A. defines the “client name” and “nominee name” terms and there are differences between the existing IDPC Rules and the existing MFD Rules in how firms report to their clients on positions held for clients in “nominee name” and in “client name”. Because of these differences and the high likelihood that these reporting approach differences will continue to be permitted with the DC Rules, we are proposing to adopt these defined terms within DC Rule subsection 1201(2).

2.2.9 Rules to include definitions for “institutional client” and “retail client”

Existing IDPC Rule subsection 1201(2) defines the “institutional client” and “retail client” terms and other IDPC rules prescribe sales conduct requirements applicable to each client category whereas the existing MFD Rules do not categorize clients for sales conduct purposes. To preserve the existing IDPC Rule distinction between rules applicable to sophisticated clients and rules applicable to unsophisticated clients, we are proposing to adopt the “institutional client” and “retail client” terms within DC Rule subsection 1201(2).

As part of a future phase of the Rule Consolidation Project we will need to make a determination as to whether the use of the “institutional client” / “retail client” categorization should be extended to Mutual Fund Dealer Members and, if so, whether all Dealer Members should be given the option of

treating all clients as “retail clients” to avoid the burden of having to categorize clients.

2.2.10 Adoption of rules pending implementation

In order to ensure that the proposed consolidated rules remain consistent over time with the existing and proposed IDPC Rules and MFD Rules, we have incorporated the following “business as usual” rule amendment proposals within the Proposed Phase 1 DC Rules:

- [Proposed amendments to CIRO’s derivatives-related requirements](#) – From this proposal we have incorporated:
 - proposed new defined terms for “hedger”, “listed derivative”, “over-the-counter derivative” and “security”
 - a proposed revised defined term for “institutional client” which when implemented will include individuals that meet an assets under administration test and non-individual hedgers
 - minor proposed other modifications to IDPC Rules 1200 and 1400 to specifically refer to derivatives where appropriate.
- [Proposed amendments to registration and proficiency requirements](#) – From this proposal we have incorporated minor proposed revisions to the “designated Supervisor” defined term.

2.3 Rule exemption provisions

The former MFDA General By-law provided the MFDA with the ability to group exemptive relief whereas existing IDPC Rule 1300 only allows the CIRO Board of Directors to grant exemptive relief on a case-by-case basis. We believe giving the CIRO Board of Directors the ability to grant group exemptive relief would be beneficial to investors, Dealer Members and CIRO staff as it would significantly reduce the burden on Dealer Members seeking common exemptive relief, enable CIRO staff to consider one exemptive relief application for issues of common interest, and provide consistency of regulatory treatment to the benefit of investors. As a result, we are proposing to adopt within DC Rule 1300:

- Provisions that incorporate the previous ability within the former MFDA General By-law to grant exemptive relief to a group of Regulated Persons

2.4 General standards of conduct and other general rule requirements

We are proposing to adopt within DC Rule 1400, the existing language of IDPC Rule 1400. As a result, these general standards of conduct will be applicable to all Dealer Members, including Mutual Fund Dealer Members.

3. Impacts of the Proposed DC Rules

3.1 Impact assessment approach

As the Rule Consolidation Project is being pursued in five phases, and the combined impact of the project can only be assessed once development of all five phases has been completed, it would be misleading for us to assess the impact of each phase in isolation from the other phases or to make an assessment of the combined impact of all five project phases until all phases have been developed.

To provide you with some impact information in the interim, we will identify the impacts specific to each project phase, as each project phase is published for public comment and provide an overall Rule Consolidation Project impact assessment once all five phases have been developed.

3.2 Specific impacts of Phase 1 Proposed DC Rules

In most cases, the Phase 1 Proposed DC Rules have no impact until other rules are adopted/introduced as part of the future phases of the Rule Consolidation Project.

As an example, the adoption of existing defined terms from the IDPC Rules and MFD Rules (some of which will be modified) alone will have no impact on investment dealers, mutual fund dealers, investors and other stakeholders. Rather, impacts will more commonly occur where there is a future phase change in the scope of application of a rule requirement or where there is a change in the rule requirement itself.

We have identified one matter that will have a material impact. This matter is the proposal to adopt the previous ability within the former MFDA General By-law to grant rule exemptive relief to a group of Regulated Persons. If adopted, this change will expand the ability to grant rule exemptive relief to groups of Regulated Persons that will include for the first time, investment dealers and their Approved Persons. We have already indicated in section 2.3 that we've assessed this proposed change as having a positive impact on investors, Dealer Members and CIRO staff.

3.3 Regional and specific stakeholder group impacts

We have identified no regional impacts associated with the Phase 1 Proposed DC Rules. As stated in section 2.3, the Regulated Persons stakeholder group will benefit should the proposed Board of Directors expanded ability to grant group rule exemptive relief be approved.

4. Alternatives to rule consolidation considered

We didn't consider any alternatives to rule consolidation, such as maintaining separate rules for investment dealer and mutual fund dealers as, based on the feedback provided in

response to CSA Position Paper 25-404, *New Self Regulatory Organization Framework*, we determined that there is general cross-stakeholder support for rule consolidation.

5. Questions

While comment is requested on all aspects of the Phase 1 Proposed DC Rules, comment is also specifically requested on the following questions:

Question #1 - Delegation

As part of the Phase 1 Proposed DC Rules, we have adopted existing IDPC Rule subsection 1103(1) relating to delegation but have not yet made a final decision on the approach we should take in drafting the final general rule requirement relating to delegation.

Which of the following rule drafting approaches do you think we should take and why? Should we:

- generally permit the use of delegation, subject to specific prohibited exceptions itemized elsewhere throughout the rules?

or

- generally prohibit the use of delegation, subject to specific permitted exceptions itemized elsewhere throughout the rules?

Question #2 - Temporary discretionary accounts

We have determined that there is no longer a need to make temporary discretionary account arrangements available to clients and will be proposing to eliminate this investment dealer account type as part of future phase of the Rule Consolidation Project.

Do you agree with the proposed elimination of this investment dealer account type? If not, please provide reasons why this account type should be retained.

Question #3 - Account types that can be offered by Investment Dealer Members and Mutual Fund Dealer Members

Under the Phase 1 Proposed DC Rules, the following account types will be available to Dealer Members:

- advisory account (available to both Investment Dealer Members and Mutual Fund Dealer Members)
- direct electronic access account (available only to Investment Dealer Members)
- managed account (available only to Investment Dealer Members)
- order execution only account (available only to Investment Dealer Members)

Should we consider proposing to allow Mutual Fund Dealer Members to offer managed accounts and order execution only accounts as part of a future Rule Consolidation Project

phase and provided they comply with requirements that are materially the same as those that apply to Investment Dealer Members? Any such changes would have to be developed in conjunction with the CSA.

Question #4 – Regulatory financial filing forms

The existing IDPC and MFD rules require the completion and submission of two different regulatory financial filings forms (both referred to as Form 1). As part of a future Rule Consolidation Project phase, a determination will need to be made as to whether we maintain two different regulatory financial filing forms or one going forward.

Do you think we should maintain two different regulatory financial filing forms or one for both categories of CIRO Dealer Members? Why?

Question #5 – Harmonized Approved Person regime

There are material differences in the Approved Person regimes that apply to Investment Dealer Members and Mutual Fund Dealer Members. Our intention is to:

- harmonize these two regimes as much as is feasible,
- retain a harmonized regime that continues to stress the important role played by individual Approved Persons in ensuring rule compliance, and
- ensure the harmonized regime accommodates different firm types and business models without introducing significant regulatory burden.

What other factors should CIRO consider in its future phase work to develop a more harmonized Approved Person regime?

Question #6 – Categorization of clients

As part of a future phase of the Rule Consolidation Project we will need to determine whether the use of the “institutional client” / “retail client” categorization should be extended to Mutual Fund Dealer Members and, if so, whether all Dealer Members should be given the option of treating all clients as “retail clients” to avoid the burden of having to categorize clients.

Should all Dealer Members have the options of either: (1) categorizing their clients as either an “institutional client” or a “retail client” and complying with the rules relevant to each client type, or (2) treating all clients as “retail clients” and complying with the rules relevant to retail clients? Why or why not?

6. Policy Development Process

6.1 Regulatory Purpose

We took the public interest into consideration when developing the Phase 1 Proposed DC Rules and we believe the proposals achieve their intended objective of ensuring that like dealer activities will be regulated in a like manner while minimizing regulatory arbitrage between investment dealers and mutual fund dealers.

We also believe the Proposed DC Rules will foster public confidence in capital markets by ensuring all CIRO Dealer Members will be held to standards of conduct that foster fair, equitable and ethical business standards and practices.

6.2 Regulatory Process

The Board of Directors of CIRO (**Board**) has determined the Phase 1 Proposed DC Rules to be in the public interest and on September 27, 2023 approved them for public comment.

We consulted with the following CIRO advisory committees on this matter:

- Investor Advisory Panel
- Conduct, Compliance and Legal Advisory Section (CCLS)
- Financial and Operations Advisory Section (FOAS)
- Ad-hoc Mutual Fund Dealer Member Working Group

After considering the comments received in response to this Request for Comments together with any comments of the CSA, CIRO staff may recommend revisions to the Phase 1 Proposed DC Rules. If the revisions and comments received are not material in nature, the Board has authorized the President to approve the revisions on CIRO's behalf and the revised Proposed DC Rules will be subject to approval by the CSA. If the revisions or comments are material, CIRO staff will submit the Proposed DC Rules, including any revisions, to the Board for approval for republication or implementation, as applicable.

7. Appendices

[Appendix 1](#) – Proposed DC Rules – Phase 1 (clean)

[Appendix 2](#) – Proposed DC Rules – Phase 1 (blackline)

[Appendix 3](#) – Table of concordance

DEALER AND CONSOLIDATED RULES

APPENDIX 1
SERIES 1000 | INTERPRETATION AND PRINCIPLES RULES

RULE 1100 | INTERPRETATION

1101. Introduction

- (1) Rule 1100 sets out general rules of interpretation that apply to the *Corporation requirements*, and certain specific interpretative provisions.

1102. General interpretation

- (1) *Corporation requirements* apply to *Dealer Members* and, if the context is appropriate, their *Approved Persons* and *employees*.
- (2) Certain requirements within these *Rules* also apply to all *Regulated Persons* other than those referred to in subsection 1102(1). Specific reference is made to *Regulated Persons* where a requirement is applicable to all *Regulated Persons*.
- (3) In the event a *Dealer Member* is registered under *securities laws* as a mutual fund dealer and an investment dealer, the *Dealer Member* and its *Approved Persons* are exempt from *Corporation requirements* that are only applicable to mutual fund dealers, provided they comply with the corresponding *Corporation requirements* that are applicable to investment dealers.
- (4) References to:
 - (i) a *Dealer Member* include its *Approved Persons* and *employees*, if the context is appropriate,
 - (ii) a *Dealer Member's* board of directors include a *Dealer Member's* equivalent governance body for a *Dealer Member* that is not a corporation,
 - (iii) a corporation, as a type of entity to which the *Corporation requirements* apply, includes unincorporated entities if the context is appropriate, and
 - (iv) provinces include all provinces and territories of Canada.
- (5) If the context requires, words in the singular may include the plural and words in the plural may include the singular.
- (6) All times referred to in the *Corporation requirements* are Eastern Standard Time, or Eastern Daylight Savings Time when in effect, unless stated otherwise.
- (7) In the event of any dispute as to the intent or meaning of any provisions within the *Corporation requirements*, the interpretation of the *Board* is final, subject to any review or appeal procedures that may be available.

1103. Delegation by a Dealer Member

- (1) If a *Corporation requirement* requires an *individual* at a *Dealer Member* to perform a function, that *individual* may delegate the tasks or activities involved in performing the function unless the *Corporation requirements* specifically prohibit such delegation.
- (2) An *individual* who delegates tasks or activities cannot delegate the responsibility for the function.

1104. Electronic signatures

- (1) Subject to *applicable laws*, a *Dealer Member* may use an electronic or digital signature where a signature is required by the *Corporation requirements* for an agreement, contract or transaction between a *Dealer Member* and its clients, *Approved Persons*, the *Corporation*, other *Dealer Members* or any other *person* unless specifically prohibited.

1105. Transitional provision

- (1) The *Corporation* is the corporation continuing from the amalgamation effective January 1, 2023 of the Investment Industry Regulatory Organization of Canada and the Mutual Fund Dealers Association of Canada and as a result, for greater certainty:
 - (i) any reference in these *Rules* to the *Corporation* includes the Investment Industry Regulatory Organization of Canada and the Mutual Fund Dealers Association of Canada prior to January 1, 2023,
 - (ii) any *person* subject to the jurisdiction of the Investment Industry Regulatory Organization of Canada or the Mutual Fund Dealers Association of Canada prior to January 1, 2023 remains subject to the jurisdiction of the *Corporation* in respect of any action or matter that occurred while that *person* was subject to the jurisdiction of the Investment Industry Regulatory Organization of Canada or the Mutual Fund Dealers Association of Canada at the time of such action or matter,
 - (iii) any *individual* that was an Approved Person under the Investment Industry Regulatory Organization of Canada requirements or the Mutual Fund Dealers Association of Canada requirements immediately prior to January 1, 2023 continues to be an *Approved Person* in respect of these *Rules* if that *individual* has not ceased to be approved by the *Corporation*, and
 - (iv) the provisions of the articles, by-laws, rules, policies and any other instrument or requirement prescribed or adopted by the Investment Industry Regulatory Organization of Canada or the Mutual Fund Dealers Association of Canada pursuant to such articles, by-laws, rules or policies, any approval, ruling or order granted or issued by the Investment Industry Regulatory Organization of Canada or the Mutual Fund Dealers Association of Canada, in each case while a *person* was subject to the jurisdiction of the Investment Industry Regulatory Organization of Canada or the Mutual Fund Dealers Association of Canada will continue to be applicable, whether presently effective or effective at a later date, to that *person* in accordance with their terms and may be enforced by the *Corporation*.
- (2) Any exemption from a *Rule* of the *Corporation*, including for greater certainty, an exemption granted by the Investment Industry Regulatory Organization of Canada or the Mutual Fund Dealers Association of Canada, in effect prior to the coming into effect of these *Rules* shall remain in effect subsequent to the coming into effect of these *Rules*:
 - (i) subject to any condition included in the exemption, and

DEALER AND CONSOLIDATED RULES

- (ii) provided that the applicable prior rule of the *Corporation* on which the exemption is based, substantially continues in these *Rules*.
- (3) The *Corporation* shall continue the regulation of *persons* subject to the jurisdiction of the Investment Industry Regulatory Organization of Canada or the Mutual Fund Dealers Association of Canada that was formerly conducted by the Investment Industry Regulatory Organization of Canada or the Mutual Fund Dealers Association of Canada, including any enforcement or review proceedings, in accordance with the by-laws, rules and policies of the Investment Industry Regulatory Organization of Canada or the Mutual Fund Dealers Association of Canada, and any other instrument or requirement prescribed or adopted by the Investment Industry Regulatory Organization of Canada or the Mutual Fund Dealers Association of Canada pursuant to such by-laws, rules or policies, in each case in effect at the time of any action or matter that occurred while that *person* was subject to the jurisdiction of the Investment Industry Regulatory Organization of Canada or the Mutual Fund Dealers Association of Canada.
- (4) Each *individual* who on December 31, 2022 was a member of the Hearing Committee of the Investment Industry Regulatory Organization of Canada or the Mutual Fund Dealers Association of Canada shall be automatically deemed to be a member of a District Hearing Committee of the *Corporation* as of January 1, 2023 and the term of each such *individual* as a member of a District Hearing Committee of the *Corporation* shall expire on the date that his or her term as a member of the Hearing Committee of the Investment Industry Regulatory Organization of Canada or the Mutual Fund Dealers Association of Canada would have expired or at such other time as the Appointments Committee of the *Corporation* shall otherwise determine.
- (5) Any enforcement or review proceedings commenced by the Investment Industry Regulatory Organization of Canada or the Mutual Fund Dealers Association of Canada in accordance with their respective rules prior to January 1, 2023:
 - (i) in respect of which a hearing panel has been appointed, shall proceed in accordance with the by-laws, decisions, directions, policies, regulations, rules, rulings and practice and procedure of the Investment Industry Regulatory Organization of Canada or the Mutual Fund Dealers Association of Canada in effect and applicable to such enforcement or review proceeding at the time it was commenced and shall continue to be heard by the same hearing panel, and
 - (ii) in respect of which a hearing panel has not been appointed, shall proceed in accordance with the by-laws, decisions, directions, policies, regulations, rules, rulings and practice and procedure of the Investment Industry Regulatory Organization of Canada or the Mutual Fund Dealers Association of Canada, in effect and applicable to such enforcement or review proceeding at the time it was commenced, provided that, despite any provision of the by-laws, decisions, directions, policies, regulations, rules, rulings or practice and procedure of the Investment Industry Regulatory Organization of Canada or the Mutual Fund Dealers Association of Canada in effect and applicable to

DEALER AND CONSOLIDATED RULES

such enforcement or review proceeding, these *Rules* shall apply to the appointment of the hearing panel.

1106. – 1199. Reserved.

RULE 1200 | DEFINITIONS

1201. Definitions

- (1) Some terms used throughout the *Corporation requirements* are defined in subsection 1201(2). Additional terms are set out in the *Corporation General By-Law No. 1*, *Investment Dealer Form 1* and in *Mutual Fund Dealer Form 1*. Terms that are used only in a single Rule are defined in that Rule.

Any term not defined in subsection 1201(2), in *Corporation General By-Law No. 1*, in *Investment Dealer Form 1*, in *Mutual Fund Dealer Form 1* or in a specific Rule, which is defined in *securities laws*, has the same meaning as provided for in *securities laws*.

When a prescribed or adopted policy defines a term that the *Corporation requirements* also defines, the definition contained in the policy prevails to the extent of any inconsistency, when interpreting that policy.

- (2) The following terms have the meanings set out when used in the *Corporation requirements*:

“acceptable clearing corporation” (<i>chambre de compensation agréée</i>)	The same meaning as set out in <i>Investment Dealer Form 1</i> , General Notes and Definitions.
“acceptable counterparty” (<i>contrepartie agréée</i>)	The same meaning as set out in <i>Investment Dealer Form 1</i> , General Notes and Definitions.
“acceptable entity” (<i>entité agréée</i>)	The same meaning as set out in <i>Mutual Fund Dealer Form 1</i> , General Notes and Definitions.
“acceptable exchange” (<i>bourse agréée</i>)	The same meaning as set out in <i>Investment Dealer Form 1</i> , General Notes and Definitions.
“acceptable institution” (<i>institution agréée</i>)	The same meaning as set out in: (i) for <i>Investment Dealer Members</i> , <i>Investment Dealer Form 1</i> , General Notes and Definitions, or (ii) for <i>Mutual Fund Dealer Members</i> , <i>Mutual Fund Dealer Form 1</i> , General Notes and Definitions.
“acceptable foreign marketplace” (<i>marché étranger agréé</i>)	Any entity operating as: (i) an exchange, or a quotation and trade reporting system, or an alternative trading system for securities or <i>derivatives</i> transactions that is subject to legislation and oversight by a central or regional government authority in the country of operation, or (ii) a quotation and trade reporting system, or an alternative trading system for securities or <i>derivatives</i> transactions that is subject to the rules of a self-regulatory organization, which is subject to legislation and oversight by a central or regional government authority in the country of operation. The legislation or oversight regime must provide for or recognize the exchange’s, or the quotation and trade reporting system’s

DEALER AND CONSOLIDATED RULES

	powers of compliance and enforcement over its members or participants.
“acceptable securities location” (<i>lieu agréé de dépôt de titres</i>)	The same meaning as set out in: (i) for <i>Investment Dealer Members, Investment Dealer Form 1, General Notes and Definitions</i> , or (ii) for <i>Mutual Fund Dealer Members, Mutual Fund Dealer Form 1, General Notes and Definitions</i> .
“actively engaged in the business of the Dealer Member” (<i>participer activement aux activités du courtier membre</i>)	Participating in the <i>Dealer Member’s</i> regular business activities, operations or promotion of a <i>Dealer Member’s</i> services. It does not include participating in board or board corporate governance committee meetings or occasional referrals to the <i>Dealer Member</i> that were not solicited on the <i>Dealer Member’s</i> behalf.
“advertisement” (<i>publicité</i>)	Any commercials, commentaries and other published materials promoting a <i>Dealer Member’s</i> business, including materials disseminated or made available electronically.
“advisory account” (<i>compte avec conseils</i>)	An account which is subject to a suitability determination where: (i) the client is responsible for all investment decisions but is able to rely on advice given by a <i>Registered Representative</i> , and (ii) the <i>Dealer Member</i> and the <i>Registered Representative</i> are responsible for all advice given.
“advisory capacity” (<i>qualité de conseiller</i>)	Providing advice to an issuer in return for <i>remuneration</i> other than trading advice or related services.
“affiliate” (<i>membre du même groupe</i>)	Where used to indicate a relationship between two corporations, means: (i) one corporation is a <i>subsidiary</i> of the other corporation, (ii) both corporations are <i>subsidiaries</i> of the same corporation, or (iii) both corporations are <i>controlled</i> by the same <i>person</i> .
“agent” (<i>mandataire</i>)	An <i>individual</i> who is subject to the principal and agent relationship requirements set out in Rule 2300.
“applicable laws” (<i>lois applicables</i>)	All laws, statutes, ordinances, regulations, rules, orders, judgments, decrees or other regulatory directions, applicable to a <i>Regulated Person</i> or its employees, partners, directors or officers, in the conduct of their business.

DEALER AND CONSOLIDATED RULES

<p>“Appointments Committee” (<i>comité des nominations</i>)</p>	<p>A committee composed of:</p> <ul style="list-style-type: none"> (i) four members of the Governance Committee established by the <i>Board</i>, including its Chair, as set out in General By-law No.1, section 12.2, (ii) two Non-Independent Directors of the <i>Board</i> as set out in General By-law No.1, section 1.1, and (iii) the President of the <i>Corporation</i> as set out in General By-law No. 1, section 1.1.
<p>“approved investor” (<i>investisseur autorisé</i>)</p>	<p>An <i>industry investor</i> (defined in clause 2102(1)) or any other <i>person</i> who requires the approval of the <i>Corporation</i> to invest in a <i>Dealer Member</i>.</p>
<p>“Approved Person” (<i>Personne autorisée</i>)</p>	<p>Means:</p> <ul style="list-style-type: none"> (i) for <i>Investment Dealer Members</i>, an <i>individual</i> approved by the <i>Corporation</i> under the <i>Corporation requirements</i> to carry out a function for an <i>Investment Dealer Member</i>, namely, the following <i>individuals</i>: <i>Associate Portfolio Manager,</i> <i>Chief Compliance Officer,</i> <i>Chief Financial Officer,</i> <i>Director,</i> <i>Executive,</i> <i>Investment Representative,</i> <i>Portfolio Manager,</i> <i>Registered Representative,</i> <i>Supervisor,</i> <i>Trader,</i> or <i>Ultimate Designated Person.</i> <p>or</p> <ul style="list-style-type: none"> (ii) for <i>Mutual Fund Dealer Members</i>, an <i>individual</i> who is a partner, director, <i>officer</i>, compliance officer, branch manager, alternate branch manager, or <i>employee</i> of the <i>Mutual Fund Dealer Member</i> who: <ul style="list-style-type: none"> (a) is registered or permitted, where required by applicable <i>securities laws</i>, by the securities commission having jurisdiction, or (b) submits to the jurisdiction of the <i>Corporation</i>.
<p>“associate” (<i>lien</i>)</p>	<p>The same meaning as set out in General By-law No. 1, section 1.1.</p>
<p>“Associate Portfolio Manager” (<i>Gestionnaire de portefeuille adjoint</i>)</p>	<p>An <i>individual</i> designated by the <i>Investment Dealer Member</i> and approved by the <i>Corporation</i> to provide discretionary portfolio management for <i>managed accounts</i> under the supervision of a <i>Portfolio Manager</i>.</p>
<p>“beneficial owner” (<i>propriétaire véritable</i>)</p>	<p>A <i>person</i> who has <i>beneficial ownership</i> of securities.</p>

DEALER AND CONSOLIDATED RULES

<p>“beneficial ownership” (<i>propriété véritable</i>)</p>	<p>Beneficial ownership of securities includes ownership:</p> <p>(i) of securities by:</p> <p style="padding-left: 40px;">(a) a corporation, or</p> <p style="padding-left: 40px;">(b) <i>affiliates</i> of a corporation, that is controlled by a <i>person</i>,</p> <p>or</p> <p>(ii) by a corporation of securities beneficially owned by the <i>affiliates</i> of the corporation.</p>
<p>“Board” (<i>conseil</i>)</p>	<p>The same meaning as set out in General By-law No. 1, section 1.1.</p>
<p>“bundled order” (<i>ordre groupé</i>)</p>	<p>The same meaning as set out in Universal Market Integrity Rule 1.1.</p>
<p>“business day” (<i>jour ouvrable</i>)</p>	<p>A day other than Saturday, Sunday and any statutory holiday in the relevant <i>District</i>.</p>
<p>“business location” (<i>établissement</i>)</p>	<p>A branch office or other location where an activity that requires registration or <i>Corporation</i> approval is carried out by or on behalf of a <i>Dealer Member</i> and includes a residence if regular and ongoing activity that requires registration or approval is carried out from the residence or if <i>records</i> relating to an activity that requires registration or approval are kept at the residence.</p>
<p>“carrying broker” (<i>courtier chargé de comptes</i>)</p>	<p>A <i>Dealer Member</i> that carries client accounts for another <i>Dealer Member</i>, which includes the clearing and settlement of trades, the maintenance of <i>records</i> of client transactions and accounts, and the custody of client cash, <i>securities</i>, precious metals bullion and other property, in accordance with the requirements set out in Rule 2400.</p>
<p>“CDS” (<i>CDS</i>)</p>	<p>CDS Clearing and Depository Services Inc.</p>
<p>“chartered bank” (<i>banque à charte</i>)</p>	<p>A bank incorporated under the Bank Act (Canada).</p>
<p>“Chief Compliance Officer” (<i>Chef de la conformité</i>)</p>	<p>An <i>individual</i> approved by the <i>Corporation</i> to act as the chief compliance officer of an <i>Investment Dealer Member</i>.</p>
<p>“Chief Financial Officer” (<i>Chef des finances</i>)</p>	<p>An <i>individual</i> approved by the <i>Corporation</i> to act as the chief financial officer of an <i>Investment Dealer Member</i>.</p>
<p>“clearing day” (<i>jour de compensation</i>)</p>	<p>Any day <i>CDS</i> or another <i>acceptable clearing corporation</i> is open for business.</p>
<p>“client communication” (<i>communication avec un client</i>)</p>	<p>Any communication, including communications disseminated or made available electronically:</p> <p>(i) prepared for distribution to a single current or prospective client, and</p> <p>(ii) not prepared for distribution to multiple clients or the general public,</p> <p>including trade confirmations and account statements, other than <i>advertisements</i> and <i>sales communications</i>.</p>

DEALER AND CONSOLIDATED RULES

<p>“client name” (<i>au nom du client</i>)</p>	<p>Any cash, securities or other client property that is held in the name of and by a person other than the <i>Dealer Member</i>, its agent or custodian.</p>
<p>“control” (<i>contrôle</i>)</p>	<p>Where used to indicate control of a corporation, means a <i>person</i> who has <i>beneficial ownership</i> of voting securities in the corporation that carry more than 50% of the votes for election of directors of the corporation and such votes allow the <i>person</i> to elect a majority of the directors; but if the <i>Board</i> orders that a <i>person</i> does or does not control the corporation under the <i>Corporation requirements</i>, that order defines their relationship under the <i>Corporation requirements</i>.</p>
<p>“Corporation” (<i>Organisation</i>)</p>	<p>The same meaning as set out in General By-law No. 1, section 1.1.</p>
<p>“Corporation Membership Disclosure Policy” (<i>Politique de communication de la qualité de membre de l’Organisation</i>)</p>	<p>The policy setting out the Corporation’s Membership disclosure requirements for <i>Dealer Members</i>, as made available on the <i>Corporation’s</i> website.</p>
<p>“Corporation requirements” (<i>exigences de l’Organisation</i>)</p>	<p>Requirements set out within the <i>Corporation’s Rules</i>, along with all other instruments prescribed or adopted within the <i>Corporation’s Rules</i>, and related <i>Corporation</i> rulings.</p>
<p>“Dealer Member” (<i>courtier membre</i>)</p>	<p>The same meaning as set out in General By-law No. 1, section 1.1.</p>
<p>“Dealer Member related activities” (<i>activités liées aux fonctions de courtier membre</i>)</p>	<p>Acting as a <i>Dealer Member</i>, or carrying on business that is necessary or incidental to being a <i>Dealer Member</i>. The <i>Board</i> may include or exclude any activities from this definition.</p>
<p>“Dealer Member’s auditor” (<i>auditeur du courtier membre</i>)</p>	<p>An auditor on the <i>Corporation</i> approved list of accounting firms chosen by the <i>Dealer Member</i> to be its auditor.</p>
<p>“debt security” (<i>titre de créance</i>)</p>	<p>Any security that provides the holder with a legal right, in specified circumstances, to demand payment of the amount owing and includes a debtor-creditor relationship. The term includes securities with short-term maturities or mandatory tender periods such as commercial paper and floating rate notes as well as traditional notes and bonds.</p>

DEALER AND CONSOLIDATED RULES

<p>“derivative” (<i>dérivé</i>)</p>	<p>A contract or an instrument classified as:</p> <ul style="list-style-type: none"> (i) an option, swap, futures contract, forward contract, futures contract option, contract for difference, or (ii) any other financial or commodity contract or instrument whose market price, value, delivery obligations, payment obligations or settlement obligations are derived from, referenced to or based on an underlying interest, including a value, price, rate, variable, index, event, probability or thing, <p>but does not include a contract or instrument determined by the <i>Corporation</i> to be classified in a category other than a <i>derivative</i>.</p>
<p>“designated rating organization” (<i>agence de notation désignée</i>)</p>	<p>The same meaning as set out in <i>Investment Dealer Form 1</i>, General Notes and Definitions.</p>
<p>“designated Supervisor” (<i>Surveillant désigné</i>)</p>	<p>A <i>Supervisor</i> that the <i>Investment Dealer Member</i> makes responsible for a supervisory role defined in the <i>Corporation requirements</i>, including a <i>Supervisor</i> responsible for:</p> <ul style="list-style-type: none"> (i) the opening of new accounts and the supervision of account activity under Part B of Rule 3900, (ii) the supervision of options and similar <i>derivatives</i> contract trading accounts under Part F of Rule 3900, (iii) the supervision of futures contracts, forward contracts, contracts for difference, futures contract option and similar <i>derivative</i> contract trading accounts under Part F of Rule 3900, (iv) the supervision of <i>discretionary accounts</i> under Part G of Rule 3900, (v) the supervision of <i>managed accounts</i> under Part G of Rule 3900, (vi) the pre-approval of <i>advertisements</i>, <i>sales communications</i> and <i>client communications</i> under Part A of Rule 3600, and (vii) the supervision of <i>research reports</i> under Part B of Rule 3600,

DEALER AND CONSOLIDATED RULES

<p>“direct electronic access account” (<i>compte avec accès électronique direct</i>)</p>	<p>An <i>Investment Dealer Member</i> account which is not subject to suitability determination (other than as required by clauses 3402(3)(i) and 3403(4)(i)) where:</p> <ul style="list-style-type: none"> (i) the client has been provided with direct electronic access within the meaning of National Instrument 23-103, (ii) the <i>Investment Dealer Member</i> provides no recommendations to purchase, sell, hold or exchange any <i>security</i>, including any class of security or security of a class of issuer, or transact in any <i>derivative</i>, and (iii) the <i>Investment Dealer Member</i> complies with the Universal Market Integrity Rule requirements applicable to the direct electronic access service offering and the requirements of NI 23-103.
<p>“Director” (<i>Administrateur</i>)</p>	<p>A member of an <i>Investment Dealer Member’s</i> board of directors or an <i>individual</i> performing similar functions at an <i>Investment Dealer Member</i> that is not a corporation.</p>
<p>“discretionary account” (<i>compte carte blanche</i>)</p>	<p>An <i>Investment Dealer Member</i> account which is subject to the suitability determination and over which the client has given discretionary authority where:</p> <ul style="list-style-type: none"> (i) the <i>Investment Dealer Member</i> has not solicited the discretionary authority, (ii) the discretionary authority is accepted to accommodate a client who is frequently or temporarily unavailable to authorize trades, (iii) the discretionary authority has not been renewed, and (iv) the term of the discretionary authority does not exceed 12 months.
<p>“District” (<i>région</i>)</p>	<p>The same meaning as set out in General By-law No. 1, section 1.1.</p>
<p>“domestic gross customer margin model” (<i>modèle national fondé sur les marges brutes des clients</i>)</p>	<p>A framework to comply with a <i>futures segregation and portability customer protection regime</i> where the amount of margin that a <i>Dealer Member</i> must post on behalf of its clients to a clearing corporation in Canada is the sum of the amounts of margin required for each client.</p>
<p>“early warning excess” (<i>excédent au titre du signal précurseur</i>)</p>	<p>The same meaning as set out in:</p> <ul style="list-style-type: none"> (i) for <i>Investment Dealer Members</i>, <i>Investment Dealer Form 1</i>, Statement C, or (ii) for <i>Mutual Fund Dealer Members</i>, <i>Mutual Fund Dealer Form 1</i>, Statement C.
<p>“early warning reserve” (<i>réserve au titre du signal précurseur</i>)</p>	<p>This is calculated for <i>Investment Dealer Members</i> and has the same meaning as set out in <i>Investment Dealer Form 1</i>, Statement C.</p>
<p>“employee” (<i>employé</i>)</p>	<p>An employee or <i>agent</i> of a <i>Dealer Member</i>.</p>

DEALER AND CONSOLIDATED RULES

<p>“Enforcement Staff” (<i>personnel de la mise en application</i>)</p>	<p><i>Corporation</i> staff who are authorized to conduct enforcement activities on behalf of the <i>Corporation</i>, including conducting <i>investigations</i> and initiating and conducting disciplinary proceedings.</p>
<p>“equity security” (<i>titre de capitaux propres</i>)</p>	<p>An interest, investment or security in a corporation in respect of which the holder has no legal right to demand payment until the corporation or its board of directors has passed a resolution declaring a dividend or other distribution or a winding up of the corporation.</p>
<p>“Executive” (<i>Membre de la haute direction</i>)</p>	<p>An <i>Investment Dealer Member’s</i> partner, <i>Director</i> or <i>officer</i> who is involved in the <i>Investment Dealer Member’s</i> senior management, including anyone fulfilling the role of chair or vice-chair of the board of directors, chief executive officer, president, chief administrative officer, chief operating officer or a person acting in a similar capacity who is head of operations, <i>Chief Financial Officer</i>, <i>Chief Compliance Officer</i>, <i>Ultimate Designated Person</i>, member of an executive management committee or any other position that the <i>Investment Dealer Member</i> designates as an Executive position.</p>
<p>“free credit balance” (<i>solde créditeur disponible</i>)</p>	<p>Free credit balance means:</p> <ul style="list-style-type: none"> (i) for cash and margin accounts, the credit balance less an amount equal to the aggregate of: <ul style="list-style-type: none"> (a) the <i>market value</i> of short positions, and (b) margin required on those short positions, and (ii) for futures accounts, the credit balance less an amount equal to the aggregate of: <ul style="list-style-type: none"> (a) margin required to carry open <i>futures contracts</i> or <i>futures contract option</i> positions, less (b) any equity in those contracts, plus (c) any deficits in those contracts. <p>However, the aggregate amount must not exceed the dollar amount of the credit balance.</p>
<p>“futures segregation and portability customer protection regime” (<i>régime de séparation et de transférabilité des contrats à terme standardisés pour la protection des clients</i>)</p>	<p>A set of rules and procedures that enable a clearing corporation to operate according to the standards outlined in Principle 14 of the Principles for Financial Market Infrastructures published by the Bank for International Settlements and the International Organization of Securities Commissions, regarding client futures positions and collateral that support these positions.</p>
<p>“Global Legal Entity Identifier System” (<i>Système d’identifiant international pour les entités juridiques</i>)</p>	<p>The same meaning as set out in Universal Market Integrity Rule 1.1.</p>

DEALER AND CONSOLIDATED RULES

<p>“guarantee” (<i>cautionnement</i>)</p>	<p>An agreement to be responsible for the liabilities of a <i>person</i> or to provide security for a <i>person</i>; and includes an agreement to:</p> <ul style="list-style-type: none"> (i) purchase an investment, property or services, (ii) to supply funds, property or services, or (iii) to make an investment, <p>if the agreement’s main purpose is to allow a <i>person</i> to perform its obligations under a security or investment, or to assure an investor in a security that the <i>person</i> will perform its obligations.</p>
<p>“hearing” (<i>audience</i>)</p>	<p>A hearing in connection with a proceeding, proposed proceeding or other matter under the <i>Corporation requirements</i>, other than a <i>prehearing conference</i> (defined in section 8402).</p>
<p>“hearing committee” (<i>comité d’instruction</i>)</p>	<p>A hearing committee of a <i>District</i> appointed under Rule 8300.</p>
<p>“hearing panel” (<i>formation d’instruction</i>)</p>	<p>A panel selected by the <i>National Hearing Officer</i> to conduct a <i>hearing</i> or <i>prehearing conference</i> (defined in section 8402).</p>
<p>“hedger” (<i>opérateur en couverture</i>)</p>	<p>A non-<i>individual</i> that:</p> <ul style="list-style-type: none"> (i) is exposed to one or more risks as a necessary part of its business activities, and (ii) seeks to hedge such risk by engaging in <i>derivatives</i> transactions where: <ul style="list-style-type: none"> (a) the underlying interest for the transactions is the same as or materially related to the underlying interest for the risk, (b) the intended effect of the transactions is to: <ul style="list-style-type: none"> (I) eliminate or reduce the risk related to fluctuations in the <i>market value</i> of the underlying interest or position being hedged, or (II) substitute the risk associated with one currency for the risk associated with another currency, provided the aggregate amount of currency risk to which the hedger is exposed is not increased by the substitution, and (c) there are reasonable grounds to believe that the <i>market value</i> changes in the positions resulting from the transactions will completely or materially offset <i>market value</i> changes in the underlying interest or position being hedged.

DEALER AND CONSOLIDATED RULES

<p>“holding company” (<i>société de portefeuille</i>)</p>	<p>Of a corporation means either:</p> <ul style="list-style-type: none"> (i) another corporation that owns: <ul style="list-style-type: none"> (a) more than 50 per cent of each class or series of the voting securities, and (b) more than 50 per cent of each class or series of the participating securities, either directly in the corporation or in the holding company of that corporation, <p>but does not include:</p> <ul style="list-style-type: none"> (ii) an <i>industry investor</i> (defined in clause 2102(1)(i)) that owns the corporation’s securities in the capacity of an <i>industry investor</i>, or (iii) a corporation that the <i>Corporation</i> has ordered is not a holding company of that corporation.
<p>“individual” (<i>personne physique</i>)</p>	<p>A natural person.</p>
<p>“industry member” (<i>membre représentant le secteur</i>)</p>	<p>A current or former director, <i>officer</i>, partner or employee of a <i>Member</i> or <i>Regulated Person</i>, or an <i>individual</i> who is otherwise suitable and qualified for appointment to a <i>hearing committee</i>.</p>
<p>“institutional client” (<i>client institutionnel</i>)</p>	<p>A <i>person</i> who is:</p> <ul style="list-style-type: none"> (i) an <i>acceptable counterparty</i>, (ii) an <i>acceptable institution</i>, (iii) a <i>regulated entity</i>, (iv) a registrant under <i>securities law</i>, other than an <i>individual</i> registrant, (v) a non-<i>individual</i> with total securities and precious metals bullion under administration or management exceeding \$10 million, (vi) an <i>individual</i> with total securities and precious metals bullion under administration or management exceeding \$10 million who requests and consents to being classified as an institutional client, or (vii) a <i>hedger</i> who requests and consents to being classified as an institutional client for accounts with qualifying hedging activities and hedge positions.
<p>“internal controls” (<i>contrôles internes</i>)</p>	<p>The financial and operational policies and procedures established, maintained and applied by the <i>Dealer Member’s</i> management to provide reasonable assurance of the orderly and efficient conduct of the <i>Dealer Member’s</i> business.</p>
<p>“inter-dealer bond broker” (<i>courtier intermédiaire en obligations</i>)</p>	<p>A <i>person</i> that provides information, trading and communications services for domestic <i>debt securities</i> trading among <i>inter-dealer bond broker clients</i> (defined in section 7302).</p>

DEALER AND CONSOLIDATED RULES

“introducing broker” (<i>remisier</i>)	A <i>Dealer Member</i> or a <i>Mutual Fund Dealer Member</i> that introduces its client accounts to one or more <i>carrying brokers</i> , in accordance with the requirements set out in Rule 2400.
“investigation” (<i>enquête</i>)	The powers of the <i>Corporation</i> to initiate and conduct enforcement investigations as set out in Rule 8100.
“investment” (<i>placement</i>)	Any asset, excluding cash, held or transacted in a client account by the <i>Dealer Member</i> .
“Investment Dealer Form 1” (<i>Formulaire 1 du courtier en placement</i>)	A regulatory financial report that must be filed by <i>Investment Dealer Members</i> with the <i>Corporation</i> .
“Investment Dealer Member” (<i>courtier membre en placement</i>)	A <i>Member</i> that is registered as an investment dealer in accordance with <i>securities law</i> .
“Investment Representative” (<i>Représentant en placement</i>)	An <i>individual</i> , approved by the <i>Corporation</i> , to trade in, but not advise on, <i>securities</i> , or <i>derivatives</i> , on the <i>Investment Dealer Member’s</i> behalf, including where that <i>individual</i> deals only in mutual funds.
“IPF” or “Investor Protection Fund” (“ <i>FPI</i> ” ou “ <i>Fonds de protection des investisseurs</i> ”)	The same meaning as set out for the term IPF in General By-law No. 1, section 1.1.
“IPF Disclosure Policy” (<i>Politique de communication de l’adhésion au FPI</i>)	The policy setting out the <i>Investor Protection Fund’s</i> membership disclosure requirements, as made available on <i>IPF’s</i> website.
“Legal Entity Identifier” (<i>identifiant pour entités juridiques</i>)	A unique identification code assigned to a <i>person</i> in accordance with standards set by the <i>Global Legal Entity Identifier System</i> .
"Legal Entity Identifier System Regulatory Oversight Committee" (<i>Comité de surveillance réglementaire du Système d’identifiant international pour les entités juridiques</i>)	The same meaning as set out in the Universal Market Integrity Rule 1.1.
“listed derivative” (<i>dérivé coté</i>)	A <i>derivative</i> that is traded on a <i>marketplace</i> pursuant to standardized terms and conditions set out by that <i>marketplace</i> and whose trades are cleared and settled by a clearing agency.
“listed security” (<i>titre coté en bourse</i>)	The same meaning as set out in Universal Market Integrity Rule 1.1.

DEALER AND CONSOLIDATED RULES

<p>“managed account” (<i>compte géré</i>)</p>	<p>An account which is subject to a suitability determination where:</p> <ul style="list-style-type: none"> (i) investment decisions are made on a continuing basis by a <i>Portfolio Manager</i> or an <i>Associate Portfolio Manager</i> or a third party hired by the <i>Investment Dealer Member</i>, and (ii) the <i>Investment Dealer Member</i>, or a third party hired by the <i>Investment Dealer Member</i>, and the <i>Portfolio Manager</i> or <i>Associate Portfolio Manager</i> are responsible for all investment decisions made.
<p>“manipulative and deceptive activities” (<i>activités manipulatrices ou trompeuses</i>)</p>	<p>Any manipulative or deceptive methods, act or practice in connection with any order or trade on a <i>marketplace</i>, and includes the entry of an order or the execution of a trade that would create or could reasonably be expected to create:</p> <ul style="list-style-type: none"> (i) a false or misleading appearance of trading activity in or interest in the purchase or sale of a <i>security</i>, or transaction in a <i>derivative</i>, or (ii) an artificial ask price, bid price or sale price for the <i>security</i>, or the transaction in a <i>derivative</i>, or a related <i>security</i>.
<p>“Marketplace” (<i>marché</i>)</p>	<p>The same meaning as set out in General By-law No. 1, section 1.1.</p>
<p>“Marketplace Member” (<i>marché membre</i>)</p>	<p>The same meaning as set out in General By-law No. 1, section 1.1.</p>

DEALER AND CONSOLIDATED RULES

<p>“market value” (18rovis marchande)</p>	<ul style="list-style-type: none"> (i) for <i>Investment Dealer Members</i>, for the purposes of the monthly, quarterly, and annual reporting for <i>securities</i>, <i>derivatives</i> and precious metals bullion: <ul style="list-style-type: none"> (a) quoted on an active market, the published price quotation using: <ul style="list-style-type: none"> (I) for listed <i>securities</i>, the last bid price of a long <i>security</i> and, correspondingly, the last ask price of a short <i>security</i>, as shown on a consolidated pricing list or <i>marketplace</i> quotation sheet as of the close of business on the relevant date or last trading date prior to the relevant date, as the case may be, (II) for unlisted investment funds, the net asset value provided by the manager of the fund on the relevant date, (III) for all other unlisted <i>securities</i> (including unlisted <i>debt securities</i>) and precious metals bullion, a value determined as reasonable from published market reports or inter-dealer quotation sheets on the relevant date or last trading day prior to the relevant date, or, in the case of <i>debt securities</i>, based on a reasonable yield rate, (IV) for money market fixed date repurchases (no borrower call feature), the price determined by applying the current yield for the <i>security</i> to the term of maturity from the repurchase date. This will permit calculation of any profit or loss based on the market conditions at the reporting date, (V) for money market open repurchases (no borrower call feature), the price determined as of the reporting date or the date the commitment first becomes open, whichever is the later. The value is to be determined as in paragraph (i)(a)(IV) of this definition and the commitment price is to be determined in the same manner using the yield stated in the repurchase commitment, and (VI) for money market repurchases with borrower call features, the borrower call price, (VII) for <i>listed derivatives</i>, the market value or settlement price on the relevant date or last trading day prior to the relevant date, (VIII) for <i>over-the-counter derivatives</i>, a value determined as reasonable by considering: <ul style="list-style-type: none"> (A) the market value or settlement price of the equivalent <i>listed derivative</i>, if available; and (B) values from published market reports or inter-dealer quotation sheets
---	---

DEALER AND CONSOLIDATED RULES

	<p>on the relevant date or last trading day prior to the relevant date,</p> <p>and after making any adjustments considered by the <i>Dealer Member</i> to be necessary to accurately reflect the market value,</p> <p>(b) where a reliable price cannot be determined:</p> <ul style="list-style-type: none">(I) the value determined by using a valuation technique that includes inputs other than published price quotations that are observable for the <i>security, derivative</i> or precious metals bullion, either directly or indirectly, or(II) where no observable market data-related inputs are available, the value determined by using unobservable inputs and assumptions, or(III) where insufficient recent information is available or there is a wide range of possible values and <i>cost</i> (defined in subsection 3802(1)) represents the best value estimate within that range:<ul style="list-style-type: none">(A) <i>cost</i>, and(B) where the market value information is being included in a client report or account statement, the <i>Dealer Member</i> must include the following notification or a notification that is substantially similar:<p style="margin-left: 40px;">“There is no active market for this [security/derivative/ precious metals bullion] so we have estimated its market value.”</p> <p>I where a value cannot be reliably determined under subclauses (i)(a) and (i)(b) of this definition:</p> <ul style="list-style-type: none">(I) no value shall be reported, and(II) where the market value information is being included in a client report or account statement, the <i>Dealer Member</i> must include the following notification or a notification that is substantially similar:<p style="margin-left: 40px;">“Market value not determinable.”</p> <p>(ii) for <i>Investment Dealer Members</i>, for the purposes of the daily and intra-day reporting for <i>securities, derivatives</i> and precious metals bullion:</p> <ul style="list-style-type: none">(a) that are quoted on an active market, the value determined according to subclause (i)(a) of this definition,(b) where a reliable price cannot be determined and:<ul style="list-style-type: none">(I) the position has been recently valued in accordance with the <i>Dealer Member</i>’s valuation policies and procedures, the last value calculated for the position, or(II) the position has not been recently valued, the
--	--

DEALER AND CONSOLIDATED RULES

	<p>value and, if applicable, disclosure determined according to subclause (i)(b) of this definition(c) where a value cannot be reliably determined under subclauses (ii)(a) and (ii)(b) above, the value and, if applicable, disclosure determined according to subclause (i)(c) of this definition.</p> <p>or</p> <p>(iii) for <i>Mutual Fund Dealer Members</i>, the same meaning as set out in <i>Mutual Fund Dealer Form 1</i>, General Notes and Definitions.</p>
“Member” (<i>membre</i>)	The same meaning as set out in General By-law No. 1, section 1.1.
“Membership” (<i>qualité de membre</i>)	<i>Corporation</i> membership.
“Monitor” (<i>Administr20roviso ireisoire</i>)	A <i>person</i> appointed under section 8209 or 8212 to monitor a <i>Regulated Person’s</i> business and affairs and to exercise powers granted by a <i>hearing panel</i> .
“multiple client order” (<i>ordre clients multiples</i>)	The same meaning as set out in Universal Market Integrity Rule 1.1.
“Mutual Fund Dealer Form 1” (<i>Formulaire 1 du courtier en épargne collective</i>)	A regulatory financial report that must be filed by <i>Mutual Fund Dealer Members</i> with the <i>Corporation</i> .
“Mutual Fund Dealer Member” (<i>courtier membre en épargne collective</i>)	A <i>Member</i> that is registered as a mutual fund dealer in accordance with <i>securities law</i> and is not also registered as an investment dealer.
“National Hearing Officer” (<i>administrateur national des audiences</i>)	A <i>person</i> appointed by the <i>Corporation</i> who is responsible for the administration of enforcement and other proceedings under the <i>Corporation requirements</i> and other employees of the <i>Corporation</i> to whom the <i>person</i> delegates the performance of such functions.
“nominee name” (<i>au nom d’une personne interposée</i>)	Any cash, securities or other client property, other than client cash held in a trust account of a <i>Dealer Member</i> , that is held in the name of the <i>Dealer Member</i> , its agent or custodian, for the benefit of the client.
“non-client accounts” or “non-client orders” (<i>compte non-client ou ordre non-client</i>)	Accounts or orders in which the <i>Dealer Member</i> or an <i>Approved Person</i> has a direct or indirect interest other than the commission charged.

DEALER AND CONSOLIDATED RULES

<p>“officer” (<i>dirigeant</i>)</p>	<p>A <i>Dealer Member’s</i> chair or vice-chair of the board of directors, chief executive officer, president, chief administrative officer, chief compliance officer, chief financial officer, chief operating officer, vice-president, secretary, any other person designated an officer of a <i>Dealer Member</i> by law or similar authority, or any person acting in a similar capacity on behalf of a <i>Dealer Member</i>.</p>
<p>“order execution only account” (<i>compte sans conseils</i>)</p>	<p>An account which is not subject to a suitability determination (other than as required by clauses 3402(3)(i) and 3403(4)(i)) where:</p> <ul style="list-style-type: none"> (i) the client is solely responsible for making all investment decisions, and (ii) the <i>Investment Dealer Member</i> provides no recommendation to purchase, sell, hold or exchange any <i>security</i>, including any class of security or security of a class of issuer, or transact in any <i>derivative</i>.
<p>“over-the-counter derivative” (<i>dérivé de gré à gré</i>)</p>	<p>Any <i>derivative</i> other than a <i>listed derivative</i>.</p>
<p>“Participant” (<i>participant</i>)</p>	<p>The same meaning as set out in Universal Market Integrity Rule 1.1.</p>
<p>“party” (<i>partie</i>)</p>	<p>A party to a proceeding under the <i>Corporation requirements</i>, including <i>Enforcement Staff</i> and <i>Corporation staff</i>.</p>
<p>“person” (<i>personne</i>)</p>	<p>An <i>individual</i>, a partnership, a corporation, a government or any of its departments or agencies, a trustee, an incorporated or unincorporated organization, an incorporated or unincorporated syndicate or an <i>individual’s</i> heirs, executors, administrators or other legal representatives.</p>
<p>“Portfolio Manager” (<i>Gestionnaire de portefeuille</i>)</p>	<p>An <i>individual</i> designated by the <i>Investment Dealer Member</i> and approved by the <i>Corporation</i> to provide discretionary portfolio management for <i>managed accounts</i>.</p>
<p>“public member” (<i>membre représentant le public</i>)</p>	<p>A public member in relation to a <i>hearing committee</i> means:</p> <ul style="list-style-type: none"> (i) a current or retired member of the law society of a province, other than Québec, who is in good standing at the law society, or (ii) in Québec, a current or retired member of the Barreau du Québec, who is in good standing at the Barreau.
<p>“recognized foreign regulatory organization” (<i>organisme d’autoréglementation étranger reconnu</i>)</p>	<p>A foreign regulatory organization including a foreign self-regulatory organization, which offers reciprocal treatment to Canadian applicants and which has been recognized by the <i>Corporation</i> as such.</p>

DEALER AND CONSOLIDATED RULES

<p>“records” (<i>documentation ou dossiers</i>)</p>	<p>Books, records, audio and video recordings, client files and other documentation, including information electronically stored or records by any other means, related to the <i>Regulated Person’s</i> business.</p>
<p>“Region” (<i>région</i>)</p>	<p>The same meaning as set out in General By-law No. 1, section 1.1.</p>
<p>“Regional Council” (<i>conseil régional</i>)</p>	<p>The same meaning as set out in General By-law No. 1, section 1.1.</p>
<p>“Registered Representative” (<i>Représentant inscrit</i>)</p>	<p>An <i>individual</i>, approved by the <i>Corporation</i>, to trade, or advise on trades, in <i>securities</i> or <i>derivatives</i> with the public in Canada, on the <i>Dealer Member’s</i> behalf, including where that <i>individual</i> deals only in mutual funds or only with <i>institutional clients</i>.</p>
<p>“regulated entity” (<i>entité réglementée</i>)</p>	<p>The same meaning as set out in:</p> <ul style="list-style-type: none"> (i) for <i>Investment Dealer Members</i>, <i>Investment Dealer Form 1</i>, General Notes and Definitions, or (ii) for <i>Mutual Fund Dealer Members</i>, <i>Mutual Fund Dealer Form 1</i>, General Notes and Definitions.
<p>“Regulated Persons” (<i>personnes réglementées</i>)</p>	<p>The same meaning as set out in General By-law No. 1, section 1.1.</p>
<p>“related company” (<i>société liée</i>)</p>	<p>A sole proprietorship, partnership or corporation that is a <i>Dealer Member</i> and is related to another <i>Dealer Member</i> because:</p> <ul style="list-style-type: none"> (i) it, or its executives, directors, <i>officers</i>, shareholders or <i>employees</i> (individually or collectively) have at least a 20% ownership interest in the other <i>Dealer Member</i>, or (ii) the other <i>Dealer Member</i>, or its executives, directors, <i>officers</i>, shareholders or <i>employees</i> (individually or collectively) have at least a 20% ownership interest in it, <p>where the ownership interest includes an interest as a partner or shareholder, either directly or indirectly, or an interest through one or more <i>holding companies</i>.</p> <p>But if the <i>Board</i> has ordered that two <i>persons</i> are, or are not, related companies under the <i>Corporation requirements</i>, that order defines their relationship under the <i>Corporation requirements</i>.</p>
<p>“remuneration” (<i>rémunération</i>)</p>	<p>Any benefit or consideration, including goods and service, monetary or otherwise that could be provided to or received by a <i>person</i>.</p>
<p>“repurchase agreement” (<i>mise en pension</i>)</p>	<p>An agreement to sell and repurchase securities.</p>
<p>“research report” (<i>rapport de recherche</i>)</p>	<p>Any written or electronic communication for distribution to clients or prospective clients containing an <i>analyst’s</i> recommendation about the purchase, sale or holding of a security, excluding any government <i>debt security</i> or any government guaranteed <i>debt security</i>.</p>

DEALER AND CONSOLIDATED RULES

“respondent” (<i>intimé</i>)	A person who is the subject of a proceeding or settlement under <i>Corporation requirements</i> .
“reverse repurchase agreement” (<i>prise en pension</i>)	An agreement to purchase and resell securities.
“retail client” (<i>client de détail</i>)	A client that is not an <i>institutional client</i> .
“risk adjusted capital” (<i>capital régularisé en fonction du risque</i>)	The capital level maintained by a <i>Dealer Member</i> , calculated in accordance with: (i) for <i>Investment Dealer Members</i> , <i>Investment Dealer Form 1</i> , or (ii) for <i>Mutual Fund Dealer Members</i> , <i>Mutual Fund Dealer Form 1</i> .
“Rules” (<i>Règles</i>)	The same meaning as set out in General By-law No. 1, section 1.1.
“Rules of Procedure” (<i>Règles de procédure</i>)	The rules of practice and procedure under Rule 8400.
“safekeeping” (<i>garde</i>)	The holding of securities by a <i>Dealer Member</i> for a client in accordance with the requirements set out in Part A of Rule 4400.
“sales communication” (<i>outil de commercialisation</i>)	Any communication, including communications disseminated or made available electronically: (i) designed for or use in a presentation to a client or prospective client, which contains a recommendation relating to: (a) a purchase, sale, withdrawal, exchange or transfer-out of a security or precious metals bullion position, or (b) a <i>derivative</i> transaction, or (c) a <i>trading strategy</i> , which includes: (ii) communications that are either given or shown to a client or prospective client, but does not include: (iii) <i>advertisements</i> and <i>client communications</i> , and (iv) preliminary prospectuses and prospectuses.
“sanction” (<i>sanction</i>)	A penalty imposed by a <i>hearing panel</i> or a penalty or other measure imposed under a <i>settlement agreement</i> .
“securities laws” (<i>lois sur les valeurs mobilières</i>)	Any laws about trading, distributing, advising or any other related activities in <i>securities</i> or <i>derivatives</i> in Canada enacted by the government of Canada or any province or territory in Canada and all regulations, rules, orders, judgments and other regulatory directions relating to such laws.

DEALER AND CONSOLIDATED RULES

<p>“securities regulatory authority” (<i>autorité en valeurs mobilières</i>)</p>	<p>In any jurisdiction in Canada, the commission, person or other authority authorized to administer <i>securities laws</i>.</p>
<p>"securities and derivatives related business" (<i>securities and derivatives related business</i>)</p>	<p>Any business or activity (whether or not carried on for gain) engaged in, directly or indirectly, which constitutes trading or advising in <i>securities</i> or <i>derivatives</i> for the purposes of <i>securities laws</i>, including for greater certainty, offers and sales pursuant to exemptions under <i>securities laws</i>.</p>
<p>"security" (<i>valeur mobilière ou titre</i>)</p>	<p>A security as defined within the relevant <i>securities law</i> other than a <i>derivative</i>.</p>
<p>“segregation” (<i>dépôt fiduciaire de titres ou dépôt fiduciaire</i>)</p>	<p>A practice whereby a <i>Dealer Member</i> holds in trust client <i>securities</i> and precious metals bullion that are:</p> <ul style="list-style-type: none"> (i) held free and clear of any charge, lien, claim or encumbrance of any kind, (ii) ready for delivery to a client on demand, and (iii) held separate from the <i>Dealer Member’s</i> own <i>security</i> holdings.
<p>“settlement agreement” (<i>entente de règlement</i>)</p>	<p>A written agreement between <i>Corporation</i> staff and a <i>respondent</i> to settle a proceeding or proposed proceeding under Rule 8200.</p>
<p>“settlement hearing” (<i>audience de règlement</i>)</p>	<p>A <i>hearing</i> relating to a <i>settlement agreement</i>.</p>
<p>“shared office premises” (<i>partage des bureaux, bureaux partagés, partager des bureaux et ses dérivés</i>)</p>	<p>Premises a <i>Dealer Member</i> shares with another regulated Canadian financial service entity that is involved in financial activities, such as banking, mutual funds, insurance, deposit taking or mortgage brokerage activities.</p>
<p>“significant area of risk” (<i>catégorie de risque importante</i>)</p>	<p>A function, process or an activity within a <i>Dealer Member</i> in which a failure to mitigate or control its risk could lead to material harm to the <i>Dealer Member’s</i> liquidity, solvency, operational capabilities, clients, client assets and other client positions.</p>
<p>“SRO” (<i>OAR</i>)</p>	<p>The same meaning as defined in National Instrument 14-101.</p>
<p>“sub-branch” (<i>sous-succursale</i>)</p>	<p>Any branch office having in total less than four <i>Approved Persons</i> and supervised by an <i>Approved Person</i> as required under <i>Corporation requirements</i> who is not normally present at such sub-branch office.</p>
<p>“subordinated debt” (<i>dette subordonnée</i>)</p>	<p>Debt that does not entitle the holder to be paid in priority to any senior class of debt.</p>

DEALER AND CONSOLIDATED RULES

<p>“subsidiary” (<i>filiale</i>)</p>	<p>Subsidiary of an entity means:</p> <ul style="list-style-type: none"> (i) an entity it <i>controls</i>, (ii) a corporation it <i>controls</i> and one or more corporations <i>controlled</i> by that corporation, or (iii) a corporation <i>controlled</i> by two or more corporations it <i>controls</i>, <p>and includes a corporation that is a subsidiary of another subsidiary of a corporation.</p>
<p>“Supervisor” (<i>Surveillant</i>)</p>	<p>An <i>individual</i> given responsibility and authority by an <i>Investment Dealer Member</i>, and approved by the <i>Corporation</i>, to manage the activities of the <i>Investment Dealer Member</i> or the <i>Investment Dealer Member’s Approved Persons</i> or <i>employees</i> to provide reasonable assurance they comply with the <i>Corporation requirements</i> and <i>securities laws</i>.</p>
<p>“temporary hold” (<i>blocage temporaire</i>)</p>	<p>means a hold that is placed on the purchase or sale of a security on behalf of a client or on the withdrawal or transfer of cash or securities from a client’s account.</p>
<p>“total margin required” (<i>marge obligatoire totale</i>)</p>	<p>The same meaning as set out in:</p> <ul style="list-style-type: none"> (i) for <i>Investment Dealer Members</i>, <i>Investment Dealer Form 1</i>, Statement B, or (ii) for <i>Mutual Fund Dealer Members</i>, <i>Mutual Fund Dealer Form 1</i>, Statement B.
<p>“trade name” (<i>nom commercial</i>)</p>	<p>A name a <i>Dealer Member</i> or <i>Approved Person</i> uses to conduct business and includes a group name under which a <i>Dealer Member</i> and its <i>affiliates</i> conduct business.</p>
<p>“Trader” (<i>Négociateur</i>)</p>	<p>An <i>individual</i>, approved by the <i>Corporation</i> as a trader, whose activity is restricted to trading through a <i>Marketplace Member’s</i> trading system, and who may not advise the public.</p>
<p>“trading strategy” (<i>stratégie de négociation</i>)</p>	<p>A broad general approach to investments including matters such as the use of specific products, leverage, frequency of trading or a method of selecting particular investments but does not include specific trade or sectoral weighting recommendations.</p>
<p>“Ultimate Designated Person” (<i>Personne désignée responsable</i>)</p>	<p>An <i>individual</i> approved by the <i>Corporation</i> to be responsible for the conduct of a designated <i>Investment Dealer Member</i> and the supervision of its <i>employees</i> and to perform the functions for an ultimate designated person described in the <i>Corporation requirements</i>.</p>
<p>“written cash and securities loan agreement” (<i>convention de prêt d’espèces et de titres écrite</i>)</p>	<p>A written cash loan agreement or securities loan agreement, other than an <i>overnight cash loan agreement</i> (as defined in section 4602), where the <i>Dealer Member</i> receives or pays cash or, provides or receives securities, that contains the minimum provisions described in Part B of Rule 4600.</p>

1202. – 1299. Reserved.

RULE 1300 | EXEMPTIVE POWERS OF THE CORPORATION

1301. Introduction

- (1) Rule 1300 describes the powers of the *Corporation* to provide exemptions from the *Corporation requirements*.

1302. Exemptions from the Corporation requirements

- (1) The *Board* may exempt a *Dealer Member*, *Approved Person*, or *Regulated Person* from any of the *Corporation requirements* if satisfied that doing so would not be prejudicial to the interests of the public, *Dealer Members*, *Regulated Persons* or their clients.
- (2) The Board may exempt a group of *Dealer Members*, *Approved Persons*, or *Regulated Persons* from any of the *Corporation requirements* if satisfied that doing so would not be prejudicial to the interests of the public, *Dealer Members*, *Regulated Persons* or their clients.
- (3) In granting an exemption under subsections 1302(1) or 1302(2), the *Board* may impose any terms or conditions that it considers necessary.

1303. – 1399. Reserved.

RULE 1400 | STANDARDS OF CONDUCT

1401. Introduction

- (1) Rule 1400 sets out the general standards of conduct that apply to *Regulated Persons*.

1402. Standards of conduct

- (1) A *Regulated Person*:
 - (i) in the transaction of business must observe high standards of ethics and conduct and must act openly and fairly and in accordance with just and equitable principles of trade, and
 - (ii) must not engage in any business conduct that is unbecoming or detrimental to the public interest.
- (2) Without limiting the generality of the foregoing, any business conduct that:
 - (i) is negligent,
 - (ii) fails to comply with a legal, regulatory, contractual or other obligation, including the rules, requirements, and policies of a *Regulated Person*,
 - (iii) displays an unreasonable departure from standards that are expected to be observed by a *Regulated Person*, or
 - (iv) is likely to diminish investor confidence in the integrity of *securities* or *derivatives* markets,may be conduct that contravenes one or more of the standards set forth in subsection 1402(1).

1403. Applicability

- (1) For purposes of *Corporation requirements*:
 - (i) *Dealer Members* are responsible for all acts and omissions of their *Approved Persons*, employees, partners, *Directors* and officers, and
 - (ii) non-*Dealer Member* users and subscribers to a *Marketplace* for which the *Corporation* is the regulation services provider are responsible for all acts and omissions of their employees, partners, directors, and officers.
- (2) In addition to complying with all *Corporation requirements*:
 - (i) an *Approved Person* must avoid any act or omission that would cause their *Dealer Member* to violate any *Corporation requirements*, and
 - (ii) an employee, partner, director or officer of a non-*Dealer Member* user or subscriber of a *Marketplace* for which the *Corporation* is the regulation services provider must avoid any act or omission that would cause the user or subscriber to violate any *Corporation requirements*.
- (3) For purposes of section 1402, the obligation of *Regulated Persons* that are non-*Dealer Member* users or subscribers of a *Marketplace* for which the *Corporation* is the regulation services provider is limited to the obligation to transact business openly and fairly when trading on a *Marketplace* or otherwise dealing in *securities* or *derivatives* that are eligible to be traded on a *Marketplace*.

1404. Policies and procedures

- (1) A *Dealer Member* must establish, maintain and apply written policies and procedures regarding the conduct of its business activities and operations.
- (2) A *Dealer Member* must establish, maintain and apply written policies and procedures that establish a system of controls and supervision sufficient to provide reasonable assurance the *Dealer Member*, its *employees* and *Approved Persons* comply with *Corporation requirements* and *securities laws*. A *Dealer Member* may establish more stringent policies and procedures than those needed to comply with such requirements.
- (3) Guidelines and best practices set out in *Corporation* guidance are generally intended to present acceptable methods that can be used to comply with specific *Corporation requirements*. Unless otherwise indicated, *Dealer Members* may use alternate methods, provided that those methods demonstrably achieve the overall objective of the *Corporation requirements*.
- (4) The *Corporation* may require a *Dealer Member* to adopt additional or different policies and procedures if the existing policies and procedures are insufficient to comply with *Corporation requirements*.

1405. Evidence of compliance with the Corporation requirements

- (1) A *Dealer Member* must establish a compliance system for monitoring compliance with *Corporation requirements* and *securities laws*. The compliance monitoring systems must specifically address preventing and detecting violations and include procedures for reporting the results of compliance monitoring to management.
- (2) A *Dealer Member* must keep all *records* and evidence of its compliance with *Corporation requirements* that it produces, including supervisory reviews, reports and queries on compliance.
- (3) The *Corporation* may require a *Dealer Member* to provide it with evidence, satisfactory to the *Corporation*, of the *Dealer Member's* compliance with *Corporation requirements*.

1406. Compliance with all applicable laws

- (1) A *Dealer Member* must comply with all relevant *Corporation requirements*, *securities laws* and *applicable laws* that are applicable to the *Dealer Member's* activities.
- (2) Where there is an inconsistency between any *Corporation requirements*, *securities laws* and *applicable laws* that apply to the *Dealer Member's* activities, compliance with the most stringent of the *Corporation requirements*, *securities laws* or *applicable laws* is required.

1407. Training

- (1) A *Dealer Member* must provide training to its *Approved Persons* on compliance with *Corporation requirements*, *securities laws*, and *applicable laws* including, without limitation, the obligations relating to conflicts of interest, know-your-client, account appropriateness, product due diligence, know-your-product, and suitability determination.

1408. – 1499. Reserved.