

**Appendix “A”
Comment Table
Multilateral Instrument 33-109 Registration Information**

Commentators

Edward Jones
Royal Bank of Canada
Scotia Bank Management Group
TD Bank Financial Group
Friedberg Mercantile Group

	Category	Comment	Response
1.	33-109 Change of Information	Individuals should not have to report “non-material” changes to registration information within 5 business days of the change. Non-material changes include changes to an individual’s personal description (for example, change of weight) and such address changes where a province or municipality has changed its name.	Whether information is material depends on the circumstances. Therefore, registrants are required to notify staff of all changes to registration information within the same time frame because it is impossible to list all of the circumstances when such changes are material or immaterial. Note, however, that under subsection 4.1(2) individuals are required to any changes to their personal description within 1 year of the change rather than within 5 business days of the change.
2.	33-109 Due Diligence	How can a branch manager review a Form 33-109F4 after the form is completed by an applicant but before it is sent to an AFR?	A firm may implement a variety of in-house procedures to address this matter. One possibility is to appoint the branch manager as the AFR to whom the applicant submits the application. After the branch manager has reviewed the application, the branch manager or another AFR can then submit it through NRD. An alternative may be to restrict a firm’s AFRs from making an NRD submission until the submission is first approved by the branch manager.

	Category	Comment	Response
3.	33-109 Due Diligence	How can a firm make reasonable efforts to determine whether an individual understands Form 33-109F4? The regulators should provide guidance as to what would constitute “reasonable efforts” to ensure that information submitted is true and complete.	<p>It is an offence for an individual to submit an application that is inaccurate. Having firms take reasonable efforts to determine whether an individual understands Form 33-109F4 provides staff with the comfort that the individual and his or her firm have turned their minds to ensuring that the information in the application is accurate.</p> <p>In general, reasonable due diligence procedures are based on industry standards and practices that develop and change as the industry continues to evolve. CSA staff are reluctant to provide a checklist of fixed practices that will become dated as more reasonable procedures are developed as a result of this continuing evolution. For these reasons it is best that industry be permitted to continually develop the due diligence procedures necessary to fulfil their obligations. Similar circumstances exist in connection with a registrant's due diligence obligations when signing a prospectus certificate.</p>
4.	Form 33-109F5 Change of Registration Information	If an individual is reporting a change to his or her registration information is that individual required to submit a Form 33-109F5 in paper format followed by a Form 33-109F4 in NRD format? Since the Form 33-109F4 will contain the change, why not just require the submission of the Form 33-109F4 alone?	<p>A Form 33-109F5 is required to be filed because it enables staff to easily identify the new information that is being submitted in the Form 33-109F4. Without it, staff would have to compare a previously submitted paper Form 4 with the newly filed electronic Form 33-109F4 in order to identify which information has changed. The use of the Form 33-109F5 helps streamline the review process to make it more effective and efficient.</p>

	Category	Comment	Response
5.	Form 33-109F1 Notice of Termination	It is not necessary to ask for an individual's categories of registration on Form 33-109F1.	CSA staff have removed this question from Form 33-109F1.
6.	Form 33-109F3 Change of Business Location	Only the NRD number of a branch should be necessary when a firm provides notice of a branch closing through NRD.	On NRD, once a location's NRD number is entered the remaining address information appears automatically so that an applicant can confirm that he or she is entering the right branch.
7.	Form 33-109F4 Registration Information for an Individual	Phrases like "and any other information that you think is relevant" should be removed from question 1(d) of Schedule I. If an applicant could provide further information under this question that would accelerate the review of his application then the form should specifically request that information. If the form does not specifically request that information then failure to provide that information should not affect the speed of the approval process.	From experience CSA staff know that in some circumstances an applicant's answers to the questions on a schedule will prompt the regulator to ask for further information. The specifics of the request will depend on the information provided by the applicant. Under securities legislation, regulators are entitled to request such information whether or not the schedule contains the phrase that the commentator has suggested be removed (see, for example, section 31 of the Securities Act (Ontario)). CSA staff are of the view that the phrase does not create an obligation on applicants but merely invites them to provide further information, which might obviate the need for a regulator to request that information.
8.	Form 33-109F4 Proficiency	The phrase "if applicable" should be added after the word "below" in Item 8.2.	On NRD, individuals who indicate that they are not required to provide proficiency information will navigate past Item 8.2. Individuals who are required to provide proficiency information will come to this item. CSA staff are of the view that it is not necessary to tell applicants that they are not required to provide a student number for an organization with which they do not have one.

	Category	Comment	Response
9.	Form 33-109F4 Location of Employment	Why does Item 9 require an applicant to submit the business address of his or her location in addition to the location's NRD number?	On NRD, once a location's NRD number is entered the remaining address information appears automatically so that an applicant can confirm that he or she is entering the right branch.
10.	Form 33-109F4 Resignations and Terminations	Item 12(a) should be amended to specify that "industry standards of conduct" only refers to standards to which the individual was subject at the time of resignation or termination.	CSA staff are of the view that the current draft of the question is reasonable, and that the commentator's suggestion would only add unnecessary complexity.
11.	Form 33-109F4 Criminal Disclosure	Item 14(a) should be revised to require only criminal charges be disclosed "of which the individual has knowledge".	CSA staff are of the view that a strict liability standard is preferable. Note the due diligence defence explicitly available under securities legislation (see, for example, subsection 122(2) of the Securities Act (Ontario)).
12.	Form 33-109F4 Certification	The "Certification of Firm" should be amended to read: The applicant was provided with an opportunity to discuss the questions in this application with an officer or branch manager of this firm. The undersigned authorized officer or partner further certifies on behalf of the sponsoring firm that the applicant will be engaged by the sponsoring firm as registered or approved.	CSA staff are of the view that firms should take a more active role in the review of an individual's Form 33-109F4 than merely providing individuals with an opportunity to discuss their forms.
13.	33-109 Certification	How will certification occur on NRD if NRD does not accept signatures?	Each form that can be filed through NRD contains two certification sections. One to be completed if the form is filed through NRD and the other to be completed if it is filed in paper. If the form is filed electronically only the AFR will make a certification.

	Category	Comment	Response
			<p>(Please refer to the forms for the language of this certification. Note that it does not require AFRs to certify that the contents of an individual’s application are true.)</p> <p>The CSA is of the view that a certification by an individual applicant is not necessary. An applicant is submitting his application to the regulator through an agent (the AFR). Whether or not an applicant submits the application through an agent and whether or not he or she certifies the application, the applicant is still subject to the offence provisions of securities legislation (see, for example, subsection 122(1) of the Securities Act (Ontario)).</p> <p>The CSA is of the view that the certification of an authorized officer of a firm is not necessary with an electronic submission given the sponsoring firm obligations under section 6.1 of Multilateral Instrument 33-109.</p>
14.	33-109 Certification	When a form is submitted in paper format, the filer is required to make the following certification: “I also certify that all statements of fact made in the answers to the questions are true”. This certification should be qualified by adding “to the best of my knowledge and belief after making reasonable inquiries”.	This change is not necessary given the due diligence defence explicitly available under securities legislation (see, for example, subsection 122(2) of the Securities Act (Ontario)).
15.	33-109 Branch/Sub-branch	“Workable” definitions of branch and sub-branch should be provided.	The hallmark of a sub-branch is that the supervisor does not normally work out of that location. The Investment Dealers Association will not permit a sub-branch to have more than four registered representatives.