



**Manitoba Financial
Services Agency**

THE SECURITIES ACT

Section 31.5(2)

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Order No. 7722

October 1, 2025

**IN THE MATTER OF
THE SECURITIES ACT,
C.C.S.M. c. S50, AS AMENDED (the Act)**

AND

**THE ASSIGNMENT OF CERTAIN POWERS AND DUTIES TO THE
CANADIAN INVESTMENT REGULATORY ORGANIZATION (CIRO)
(Section 31.5(2) of the Act)**

WHEREAS:

- A. CIRO was established effective January 1, 2023, as a result of the amalgamation of the Investment Industry Regulatory Organization of Canada (**IIROC**) and the Mutual Fund Dealers Association of Canada (**MFDA**).
- B. By an order issued November 15, 2022, effective January 1, 2023, the Commission recognized CIRO as a self-regulatory organization under section 31.1 of the Act and section 14 of *The Commodities Futures Act* (the **CFA**) (**Recognition Order**), which order was varied and restated effective June 1, 2023.
- C. The Commission accepted the cancellation of the recognition of IIROC and the MFDA as self-regulatory organizations under section 31.1 of the Act and section 14 of the CFA in the Recognition Order.
- D. Under the terms and conditions of the Recognition Order, CIRO must act in the public interest in regulating the operations and the standards of practice and business conduct of investment dealers and mutual fund dealers, including establishing rules governing dealer members and administering and monitoring compliance with applicable rules and Canadian securities legislation by members and others subject to its jurisdiction.
- E. Under subsection 31.5(2) of the Act, the Director may, with approval of the Commission, which may be given on any terms and conditions it considers advisable, assign to a recognized self-regulatory organization any power or duty of the Director under Part II of the Act or the regulations or rules relating to that Part.
- F. Under subsection 31.5(3) of the Act, the Commission or, with the Commission's approval, the Director may at any time vary or revoke, in whole or in part, an assignment of powers and duties made under section 31.5 of the Act.
- G. The Director considers it desirable to assign to CIRO certain powers and duties of the Director in respect of the registration of firms in the categories of investment dealer and mutual fund dealer

and the registration and status of individuals who act on behalf of investment dealers and mutual fund dealers, subject to certain terms and conditions (**Assignment**).

- H. CIRO's performance of the assigned powers and duties will be subject to an enhanced framework of ongoing oversight by the Director.
- I. The Director retains authority for the assigned powers and duties, and therefore the assignment does not preclude the Director from itself performing any of the assigned powers or duties, and in the event of a conflict between an exercise by CIRO of a power or duty under the Assignment and an exercise of a power or duty by the Director, the Director's authority will prevail.

NOW THEREFORE:

- 1. Under subsection 31.5(2) of the Act, with approval of the Commission, the Director assigns to CIRO the powers and duties of the Director under:
 - (a) sections 7(1), 7(2) and 7(7) of the Act, in respect of applications for registration, applications for reinstatement of registration, and applications for amendment of registration by:
 - (i) firms in either or both categories of investment dealer, and mutual fund dealer, and
 - (ii) individuals who act or are applying to act on behalf of investment dealers or mutual fund dealers in one or more in the categories of:
 - 1. dealing representative,
 - 2. ultimate designated person, or
 - 3. chief compliance officer;
 - (b) section 7(3) of the Act in respect of the suspension or cancellation of, or the imposition of terms and conditions, or restrictions on, registration of:
 - (i) firms in either or both categories of investment dealer, and mutual fund dealer, and
 - (ii) individuals who act on behalf of investment dealers or mutual fund dealers in one or more of the categories of:
 - 1. dealing representative,
 - 2. ultimate designated person, or
 - 3. chief compliance officer;
 - (c) section 15.1 of the Act in respect of applications for the surrender of registration by firms in the categories of investment dealer or mutual fund dealer where The Manitoba Securities Commission (the **MSC**) is not the principal regulator; and
 - (d) sections 11.9 and 11.10 of National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (**NI 31-103**) notices required to be given by firms registered in the categories of investment dealer or mutual fund dealer, but only in respect of notices where the MSC is not the principal regulator for one or more of the affected firms, or one or more of the affected firms are not registered as a dealer in the category of futures commission merchant under the CFA.

(together, **Assigned Functions**).

2. This Assignment is subject to the condition that CRO continues to be recognized by the Commission and every other province and territory in Canada as an SRO and to the terms and conditions set out in Appendix A.
3. This Order must be governed by and construed in accordance with the laws of the Province of Manitoba, without regard to conflict of laws principles.
4. This Assignment takes effect on October 1, 2025.

Dated October 1, 2025.

A handwritten signature in black ink, appearing to read "Chris Besko".

"Chris Besko"
Director

APPENDIX A

TERMS AND CONDITIONS

1. CIRO must exercise the Assigned Functions in the public interest and in accordance with the associated requirements of Manitoba securities law, including the Assigned Functions, as well as the terms and conditions of the Recognition Order.
2. CIRO must establish and maintain requirements in respect of the registration of firms and individuals under the Assignment that account for the proficiency, integrity, and solvency of those firms and individuals.
3. CIRO must ensure that it will maintain sufficient capacity to effectively and efficiently perform the Assigned Functions in the Province of Manitoba, including sufficient financial, technological, and human resources.
4. The Director may continue to exercise the Assigned Functions, where deemed necessary.
5. CIRO must establish service standards for the performance of the Assigned Functions that are satisfactory to the Director.
6. CIRO must publish the established service standards together with publication of CIRO's achievement of these standards on a quarterly basis.
7. CIRO must deliver the Form 33-109F6 applications (and supporting documents) for registration for Manitoba-based firms to the MSC immediately after deeming the application complete. Any amendments to the Form 33-109F6 application after it has been deemed complete shall likewise be promptly delivered to the MSC. For any applications for registration, CIRO will provide the Director a reasonable period of time to confirm there are no questions or comments concerning the application for registration of a firm. CIRO must deliver the Form 33-109F5 (and supporting documentation), as may be required by the Director, within a reasonable period of time to the MSC.
8. For any applications for registration or review of a chief compliance officer (CCO), ultimate designated person (UDP), or permitted individual, CIRO will provide the Director with reasonable notice to confirm there are no questions or comments, where the MSC is the principal regulator of the individual. When a CCO, UDP, or permitted individual is not a resident of Manitoba but with a firm where the MSC is the principal regulator, CIRO will provide the Director with reasonable prior written notice.
9. No suspension or cancellation of registration, nor imposition or removal of terms and conditions must occur without reasonable prior written notice to the MSC, where the MSC is the principal regulator for the firm or CCO, UDP, or permitted individual.
10. CIRO must establish and maintain written policies and procedures, in a form satisfactory to the Director, in respect of CIRO's performance of the Assigned Functions including those requirements referred to in section 2.
11. CIRO must establish and maintain a framework, in a form satisfactory to the Director, for its registration process for coordinated reviews of firms and individuals registered or seeking registration in a CSA category. The coordinated reviews must be conducted in coordination with the MSC when the MSC is the firm's or individual's principal regulator and CIRO must not approve the registration of a firm or individual until the Director has notified CIRO that it has no further questions or comments. CIRO will provide reasonable prior written notice when a CCO,

UDP, or permitted individual is not a resident of Manitoba but with a firm where the MSC is the principal regulator.

12. CIRO must provide the Director with reasonable prior written notice of any significant proposed changes to the policies and procedures established under sections 7, 8, and 10, service standards established under section 5, or any other current or future document, policy, or procedure manual governing CIRO's responsibilities or conduct under this Order and CIRO must not implement the proposed changes until the Director has notified CIRO that it has no further questions or comments.
13. For purposes of CIRO's performance of the Assigned Functions, "significant or novel issues" means any issue that arises in any jurisdiction of Canada, without limitation, that:
 - (a) raises a new issue which has previously not been addressed, resolved, or used in the same context;
 - (b) may have an impact on:
 - (i) the interpretation of applicable rules or Manitoba securities legislation, including the interpretation of the requirement to register, business trigger for trading or advising and fitness for registration;
 - (ii) registration applications;
 - (iii) applications for exemptive relief;
 - (iv) market participants, including members, approved persons, member employees and other registrants;
 - (v) investors or investor protection;
 - (vi) market structure;
 - (vii) market practices or industry standards;
 - (viii) regulatory enforcement; or
 - (ix) policy development or rulemaking; or
 - (c) relates to a new business model, financial instrument, service, product, technology, or innovation.
14. CIRO must seek input from the Director if there is any uncertainty in the determination of whether a significant or novel issue is raised by a firm or individual registration matter in any jurisdiction in Canada.
15. CIRO must provide the Director with reasonable prior written notice in respect of any firm or individual registration matter that raises significant or novel issues that could apply to an individual or firm in Manitoba. Where the MSC is the principal regulator, CIRO must not make a final determination in the matter until the Director has notified CIRO that it has no further questions or comments.
16. CIRO must establish and maintain, in a form and manner satisfactory to the Director a process for performing background checks as updated from time to time with the Director's consent, as part of its process for making registration decisions and assessing ongoing fitness for registration under the Assignment.
17. CIRO will notify the Director of any significant discrepancies between the information filed with CIRO by individual registrants where the MSC is the principal regulator (or when a CCO, UDP, or permitted individual is not a resident of Manitoba but with a firm where the MSC is the principal regulator) and any other information CIRO may have about the individual registrant in respect of
 - (a) Resignations and terminations for cause
 - (b) Regulatory disclosure

- (c) Criminal disclosure
- (d) Civil disclosure
- (e) Financial disclosure.

At the request of the MSC, CIRO will provide any supporting documents related to any positive disclosures.

18. CIRO will inform the Director in writing prior to any intervention CIRO intends to make with regard to the probity, the insolvency, or the proficiency of a CCO, UDP, or permitted individual where the MSC is the principal regulator for the firm, unless it has already been reported under paragraph 9.
19. CIRO must submit to the Director any information and reporting in a form, manner and frequency acceptable to the Director, including, without limitation, risk analyses, examination schedules and reports for CIRO members with Manitoba operations, CIRO approved persons residing in Manitoba, and enhanced reporting about CIRO regulatory actions and registration activities and any other reports, documents, information, or data, as may be requested by the Director or its staff. CIRO must make best efforts to ensure timely, accurate, and complete responses to support the MSC's regulatory oversight.
20. CIRO is responsible for ensuring all applicable fees payable to the MSC in accordance with Manitoba securities law are paid. CIRO must ensure that such fees are accurately assessed and transmitted to the MSC in a timely manner. CIRO must notify the MSC of any non-payment or issues related to fee compliance without undue delay. CIRO must not waive any fees payable to the MSC, and all requests for refunds of fees paid to the MSC should be directed to and will be decided by the MSC.
21. CIRO must respond to any request for information from the MSC within two (2) business days, unless otherwise agreed. CIRO must make best efforts to ensure timely, accurate, and complete responses to support the MSC's regulatory oversight.