

REGISTRATION – Dealers, Advisers and Investment Fund Managers

Guide to Filing an Application for Registration with the Alberta Securities Commission

This guide outlines the registration process with the Alberta Securities Commission (ASC) and provides the applicant with quick references to registration links, forms and contact information to assist with the application process.

Membership in Self- Regulatory Organizations:

To seek registration and membership as an Investment Dealer in Alberta, refer to the Investment Industry Regulatory Organization of Canada (**IIROC**) link below:

<http://www.iroc.ca/English/About/BecomingAMember/Pages/ApplicantsInfoGuide.aspx>

Mutual Fund Dealers must file their registration application with the ASC however, the firm must apply for membership with the Mutual Fund Dealers Association of Canada (MFDA), refer to the link below:

<http://www.mfda.ca/members/becoming.html>

TO FILE YOUR FIRM APPLICATION WITH THE ASC, REFER TO THE CHECKLIST BELOW:

1. NATIONAL REGISTRATION DATABASE (NRD)	√
<p>A firm applying for registration must enroll with the National Registration Database (NRD) to obtain its NRD number as a first step in the application process. NRD access will enable the firm to submit electronic filings to the regulator on NRD.</p> <p>For NRD Information and Forms go to: http://www.nrd-info.ca</p> <p>Complete and submit NRD Forms 1,2,3 and pay the enrolment fee to :</p> <p>Attn: NRD Administrator Canadian Depository for Securities (CDS Inc.) 85 Richmond Street West Toronto, Ontario M5H 2C9 Tel# 1-800-219-5381</p> <p>For NRD Inquiries: Email: asc.nrd.inquiries@asc.ca Phone: (403) 297-2069</p>	

<p>2. FORM 33-109F6 – FIRM REGISTRATION</p> <p>Complete and submit a Form 33-109F6 to seek initial registration as a Dealer, Adviser or Investment Fund Manager, to seek registration in an additional jurisdiction(s) of Canada, or to add a registration category to a firm’s current registration. Please find the link to form below:</p> <p>http://www.albertasecurities.com/securitiesLaw/Regulatory%20Instruments/3/33-109/3240521-v3-Form_33-109F6.pdf</p> <p>The firm should ensure it meets the requirements for registration pursuant to securities legislation including (but not limited to):</p> <p>The Securities Act (<i>Alberta</i>) http://www.qp.alberta.ca/574.cfm?page=S04.cfm&leg_type=Acts&isbncln=9780779755400</p> <p>National Instrument 31-103 http://www.albertasecurities.com/securitiesLaw/Pages/ViewDocument.aspx?ProjectId=e8db e910-53b1-47d0-9135-42618569788e</p> <p>National Instrument 33-109 http://www.albertasecurities.com/securitiesLaw/Pages/ViewDocument.aspx?ProjectId=2364 b419-6a48-417b-bb46-7bf032f2a69a</p> <ul style="list-style-type: none"> • If the firm is seeking registration in Ontario, and Ontario is not the firm’s principal regulator, you must also file a copy of this form, without supporting documents, with the Ontario Securities Commission (OSC). • If the firm is seeking registration in more than one jurisdiction of Canada or category, other than in the category of restricted dealer, you only need to complete and submit one form. If the firm is seeking registration as a restricted dealer, submit and file the form with each jurisdiction of Canada where the firm is seeking that registration. 	
<p>3. SUPPORTING DOCUMENTS</p> <p>The firm is required to submit the following documents with the completed Form 33-109F6</p>	
<ul style="list-style-type: none"> • Schedule B of Form 33-109F6 - Submission to Jurisdiction and Appointment of Agent For Service must be signed and acknowledged (submit when applying in multiple jurisdictions) 	
<ul style="list-style-type: none"> • Business Plan - provide description of the proposed business activity, its target market, the products and services it will provide to clients 	
<ul style="list-style-type: none"> • Policies and Procedures Manual and applicable Client Forms and Agreements (Ex. KYC Forms, Investment Management Agreements, New Account Opening Forms) 	
<ul style="list-style-type: none"> • Constating Documents/ Articles of Incorporation / AB Corporate Registration 	

<ul style="list-style-type: none"> • Proof of Extra Provincial Registration (submit when applying in multiple jurisdictions) 	
<ul style="list-style-type: none"> • Organizational Chart-to include <u>all</u> senior officers/partners , directors, CCO and UDP and those who are seeking registration in a dealing or advising capacity 	
<p>Ownership Chart -showing the firm’s structure and ownership to include <u>all</u> parents, specified affiliates and subsidiaries of the applicant firm, <u>all</u> shareholders that beneficially own (directly or indirectly) 10% or more of the voting securities of the firm. State the class, type, amount and voting percentage (or equivalent) of ownership.</p>	
<ul style="list-style-type: none"> • Calculation of Excess Working Capital (Refer to Form 31-103F1 of NI 31-103) 	
<ul style="list-style-type: none"> • Subordination Agreement where applicable (Refer to Appendix B of NI 31-103) 	
<ul style="list-style-type: none"> • Audited Financial Statements – Refer to Part 5.13 of Form 33-109F6 	
<ul style="list-style-type: none"> • Letter of Direction to Auditor – attach a letter of direction from the firm authorizing the auditor to conduct any audit that the regulator may request. Provide contact information of Auditor 	
<ul style="list-style-type: none"> • Copy of Financial Institution Bond – need to confirm if sufficient coverage is in place for all the jurisdictions where the firm is seeking registration 	
<ul style="list-style-type: none"> • Director’s Resolution Approving Insurance 	
<p>4. REGULATORY & NRD USER FEES</p> <p>ASC Staff will contact the firm by phone or email upon receipt of the application package and when the firm is set up in pending state on NRD. The firm will be requested to resubmit fees through the firm’s Electronic Fund Transfer (EFT) account with CDS/ NRD. For information on fee schedules, refer to the link below:</p> <ul style="list-style-type: none"> • NRD Fees : http://www.nrd-info.ca/fees/fees_index.jsp?lang=en • Regulatory Fees: http://www.nrd-info.ca/regulatory-fees.jsp?lang=en 	
<p>5. FORM 33-109F4 – REGISTRATION OF INDIVIDUALS</p> <p>ASC Staff will advise the firm to file the individual submissions electronically on NRD for all individuals seeking registration in Dealing or Advising categories, or in their capacity as Officers, Directors, Chief Compliance Officer (CCO) and Ultimate Designated Person (UDP). The firm is also required to file individual submissions for its Shareholders, who (directly or indirectly) hold more than 10% of the voting shares of the firm.</p> <ul style="list-style-type: none"> • These submissions are reviewed in conjunction with the firm application. • All applicable fees will be calculated and deducted electronically on NRD. <p>For guidance on how to submit initial applications and applicable notices on NRD, go to the to the NRD User Guide: http://www.nrd-info.ca/nrdmanual/man_index.jsp?lang=en</p>	

<p>6. DELIVERY OF FIRM APPLICATION</p> <p>Firm applicant can send the complete application package by email to : registration@asc.ca or mail addressed to → <i>Manager, Registrant Regulation Alberta Securities Commission Suite 600, 250-5th Street SW Calgary, AB T2P 0R4</i></p> <p>If you have questions or require additional information please email : registration@asc.ca</p>	
<p>7. REVIEW AND APPROVAL</p> <ul style="list-style-type: none"> • ASC Staff will endeavor to review the application and respond with comments in a timely manner. • Filing incomplete applications, without the required supporting documents and deficient NRD individual submissions may result in staff's inability to assess and complete the review of the application. • ASC Staff may also require the firm to provide other information and additional documents to help determine whether the firm is suitable for registration. We may also request a meeting with the principals of the firm as a part of the review process. • ASC Staff will notify the firm upon approval of registration. 	
<p>8. RELATED LINKS FOR REFERENCE</p> <p>National Registration Database (NRD)</p> <ul style="list-style-type: none"> • www.nrd.ca <p>Registration and Forms</p> <ul style="list-style-type: none"> • http://www.albertasecurities.com/Insiders/Pages/HowtoBecomeRegistered.aspx 	