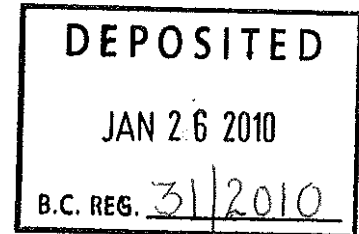


PROVINCE OF BRITISH COLUMBIA

RULE OF THE BRITISH COLUMBIA SECURITIES COMMISSION

The British Columbia Securities Commission orders that,

- (a) effective January 28, 2010, National Instrument 21-101 *Marketplace Operation*, B.C. Reg. 251/2001, is amended as set out in Schedule A,
- (b) effective January 28, 2010, National Instrument 23-101 *Trading Rules*, B.C. Reg. 252/2001, is amended as set out in Schedule B, and
- (c) effective February 1, 2011, National Instrument 23-101 *Trading Rules*, B.C. Reg. 252/2001, is amended as set out in Schedule C.



Jan. 25, 2010

Date

A handwritten signature in black ink, appearing to be "P. [unclear]".

British Columbia Securities Commission

(This part is for administrative purposes only and is not part of the Order.)

Authority under which Order is made:

Act and section:- *Securities Act*, R.S.B.C. 1996, c. 418, s. 184

Other (specify):-

January 12, 2010

R/29/2010/21

SCHEDULE A

1 **Section 1.1 of National Instrument 21-101 Marketplace Operation, B.C. Reg. 251/2001, is amended as follows:**

- (a) **the definition of "IDA" is repealed and replaced by the following:**
"IIROC" means the Investment Industry Regulatory Organization of Canada";
- (b) **the definition of "inter-dealer bond broker" is amended by**
 - (i) **striking out "IDA" wherever it appears and substituting "IIROC",**
 - (ii) **striking out "By-law No. 36" in both places and substituting "Rule 36", and**
 - (iii) **striking out "Regulation 2100" and substituting "Rule 2100",**
- (c) **paragraph (b) of the definition of "recognized exchange" is repealed and the following substituted:**
 - (b) **in Québec, an exchange recognized by the securities regulatory authority under securities or derivatives legislation as an exchange or self-regulatory organization;, and**
- (d) **the definition of "recognized quotation and trade reporting system" is amended**
 - (i) **in paragraph (a) by adding "and Québec" after "British Columbia",**
 - (ii) **by striking out "and" at the end of paragraph (a) and adding "and" at the end of paragraph (b), and**
 - (iii) **adding the following paragraph:**
 - (c) **in Québec, a quotation and trade reporting system recognized by the securities regulatory authority under securities or derivatives legislation as an exchange or a self-regulatory organization;.**

2 **Section 1.4 is amended by adding the following subsection:**

- (3) **In Québec, the term "security", when used in this Instrument, includes a standardized derivative as this notion is defined in the *Derivatives Act*.**

3 **Part 10 is amended by**

- (a) **striking out "Disclosure of" in the title of Part 10, and**
- (b) **adding the following section:**

10.3 Discriminatory Terms – With respect to the execution of an order, a marketplace shall not impose terms that have the effect of discriminating between orders that are routed to that marketplace and orders that are entered on that marketplace.

4 **Section 11.5 is amended in subsection (1) by**

- (i) **adding "and" between "securities," and "a dealer",**
- (ii) **striking out "and a regulation services provider monitoring the activities of marketplaces trading those securities", and**
- (iii) **adding "with the clock used by a regulation services provider monitoring the activities of marketplaces and marketplace participants trading those securities" at the end of the subsection.**

5 **Section 11.5 is amended in subsection (2) by**

- (i) **adding “and” between “securities,” and “an inter-dealer bond broker”,**
- (ii) **striking out “and a regulation services provider monitoring the activities of marketplaces, inter-dealer bond brokers or dealers trading those securities”, and**
- (iii) **adding “with the clock used by a regulation services provider monitoring the activities of marketplaces, inter-dealer bond brokers or dealers trading those securities” at the end of the subsection.**

6 **Part 12 is repealed and the following substituted:**

PART 12 CAPACITY, INTEGRITY AND SECURITY OF MARKETPLACE SYSTEMS

12.1 System Requirements – For each of its systems that support order entry, order routing, execution, trade reporting, trade comparison, data feeds, market surveillance and trade clearing, a marketplace shall

- (a) develop and maintain
 - (i) reasonable business continuity and disaster recovery plans;
 - (ii) an adequate system of internal control over those systems; and
 - (iii) adequate information technology general controls, including, without limitation, controls relating to information systems operations, information security, change management, problem management, network support and system software support;
- (b) in accordance with prudent business practice, on a reasonably frequent basis and, in any event, at least annually,
 - (i) make reasonable current and future capacity estimates;
 - (ii) conduct capacity stress tests to determine the ability of those systems to process transactions in an accurate, timely and efficient manner; and
 - (iii) test its business continuity and disaster recovery plans; and
- (c) promptly notify the regulator or, in Québec, the securities regulatory authority and, if applicable, its regulation services provider, of any material systems failure, malfunction or delay.

12.2 System Reviews – (1) For each of its systems that support order entry, order routing, execution, trade reporting, trade comparison, data feeds, market surveillance and trade clearing, a marketplace shall annually engage a qualified party to conduct an independent systems review and prepare a report in accordance with established audit standards to ensure that it is in compliance with paragraph 12.1(a).

- (2) A marketplace shall provide the report resulting from the review conducted under subsection (1) to
 - (a) its board of directors, or audit committee, promptly upon the report's completion, and
 - (b) the regulator or, in Québec, the securities regulatory authority, within 30 days of providing the report to its board of directors or the audit committee.

12.3 Availability of Technology Requirements and Testing Facilities – (1) A marketplace shall make publicly available all technology requirements regarding interfacing with or accessing the marketplace in their final form,

- (a) if operations have not begun, for at least three months immediately before operations begin; and

- (b) if operations have begun, for at least three months before implementing a material change to its technology requirements.
- (2) After complying with subsection (1), a marketplace shall make available testing facilities for interfacing with or accessing the marketplace,
 - (a) if operations have not begun, for at least two months immediately before operations begin; and
 - (b) if operations have begun, for at least two months before implementing a material change to its technology requirements.
- (3) A marketplace shall not begin operations until it has complied with paragraphs (1)(a) and (2)(a).
- (4) Subsections 12.3(1)(b) and (2)(b) do not apply to a marketplace if the change must be made immediately to address a failure, malfunction or material delay of its systems or equipment if
 - (a) the marketplace immediately notifies the regulator, or in Québec, the securities regulatory authority, and, if applicable, its regulation services provider, of its intention to make the change; and
 - (b) the marketplace publishes the changed technology requirements as soon as practicable.

7 Section 14.5 is repealed and the following substituted:

14.5 System Requirements – An information processor shall

- (a) develop and maintain
 - (i) reasonable business continuity and disaster recovery plans;
 - (ii) an adequate system of internal controls over its critical systems; and
 - (iii) adequate information technology general controls, including, without limitation, controls relating to information systems operations, information security, change management, problem management, network support, and system software support;
- (b) in accordance with prudent business practice, on a reasonably frequent basis and, in any event, at least annually,
 - (i) make reasonable current and future capacity estimates for each of its systems;
 - (ii) conduct capacity stress tests of its critical systems to determine the ability of those systems to process information in an accurate, timely and efficient manner; and
 - (iii) test its business continuity and disaster recovery plans;
- (c) annually engage a qualified party to conduct an independent systems review and prepare a report in accordance with established audit standards to ensure that it is in compliance with paragraph (a);
- (d) provide the report resulting from the review conducted under paragraph (c) to
 - (i) its board of directors or the audit committee promptly upon the report's completion, and
 - (ii) the regulator or, in Québec, the securities regulatory authority, within 30 days of providing it to the board of directors or the audit committee; and

- (e) promptly notify the following of any failure, malfunction or material delay of its systems or equipment
 - (i) the regulator or, in Québec, the securities regulatory authority; and
 - (ii) any regulation services provider, recognized exchange or recognized quotation and trade reporting system monitoring trading of the securities about which information is provided to the information processor.

SCHEDULE B

1 Section 1.1 of National Instrument 23-101 Trading Rules, B.C. Reg. 252/2001, is amended by adding the following definitions:

"automated functionality" means the ability to

- (a) immediately allow an incoming order that has been entered on the marketplace electronically to be marked as immediate-or-cancel;
- (b) immediately and automatically execute an order marked as immediate-or-cancel against the displayed volume;
- (c) immediately and automatically cancel any unexecuted portion of an order marked as immediate-or-cancel without routing the order elsewhere;
- (d) immediately and automatically transmit a response to the sender of an order marked as immediate-or-cancel indicating the action taken with respect to the order; and
- (e) immediately and automatically display information that updates the displayed orders on the marketplace to reflect any change to their material terms;

"protected bid" means a bid for an exchange-traded security, other than an option

- (a) that is displayed on a marketplace that provides automated functionality; and
- (b) about which information is required to be provided pursuant to Part 7 of NI 21-101 to an information processor or, if there is no information processor, to an information vendor that meets the standards set by a regulation services provider;

"protected offer" means an offer for an exchange-traded security, other than an option,

- (a) that is displayed on a marketplace that provides automated functionality; and
- (b) about which information is required to be provided pursuant to Part 7 of NI 21-101 to an information processor or, if there is no information processor, to an information vendor that meets the standards set by a regulation services provider;

"protected order" means a protected bid or protected offer;.

2 Section 3.1 (2) is amended by adding "and the Derivatives Act" between "Securities Act" and "(Québec)".

3 Part 6 is amended

- (a) *in the title by adding the following "and Locked or Crossed Orders" after "Trading Hours", and*
- (b) *by adding the following section:*

6.2 Locked or Crossed Orders – A marketplace participant shall not intentionally

- (a) enter on a marketplace a protected order to buy a security at a price that is the same as or higher than the best protected offer; or

- (b) enter on a marketplace a protected order to sell a security at a price that is the same as or lower than the best protected bid.

4 **Section 7.2 (c) is repealed and the following substituted:**

- (c) that the recognized exchange will transmit to the regulation services provider the information required by Part 11 of NI 21-101 and any other information reasonably required to effectively monitor
 - (i) the conduct of and trading by marketplace participants on and across marketplaces, and
 - (ii) the conduct of the recognized exchange, as applicable; and.

5 **Section 7.4 (c) is repealed and the following substituted:**

- (c) that the recognized quotation and trade reporting system will transmit to the regulation services provider the information required by Part 11 of NI 21-101 and any other information reasonably required to effectively monitor
 - (i) the conduct of and trading by marketplace participants on and across marketplaces, and
 - (ii) the conduct of the recognized quotation and trade reporting system, as applicable; and.

6 **Section 7.5 is amended by striking out "under this Part" and substituting "under Parts 7 and 8".**

7 **Section 8.3 (d) is repealed and the following substituted:**

- (d) that the ATS will transmit to the regulation services provider the information required by Part 11 of NI 21-101 and any other information reasonably required to effectively monitor
 - (i) the conduct of and trading by marketplace participants on and across marketplaces, and
 - (ii) the conduct of the ATS; and.

8 **Section 9.3 is amended by striking out "IDA Policy No. 5 Code of Conduct for IDA Member Firms Trading in Domestic Debt Markets" and substituting "IIROC Rule 2800 Code of Conduct for Corporation Dealer Member Firms Trading in Wholesale Domestic Debt Markets".**

SCHEDULE C

1 **Section 1.1 of National Instrument 23-101 Trading Rules, B.C. Reg. 252/2001, is amended by adding the following definitions:**

"calculated-price order" means an order for the purchase or sale of an exchange-traded security, other than an option, that is entered on a marketplace and for which the price of the security

- (a) is not known at the time of order entry; and
- (b) is not based, directly or indirectly, on the quoted price of an exchange-traded security at the time the commitment to execute the order was made;

"closing-price order" means an order for the purchase or sale of an exchange-traded security, other than an option, that is

- (a) entered on a marketplace on a trading day; and

- (b) subject to the conditions that
 - (i) the order be executed at the closing sale price of that security on that marketplace for that trading day; and
 - (ii) the order be executed subsequent to the establishment of the closing price;

"directed-action order" means a limit order for the purchase or sale of an exchange-traded security, other than an option, that

- (a) when entered on or routed to a marketplace is to be immediately
 - (i) executed against a protected order with any remainder to be booked or cancelled; or
 - (ii) placed in an order book;
- (b) is marked as a directed-action order; and
- (c) is entered or routed at the same time as one or more additional limit orders that are entered on or routed to one or more marketplaces, as necessary, to execute against any protected order with a better price than the order referred to in paragraph (a);

"non-standard order" means an order for the purchase or sale of an exchange-traded security, other than an option, that is entered on a marketplace and is subject to non-standardized terms or conditions related to settlement that have not been set by the marketplace on which the security is listed or quoted;

"trade-through" means the execution of an order at a price that is,

- (a) in the case of a purchase, higher than any protected offer, or
- (b) in the case of a sale, lower than any protected bid;

2 Part 6 is repealed and the following substituted:

PART 6 ORDER PROTECTION

6.1 Marketplace Requirements for Order Protection – (1) A marketplace shall establish, maintain and ensure compliance with written policies and procedures that are reasonably designed

- (a) to prevent trade-throughs on that marketplace other than the trade-throughs referred to in section 6.2; and
- (b) to ensure that the marketplace, when executing a transaction that results in a trade-through referred to in section 6.2, is doing so in compliance with this Part.

(2) A marketplace shall regularly review and monitor the effectiveness of the policies and procedures required under subsection (1) and shall promptly remedy any deficiencies in those policies and procedures.

(3) At least 45 days before implementation, a marketplace shall file with the securities regulatory authority and, if applicable, its regulation services provider the policies and procedures, and any significant changes to those policies and procedures, established under subsection (1).

6.2 List of Trade-throughs – The following are the trade-throughs referred to in paragraph 6.1(1)(a):

- (a) a trade-through that occurs when the marketplace has reasonably concluded that the marketplace displaying the protected order that was traded through was experiencing a

failure, malfunction or material delay of its systems or equipment or ability to disseminate marketplace data;

- (b) the execution of a directed-action order;
- (c) a trade-through by a marketplace that simultaneously routes a directed-action order to execute against the total displayed volume of any protected order that is traded through;
- (d) a trade-through if, immediately before the trade-through, the marketplace displaying the protected order that is traded through displays as its best price a protected order with a price that is equal or inferior to the price of the trade-through;
- (e) a trade-through that results when executing
 - (i) a non-standard order;
 - (ii) a calculated-price order; or
 - (iii) a closing-price order;
- (f) a trade-through that was executed at a time when the best protected bid for the security traded through was higher than the best protected offer.

6.3 Systems or Equipment Failure, Malfunction or Material Delay – (1) If a marketplace experiences a failure, malfunction or material delay of its systems, equipment or its ability to disseminate marketplace data, the marketplace shall immediately notify

- (a) all other marketplaces;
- (b) all regulation services providers;
- (c) its marketplace participants; and
- (d) any information processor or, if there is no information processor, any information vendor that disseminates its data under Part 7 of NI 21-101.

(2) If executing a transaction described in paragraph 6.2(a), and a notification has not been sent under subsection (1), a marketplace that routes an order to another marketplace shall immediately notify

- (a) the marketplace that it reasonably concluded is experiencing a failure, malfunction or material delay of its systems or equipment or its ability to disseminate marketplace data;
- (b) all regulation services providers;
- (c) its marketplace participants; and
- (d) any information processor disseminating information under Part 7 of NI 21-101.

(3) If a marketplace participant reasonably concludes that a marketplace is experiencing a failure, malfunction or material delay of its systems or equipment or its ability to disseminate marketplace data, and routes an order to execute against a protected order on another marketplace displaying an inferior price, the marketplace participant must notify the following of the failure, malfunction or material delay:

- (a) the marketplace that may be experiencing a failure, malfunction or material delay of its systems or equipment or its ability to disseminate marketplace data; and
- (b) all regulation services providers.

6.4 Marketplace Participant Requirements for Order Protection – (1) A marketplace participant must not enter a directed-action order unless the marketplace participant has established, and maintains and ensures compliance with, written policies and procedures that are reasonably designed

(a) to prevent trade-throughs other than the trade-throughs listed below:

- (i) a trade-through that occurs when the marketplace participant has reasonably concluded that the marketplace displaying the protected order that was traded through was experiencing a failure, malfunction or material delay of its systems or equipment or ability to disseminate marketplace data;
- (ii) a trade-through by a marketplace participant that simultaneously routes a directed-action order to execute against the total displayed volume of any protected order that is traded through;
- (iii) a trade-through if, immediately before the trade-through, the marketplace displaying the protected order that is traded through displays as its best price a protected order with a price that is equal or inferior to the price of the trade-through transaction;
- (iv) a trade-through that results when executing
 - (A) a non-standard order;
 - (B) a calculated-price order; or
 - (C) a closing-price order;
- (v) a trade-through that was executed at a time when the best protected bid for the security traded through was higher than the best protected offer; and

(b) to ensure that when executing a trade-through listed in paragraphs (a)(i) to (a)(v), it is doing so in compliance with this Part.

(2) A marketplace participant that enters a directed-action order shall regularly review and monitor the effectiveness of the policies and procedures required under subsection (1) and shall promptly remedy any deficiencies in those policies and procedures.

6.5 Locked or Crossed Orders – A marketplace participant shall not intentionally

- (a) enter on a marketplace a protected order to buy a security at a price that is the same as or higher than the best protected offer; or
- (b) enter on a marketplace a protected order to sell a security at a price that is the same as or lower than the best protected bid.

6.6 Trading Hours – A marketplace shall set the hours of trading to be observed by marketplace participants.

6.7 Anti-Avoidance – No person or company shall send an order to an exchange, quotation and trade reporting system or alternative trading system that does not carry on business in Canada in order to avoid executing against better-priced orders on a marketplace.

6.8 Application of this Part – In Québec, this Part does not apply to standardized derivatives.