

**CSA Staff Notice 11-312 (Revised)***National Numbering System***February 19, 2010<sup>1</sup>**

The Canadian Securities Administrators (CSA) follows a system in which securities regulatory instruments are assigned numbers that indicate the type and subject matter of the instrument.

The numbering system was designed so as to:

- (i) convey as much information as possible about the particular instrument so that a user knows what type of instrument it is, whether the instrument is national or local and what subject matter it relates to;
- (ii) permit all National Instruments, National Policies and CSA Notices to have the same numbers in all jurisdictions (as is currently the case); and
- (iii) be flexible enough to permit Local Rules, Policies, Notices and implementing instruments of all jurisdictions to be numbered in accordance with the numbering system without affecting the numbering of National Instruments, National Policies and CSA Notices.

Under the numbering system, each instrument is assigned a five digit number, with a hyphen appearing between the second and third digit. There are four components to the number assigned to a document:

- The first digit represents the broad subject area.
- The second digit represents a sub-category of the broad subject area.
- The third digit represents the type of the document.
- The last two digits represent the number of the document within its document type in its sub-category (in sequential order starting at 01).

More specifically, these four components may be described as follows:

- The **first** digit relates to the subject matter category into which the instrument has been classified. The nine subject matter categories are:

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<sup>1</sup> This Notice contains minor revisions to CSA Staff Notice 11-312, as published on February 6, 2009. The publishing of this staff notice coincided with the withdrawal of OSC Staff Notice 11-724 *Numbering System for Policy Reformulation Project* (19 O.S.C.B. 4258).

1. Procedures and Related Matters
2. Certain Capital Market Participants (Self-Regulatory Organizations, Exchanges and Market Operations)
3. Registration Requirements and Related Matters (Dealers, Advisers and other Registrants)
4. Distribution Requirements (Prospectus Requirements and Prospectus Exemptions)
5. Ongoing Requirements for Issuers and Insiders (Continuous Disclosure)
6. Take-over Bids and Special Transactions
7. Securities Transactions Outside the Jurisdiction
8. Investment Funds
9. Derivatives

For example, in the context of 54-101, the number “5” indicates that the instrument relates to Ongoing Requirements for Issuers and Insiders.

- The **second** digit relates to the sub-category of the subject matter category into which the instrument has been classified (see the “sub-category” column of the table below).

Using the 54-101 example, within the Ongoing Requirements for Issuers and Insiders category, a sub-category for instruments dealing with Proxy Solicitation is denoted by the number “4”. Accordingly, all instruments dealing with this matter commence with the numbers “54”.

- The **third** digit classifies the document as one of nine types of documents:
  1. National<sup>2</sup> Instrument/Multilateral Instrument and any related Companion Policy or Form(s)
  2. National Policy/Multilateral Policy
  3. CSA Notice
  4. CSA Concept Proposal or Discussion Paper

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<sup>2</sup> A National Instrument or Policy is an instrument or policy that has been adopted by all CSA jurisdictions, whereas a Multilateral Instrument or Policy is an instrument or policy that has not been adopted by one or more CSA jurisdictions.

5. Local Rule, Regulation or Blanket Order or Ruling and any related Companion Policy or Form(s), except an Implementing Instrument described below.
6. Local Policy
7. Local Notice
8. Implementing Instrument<sup>3</sup>
9. Miscellaneous

Using the same example, the third digit in 54-101 indicates that the type of instrument is a National Instrument or Multilateral Instrument (or a related Companion Policy or Form).

- The **fourth** and **fifth** digits represent a number assigned to instruments of the same type in consecutive order from 01 to 99 within a particular sub-category.

Again, using the example 54-101, the number “01” indicates that the instrument is the first document of its type in the sub-category “Proxy Solicitation”.

A Companion Policy or Form that is related to an Instrument or Local Rule will have the same number as the Instrument or Local Rule to which it relates, followed by “CP” in the case of a Companion Policy or “F” in the case of a Form. If there is more than one Form related to a particular instrument, the Forms will be numbered consecutively (F1, F2, F3, etc.).

#### **Category, Sub-Category and Document Type Numbers**

<b>Category</b> (1st digit)	<b>Sub-Category</b> (2 <sup>nd</sup> digit)	<b>Document Type</b> (3 <sup>rd</sup> digit)
1 - Procedure and Related Matters	1 - General	1 - National or Multilateral Instrument (Rule) and any related Companion Policy and Form
	2 - Applications	
2 - Certain Capital Market Participants	3 - Filings with Securities Regulatory Authority	2 - National or Multilateral Policy
	4 - Definitions	
	5 - Hearings and Enforcement	
	1 - Stock Exchanges	
	2 - Other Markets	
	3 - Trading Rules	3 - CSA Notice or CSA Staff Notice
	4 - Clearing and Settlement	
	5 - Other Participants	

<sup>3</sup> For this purpose, an Implementing Instrument is a local rule making consequential changes relating to the implementation of a National Instrument/Multilateral Instrument.

3 - Registration and Related Matters	1 - Registration Requirements 2 - Registration Exemptions 3 - Ongoing Requirements Affecting Registrants 4 - Fitness for Registration 5 - Non-Resident Registrants	4 - CSA Concept Proposal or Discussion Paper  5 - Local Rule, Regulation or Blanket Order or Ruling and any related Companion Policy or Form  6 - Local Policy  7 - Local Notice  8 - Implementing Instrument (Local Rule that gives effect to a National or Multilateral Instrument)  9 - Miscellaneous item (e.g., a Form that does not relate to another Instrument or Policy)
4 - Distribution Requirements	1 - Prospectus Contents - Non-Financial Matters 2 - Prospectus Contents - Financial Matters 3 - Prospectus Filing Matters 4 - Alternative Forms of Prospectus 5 - Prospectus Exempt Distributions 6 - Requirements Affecting Distributions by Certain Issuers 7 - Advertising and Marketing 8 - Distribution Restrictions	
5 - Ongoing Requirements for Issuers and Insiders	1 - Disclosure - General 2 - Financial Disclosure 3 - Timely Disclosure 4 - Proxy Solicitation 5 - Insider Reporting 6 - Restricted Shares 7 - Cease Trading Orders 8 - Corporate Governance	
6 - Take-Over Bids and Special Transactions	1 - Special Transactions 2 - Take-over Bids	
7 - Securities Transactions Outside the Jurisdictions	1 - International Issuers 2 - Distributions Outside the Jurisdiction	
8 - Investment Funds	1 - Investment Fund Distributions	
9 - Derivatives <sup>4</sup>	1 - Trades in Derivatives	

<sup>4</sup> Please note that in Québec, derivatives regulations will be made under the *Derivatives Act* (Québec) and not the *Securities Act* (Québec).