

British Columbia Securities Commission

BC Instrument 31-510

Exemption for Investment Industry Regulatory Organization of Canada Members from Obligation to Provide Relationship Disclosure to Existing Clients

Definitions

1. Terms defined in the *Securities Act*, National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (NI 31-103) and National Instrument 14-101 *Definitions* have the same meaning in this Instrument.

Background

2. Under section 14.2(1) [*relationship disclosure information*] of NI 31-103, a registered firm must deliver to a client all information that a reasonable investor would consider important about the client's relationship with the registrant.
3. Under section 16.14 of NI 31-103, section 14.2 of NI 31-103 did not apply until September 28, 2010 to persons or companies that were registered on September 28, 2009.
4. On September 10, 2010, the Commission issued BCI 32-518 *Exemption for Investment Industry Regulatory Organization of Canada Members from Obligation to Provide Relationship Disclosure*, providing temporary relief from the application of section 14.2(1) of NI 31-103 until September 28, 2011 to Investment Industry Regulatory Organization of Canada (IIROC) members. The temporary relief was provided in anticipation of the finalization of the IIROC relationship disclosure information proposal (RDI Proposal).
5. On September 21, 2011, the Commission issued BCI 31-506 *Exemption for Investment Industry Regulatory Organization of Canada members from obligation to provide relationship disclosure*, providing further temporary relief from the application of section 14.2(1) of NI 31-103 until December 31, 2013 to IIROC members (the RDI Order). It was anticipated that the IIROC RDI Proposal would be finalized and new IIROC member rules reflecting the IIROC RDI Proposal would be approved before the end of 2011 with provisions for their implementation in phases over a two-year transition period.
6. On March 26, 2012, IIROC announced in IIROC Notice 12-0107 *Client Relationship Model – Implementation* the implementation of, among other things, new IIROC Dealer Member Rule 3500 – *Relationship disclosure* (the IIROC RDI Rule).
7. The IIROC RDI Rule sets out detailed requirements to assist registered firms who are IIROC members to comply with the general principle in section 14.2(1) of NI 31-103.

8. The implementation schedule for the IIROC RDI Rule provided that the provision of relationship disclosure information to: (i) new clients be given a one year transition period, with an effective implementation date of March 26, 2013, and (ii) existing clients be given a two year transition period, with an implementation date of March 26, 2014.
9. If a registered firm that is a member of IIROC is required to comply with section 14.2(1) of NI 31-103 on December 31, 2013, the date when the RDI Order expires, it will be required to prepare detailed relationship disclosure information for its existing clients and may incur significant costs changing its relationship disclosure communications with existing clients when the IIROC RDI Rule is implemented.
10. Since the IIROC RDI Rule will come into effect on March 26, 2014 in respect of the provision of relationship disclosure information to existing clients, the cost that IIROC members will incur by having to comply with section 14.2(1) of NI 31-103 on December 31, 2013 in the interim is not justified.

Order

11. The Commission orders, considering that to do so would not be prejudicial to the public interest, that section 14.2(1) of NI 31-103 does not apply to registered firms that are members of IIROC in respect of the provision of relationship disclosure information to their clients that were clients of the firms before March 26, 2013.
12. This order comes into effect on December 31, 2013 and expires on March 26, 2014.

October 1, 2013

Brenda M. Leong
Chair

(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*, section 48(1)