



**British Columbia
Securities Commission**

P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver BC V7Y 1L2
Canada
Telephone: (604) 899-6500
Fax: (604) 899-6506
(BC only) 1-800-373-6393

BC Notice 2006/07

**Advance notice of amendments
to National Instrument 31-101 *National Registration System* and
National Policy 31-201 *National Registration System***

In the attached notice, the Canadian Securities Administrators are publishing amendments to National Instrument 31-101 *National Registration System* and National Policy 31-201 *National Registration System*.

If the amendments are approved in jurisdictions where that approval is necessary, they will come into force on August 1, 2006.

May 11, 2006

Douglas M. Hyndman
Chair

Ref: National Instrument 31-101 *National Registration System*
National Policy 31-201 *National Registration System*

This Notice may refer to other documents. These documents can be found at the B.C. Securities Commission public website at www.bcsc.bc.ca in the section Securities Law & Policy: Policies & Instruments.

Notice

Amendments to National Instrument 31-101 respecting National Registration System and Amendments to National Policy 31-201 respecting National Registration System

Introduction

We, the Canadian Securities Administrators (CSA) have amended National 31-101 respecting National Registration System (NI 31-101) and National Policy 31-201 respecting National Registration System (NP 31-201). NI 31-101 and NP 31-201 are currently in force in all Canadian jurisdictions.

The amendments to NI 31-101 have been made or are expected to be made by each member of the CSA, and will be implemented as

- a regulation in Québec
- a rule in each of Alberta, Manitoba, Ontario and Nova Scotia, Prince Edward Island, New Brunswick and Newfoundland and Labrador;
- a blanket order in British Columbia;
- a commission regulation in Saskatchewan; and
- a policy in all other jurisdictions represented by the CSA.

We also expect that the amendments to NP 31-201 will be adopted in all jurisdictions. In Ontario, the amendments to the national instrument and other required materials were delivered to the Minister of Government Services (the Minister) on April 19, 2006. The Minister may approve or reject the amendments or return them for further consideration. If the Minister approves the amendments or does not take any further action, they will come into force on the date indicated below.

In Québec, the amending regulation is a regulation made under section 331.1 of the *Securities Act* (Québec) and must be approved, with or without amendment, by the minister of Finance. The amending regulation will come into force on the date of its publication in the *Gazette officielle du Québec* or on any later date specified in the regulation.

Provided all necessary approvals are obtained, the amendments will come into force on August 1, 2006.

Substance and Purpose

The substance and purpose of the amendments to NI 31-101 and NP 31-201 are to require that a firm filer select as its principal regulator the local securities regulatory authority or regulator in the jurisdiction where the filer's head office is located. In exceptional circumstances, factors other than the firm's head office may be considered when the firm filer applies for a change of principal regulator, as provided in the amendment to section 3.3 of NP 31-201.

Written comments received

During the comment period, we received one submission, from The Investment Funds Institute of Canada. This submission states that a firm's principal jurisdiction under NRS should be the one chosen by the firm. However, we note that the amendments are consistent with the selection of an issuer's principal regulator under *Notice 43-201 relating to the Mutual Reliance Review System for Prospectuses and Annual Information Forms* in Québec and National Policy 43-201, *Mutual Reliance Review System for Prospectuses and Annual Information Forms* in other Canadian jurisdictions, and NI 11-101 respecting Principal Regulator System. Further, we do not believe that the amendments will give rise to an increase in time or costs for registrants. We have therefore made no change to the amendments.

Questions

Please refer your questions to any of:

Claude Prévost
Directeur des pratiques de distribution
Autorité des marchés financiers
800 square Victoria, 22e étage
C.P. 246, Tour de la Bourse
Montréal, QC H4Z 1G3
Direct: (418) 525-0337 ext. 2711
Fax: (418) 525-9512
E-mail: claude.prévost@lautorite.qc.ca

David McKellar
Director, Market Regulation
Alberta Securities Commission
4th Floor, 300 - 5th Avenue S.W.
Calgary, AB T2P 3C4
Direct: (403) 297-4281
Fax: (403) 297-4113
E-mail: david.mckellar@seccom.ab.ca

Sandy Jakab
Manager-Policy
Capital Markets Regulation
British Columbia Securities Commission
P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, BC V7Y 1L2
Direct: (604) 899-6869
Fax: (604) 899-6814
E-mail: sjakab@bcsc.bc.ca

Douglas R. Brown
General Counsel &
Director - Legal, Enforcement & Registration
The Manitoba Securities Commission
500 – 400 St. Mary Avenue
Winnipeg, MB R3C 4K5
Direct: (204) 945-0605
Fax: (204) 945-0330
E-mail: doubrown@gov.mb.ca

Andrew Nicholson
Director Market Regulation
New Brunswick Securities Commission
85 Charlotte Street, Suite 300
Saint John, NB E2L 2J2
Direct: (506) 658-3021
Fax: (506) 658-3059
E-mail: andrew.nicholson@nbsc-cvmb.ca

Douglas J. Connolly
Director of Financial Services Regulation
Financial Services Regulation Division
Department of Government Services
Government of Newfoundland and Labrador
2nd Floor, West Block
Confederation Building
P.O. Box 8700
St. John's, NL A1B 4J6
Direct: (709) 729-2954
Fax: (709) 729-6187
E-mail: dconnolly@gov.nl.ca

Brian W. Murphy
Deputy Director, Capital Markets
Nova Scotia Securities Commission
Joseph Howe Building
2nd Floor, P.O. Box 458
Halifax, NS B3J 2P8
Direct: (902) 424-4592
Fax: (902) 424-4625
E-mail: murphybw@gov.ns.ca

David M. Gilkes
Manager, Registrant Regulation
Capital Markets Branch
Ontario Securities Commission
18th Floor, 20 Queen Street West
Toronto, ON M5H 3S8
Direct: (416) 593-8104
Fax: (416) 593-8240
E-mail: dgilkes@osc.gov.on.ca

Mark Gallant
Registrar of Securities
PEI Securities Division
Office of the Attorney General
P.O. Box 2000
95 Rochford Street
4th Floor, Shaw Building
Charlottetown, PE C1A 7N8
Direct: (902) 368-4552
Fax: (902) 368-5283
E-mail: mlgallant@gov.pe.ca

Dean Murrison
Deputy Director, Legal/Registration
Securities Division
Saskatchewan Financial Services Commission
6th Floor, 1919 Saskatchewan Drive
Regina, SK S4P3V7
Tel: (306) 787-5879
Fax: (306) 787-5899
E-mail: dmurrison@sfsc.gov.sk.ca

Gary Crowe
Registrar of Securities
Legal Registries Division, Department of Justice
Government of Nunavut
P.O. Box 1000, STN 570
1st Floor, Brown Building
Iqaluit, NU X0A 0H0
Direct: (867) 975-6586
Fax: (867) 975-6594
E-mail: gcrowe@gov.nu.ca

M. Richard Roberts
Manager, Corporate Affairs
Registrar of Securities
Corporate Affairs / Community Services
Government of Yukon
P.O. Box 2703
2134 Second Avenue
Whitehorse, YT Y1A 5H6
Direct: (867) 667-5225
Fax: (867) 393-6251
E-mail: richard.roberts@gov.yk.ca

The text of the proposed amendments follow or can be found elsewhere on a CSA member website.

May 12, 2006