

## Phase 3 of CIRO's rule consolidation project

April 24, 2024

On April 18, 2024, the Canadian Investment Regulatory Organization (CIRO) published for comment [Phase 3 of its Rule Consolidation Project](#) proposals. The objective of Phase 3 is to adopt rules that are common to the IDPC and MFD Rules and have been assessed as not having a material impact on stakeholders.

The Phase 3 Proposed DC Rules involve the adoption of rules relating to membership and member business activity approval matters, clearing and settlement of trades and trade delivery standards, and examination, investigation, and enforcement rules.

### Membership and member business activity approval matters

CIRO proposes amendments relating to:

- **Ownership of a Dealer Member 's securities** - The current investment dealer requirements will be extended to apply to mutual fund dealers. Specifically, CIRO approval will be required for the acquisition of more than 10 per cent ownership of a dealer member and notice to CIRO will not be required for transactions resulting in the acquisition of less than 10 per cent of a dealer member.
- **Dealer Member business activities** - The current investment dealer requirements will be extended to apply to mutual fund dealers. CIRO approval will be required before creating a wholly owned subsidiary whose principal business is a securities or derivatives broker, dealer or adviser. Provision is also made for the extension of the present investment dealer cross-guarantee requirement to mutual fund dealers, with allowance for CIRO to consider exemptions.

CIRO proposes that dealer members obtain approval before carrying on any business other than securities or derivatives activities, except where the dealer member owns an interest in a corporation and is not responsible for that corporation's liabilities.

- **Shared Premises** - CIRO is recommending a modified version of the current investment dealer rule that would be applicable to all dealer members. One exception proposed is that mutual fund dealers will not be required to disclose the full legal name of each regulated Canadian financial service entity sharing an office.

- **Membership disclosure policy** - CISO wishes to harmonize the disclosure requirements, such that investment dealers would be required to include CISO's website on client account statements and mutual fund dealers would have to provide clients with the CISO official brochure at account opening.
- **Principal and agent relationships** - CISO proposes to adopt the existing investment dealer and mutual fund dealer rule requirements relating to principal and agent relationships with no changes.

## Dealer operations

The current investment dealer requirements will be extended with minor modifications to apply to mutual fund dealers with respect to business continuity, trading and delivery standards for transactions, account transfers, bulk account movements and derivatives risk management.

## Examination, investigation and enforcement rules

- **Hearing Office** - CISO proposes to adopt the new defined term "Hearing Office" to refer to CISO staff who are authorized to administer enforcement and other proceedings.
- **Examination and Investigation Rules** - CISO proposes to extend to mutual fund dealers the existing investment dealer rules which distinguish between enforcement investigations and compliance examinations.
- **Limitation period** - CISO proposes to extend to mutual fund dealers the current investment dealer limitation period which provides that individuals remain subject to CISO examination, investigation and enforcement rules for six years following the date they ceased to be a registered. The current mutual fund dealer limitation period is five years.
- **Admissibility of witness testimony and other evidence** - CISO wishes to adopt the existing investment dealer rule provision that allows hearing panels to admit into evidence any oral testimony or other evidence whether it is given or proven under oath or affirmation.
- **Settlement hearings** - CISO proposes adopting the existing investment dealer provision that all settlement hearings must be closed to the public.
- **Maximum Fines** - CISO proposes increasing the maximum fine a CISO hearing panel can impose to \$10 million per offence, from \$5 million.
- **Specific Sanctions** - CISO wishes to adopt the existing investment dealer rule provisions regarding sanctions that a hearing panel can impose, including disgorgement.
- **Hearing Panel Powers** - CISO plans to adopt a modified version of existing investment dealer rules allowing hearing panels to prohibit, revoke or bar an individual's approval or authority to conduct securities-related business.
- **Appointing Monitors** - CISO proposes to implement a modified version of an existing mutual fund dealer rule provision regarding considerations when a hearing panel exercises its discretion to appoint a Monitor.
- **Sanctioned individuals** - CISO proposes to bar registrants from hiring or engaging in any capacity, or remunerating, any individuals who are subject to a bar or suspension during the period of the bar or suspension.

- **Temporary Orders, Protective Orders and Applications in Exceptional Circumstances** - CRO will be extending the existing rules concerning investment dealers to mutual fund dealers.
- **Review of Hearing Panel Decisions** - CRO plans to adopt the investment dealer provisions allowing the parties to a disciplinary hearing to apply to the local securities regulatory authority for a review of a final hearing panel decision.
- **Hearing Committee Composition** - CRO proposes that only industry committee members be required to reside in the district where the hearing occurs. Public committee members may reside in other districts (to facilitate virtual hearings).
- **Form of Hearings** - CRO proposes eliminating the distinction between oral in person hearings and electronic hearings. Under this approach, an oral hearing could be conducted either virtually or in person, or in both forms simultaneously. Parties could object to the form of hearing, and the hearing panel would be able to order the hearing proceed in a specific form.
- **Electronic Delivery** - CRO proposes allowing electronic delivery for all documents required to be served.
- **Other changes to the Rules of Procedure** - CRO plans to use the investment dealer procedures related to deemed undertakings, orders to attend, the issue of summons, and adjournments.
- **Timelines** - The timelines for similar steps in a proceeding may be different under the two sets of rules. CRO proposes to adopt whichever timeline would result in a more expeditious proceeding.
- **Terms and Conditions** - Under investment dealer rules, CRO can impose terms and conditions on a dealer member's membership but must allow the dealer member an opportunity to be heard. This authority is intended to address scenarios where there are outstanding compliance issues that require CRO to act, but do not justify disciplinary proceedings. CRO plans to continue this process and expand it to mutual fund dealers.
- **Arbitration** - CRO proposes to extend the investment dealer arbitration program to mutual fund dealers.
- **Information sharing with OBSI** - CRO propose to permit the Ombudsman for Banking Services and Investments (OBSI) to share information with CRO relating to its investigation and review of complaints against dealer members.

## Questions

CRO has asked stakeholders to comment on eight specific questions in addition to seeking general comments. The questions relate to items such as the need to republish the complete set of proposed Dealer and Consolidated Rules prior to approval, any undue burden that might be caused by requiring cross-guarantees between investment dealers and mutual fund dealers and CRO's proposals regarding increasing the maximum fine a CRO hearing panel can impose and the expansion of activity restrictions for sanctioned individuals.

## Conclusion

This set of proposals is wide ranging and touches many of the existing rules. CRO dealer members and other stakeholders should carefully review the changes and CRO's questions and consider commenting to CRO. The comment period expires on July 17, 2024 .

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