The CSA's changes to mandatory registrant regulatory filings are now effective

June 10, 2022

Amendments to National Instrument 33-109 *Registration Information* became effective on June 6, 2022. The amendments change the way registered and permitted individuals (Individual Registrants) report certain activities they undertake outside of their sponsoring firm. The Canadian Securities Administrators (CSA) designed the amendments to make it easier for Individual Registrants and registered firms to identify and report relevant activities, and to complete those reports in a timely fashion. The amendments also extend deadlines for filing amendments to registration information to give registrants, including registered firms, more time to make the necessary reports.

Overall, the amendments address issues identified by CSA staff and registrants by providing clarifications to lessen submissions of registration information that is incorrect or require more explanation. The amendments also are intended to relieve regulatory burdens on Individual Registrants and registered firms through extended reporting deadlines, although in the short term (through to June 2023), it may seem to some that regulatory burdens have increased.

New framework for reporting outside activities

The biggest changes are around the reporting regime that applies to outside activities (being activities carried out by Individual Registrants "outside" of their sponsoring firm) (Outside Activities). It is now more important than ever for firms to know what Individual Registrants are doing outside of their work activities.

Before the amendments, Individual Registrants were expected to report "any employment and business activities outside the Sponsoring Firm, including all director and officer and other equivalent positions, and positions of influence." When the CSA originally proposed the amendments, they cited the broad nature of this requirement as a reason for both a high number of filings (58,896 per year) and why many required filings were being submitted late or missed entirely. The new framework seeks to reduce the regulatory burden of Outside Activity reporting by providing clearer instructions, reducing redundancy, and extending deadlines.

The Outside Activity reporting regime is designed to help securities regulators and registered firms protect investors by proactively identifying when an Individual

Registrant's activities outside the firm may cause issues of concern. In order to ensure they will continue to be considered fit for registration by the regulators, current or potential Individual Registrants should limit certain Outside Activities. Activities that would confuse clients about who the Individual Registrant represents, present a conflict of interest, create a power dynamic where clients could be unduly influenced, or leave a registrant with inadequate time to properly service clients could all be red flags for the regulators. In such cases, Individual Registrants will have to justify their activities to the regulators by explaining how they will minimize and manage the potential issues created by their activities.

The CSA have dropped the term "outside business activities," (OBAs) and now simply calls Individual Registrants' activities outside of their duties to their sponsoring firm Outside Activities. Some commenters have inferred that by dropping the word "business" from the terminology, the CSA mean to capture a wider variety of activities. However, it has always been the case that certain activities must be reported even if an Individual Registrant is not compensated for them in any way, and the activities are not business-related. The CSA explain that the inclusion of the word "business" was a major source of confusion for registrants, and that no new activities are intended to be captured under the new rules. The CSA aim to reduce and clarify the scope of what must be reported with the new term and its expanded definition.

The CSA have delineated Outside Activities that must be reported into five categories:

- **Category 1 - Activities with another registered firm**: If an Individual Registrant occupies certain positions in, or provides certain services to, a registered firm that is not the Individual Registrant's sponsoring firm, those activities are Outside Activities. The positions or services listed include acting as a director, officer, principal shareholder, employee, contractor, consultant, agent, or service provider (or any other equivalent position) with or for the other registered firm.
- **Category 2 - Activities with an entity that receives compensation from a registered firm**: If an Individual Registrant occupies an ownership, management, or employment role for a firm that is not registered under securities or derivatives legislation, but that firm receives compensation (such as sales commissions or referral fees) from a registered firm, the reporting requirement will be triggered. This may include holding companies through which an Individual Registrant owns their stake in a registered firm.
- **Category 3 - Other securities-related activities**: If an Individual Registrant has been directly involved in an entity's efforts to raise money through the sale of securities or derivatives in the past seven years, they likely need to report that activity. Directors or officers of such entities and of reporting issuers are caught by this category.
- **Category 4 - Provision of financial or finance-related services**: The activities falling under this category generally involve performing a function that requires the Individual Registrant to use their specialized finance industry skills and knowledge, including through volunteer activities. It also includes an Individual Registrant's involvement in the ownership or management of a firm that provides such services, even if the Individual Registrant is not performing the function directly. The list of finance-related activities should be reviewed, as many functions will be caught.
- **Category 5 - Positions of influence**: Examples of position of influence include a religious leader, medical doctor, caregiver and teacher. Whether or not a position

is one of influence ultimately remains a matter of judgement. The classic example of acting as a coach of children's sporting activities is specifically provided as an instance of when reporting would ***not*** be necessary. Guidance relating to Outside Activities that can be considered positions of influence has now been codified in new section 13.4.3 of National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (**NI 31-103**), a provision that imposes restrictions on registered firms and the activities of their registered individuals who are considered to be in a position of influence.

Activities with an affiliate are to be reported as Outside Activities if they fall into any of the categories above.

Sponsoring firms are generally responsible for oversight of their Individual Registrants , and their duty to manage potential conflicts of interest does not end at ensuring all Outside Activities have been properly reported. Whether or not an Outside Activity is reportable, it may still cause a conflict of interest, and a sponsoring firm cannot support a questionable Outside Activity just because a regulator has not expressed a view on it. The CSA provide a number of steps that firms can take, centered on having the right policies, procedures and training programs in place, that all sponsoring firms should implement to minimize their risk exposure. Sponsoring firms should ensure their policies and procedures align with these new requirements and expectations.

Before June 6, registrants were required to file OBA disclosure within 10 days of a new OBA or a change to an existing OBA. The Ontario Securities Commission extended its moratorium on fees related to overdue OBA filings until June 6. As of June 6, 2022, registrants will be required to file Outside Activity disclosure within 30 days of undertaking the activity. Late fees in Ontario will now be levied again for any late disclosures.

Deadlines for updating individual registrant information

The CSA expect Individual Registrants to update all of their previously-filed registration information to comply with the amendments by the ***earlier of****:*

i. the next time they are required to update ***any*** of their Form 33-109F4 information as a result of a change; or
ii. June 6, 2023.

If there has been a change and/or by June 6, 2023, the Individual Registrant will be expected to review and update **all** information, to make sure it is compliant with the new requirements in the amendments. This includes answering questions that are currently noted in the National Registration Database as "no response."

We recommend registered firms develop a project plan to tackle this updating of Individual Registrant information.

Changes to deadlines

The amendments go beyond clarifying the definition of Outside Activities to extend certain deadlines to report information. This includes reporting ceasing to be an Individual Registrant – the deadline has been extended from 10 to 15 days and, as set out above, extending the reporting deadline for Outside Activities from 10 to 30 days.

The reporting deadlines for other areas of disclosure have also been extended. The new deadlines are as follows:

Relevant Sections of Firm Registration Form (Form 33-109F6)	**Deadline**	**Relevant Sections of Personal Registration Form (Form 33-109F4)**	**Deadline**
• General Registration Information • Agent and Address for Service • Contact Information • Registration History • Financial Condition • Client Relationships • Regulatory Action and Legal Action	15 days (previously 10 days)	• Name, Address, Citizenship • Registration Jurisdictions • Individual Categories • Address for Service • Proficiency • Location of Employment • Terminations • Regulatory Disclosure • Criminal Disclosure • Civil Disclosure • Financial Disclosure • Ownership of Securities	15 days (previously 10 days)
• Business History • Securities Registration • Auditor • Client Assets • Conflicts of Interest	30 days (previously 10 days)	• Residential Address • Mailing Address • Reportable Activities • Previous Employment	30 days (previously 10 days)

Other changes to reporting

Some of the other changes to reporting include:

- Registered firms are now able to delegate certain notification responsibilities to affiliates to avoid multiple filings by members of the same corporate group.
- Relevant securities experience of Individual Registrants is easier to report on the revamped forms.
- Registered firms are now required to report the business titles and professional designations used by registered individuals, likely to provide a way for regulators to monitor firms' compliance with the titles requirements of National Instrument 31-103 that came into effect January 1, 2022.
- Changes to a registered firm's ownership now need only be reported when certain thresholds are crossed – 10 per cent, 20 per cent and 50 per cent of the registered firm's voting securities
- Renewal of bonding or insurance does not need to be reported if the bonding or insurance has not lapsed and the only change is the expiry date to a new date that is at least one year from the previous expiry date.

The CSA recently published a guide to assist registrants with the new requirements. The Mutual Fund Dealers Association (MFDA) and Investment Industry Regulatory Organization of Canada (IIROC) are also updating their rules and guidance to assist their members. The MFDA has explained that all members must follow the amendments, which differ slightly from the MFDA rules. IIROC Guidance Note 2500-22-001 sets out IIROC's expectations and how its rules fit with the amendments.

Concurrent amendments to NI 31-103

Concurrent amendments to NI 31-103 imposing restrictions on registered individuals in positions of influence also came into effect on June 6, 2022, along with amendments to Companion Policy 31-103CP *Registration Requirements, Exemptions and Ongoing Registrant Obligations* that provide updated regulatory guidance on expectations for registered firms and individuals in relation to the oversight and reporting of outside activities, the conflicts and risks arising from outside activities, and the monitoring and supervision of such activities.

Members of our Investment Management Group and BLG Beyond AUM Law are well versed in these changes. We are here to assist you in this project to ensure the information is updated by the required deadlines. Please reach out to any of the key contacts listed below or to your BLG or BLG Beyond AUM Law lawyer to seek our assistance or have your questions answered.

BLG has updated its Registration Rules Book to include the Amendments and all other amendments that came into effect on or prior to June 6.

Key Contacts on Registrant Regulatory Reporting

BLG Investment Management Group

Matt Williams, Michael Taylor, Sarah Gardiner, Jason Brooks, Jon Doll and Christian Faribault

BLG Beyond AUM Law

Richard Roskies, Jason Streicher, Chris Tooley and Chris von Boetticher

By

Rebecca A. Cowdery, Adam Ragusa, Matthew P. Williams

Expertise

Investment Management, Registrant Regulation & Markets, AUM Law

---

BLG | Canada's Law Firm

As the largest, truly full-service Canadian law firm, Borden Ladner Gervais LLP (BLG) delivers practical legal advice for domestic and international clients across more practices and industries than any Canadian firm. With over 800 lawyers, intellectual property agents and other professionals, BLG serves the legal needs of businesses and institutions across Canada and beyond – from M&A and capital markets, to disputes, financing, and trademark & patent registration.

blg.com

BLG Offices

Calgary

Centennial Place, East Tower
520 3rd Avenue S.W.
Calgary, AB, Canada
T2P 0R3

T 403.232.9500
F 403.266.1395

Ottawa

World Exchange Plaza
100 Queen Street
Ottawa, ON, Canada
K1P 1J9

T 613.237.5160
F 613.230.8842

Vancouver

1200 Waterfront Centre
200 Burrard Street
Vancouver, BC, Canada
V7X 1T2

T 604.687.5744
F 604.687.1415

Montréal

1000 De La Gauchetière Street West
Suite 900
Montréal, QC, Canada
H3B 5H4

T 514.954.2555
F 514.879.9015

Toronto

Bay Adelaide Centre, East Tower
22 Adelaide Street West
Toronto, ON, Canada
M5H 4E3

T 416.367.6000
F 416.367.6749

The information contained herein is of a general nature and is not intended to constitute legal advice, a complete statement of the law, or an opinion on any subject. No one should act upon it or refrain from acting without a thorough examination of the law after the facts of a specific situation are considered. You are urged to consult your legal adviser in cases of specific questions or concerns. BLG does not warrant or guarantee the accuracy, currency or completeness of this publication. No part of this publication may be reproduced without prior written permission of Borden Ladner Gervais LLP. If this publication was sent to you by BLG and you do not wish to receive further publications from BLG, you may ask to remove your contact information from our mailing lists by emailing unsubscribe@blg.com or manage your subscription preferences at blg.com/MyPreferences. If you feel you have received this message in error please contact communications@blg.com. BLG's privacy policy for publications may be found at blg.com/en/privacy.

© 2026 Borden Ladner Gervais LLP. Borden Ladner Gervais LLP is an Ontario Limited Liability Partnership.