

Guide to Filing an Application for Registration with the Alberta Securities Commission

This guide provides information about how a market participant may apply to register a firm with the Alberta Securities Commission (**ASC**). The guide also provides references to certain links that may assist during the application process.

Membership in Self- Regulatory Organizations:

To seek registration and membership as an Investment Dealer in Alberta, refer to the Investment Industry Regulatory Organization of Canada (**IIROC**) link below:

<http://www.iroc.ca/English/About/BecomingAMember/Pages/ApplicantsInfoGuide.aspx>

Mutual Fund Dealers must file their registration application with the ASC but are required to obtain membership with the Mutual Fund Dealers Association of Canada (**MFDA**). To seek membership with the MFDA , refer to the link below:

<http://www.mfda.ca/members/becoming.html>

Registration Checklist:

<p>1. NATIONAL REGISTRATION DATABASE (NRD)</p> <p>A firm applying for registration must enroll with the National Registration Database (NRD) to obtain its NRD number as a first step in the application process. NRD will enable the firm to submit subsequent filings to the ASC electronically.</p> <p>There is more information related to NRD at the following link: http://www.nrd-info.ca</p> <p>Complete and submit NRD Forms 1,2,3 and pay the enrolment fee to :</p> <p>CSA Service Desk: NRD Administrator 12 Millenium Blvd, Suite 210 Moncton, NB E1C 0M3 Tel# 1-800-219-5381</p> <p>For NRD and Registration Inquiries: Email: registration@asc.ca Phone: (403) -297-2069</p>	v
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2. FORM 33-109F6 – FIRM REGISTRATION

Submit a Form 33-109F6 to seek initial registration as a dealer, adviser or investment fund manager, to seek registration in an additional jurisdiction(s) of Canada, or to add a category to a firm's existing registration. Form 33-109F6 is available at the ASC website link below:

<http://www.albertasecurities.com/industry/registrant-and-market-regulation/Pages/frequently-used-forms-and-fees.aspx>

An applicant should ensure it meets all of the requirements pursuant to securities legislation including, but not limited to:

The Securities Act (Alberta)

http://www.qp.alberta.ca/574.cfm?page=S04.cfm&leg_type=Acts&isbncln=9780779755400

National Instrument 31-103

National Instrument 33-109

<http://www.albertasecurities.com/industry/securities-law-and-policy/Pages/regulatory-instruments.aspx>

- If the firm is seeking registration in Ontario, and Ontario is not the firm's principal regulator, a firm must also file Form 33-109 F6, without supporting documents, with the Ontario Securities Commission (OSC) in addition to filing the Form 33-109F6 with its principal regulator. The application is filed through the OSC's electronic portal link below:
http://www.osc.gov.on.ca/en/SecuritiesLaw_forms_index.htm
- If a firm is seeking registration in more than one jurisdiction of Canada (other than in the category of restricted dealer) it is only required to submit the Form 33-109F6 to the principal regulator. If a firm is seeking registration as a restricted dealer, it is required to submit the Form 33-109F6 to the regulator in each province in which it is seeking registration.

3. SUPPORTING DOCUMENTS

Among other things, a firm is required to submit the following information with the Form 33-109F6:

- **Schedule B of Form 33-109F6** - for each jurisdiction of Canada where the firm is seeking registration and does not have an office
- **Business Plan** - for the next three years.
- **Policies and Procedures Manual** - including account opening procedures and the firm's policy on fairness in allocation of investment opportunities, if applicable.
- **Constating Documents** - including the legal documents that established the firm as

<p>an entity, for example, the firm’s articles of incorporation, any articles of amendments, partnership agreement or declaration of trust. As part of the constating documents, firms must also provide proof of extra provincial registration in the province</p>	
<ul style="list-style-type: none"> • Organizational Chart - showing the firm’s reporting structure. Include all permitted individuals, the ultimate designated person and the chief compliance officer. 	
<ul style="list-style-type: none"> • Ownership Chart -showing the firm’s structure and ownership. At a minimum, include all parents, specified affiliates and specified subsidiaries Include the name of the person, company, and class,type amount and voting percentage of ownership of the firm’s securities 	
<ul style="list-style-type: none"> • Calculation of Excess Working Capital - (Refer to Form 31-103F1 of NI 31-103) 	
<ul style="list-style-type: none"> • Subordination Agreement -(Refer to Appendix B of NI 31-103, if applicable) 	
<ul style="list-style-type: none"> • Audited Financial Statements -attach, for your most recently completed year, either non-consolidated audited financial statements or audited financial statements prepared in accordance with section 3.2(3) of NI52-107. If the firm is a start-up company, you may attach an audited opening statement of financial position instead 	
<ul style="list-style-type: none"> • Letter of Direction to Auditor -attach a letter of direction from the firm authorizing the auditor to conduct any audit that the regulator may request. 	
<ul style="list-style-type: none"> • Copy of Financial Institution Bond - attach confirmation of sufficient bonding or insurance coverage that is in effect upon filing the application 	
<ul style="list-style-type: none"> • Director’s Resolution Approving Insurance- attach a director’s resolution confirming that the firm has sufficient insurance coverage for its securities or derivatives related activities 	
<p>4. REGULATORY & NRD USER FEES</p> <p>ASC Staff will contact the firm by phone or email upon receipt of the application package and when the firm is set up in pending state on NRD. The firm will be requested to resubmit fees through the firm’s Electronic Fund Transfer (EFT) account on NRD. For more information on fee schedules, refer to the link below:</p> <ul style="list-style-type: none"> • NRD Fees : http://www.nrd-info.ca/fees/fees_index.jsp?lang=en 	

5. FORM 33-109F4 – REGISTRATION OF INDIVIDUALS

ASC Staff will advise the firm to file the individual submissions electronically on NRD for all individuals seeking registration in dealing or advising categories, or in their capacity as officers, directors, chief executive officer, chief financial officer, chief operating officer, Chief Compliance Officer (CCO) and Ultimate Designated Person (UDP). The firm is also required to file individual submissions for its Shareholders, who (directly or indirectly) hold more than 10% of the voting shares of the firm. These submissions are reviewed in conjunction with the firm application.

All applicable fees will be calculated and deducted electronically on NRD.

For guidance on how to submit initial applications and applicable notices on NRD, go to the to the NRD User Guide: http://www.nrd-info.ca/nrdmanual/man_index.jsp?lang=en

6. DELIVERY OF FIRM APPLICATION

Firm applicant can send the application package by email to : registration@asc.ca

or mail addressed to the attention of: *Manager, Registration*
Alberta Securities Commission
Suite 600, 250-5th Street SW
Calgary, AB T3J 5H1

7. REVIEW AND APPROVAL

- ASC Staff will endeavor to review the application and respond with comments in a timely manner.
- Submitting incomplete or deficient applications will delay the review process.
- ASC Staff may also require the firm to provide other information and additional documents to help determine whether the firm is suitable for registration. We may also request a meeting with the principals of the firm as a part of the review process.
- ASC Staff will notify the firm upon approval of registration.

8. RELATED LINKS FOR FURTHER INFORMATION

National Registration Database (NRD)

- www.nrd.ca
- www.nrd-info.ca

Registration Inquiries

- Email: registration@asc.ca

Registration and Forms

- <http://www.albertasecurities.com/Insiders/Pages/HowtoBecomeRegistered.aspx>