



IN THE MATTER OF THE *SECURITIES ACT*,
S.N.W.T. 2008, c. 10, AS AMENDED

- and -

Exemption for Chief Compliance Officers of Portfolio Managers Adding a Category from Sections 3.6, 3.10 and 3.14 of National Instrument 31-103 *Registration Requirements and Exemptions*

BLANKET ORDER 31-503

WHEREAS under section 3.6 [*mutual fund dealer – chief compliance officer*] of National Instrument 31-103 *Registration Requirements and Exemptions* (NI 31-103), a mutual fund dealer must not designate an individual as its chief compliance officer unless the individual has satisfied the proficiency requirements in paragraph (a) or (b) of that section. Paragraph 3.6(b) provides that an individual may be designated a mutual fund dealer's chief compliance officer if the individual has met the requirements of section 3.13 [*portfolio manager – chief compliance officer*];

AND WHEREAS under section 3.10 [*exempt market dealer – chief compliance officer*] of NI 31-103, an exempt market dealer must not designate an individual as its chief compliance officer unless the individual has satisfied the proficiency requirements in paragraph (a) or (b) of that section. Paragraph 3.10(b) provides that an individual may be designated an exempt market dealer's chief compliance officer if the individual has met the requirements of section 3.13 [*portfolio manager – chief compliance officer*];

AND WHEREAS under section 3.14 [*investment fund manager – chief compliance officer*] of NI 31-103, an investment fund manager must not designate an individual as its chief compliance officer unless the individual has satisfied the proficiency requirements in paragraph (a), (b) or (c) of that section. Paragraph 3.14(c) provides that an individual may be designated an investment fund manager's chief compliance officer if the individual has met the requirements of section 3.13 [*portfolio manager – chief compliance officer*];

AND WHEREAS if a person registered as a portfolio manager in the Northwest Territories was registered as a portfolio manager when NI 31-103 came into force, the portfolio manager's chief compliance officer is exempt from section 3.13 [*portfolio manager – chief compliance officer*] due to the application of subsection 16.9(2) [*registration of chief compliance officers*];

AND WHEREAS the chief compliance officer of a person registered as a portfolio manager and applying for registration in an additional category is not exempt from sections 3.6 [*mutual fund dealer – chief compliance officer*], 3.10 [*exempt market dealer – chief compliance officer*], and 3.14 [*investment fund manager – chief compliance officer*] of NI 31-103 since section 16.9 of NI 31-103 does not apply to such chief compliance officer;

AND WHEREAS the Superintendent has determined that it would not be prejudicial to the public interest to make this Order;

IT IS ORDERED THAT:

1. Unless the context otherwise requires, terms defined in the *Securities Act*, NI 31-103 or National Instrument 14-101 *Definitions* have the same meaning in this Order.
2. Sections 3.6 [*mutual fund dealer – chief compliance officer*], 3.10 [*exempt market dealer – chief compliance officer*], and 3.14 [*investment fund manager – chief compliance officer*] of NI 31-103 do not apply to a person registered as a portfolio manager in the Northwest Territories and applying for registration in an additional category so long as
 - (a) the person is exempt from section 3.13 [*portfolio manager – chief compliance officer*] in any jurisdiction of Canada due to the application of subsection 16.9(2) [*registration of chief compliance officers*], and
 - (b) the individual designated as the person's chief compliance officer in respect of the person's mutual fund dealer, exempt market dealer or investment fund manager activities is the same individual designated as the person's chief compliance officer in respect of its portfolio manager activities.

DATED at Yellowknife in the Northwest Territories this 26th day of February, 2010.

Gary MacDougall
Gary I. MacDougall,
Superintendent of Securities