



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

- and -

**Exemption for Advising Representatives of Portfolio Managers from Sections 3.5 and 3.9 of
National Instrument 31-103 *Registration Requirements and Exemptions***

BLANKET ORDER 31-504

WHEREAS under section 3.5 [*mutual fund dealer – dealing representative*] of National Instrument 31-103 *Registration Requirements and Exemptions* (NI 31-103), a dealing representative must not act as a dealer on behalf of a mutual fund dealer unless the individual has satisfied the proficiency requirements in paragraph (a) or (b) of that section. Paragraph 3.5(b) provides that an individual may act as a dealer on behalf of a mutual fund dealer if the individual has met the requirements of section 3.11 [*portfolio manager – advising representative*];

AND WHEREAS under section 3.9 [*exempt market dealer – dealing representative*] of NI 31-103, a dealing representative must not act as a dealer on behalf of an exempt market dealer unless the individual has satisfied the proficiency requirements in paragraph (a), (b) or (c) of that section. Paragraph 3.9(c) provides that an individual may act as a dealer on behalf of an exempt market dealer if the individual has met the requirements of section 3.11 [*portfolio manager – advising representative*];


AND WHEREAS an advising representative of a portfolio manager registered when NI 31-103 came into force is exempt from section 3.11 [*portfolio manager – advising representative*] due to the application of subsection 16.10(1) [*proficiency for dealing and advising representatives*] and can therefore not act as a dealing representative of a mutual fund dealer or exempt market dealer under sections 3.5 and 3.9 of NI 31-103;

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 3.5 [*mutual fund dealer – dealing representative*] and 3.9 [*exempt market dealer – dealing representative*] of NI 31-103 do not apply to an advising representative of a portfolio manager so long as such representative is exempt from section 3.11 [*portfolio manager – advising representative*] in any jurisdiction of Canada due to the application of subsection 16.10(1) [*proficiency for dealing and advising representatives*].

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


Gary I. MacDougall,
Superintendent of Securities