



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

- and -

***Transitional Relief from the Requirement to Provide Relationship Disclosure Information
Prescribed by Section 14.2(1) of NI 31-103 for IIROC Member Firms***

BLANKET ORDER 31-514

WHEREAS under section 14.2(1) [*Relationship Disclosure Information*] of NI 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (NI 31-103), a registered firm must deliver to a client all information that a reasonable investor would consider important about the client's relationship with the registrant.

AND WHEREAS under section 16.14 of NI 31-103, section 14.2 of NI 31-103 did not apply until September 28, 2010 to persons that were registered on September 28, 2009.

AND WHEREAS on September 9, 2010, the Superintendent of Securities issued Blanket Order 31-508, providing temporary relief to Investment Industry Regulatory Organization of Canada (IIROC) members from the application of section 14.2(1) of NI 31-103 until September 28, 2011, in anticipation of the finalization of the IIROC relationship disclosure information proposal (RDI Proposal).

AND WHEREAS on October 3, 2011, the Superintendent of Securities issued Blanket Order 31-512, providing further temporary relief to IIROC members from the application of section 14.2(1) of NI 31-103 until December 31, 2013 (the RDI Order), anticipating that the IIROC RDI Proposal would be finalized and new IIROC member rules reflecting the IIROC RDI Proposal would be approved before the end of 2011 with provisions for their implementation in phases over a two-year transition period.

AND WHEREAS on March 26, 2012, the IIROC announced the implementation of new IIROC Dealer Member Rule 3500 – Relationship disclosure (the IIROC RDI Rule) in IIROC Notice 12-0107 Client Relationship Model – Implementation.

AND WHEREAS the IIROC RDI Rule sets out detailed requirements to assist registered firms who are IIROC members to comply with the general principle in section 14.2(1) of NI 31-103.

AND WHEREAS the implementation schedule for the IIROC RDI Rule provided that the provision of relationship disclosure information to: (i) new clients be given a one year transition period, with an effective implementation date of March 26, 2013, and (ii) existing clients be given a two year transition period, with an implementation date of March 26, 2014.

AND WHEREAS if a registered firm that is a member of IIROC is required to comply with section 14.2(1) of NI 31-103 on December 31, 2013, the date when the RDI Order expires, it will be required to prepare detailed relationship disclosure information for its existing clients and may incur significant costs changing its relationship disclosure communications with existing clients when the IIROC RDI Rule is implemented.

AND WHEREAS since the IIROC RDI Rule will come into effect on March 26, 2014 in respect of the provision of relationship disclosure information to existing clients, the cost that IIROC members will incur by having to comply with section 14.2(1) of NI 31-103 on December 31, 2013 in the interim is not justified.

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*, National Instrument 14-101 *Definitions*, or NI 31-103 have the same meaning in this Order.
2. Section 14.2(1) of NI 31-103 does not apply to registered firms that are members of IIROC in respect of the provision of relationship disclosure information to their clients that were clients of the firm before March 26, 2013.
3. This order comes into effect on December 31, 2013 and expires on March 26, 2014.

DATED at Yellowknife in the Northwest Territories this 9th day of October, 2013.


Gary I. MacDougall,
Superintendent of Securities