

11.10 Indemnification and Limited Liability of the Market Regulator

- (1) To the extent permitted by law, the Market Regulator shall be indemnified and saved harmless by a Regulated Person from and against all costs, charges and expenses (including an amount paid to settle an action or satisfy a judgment and including legal and professional fees and out of pocket expenses of attending trials, hearings and meetings), whatsoever that the Market Regulator sustains or incurs in or about any action, suit or proceeding, whether civil, criminal or administrative, and including any investigation, inquiry or hearing, or any appeal or review, that is threatened, brought, commenced or prosecuted against a Protected Party or in respect of which a Protected Party is compelled or requested to participate, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by the Regulated Person.
- (2) To the extent permitted by law, all costs, charges and expenses in respect of which the Market Regulator is indemnified pursuant to subsection (1) shall be paid to the Market Regulator by the Regulated Person within 90 days after receiving the written request of the Market Regulator.
- (3) The Market Regulator shall not be liable to any Regulated Person for any loss, damage, cost, expense or other liability or claim arising from any:
 - (a) failure of any system owned, operated or used by the Market Regulator; or
 - (b) act done in good faith in the exercise or intended exercise of any power or in the performance or intended performance of any duty or for any neglect, default or omission in the exercise or performance in good faith of any such power or duty by a Protected Party.
- (4) Subject to subsection (5), no Regulated Person shall be entitled to commence or carry on any action or proceeding in respect of any penalty or remedy imposed by an order or interim order or in respect of any act done or omitted under the provisions of and in compliance with, or intended compliance with, UMIR and any Policy as against a Protected Party.

- (5) Subsection (4) shall not restrict or limit the ability of any person to apply for a review in accordance with Rule 11.3 of a direction, order or decision of a Market Regulator or Market Integrity Official.

Defined Terms: *UMIR section 1.1 – “Market Integrity Official”, “Market Regulator”, “Policy”, “Protected Person”, “Regulated Person” and “UMIR”*

Regulatory History: *In connection with the recognition of IIROC and its adoption of UMIR, the applicable securities commissions approved amendments Rule 11.10 that came into force on June 1, 2008 to insert the word “for” after the phrase “Regulated Person” in subsection (3) and to replace the phrase “these Rules” in subsection (4) with “UMIR”.*