



Membership Application – Documentation Checklist

To determine what documents to submit when applying for IIROC Membership, please select all applicable items from the below list:

Business Type

- PO - member of a Canadian regulated exchange or a subscriber to an ATS
- Self Clearing
- Introducing Broker Type 4
- Introducing Broker Type 3
- Introducing Broker Type 2
- Introducing Broker Type 1
- Institutional
- Alternative Trading System / Marketplace

Business Line

- Advisory
- Carrying Broker
- Corporate Finance
- Facilitation Trading (ATS Debt, ATS Equity, Direct Electronic Access, etc...)
- Financing (call loans, securities borrowing and lending, repo & reverse repo)
- Managed Accounts
- Non-Resident
- Order Execution Only
- Proprietary Trading / Market Making
- Research Analyst

Product Shelf

- Equity
- Fixed Income
- Mutual Funds / ETFs
- Listed Derivatives (options, futures, commodities)
- Cryptocurrencies and Other Digital Assets

Other Registrations Held

- Money Service Business
- Restricted Dealer
- Insurance



The following documents are required with an application for IIROC Membership. Please submit all requested information to avoid delays in processing your application. IIROC staff may request additional documentation during our review as necessary.

A Sharefile link will be provided to you for submitting documentation. Please upload files to the folder with the corresponding reference. For example, item A1 – Application Form should be uploaded into folder A1. Within the sub-folders you may find additional guidance to aid in presenting your information. Use of the provided templates will expedite our review but is not a requirement. Please include this checklist in the parent folder.

A. General

- A1** - Application Form – Corporations and Partnerships
- A2** - One-time entrance fee of \$25,000 (\$10,000 of this is a non-refundable review deposit required at the time the application is made.)
- A3** - Articles of Incorporation (or other applicable constating documents)
- A4** - Corporate organizational chart detailing the roles and relationships between individuals and departments.
- A5** – An ownership chart including percentage held and identifying beneficial owners, minority owners, and all related parties.
- A6** - Business plan

The applicant's five-year business plan must include, but is not limited to, the following:

- A description of the applicant, its ownership structure, and management team
 - The type of business activities the applicant plans to engage in
 - The nature of the products and services to be offered
 - A description of the intended customers and the strategy to build the business, including the customer-base and dealing representatives (if applicable)
 - 5 years of financial projections and their underlying assumptions, including: (i) statistics relating to sales volumes, sales force and finances, (ii) detailed monthly profit and loss projections for the first twelve months; (iii) and monthly risk adjusted capital calculation and early warning estimate for the first twelve months (if applicable)
 - An indication of whether your firm is looking to become a Participating Organization (member or subscriber of a regulated Canadian marketplace) in this submission
 - Target launch date
 - Any exemptions being sought
- A7** - Policies and Procedures tailored to the firm's business model
 - If your firm is applying to become a Participating Organization, then please include policies and procedures further to Universal Market Integrity Rules
 - Internal control policy statements, in line with IIROC Rules sections 3900, 4100, 4200, 4300, 4400, and 4900. For each section, state how your procedures meet the requirement.
 - Cybersecurity risk management policy and framework, where available. Provide the policy and a description of your framework.
 - Cybersecurity incident reporting procedures (IIROC Rule 3703). Provide the procedure and describe the infrastructure to identify and report any such events to IIROC.
 - Credit Policies in line with the recommendations of GN-4200-21-001 or those of your carrying broker, if applicable
- A8** - List of Outsourced Core Functions

B. Registration

- B1** - Copy of the NRD Form 1 – Enrolment of Firm Form if firm is new to the National Registration Database (NRD)
- B2** - Application Form 33-109F6 (see National Instrument 33-109 Registration Information.) Please note that the F6 is required to be filed with the OSC if the firm is applying in Ontario, with a copy sent to IIROC.
- B3** - Application for Registration/Approval for all dealing representatives, Directors, Partners, Executives and investors holding 10% or more of the applicant firm’s voting or participating securities or total equity to be submitted simultaneously via the NRD.
- B4** - Registration Fees (The fees will be collected electronically from NRD when the individual’s application is submitted). Refer to the Guide to IIROC Categories for the applicable fees.
- B5** - Investor Application Form (IAF) for each investor holding directly or indirectly 10% or more of the applicant firm’s voting or participating securities or total equity.
- B6** - Investor Notification Form (INF) for each investor holding directly or indirectly less than 10% of the applicant firm’s voting and participating shares and total equity.
- B7** - Corporate documents for each jurisdiction, including for each trade name of the firm.

C. Trading Conduct and Market Regulation

- C1** - Trade flow diagram illustrating from order entry to execution on a marketplace, please include:
 - How the order comes in (i.e., called in, FIX connection, client interface app, etc.)
 - The order management system used at the firm
 - If your firm executes through a carrying broker, please incorporate that in the diagram
- C2** - [If the firm intends to act as a marketplace] If the firm has made an F2 submission to act as a marketplace, we request that this submission be made available to us

D. Business Conduct Compliance

- D1** - Corporate Governance document/chart (IIROC Rule 3916): This document outlines the chain of senior management and supervisory accountability and the respective responsibilities of the parties involved.
- D2** - Samples of account opening documents. All client forms and agreements grounded in regulatory requirements should be provided for review.
 - Where the account opening process will be performed online, please provide available screenshots, a list of what client details will be collected, and any account opening questionnaires.
- D3** - Liability waiver: any liability waivers the firm plans to use.
- D4** - List of any tools/systems used to conduct suitability reviews and whether they were developed in-house or vendor-supplied, and their intended purpose.
- D5** - A description of the dealer’s process for conducting account supervision: e.g., systems/tools, personnel, query handling, records, or a reference to this information in the policies and procedures.
- D6** - Client reporting: e.g., monthly statements, trade confirmations, annual fee/charge report, annual performance report
- D7** - A list of BCC functions (e.g., account opening, compliance, supervision) where the Dealer Member intends to rely on automation to provide oversight and comply with IIROC rules
- D8** - Client disclosures:
 - Conflict of interest disclosures
 - Risk disclosure for futures & options, relationship disclosure, leveraging risk disclosure statement, etc. All client disclosures grounded in regulatory requirements and/or those which manage the firm’s liability should be provided for review.
 - [For crypto firms] Where the firm has risk statements specific to individual coins supported on the platform, please provide copies. If there are no tailored risk statements, please provide the general risk statement that will be provided to clients.

- D9** - [For crypto firms] Samples of due diligence for coins offered (for currently active firms provide the top 6 by value custodied at the firm)
- D10** - [For crypto firms] Please provide the firm's policies and procedures for achieving compliance with FINTRAC's Travel Rule.
- D11** - [For crypto firms] If staking is intended to be offered, we require due diligence for staking service providers used and samples of due diligence performed to vet staking pools
 - Provide the risk acknowledgment that will be provided to clients participating in staking or DeFi.
- D12** - [For crypto firms] Please provide the firm's policies regarding the handling of forks and airdrops.
- D13** - For corporate finance firms:
 - Policies and procedures to ensure the containment of material, non-public (inside) information,
 - Description of physical/technological information barriers,
 - Floor plans showing segregation of "private"-side and "public"-side areas,
 - Summary of controls for monitoring employee conduct, and
 - Standards for issuer-due diligence, etc.
- D14** – [For OEO firms] Text of the firm's suitability waiver and how the client will provide written acknowledgement. NCAFs and client reporting samples must contain the text "Order-Execution Only account" or similar text variant.
- D15** – [For OEO firms] Please submit your Account Appropriateness Questionnaire and explain how this information will be gathered and assessed, if or when, required.
- D16** – [For OEO firms] A list of the "investment tools" that the OEO dealer intends to provide clients to help them make investment decisions
- D17** - [If the firm is currently registered as a money services business] Provide a copy of the most recent review conducted to date by FINTRAC of the firm's operations.

E. Financial & Operations Compliance

- E1** - Signed Introducing Broker/Carrying Broker Agreement, fully executed - if applicable (accuracy/completeness requirements within the agreement, IIROC template)
- E2** - Audited IIROC Form 1, prepared not more than 90 days prior to the submission of the application by a Qualified Panel Auditor
- E3** - 5 years of financial projections (first year on a monthly basis) including all your underlying assumptions. Financial projections should start at the application date, cover the application period, and a ramping up period after admission to IIROC. Include calculation of regulatory capital, early warning excess and early warning reserve, and early warning tests level 1 and 2. Ensure to provide projections in excel format with all functioning formulas.
- E4** - Evidence of sufficient insurance coverage in line with the requirements of IIROC Rule 4400, Part C. Calculation of coverage is detailed under IIROC Form 1, Schedule 10. You must disclose the details of the Insurance on your Form 1 and your MFR. A commitment to bind with enough detail to support Schedule 10 disclosures is sufficient upon initial application, but the bond must be obtained prior to IIROC registration.
- E5** - Subordinated Loan Agreements, if applicable. You must use IIROC's standard template and include 3 original copies, proof of deposit and supporting information for provenance of the funds.
- E6** - Letter from applicant's Panel auditor indicating that the applicant maintains a proper system of books and records. Your auditors must use IIROC's applicable standard template and explain their procedures and note their results.
- E7** - Any existing SOC Reports or ISO Certifications for the firm
 - [If none] What standards does the firm benchmark its control procedures?
- E8** - A copy of the Business Continuity Plan, customized to your operations (complete and definitive.) For non-Introducing Brokers, a Business Continuity Plan comfort letter from an IIROC approved Third Party Reviewer may be necessary and will be determined during the review process) [customize to checklist]

- E9** - Outsourcing arrangements. Any outsourcing of core functions should be subject to an agreement following the recommendations of GN-2300-21-003. Also provide any available assurance reports (CSAE 3416 or SOC reports) covering services rendered as part of the outsourcing arrangement. Where no such reporting or certification of controls exist, please provide any documentation used to assess the outsourced service.
- E10** - Related party agreements. There should be agreements in place to support all related party transactions.
- E11** - Any shareholder or partnership agreements, where there are any
- E12** - Signed Custodial agreements, for every custodial relationship where applicable.
- E13** - Financial statements for the three years immediately preceding the application, if applicable
- E14** - In the case where your product line includes Digital Assets, ensure:
 - Your insurance policy covers digital assets,
 - Your custody solution is identified.
 - External custody: provide a signed custodial agreement with the entity rendering the custody service, a report on controls (SOC reports), proof of insurance covering assets custodied on your behalf, and audited financial statements. The entity should be a regulated entity, please identify their regulator.
 - Internal custody: provide a report on controls (SOC report)
 - Provide us with a list of all Liquidity providers
 - Provide a flow chart, from cradle to grave, including settlement and custody process, systems involved, counterparties involved and journal entries for the following transactions:
 - Client deposit (fiat)
 - Client withdrawal (fiat)
 - Buy trade
 - Sell trade
 - [For crypto firms] Diagrams outlining custody partitions. For each partition describe or provide:
 - The use case(s) for the partition
 - A summary of the governance rules applicable to the partition, including the nature of any whitelisting of receipts or deliveries
 - Whether the partition is connected to either
 - The internet, or
 - The firm's infrastructure

And what, if any, controls limit the movement of funds from the partition
 - We require substantial descriptions of the firm's control procedures designed to comply with IIROC's minimum requirements, or provide reference to, and copies of, detailed operating procedures where these requirements are addressed
 - [Where warm and hot wallets are used] Please describe, or reference policies and procedures that describe, how the firm determines what coins to move into cold, warm, and/or hot storage. Explain how the firm monitors for compliance with applicable limits and provide samples of reports or other system output that indicate the levels in cold, warm, and hot storage at a particular time.
 - [For crypto firms] Please provide detailed transaction walkthroughs from "cradle to grave" including all control points and touch points between different systems/counterparties for these services.
 - Explain the process for internal account ledger adjustments for crypto-asset rewards obtained if a client opts-in to stake their crypto-assets.
 - [For crypto firms] Explain the hardware infrastructure used in connection with the firm's wallet solutions? Who owns the hardware, and if it is a 3rd party, what terms govern its use?
 - [For crypto firms] Please provide a copy of the "snapshots" of the firm's customer and proprietary holdings, reconciled to wallet positions, and if necessary, a reconciliation between the systems.