

General Instructions

1. This form is to be used by a corporation or partnership seeking admission to membership in the Investment Industry Regulatory Organization of Canada.
2. Answers to the questions on this application are to be provided on a separate response sheet.
3. The response sheet, questionnaire, Certificate and Agreement and Statutory Declaration form the Application for Dealer Membership ("the Application"). The Application must be submitted in its entirety.
4. All questions must be answered: "Yes", "No" or "N/A".
5. Attachments pertaining to any question must be made exhibits to the application and must be so marked.
6. All signatures must be original.
7. For Question 18, Offences Under the Law, disclosure is not required for any offence for which a pardon has been granted under the Criminal Records Act (Canada) and such pardon has not been revoked. Under such circumstances, the appropriate response is "No". If there is any question as to the appropriate response to any question in the Application, a legal adviser should be consulted.
8. For eligibility, fees and other requirements for membership, refer to the application Guide and IIROC's Dealer Member Rules, in particular, Rules 1, 3, 5, 6, 7 and 28.

Answers to the questions on this application are to be provided on a separate response sheet.

_____ (the "applicant") hereby applies for membership in the Investment Industry Regulatory Organization of Canada ("the Organization") and provides the following information:

1.
 - (a) Legal name of applicant
 - (b) Name under which applicant will carry on business
 - (c) Former names of applicant (attach Articles of Amendment)
 - (d) Trades names to be used in conjunction with Legal name.

2.
 - (a) Head office address
 - (b) Head office telephone number
 - (c) Head office fax number
 - (d) Web site address
 - (e) Name, phone number and email address of UDP (CEO or equivalent)
 - (f) Name, phone number and email address of CFO
 - (g) Name phone number and email address of CCO

3. Office locations (for each location, provide address, e-mail address, telephone number and name of Supervisor)

4.
 - (a) Legal status of applicant (indicate whether corporation, partnership or other)
 - (b) Date of incorporation or formation
 - (c) Jurisdiction of incorporation or governing statute
 - (d) Attach articles or other documents evidencing formation

5. If applicant is a corporation,
- (a) Indicate full names of all directors.
 - (b) Indicate full names and titles of all Executives (see IIROC Rule 1)
 - (d) Indicate full names of all individuals whose application have or will be submitted via NRD, including dealing representatives, supervisors, directors and executives.
 - (e) Describe capitalization (classes of shares and other securities, number authorized, number issued and outstanding and their dollar value).
 - (f) Describe subordinated debt (amounts authorized or advanced, terms, holders) and attach Subordinated Loan Agreements.
 - (g) If the applicant's securities have been distributed to the public by prospectus or equivalent document, either in Canada or elsewhere, indicate all persons known to the applicant who, beneficially or of record, directly or indirectly, own 10% or more of any class of securities of the applicant.

Provide name of security holder, address, class of securities and percentage held.

- (h) If the applicant's securities have **not** been distributed to the public by prospectus or equivalent document, either in Canada or elsewhere, indicate all persons, firms or corporations having an interest either directly or indirectly in the applicant's capital whether by way of loan, guarantee, ownership of securities or otherwise.

Attach Investor Application Form for each Investor holding directly or indirectly 10% or more of the shares of the applicant firm.

Attach Investor Notification Form for each Investor holding less than 10% of the shares of the applicant firm.

6. If applicant is a partnership,
 - (a) Indicate type of partnership (general or limited).
 - (b) Indicate full names of all partners.
 - (c) Indicate full names and titles of all Executives (see IIROC Rule 1).
 - (d) Indicate full names of all individuals whose application have or will be submitted via NRD, including dealing representatives, partners. Executives and Supervisors.
 - (e) Describe partnership interest of each partner.

7.
 - (a) Provide particulars of persons or companies acting as guarantors in relation to the financial or other undertakings of the applicant.
 - (b) Provide particulars of persons or companies for which the applicant has undertaken to act as guarantor with respect to financial or other undertakings.

8. Provide the names of all associates and affiliates of the applicant and details of the nature of the business. Identify those that meet the definition of "related company" as set out in Rule 1. Attach a corporate organization chart.

9. Date applicant commenced business

10. (a) General description of the applicant's principal business
 - Retail
 - Discount
 - Institutional
 - Managed Accounts
 - Principal Trading
 - Other _____

- (b) Indicate the investment products applicant will trade or deal in
 - Securities
 - Options
 - Futures Contracts and Futures Contract Options
 - Mutual Funds
 - Bonds/Fixed Income
 - Other _____
 - (c) Provide name of UDP (CEO or equivalent) and one alternate, responsible for supervision of the activities of the firm (See IIROC Rule 38.5 – Ultimate Designated Person).
 - (d) Provide name of individual responsible for supervision of options.
 - (e) Provide name of individual responsible for supervision of futures contract/futures contracts options.
 - (f) Provide name(s) of individual(s) responsible for supervision of persons dealing with retail and/or institutional clients (see Rule 2900, Part I).
 - (g) Provide name of Chief Compliance Officer in accordance with Rule 38.
 - (h) Attach applicant's Procedures Manual.
 - (i) Attach applicant's five-year business plan.
 - (j) List the province(s) and/or territory(ies) in which the applicant wishes to trade.
 - (k) From which of IIROC's current Rules does the applicant require an exemption in order to conduct its current or intended activities? (If any, further filings and consultation may be required. Please consult with the General Counsel's office.).
11. If the applicant is, or intends to be, an Introducing Broker, attach copy of the Introducing/Carrying Broker Agreement.
12. (a) Number of applicant's full-time personnel, including partners, directors, officers (Executives) and supervisors.

- (b) Names of all individuals registered or licensed to trade, including trading Executives and dealing representatives, and categories of registration/approval
- 13.
- (a) Name and address of applicant's auditors
 - (b) Name of audit partner
 - (c) Name of applicant's Chief Financial Officer responsible for the preparation of financial reports
 - (d) Fiscal year end
 - (e) Attach audited Joint Regulatory Financial Questionnaire and Report (Form 1)
 - (f) Attach letter from auditors stating that the applicant maintains a proper system of books and records
 - (g) Attach internal control policy statements prepared in accordance with Rule 2600
 - (h) Provide name of carrier providing insurance coverage. Attach evidence of coverage provided, limits of liability and deductible amounts.
 - (i) Name and address of applicant's bankers
 - (j)
 - (i) A copy of the new member applicant's Business Continuity Plan
 - (ii) For non-Introducers, a Business Continuity Plan comfort letter from an approved Third Party Review
14. Prior or Other Registration/Licensing/Exemptions and Accounts for "Other" Residents
- (a) Is the applicant currently registered or licensed, or has it ever applied for registration or licensing – or exemptions from same - in any capacity under any legislation governing trading or advising in securities, futures contracts or futures contract options, in any province, territory, state or country?
- List all authorities with whom the applicant is registered, the dates of registration and state whether the registration is currently in effect.

List all jurisdictions, “other” than those shown above, on behalf of whose residents the applicant currently holds – or intends to hold – any accounts.

- (b) Has the applicant ever been a partner or shareholder of any company or partnership which is now or was previously registered or licensed in any capacity under any legislation governing trading or advising in securities, futures contracts or futures contract options in any province, territory, state or country?

Provide the name of the other company or partnership, all authorities with whom it was registered, the dates of registration and whether the registration is currently in effect.

- (c) Is the applicant currently registered or licensed or has it applied for registration or licensing to deal with the public in any capacity **other than** trading in securities, futures contracts or futures contract options in any province, territory, state or country?

State the name of the legislation, the nature of the registration or license and whether it is currently in effect.

15. Refusal, suspension, cancellation or disciplinary measure

- (a) Has the applicant ever been refused registration or licensing, or has its registration or license ever been suspended or cancelled under any legislation governing trading or advising in securities, futures contracts or futures contract options in any province, territory, state or country? If yes, provide full particulars.
- (b) Has the applicant ever been a partner or shareholder of a company or partnership which, during the time of the applicant's association with it, was refused registration or licensing or whose registration was suspended or cancelled under any legislation governing trading or advising in securities, futures contracts or futures contract options in any province, territory, state or country? If yes, provide full particulars.
- (c) Has the applicant ever been refused registration or licensing, or has its registration or license ever been suspended or cancelled under any legislation which requires registration or licensing to deal with the public in any capacity **other than** trading or advising in securities, futures contracts or futures contract options in any province, territory, state or country? If yes, provide full particulars.
- (d) Has the applicant ever been denied the benefit of any exemption from registration or licensing provided by any act or regulation governing trading

in securities, futures contracts or futures contract options in any province, territory, state or country? If yes, provide full particulars.

- (e) Has any prior or current registration or licensing to deal or trade in securities, futures contracts or futures contract options held by the applicant, or any company or partnership of which the applicant was at the time a partner or holder of more than 10 percent of the voting shares, ever been the subject of discipline undertaken by any authority in relation to trading or advising in securities, futures contracts or futures contract options? If yes, provide full particulars.

16. Self-regulatory organizations

- (a) Is the applicant, or any partnership or company of which the applicant is or was at the time a partner or holder of more than 10 percent of the voting shares, now or ever been a member of any stock exchange, commodities exchange, commodity futures exchange, association of investment dealers, investment bankers, brokers, broker-dealers, mutual fund dealers, commodity futures dealers, investment counsel, other professional association or any similar organization in any province, territory, state or country? If yes, or if an application with any of the above-named organizations is pending, provide full particulars.
- (b) Has the applicant or any partnership or company of which the applicant is or was at the time a partner or holder of more than 10 percent of the voting shares, ever been refused registration, licensing, approval for membership or any other approval by any authority described in 16(a)? If yes, provide full particulars.
- (c) Has the applicant or any partnership or company of which the applicant is or was at the time a partner or holder of more than 10 percent of the voting shares, ever been the subject of discipline undertaken by any authority as described in 16(a)? If yes, provide full particulars.

17. Offences under the law

- (a) Has the applicant ever been convicted of any offence relating to trading or advising in securities, futures contracts or futures contract options, the theft of securities or been a party to any proceedings taken on account of fraud arising out of any trade in or advice respecting securities under any law of any province, territory, state or country? If yes, provide full particulars.

- (b) Has the applicant ever been convicted under any law of any province, territory, state or country for contraventions or other criminal offences not noted in 17(a)? If yes, provide full particulars.
- (c) Is the applicant currently the subject of any charge or indictment under any law of any province, territory, state or country for contraventions, criminal offences or other conduct of the type described in 17(a) or (b)? If yes, provide full particulars.
- (d) Has any partnership or company of which the applicant is or was at the time a partner or shareholder of more than 10 percent of the voting shares, ever been convicted or is any such partnership or company currently the subject of a charge or indictment for contraventions, criminal offences or other conduct of the type described in 17(a) or (b) under any law of any province, territory, state or country? If yes, provide full particulars.

18. Civil proceedings

- (a) Has the applicant or has any partnership or company of which the applicant is or was at the time a partner or holder of more than 10 percent of the voting shares, ever been convicted of committing or otherwise found to have committed misrepresentation, fraud or similar conduct? If yes, provide full particulars.
- (b) Are there any civil proceedings against the applicant, or any partnership or company of which the applicant is or was at the time such proceedings were commenced a partner or holder of more than 10 percent of the voting shares now pending under any law of any province, territory, state or country? If yes, provide full particulars.

19. Bankruptcy

- (a) Has the applicant ever been declared bankrupt, made a voluntary assignment in bankruptcy, made a compromise or agreement with its creditors, gone out of business leaving debts outstanding, produced a declaration under the Quebec Voluntary Deposit of Salary Wages law, or has a receiver and manager ever assumed control of the applicant's assets?

If yes, has the applicant been discharged? Attach a copy of the discharge.

- (b) Has any partnership or company of which the applicant is now or has ever been a partner or holder of more than 10 percent of the voting shares ever

been declared bankrupt, made a voluntary assignment in bankruptcy, made a compromise or agreement with its creditors, gone out of business leaving debts outstanding, produced a declaration under the Quebec Voluntary Deposit of Salary Wages law, or has a receiver and manager ever assumed control of the applicant's assets? If yes, provide full particulars.

20. Judgement or Garnishment

Has any judgement or garnishment ever been rendered against the applicant or is any judgement or garnishment outstanding against the applicant in any civil court in any province, state, territory or country for damages or other relief in respect of fraud or for any reason whatsoever? If yes, provide full particulars.

21. Fidelity Bond

Has the applicant ever applied for a surety or fidelity bond and been refused? If yes, provide name and address of bonding company and the date and particulars of refusal.

CERTIFICATE AND AGREEMENT

The applicant hereby certifies that the foregoing statements are true and correct and hereby undertakes to notify IIROC, in writing, of any material changes herein as prescribed in the Rules.

The applicant acknowledges that it has received a copy of the Rules of IIROC (being the Dealer Member Rules and the Regulations, if any, of the District Council of the District in which the applicant has its principal office and of each District in which the applicant has a branch office).

The applicant agrees that it is conversant with the Rules and agrees that, if admitted to membership, will keep fully informed about them as they are from time to time amended or supplemented and will comply with them as so amended and supplemented.

The applicant agrees that, if in connection with the review or consideration of any application for Membership, a District Council or the Board of Directors is of the opinion that the nature of the applicant's business, its financial condition, the conduct of its business, the completeness of the application, the basis on which the application was made or any staff review in respect of the application in accordance with the Rules of IIROC has required, or can reasonably be expected to require, excessive attention, time and resources of IIROC, such District Council or the Board of Directors may require the applicant to reimburse IIROC for its costs and expenses which are reasonably attributable to such excessive attention, time and resources or provide an undertaking or security in respect of such reimbursement.

The applicant agrees to submit to the jurisdiction of IIROC and, wherever applicable, the Board of Directors, District Councils and committees.

The applicant agrees that so long as it remains a Dealer Member of IIROC, it will be and remain licensed or registered as an Investment Dealer or equivalent under the applicable law of the province(s) where the applicant carries on business.

DATED at _____ this _____ day of _____.

BY

(Print Name of Applicant)

(Print Name of Executive)

(Title)

(Signature)



STATUTORY DECLARATION

(by a senior officer of the applicant)

CITY OF _____, PROVINCE OF _____

IN THE MATTER OF THE APPLICATION OF

FOR MEMBERSHIP IN THE INVESTMENT INDUSTRY REGULATORY ORGANIZATION OF CANADA.

I, _____, of the _____ of _____

in the province of _____

SOLEMNLY DECLARE AND UNDERTAKE THAT:

1. I am _____ of the applicant named in the foregoing Application for Membership and thereby have the authority and knowledge to make the foregoing application.
2. I have read and understood the Application for Membership.
3. The statements contained in the application and the attachments thereto are true.

AND I make this solemn declaration conscientiously believing it to be true and knowing that it is the same force and effect as if made under oath and by virtue of the *Canada Evidence Act*.

(Signature of Executive)

DECLARED before me at _____ this _____ day of _____.

(A Commissioner for Oaths or Notary Public)