



Appendix A

Text of Amendments to Universal Market Integrity Rules, Dealer Member Rules and the plain language rewrite of the Dealer Member Rules

If the Amendments are implemented before the adoption of PLR, the Universal Market Integrity Rules are hereby amended as follows:

1. Section 1.1 is amended by:

a. adding the following definition of “identified order execution only client”:

“identified order execution only client” means a client using an order execution only service:

- (a) whose trading activity on marketplaces for which the Market Regulator is the regulation services provider exceeds a daily average of 500 orders per trading day in any calendar month,
- (b) that is not an individual and is registered as a dealer or adviser in accordance with applicable securities legislation, or
- (c) that is not an individual and is in the business of trading securities in a foreign jurisdiction in a manner analogous to a dealer or adviser.

b. adding the following definition of “Global Legal Entity Identifier System”:

“Global Legal Entity Identifier System” means the system for unique identification of parties to financial transactions developed by the Legal Entity Identifier System Regulatory Oversight Committee.

c. adding the following definition of “Legal Entity Identifier”:

“Legal Entity Identifier” means a unique identification code assigned to a person in accordance with standards set by the Global Legal Entity Identifier System.

d. adding the following definition of “Legal Entity Identifier System Regulatory Oversight Committee”:

“Legal Entity Identifier System Regulatory Oversight Committee” means the international working group established by the Finance Ministers and the Central Bank Governors of the Group of Twenty nations and the Financial Stability Board, under the Charter of the Regulatory Oversight Committee for the Global Legal Entity Identifier System dated November 5, 2012.

e. adding the following definition of “multiple client order”:



“multiple client order” means an order that includes orders from more than one client, but does not include a principal order or a non-client order.

2. Paragraph 6.2(1)(a) is amended by:

- a. deleting subparagraphs (iv), (v) and (vi)
- b. adding the following after subparagraph (iii):

“(iv) the client for or on behalf of whom the order is entered:

1. in the form of a Legal Entity Identifier for:

- A. orders entered using direct electronic access
- B. orders entered using a routing arrangement
- C. an identified order execution only client that is eligible to receive a Legal Entity Identifier under the standards set by the Global Legal Entity Identifier System
- D. orders originated from accounts that are supervised under Dealer Member Rule 2700

2. in the form of an account number for all other client orders not included under UMIR 6.2(1)(a)(iv)(1)

(v) the client of a foreign dealer equivalent for or on behalf of whom the order is entered under a routing arrangement, where such client order is automatically generated on a predetermined basis by that client, and in the form and manner acceptable to the Market Regulator; and”

3. Paragraph 6.2(1)(b) is amended by:

- a. deleting “or” at the end of subparagraph (xv)
- b. replacing the numbering of subparagraph (xvi) with “(xix)”
- c. adding the following after subparagraph (xv):

“(xvi) for the account of a client where the order is sent using direct electronic access, (xvii) for the account of a client where the order is sent under a routing arrangement, (xviii) for the account of an order execution only client,”

- d. deleting “or” at the end of subparagraph (xix)
- e. replacing the numbering of subparagraph (xvii) with “(xx)”



- f. deleting “.” at the end of subparagraph (xx)
 - g. adding “, or” at the end of subparagraph (xx)
 - h. adding the following after subparagraph (xx):
“(xxi) a multiple client order.”
4. Paragraph 6.2(6)(b) is amended by:
- a. replacing “(xvii)” with “(xxi)”
5. Adding the following paragraph (c) after Paragraph 6.2(1)(b):
- “(c) Where a designation is required under 6.2(1)(b)(xx) or (xxi), the Participant does not need to include a client identifier on the order under 6.2(1)(a)(iv).”
6. Paragraph 7.13(6)(a) is amended by:
- a. deleting “or a routing arrangement”
 - b. deleting “,” after “the name of the client”
 - c. adding “that is not eligible to obtain a Legal Entity Identifier under the standards set by the Global Legal Entity Identifier System” after “name of the client”
 - d. deleting “investment dealer or foreign dealer equivalent”.
7. Section 10.15(1) is amended by:
- a. replacing “;” at the end of paragraph (a) with “.”
 - b. deleting paragraphs (b) and (c).



The Dealer Member Rules are hereby amended as follows:

1. Section 1.5 of Rule 2800C is amended by:

- a. replacing “counterparty” with “person”
- b. deleting the following:

“If the Global Legal Entity Identifier System is unavailable to a reporting counterparty when a reporting obligation under this Rule arises, a substitute legal identifier must be used as identified by the Corporation.”

2. Row 14 in subsection 2.4(c) of Rule 2800C is amended by:

- a. replacing “assigned to” with “of”
- b. replacing “institutional client/customer, where available. Optional field” with “Institutional Customer.”

3. Row 15 in subsection 2.4(c) of Rule 2800C is amended by:

- a. replacing “Identifier assigned by a reporting Dealer Member to uniquely identify the client/customer where the counterparty is ‘Client’ and no Customer LEI is available. Optional field” with “The account number of the Retail Customer.”

4. Rule 2800C is amended by:

- a. adding the following paragraph after section 2.5:

“2.6 LEI renewal

The reporting Dealer Member must ensure that the registration status of its LEI has not lapsed.”



5. Rule 3200 is amended by:

- a. adding the following paragraphs after “In this Rule “automated order system” has the same meaning as defined in National Instrument 23-103 *Electronic Trading and Direct Electronic Access to Marketplaces.*”:

“In this Rule, a “bundled order” has the same meaning as set out in the Universal Market Integrity Rules.”

“In this Rule, a “Legal Entity Identifier” means a unique identification code assigned to a person in accordance with standards set by the *Global Legal Entity Identifier System.*”

“In this Rule, “Global Legal Entity Identifier System” has the same meaning as set out in the Universal Market Integrity Rules.”

“In this Rule, “Legal Entity Identifier System Regulatory Oversight Committee” has the same meaning as set out in the Universal Market Integrity Rules.”

“In this Rule, “multiple client order” has the same meaning as set out in the Universal Market Integrity Rules.”

“In this Rule, “Participant” has the same meaning as set out in the Universal Market Integrity Rules.”

6. Rule A.5(a) of 3200 is amended by:

- a. adding “order-execution only service” before “client that trades”
- b. replacing “(a)” with “(i)”
- c. replacing “(b)” with “(ii)”
- d. replacing “(c)” with “(iii)”

7. Rule A.5(b) of 3200 is amended by:

- a. replacing “(b)” with “(c)”

8. Rule A.5(c) of 3200 is amended by:

- a. replacing “(c)” with “(e)”

9. Rule A.5 of 3200 is amended by:



- a. adding the following paragraph after (a):

“(b) The client identifier required in Rule A.5(a) must be in the form of:

- (i) a Legal Entity Identifier for a client that is eligible to receive a Legal Entity Identifier under the standards set by the Global Legal Entity Identifier System
- (ii) an account number for all other client orders not included under Rule A.5(b)(i).”

10. Rule A.5(c) of 3200 is amended by:

- a. adding “If an account number is used as the client identifier under Rule A.5(b)(ii),” before “The Dealer Member must provide”
- b. replacing “The” with “the”
- c. replacing “each client identifier assigned pursuant to Rule A.5(a)” with “the account number”.

11. Rule A.5 of 3200 is amended by:

- a. adding the following paragraph after paragraph A.5(c):

“(d) For an order-execution only service client that is not referred to under Rule A.5(a)(i)-(iii), the Dealer Member must use an account number as the client identifier.”

12. Rule A.5(e) of 3200 is amended by:

- a. replacing “must be assigned pursuant to Rule A.5(a) contain the client identifier assigned to that client” with “contains:”
- b. adding the following paragraphs after “contains:”

“(i) the Legal Entity Identifier of the Dealer Member if it is a non-executing Dealer Member that is not a Participant,

and

(ii) a designation to indicate the order is for an order-execution only account.”

13. Rule A.5 of 3200 is amended by:

- a. Adding the following paragraph after paragraph A.5(e):



“(f) The Dealer Member must ensure that each order entered on a Marketplace for which the Corporation is the regulation services provider contains either:

(i) the client identifier required under Rule A.5(b) or Rule A.5(d),

or

(ii) a designation to indicate the order is a bundled order or a multiple client order.”

14. Rule B.6(a) of 3200 is amended by:

- a. replacing “(a)” with “(i)”
- b. replacing “(b)” with “(ii)”
- c. replacing “(c)” with “(iii)”

15. Rule B.6(b) of 3200 is amended by:

- a. replacing “(b)” with “(c)”

16. Rule B.6(c) of 3200 is amended by:

- a. replacing “(c)” with “(e)”

17. Rule B.6 of 3200 is amended by:

- a. adding the following paragraph after (a):

“(b) The client identifier required in Rule B.6(a) must be in the form of:

(i) a Legal Entity Identifier for a client that is eligible to receive a Legal Entity Identifier under the standards set by the Global Legal Entity Identifier System,

or

(ii) an account number for all other client orders not included under Rule B.6(b)(i).”

18. Rule B.6(c) of 3200 is amended by:



- a. adding “If an account number is used as the client identifier under Rule B.6(b)(ii),” before “The Dealer Member must provide”
- b. replacing “The” with “the”
- c. replacing “each client identifier assigned pursuant to Rule B.6(a)” with “the account number”.

19. Rule B.6 of 3200 is amended by:

- a. adding the following paragraph after paragraph B.6(c):

“(d) For an order-execution only service client that is not referred to under Rule B.6(a)(i)-(iii), the Dealer Member must use an account number as the client identifier..”

20. Rule B.6(e) of 3200 is amended by:

- a. replacing “by or on behalf of a client for whom a client identifier must be assigned pursuant to Rule B.6(a) contain the client identifier assigned to that client.” with “contains:”
- b. adding the following paragraphs after “contains:”

“(i) the Legal Entity Identifier of the Dealer Member if it is a non-executing Dealer Member that is not a Participant,

and

(ii) a designation to indicate the order is for an order-execution only account.”

21. Rule B.6 of 3200 is amended by:

- a. Adding the following paragraph (f) after paragraph B.6(e):

“(f) The Dealer Member must ensure that each order entered on a Marketplace for which the Corporation is the regulation services provider contains either:

(i) the client identifier required under Rule B.6(b) or Rule B.6(d),

or

(ii) a designation to indicate the order is a bundled order or a multiple client order.”



22. Adding the following after Rule 3500:

“RULE 3600 Identifying clients of a Non-Executing Dealer Member

(1) Definitions

For purpose of Rule 3600, the terms below have the following meaning:

“Bundled order” has the same meaning as set out in the Universal Market Integrity Rules.

“Global Legal Entity Identifier System” has the same meaning as set out in the Universal Market Integrity Rules.

“Legal Entity Identifier” means a unique identification code assigned to a person in accordance with standards set by the Global Legal Entity Identifier System.

“Legal Entity Identifier System Regulatory Oversight Committee” has the same meaning as set out in the Universal Market Integrity Rules.

“Listed security” has the same meaning as set out in the Universal Market Integrity Rules.

“Multiple client order” has the same meaning as set out in the Universal Market Integrity Rules.

“Participant” has the same meaning as set out in the Universal Market Integrity Rules.

(2) Where a non-executing Dealer Member is not acting for an order-execution only service account and sends an order in a listed security to an executing Dealer Member for execution on a Marketplace for which the Corporation is the regulation services provider, the non-executing Dealer Member must include:

(a) an identifier for the client for or on behalf of whom the order is entered, in the form of:

(i) a Legal Entity Identifier for an order for an account that is supervised under Rule 2700

(ii) an account number for all other client orders not included under 3600(2)(a)(i)

(b) the Legal Entity Identifier of the non-executing Dealer Member that is not a Participant.

(3) Where a non-executing Dealer Member is not acting for an order-execution only service account and groups together orders in a listed security from more than one client or account type for execution on a Marketplace for which the Corporation is the regulation services provider:



(a) 3600(2)(a) does not apply,

and

(b) the non-executing Dealer Member must provide to the executing Dealer Member that the client order is part of:

(i) a bundled order, or

(ii) a multiple client order.

(4) A non-executing Dealer Member that is not acting for an order-execution only service account and is not a Participant must ensure that the registration status of its Legal Entity Identifier has not lapsed.”



The PLR sections are hereby amended as follows:

1. Rule 1201(2) is amended by:

- a. adding the following definition of “bundled order”:

“Has the same meaning as set out in the Universal Market Integrity Rules.”

- b. adding the following definition of “Global Legal Entity Identifier System”:

“Has the same meaning as set out in the Universal Market Integrity Rules.”

- c. adding the following definition of “Legal Entity Identifier”:

“A unique identification code assigned to a person in accordance with standards set by the *Global Legal Entity Identifier System*.”

- d. adding the following definition of “Legal Entity Identifier System Regulatory Oversight Committee”:

“Has the same meaning as set out in the Universal Market Integrity Rules.”

- e. adding the following definition of “listed security”:

“Has the same meaning as set out in the Universal Market Integrity Rules.”

- f. adding the following definition of “multiple client order”:

“Has the same meaning as set out in the Universal Market Integrity Rules.”

- g. adding the following definition of “Participant”:

“Has the same meaning as set out in the Universal Market Integrity Rules.”

2. Rule 3119(1) is amended by:

- a. deleting paragraph (v)

- b. replacing “(vi)” with “(v)”

- c. replacing “(vii)” with “(vi)”



d. replacing “(viii)” with “(vii)”.

3. Adding the following Rule 3140:

“Part D: Client Identifiers

3140. Identifying clients of a Non-Executing *Dealer Member*

(1) Where a non-executing *Dealer Member* is not acting for an *order execution only account* and sends an order in a *listed security* to an executing *Dealer Member* for execution on a *Marketplace* for which *IIROC* is the regulation services provider, the non-executing *Dealer Member* must include:

(a) an identifier for the client for or on behalf of whom the order is entered, in the form of:

(i) a *Legal Entity Identifier* for an order for an account supervised under Part D of Rule 3900

(ii) an account number for all other client orders not included under 3140(1)(a)(i).

(b) the *Legal Entity Identifier* of the non-executing *Dealer Member* that is not a *Participant*.

(2) Where a non-executing *Dealer Member* is not acting for an *order execution only account* and groups together orders from more than one client or account type for execution on a *Marketplace* for which *IIROC* is the regulation services provider:

(a) 3140(1)(a) does not apply,
and

(b) the non-executing *Dealer Member* must provide to the executing *Dealer Member* that the order is part of:

(i) a *bundled order*,

or

(ii) a *multiple client order*.

(3) The non-executing *Dealer Member* that is not acting for an *order execution only account* and is not a *Participant* must ensure that the registration status of its *Legal Entity Identifier* has not lapsed.”



4. Rule 3241 is amended as follows:

- a. changing the numbering of subsection (5) to (6)
- b. changing the numbering of subsection (6) to (8)
- c. adding a new paragraph (5) after subsection (4):

“(5) The client identifier required in 3241(4) must be in the form of:

(i) a *Legal Entity Identifier* for clients eligible to receive a *Legal Entity Identifier* under the standards set by the *Global Legal Entity Identifier System*

or

(ii) an account number for all other client orders not included under 3241(5)(i).”

5. Replacing subsection (6) of Rule 3241 with:

“(6) If an account number is used as the client identifier under 3241(5)(ii), the *Dealer Member* must provide the account number and the name of the corresponding client to *IIROC*.”

6. Adding a new subsection (7) after subsection (6) of Rule 3241 as follows:

“(7) For clients using an *order execution only account* that are not referred to under 3241(4), the *Dealer Member* must use an account number as the client identifier.”

7. Replacing subsection (8) of Rule 3241 with:

“(8) The *Dealer Member* must ensure that each order in a *listed security* entered on a *Marketplace* for which *IIROC* is the regulation services provider contains:

(i) the *Legal Entity Identifier* of the *Dealer Member* if it is a non-executing *Dealer Member* that is not a *Participant*,

and

(ii) a designation to indicate the order is for an *order execution only account*.”

8. Adding the following subsections (9) and (10) after subsection 3241(8):



“(9) The *Dealer Member* must ensure that each order in a *listed security* entered on a *Marketplace* for which *IIROC* is the regulation services provider contains either:

(i) the client identifier required under 3241(5) or 3241(7),

or

(ii) a designation to indicate the order is a *bundled order* or a *multiple client order*.

(10) The non-executing *Dealer Member* that is not a *Participant* must ensure that the registration status of its *Legal Entity Identifier* has not lapsed.”

9. Subsection 7202(1) is amended by:

- a. deleting the definition of “Global Legal Entity Identifier System” in paragraph (iv)
- b. replacing the numbering of paragraph (v) with (iv)
- c. replacing the number of paragraph (vi) with (v)
- d. deleting the definition of “Legal Entity Identifier” in paragraph (vii)
- e. deleting the definition of “Legal Entity Identifier System Regulatory Oversight Committee” in paragraph (viii)
- f. replacing the numbering of paragraph (ix) with (vi)
- g. replacing the numbering of paragraph (x) with (vii)
- h. replacing the numbering of paragraph (xi) with (viii)
- i. replacing the numbering of paragraph (xii) with (ix)

10. Row 14 of subsection 7203(6) is amended by:

- a. replacing “*LEI*” with “*Legal Entity Identifier*”
- b. replacing “assigned to” with “of”
- c. replacing “.” with “, where available. Optional field”

11. Row 15 of subsection 7203(6) is amended by:



- a. replacing “Identifier assigned by a reporting *Dealer Member* to uniquely identify the client where the counterparty is ‘client’ and no client *LEI* is available. Optional field” with “The account number of the *retail client*.”

12. Adding the following subsection (7) after subsection 7203(6):

“(7) The reporting *Dealer Member* must ensure that the registration status of its *Legal Entity Identifier* has not lapsed.”



If the Amendments are implemented after the adoption of PLR, the Universal Market Integrity Rules are hereby amended as follows:

1. Section 1.1 is amended by:

a. adding the following definition of “identified order execution only client”:

“identified order execution only client” means a client using an order execution only service:

- (a) whose trading activity on marketplaces for which the Market Regulator is the regulation services provider exceeds a daily average of 500 orders per trading day in any calendar month,
- (b) that is not an individual and is registered as a dealer or adviser in accordance with applicable securities legislation, or
- (c) that is not an individual and is in the business of trading securities in a foreign jurisdiction in a manner analogous to a dealer or adviser.

b. adding the following definition of “Global Legal Entity Identifier System”:

“Global Legal Entity Identifier System” means the system for unique identification of parties to financial transactions developed by the Legal Entity Identifier System Regulatory Oversight Committee.

c. adding the following definition of “Legal Entity Identifier”:

“Legal Entity Identifier” means a unique identification code assigned to a person in accordance with standards set by the Global Legal Entity Identifier System.

d. adding the following definition of “Legal Entity Identifier System Regulatory Oversight Committee”:

“Legal Entity Identifier System Regulatory Oversight Committee” means the international working group established by the Finance Ministers and the Central Bank Governors of the Group of Twenty nations and the Financial Stability Board, under the Charter of the Regulatory Oversight Committee for the Global Legal Entity Identifier System dated November 5, 2012.

e. adding the following definition of “multiple client order”:

“multiple client order” means an order that includes orders from more than one client, but does not include a principal order or a non-client order.

2. Paragraph 6.2(1)(a) is amended by:



- a. deleting subparagraphs (iv), (v) and (vi)
- b. adding the following after subparagraph (iii):
 - “(iv) the client for or on behalf of whom the order is entered:
 1. in the form of a Legal Entity Identifier for:
 - A. orders entered using direct electronic access
 - B. orders entered using a routing arrangement
 - C. an identified order execution only client that is eligible to receive a Legal Entity Identifier under the standards set by the Global Legal Entity Identifier System
 - D. orders originated from accounts that are supervised under Part D of IROC Rule 3900 *Supervision of Institutional Client Accounts*
 2. in the form of an account number for all other client orders not included under UMIR 6.2(1)(a)(iv)(1)

(v) the client of a foreign dealer equivalent for or on behalf of whom the order is entered under a routing arrangement, where such client order is automatically generated on a predetermined basis by that client, and in the form and manner acceptable to the Market Regulator; and”

3. Paragraph 6.2(1)(b) is amended by:
 - a. deleting “or” at the end of subparagraph (xv)
 - b. replacing the numbering of subparagraph (xvi) with “(xix)”
 - c. adding the following after subparagraph (xv):

“(xvi) for the account of a client where the order is sent using direct electronic access, (xvii) for the account of a client where the order is sent under a routing arrangement, (xviii) for the account of an order execution only client,”
 - d. deleting “or” at the end of subparagraph (xix)
 - e. replacing the numbering of subparagraph (xvii) with “(xx)”
 - f. deleting “.” at the end of subparagraph (xx)
 - g. adding “, or” at the end of subparagraph (xx)



h. adding the following after subparagraph (xx):

“(xxi) a multiple client order.”

4. Paragraph 6.2(6)(b) is amended by:

a. replacing “(xvii)” with “(xxi)”

5. Adding the following paragraph (c) after Paragraph 6.2(1)(b):

“(c) Where a designation is required under 6.2(1)(b)(xx) or (xxi), the Participant does not need to include a client identifier on the order under 6.2(1)(a)(iv).”

6. Paragraph 7.13(6)(a) is amended by:

a. deleting “or a routing arrangement”

b. deleting “,” after “the name of the client”

c. adding “that is not eligible to obtain a Legal Entity Identifier under the standards set by the Global Legal Entity Identifier System” after “name of the client”

d. deleting “investment dealer or foreign dealer equivalent”.

7. Section 10.15(1) is amended by:

a. replacing “;” at the end of paragraph (a) with “.”

b. deleting paragraphs (b) and (c).