Memorandum of Understanding Regarding Oversight of the Mutual Fund Dealers Association of Canada Among:

British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority
Manitoba Securities Commission
Ontario Securities Commission
Nova Scotia Securities Commission
New Brunswick Securities Commission
Government of Prince Edward Island, Superintendent of Securities

(each a **Recognizing Regulator** or **RR**, collectively the **Recognizing Regulators** or **RRs**)

To promote effective and efficient oversight of the Mutual Fund Dealers Association of Canada (**MFDA**), the Recognizing Regulators agree as follows:

1. Underlying principles

a. Recognition

Each of the RRs recognizes the MFDA as a self-regulatory organization or body under applicable legislation.

b. Oversight program

To ensure effective oversight of the MFDA's activities, the RRs to this Memorandum of Understanding (**MOU**) have developed an oversight program (the **Oversight Program**) that includes:

i. communicating with the MFDA, as set out in section 4.

ii. reviewing and approving new and amended Rules (defined in section 2) of the MFDA, in accordance with the Joint Rule Review Protocol as set out in Appendix "A" (the **Protocol**).

iii. reviewing the MFDA's activities as set out in section 6.

The purpose of the Oversight Program is to ensure that the MFDA meets its public interest mandate, specifically, by complying with the terms and conditions of recognition and applicable securities legislation.

2. Definitions

"Principal Regulator" or "PR" means the RR designated as such from time to time by consensus of the RRs.

"Rules" means the by-laws, rules, regulations, policies, forms and other similar instruments of the MFDA, and a "Rule" means any one of these.

"Rule Change" means a new Rule, or an amendment, a revocation or a suspension of an existing Rule.

3. General provisions

a. Oversight Committee

An oversight committee (the **Oversight Committee**) has been established to act as a forum to discuss issues, concerns and proposals related to the oversight of the MFDA.

The Oversight Committee includes representatives from each of the RRs.

The Oversight Committee provides an annual written report to the Canadian Securities Administrators (the **CSA**) Chairs that will include a summary of all oversight activities carried out during the previous period.

b. Status meetings

The PR will organize quarterly conference calls and annual in-person meetings:

i. of the Oversight Committee to discuss matters relating to the oversight of the MFDA and other matters that are of interest to the RRs and the MFDA, and

ii. between the Oversight Committee and MFDA staff.

The PR will record minutes of these meetings and calls.

4. Communication with the MFDA

RRs will strive to communicate with the MFDA through the PR.

5. Review and approval or non-objection to MFDA Rules

The RRs have entered into a Protocol to establish uniform procedures relating to the review and approval of or non-objection to Rule Changes proposed by the MFDA.

6. Oversight reviews

The RRs will carry out reviews of MFDA offices when necessary for the purposes of assessing compliance with the terms and conditions of recognition.

The RRs agree to carry out coordinated reviews using a national assessment tool and the coordinated oversight review process described in Schedule 1.

Those RRs who participate in an oversight review (Reviewing Regulators) will follow the steps and target completion dates outlined in the work plan established in the oversight review process, including fact checking and other communications with the MFDA.

7. Disagreement between Recognizing Regulators

The process for approval of Rule Changes, including resolving disagreements about Rule Changes, is set out in the Protocol.

All other disagreements that cannot be resolved through discussions among staff of the RRs will be resolved as follows:

i. Within 10 business days of becoming aware of the disagreement, staff of the PR will use their best efforts to arrange for senior staff of the RRs to discuss the issues and attempt to reach a consensus.

ii. If, after discussions, senior staff of the RRs are unable to reach a consensus, staff of the PR will, as soon as practicable, elevate the disagreement to the CSA's Policy Coordination Committee for policy matters, the Executive Directors' Committee for operational matters, or such other process as agreed to by staff of the RRs.

8. Protocol

The Protocol does not form part of this MOU, and may be amended by written agreement of staff of the RRs from time to time.

9. Amendments to and withdrawal from this MOU

The RRs may amend this MOU from time to time. The duly authorized representative of each RR must approve any amendment to this MOU and such amendment must be in writing.

An RR may withdraw from this MOU with at least 90 days written notice to each other RR.

10. Effective date

This MOU comes into effect on October 2, 2013.

British Columbia Securities Commission

Per: "Paul C. Bourque"

Title: Executive Director

Alberta Securities Commission

Per: "William S. Rice"

Title: Chair and Chief Executive Officer

Financial and Consumer Affairs Authority

Per: "David Wild"

Title: Chair

Manitoba Securities Commission

Per: "Don Murray"

Title: Chair

Ontario Securities Commission

Per: "Howard I. Wetston"

Title: Chair

New Brunswick Securities Commission

Per: "David G. Barry"

Title: Chair and Chief Executive Officer

Nova Scotia Securities Commission

Per: "Sarah P. Bradley"

Title: Chair

Government of Prince Edward Island
Superintendent of Securities

Per: "Katharine Tummon"

Title: Superintendent of Securities

Schedule 1

Coordinated Oversight Review

The RRs will carry out oversight reviews of MFDA offices for the purposes of assessing compliance with the terms and conditions of recognition. Each function will be subject to an oversight review; however, the scope of the review conducted for a function determined to have a high risk will be subject to a more frequent and in-depth review; while the scope of review conducted on a low risk function will be limited. All functional areas will be subject to some form of review at least once every three years. Low risk areas may be subject to short form or desk reviews while higher risk areas will receive more in-depth reviews that may include an on-site review.

When the RRs carry out a coordinated review, they will adhere to the following:

1. The PR will arrange a conference call with the other RRs to determine the timing of a coordinated review of the MFDA offices. An RR may choose to participate in the review of the MFDA offices or may choose to rely on another RR for the review of an MFDA office. When an RR chooses not to review the MFDA office in its jurisdiction, the other RRs may conduct a review of that MFDA office.

2. The Reviewing Regulators agree to coordinate their reviews of MFDA offices by conducting their reviews at the same time and evaluating MFDA offices using a uniform review program and uniform performance benchmarks.

3. The Principal Regulator will develop a review program in consultation with the Reviewing Regulators.

4. For each MFDA office, the Reviewing Regulators will designate a Responsible Regulator for the review of that office. The Responsible Regulator will:
   - ensure the review is appropriately staffed,
   - draft the review report for that office taking into account the findings and comments of the Reviewing Regulators, and
   - report to the Reviewing Regulators on the status and results of the review of that office.

5. The PR or Responsible Regulator will arrange periodic conference calls with the other Reviewing Regulators during the review to discuss findings and to ensure consistency of recommendations.

6. The Reviewing Regulators will establish and agree on a work plan for the review that sets the target completion date for each step, including the review of draft reports, confirmation of factual accuracy, and the issuance of the final report and follow-up plans.

7. The Reviewing Regulators will write a uniform consolidated report by using:
- the same format,
- the same structure, and
- a common set of criteria to rate the significance and urgency of deficiencies.

8. When each Reviewing Regulator has obtained the necessary internal approvals, the PR will provide the final consolidated report, with the MFDA's response and follow-up plan for each MFDA office and the MFDA.

Appendix A

Joint Rule Review Protocol for the MFDA

1. Definitions

"Approved Person" has the same meaning as that under the Rules, as amended from time to time.

"Board" has the same meaning as that under the Rules, as amended from time to time.

"Member" has the same meaning as that under the Rules, as amended from time to time.

2. Scope and purpose

The RRs have entered into this Protocol to establish uniform procedures relating to their review and approval of, or non-objection to, Rule Changes proposed by the MFDA.

3. Classifying Rule Changes

(a) **Classification.** The MFDA will classify each proposed Rule Change as "housekeeping" or "public comment".

(b) **Housekeeping Rule Changes.** A "housekeeping" Rule Change is a proposed Rule Change that has no material impact on investors, issuers, registrants, other market participants, the MFDA, the MFDA Investor Protection Corporation or the Canadian capital markets and that:

(i) corrects spelling, punctuation, typographical or grammatical mistakes or inaccurate cross-referencing,

(ii) makes stylistic or formatting changes to headings or paragraph numbers,

(iii) makes other necessary changes of an editorial nature (such as standardization of terminology),

(iv) establishes or changes a due, fee or other charge imposed by the MFDA under a Rule or fee model that the RRs have previously approved or non-objected to,

(v) changes the routine internal processes, practices, or administration of the MFDA, or

(vi) is reasonably necessary to conform the Rules to applicable securities legislation, statutory or legal requirements, accounting or auditing standards, or to other Rules (including those that the RRs have approved or non-objected to, but which the MFDA has not yet made effective).

(c) **Public comment Rule Changes.** A "public comment" Rule Change is any proposed Rule Change that is not a housekeeping Rule Change.

(d) **RRs disagreement with classification.** If staff of an RR thinks the MFDA incorrectly classified a proposed Rule Change as housekeeping, the following applies:

(i) Within 5 business days of the date of the MFDA's filing under section 4, staff of the RR who disagree with the classification will advise staff of the other RRs, in writing, that they disagree and provide their reasons for disagreement.

(ii) Within 3 business days of receiving or sending a notice of disagreement, staff of the PR will discuss the classification with staff of the other RRs.

(iii) If disagreement with the classification still exists after any such discussion, staff of the PR will notify the MFDA of the disagreement, in writing, with a copy to staff of the other RRs within 8 business days of the date of the MFDA's filing. If the MFDA does not receive any such notice of disagreement within 8 business days of the date of the MFDA's filing, the MFDA will assume that staff of the RRs agree with the classification.

(iv) If staff of the PR sends a notice of disagreement to the MFDA under paragraph 3(d)(iii), the MFDA will reclassify the proposed Rule Change as a public comment Rule Change, or withdraw the proposed Rule Change in accordance with section 14.

4. Required Filings

(a) **Filings for housekeeping Rule Changes.** The MFDA will file the following information with staff of the RRs for each housekeeping Rule Change:

(i) a cover letter that indicates the classification of the Rule Change and the applicable provisions in subsection 3(b),

(ii) the text of the proposed Rule Change and, where applicable, a blacklined version of the Rule showing the changes, and

(iii) a notice for publication including:

(A) a brief description of the Rule Change,

(B) the reasons for the housekeeping classification,

(C) the date that the Board approved the Rule Change, the Board resolution, and a statement that the Board has determined that the proposed Rule Change is in the public interest,

(D) the anticipated effective date of the Rule Change,

(E) a statement as to whether the proposed Rule Change involves a Rule that the MFDA, its Members or Approved Persons must comply with in order to be exempted from a securities legislation requirement,

(F) confirmation that the MFDA followed its established internal governance practices in approving the proposed Rule Change and considered the need for consequential amendments, and

(G) a statement as to whether the proposed Rule Change conflicts with applicable laws or the terms and conditions of an RR's recognition order.

(b) **Filings for public comment Rule Changes.** The MFDA will file the following information with staff of the RRs for each public comment Rule Change:

(i) a cover letter that indicates the classification of the Rule Change, how the MFDA has taken the public interest into account when developing the Rule Change and why the Rule Change is in the public interest,

(ii) the text of the proposed Rule Change, and, where applicable, a blacklined version of the Rule showing the changes, and

(iii) a notice for publication including:

(A) a concise statement, together with supporting analysis, of the nature, purpose and effect (including any regional-specific effect) of the proposed Rule Change,

(B) the possible effects of the proposed Rule Change on investors, issuers, registrants, other market participants, the MFDA, the MFDA Investor Protection Corporation and the Canadian capital markets,

(C) a description of the Rule Change and the Rule-making process, including a description of the context in which the MFDA developed the proposed Rule Change, the process followed, the issues considered, the consultation process undertaken, alternative approaches considered, and the reasons for rejecting those alternatives,

(D) where the proposed Rule Change requires issuers, registrants, other market participants, the MFDA or the MFDA Investor Protection Corporation to make technological systems changes, a description of the implications of the proposed Rule Change and, where possible, a discussion of material implementation issues and plans,

(E) where relevant, a reference to other jurisdictions including an indication as to whether another regulator in Canada, the United States or another jurisdiction has comparable requirements or is contemplating making comparable requirements and, if applicable, a comparison of the proposed Rule Change to the requirements of the other jurisdiction(s),

(F) the anticipated effective date of the proposed Rule Change,

(G) the items in subparagraphs 4(a)(iii)(C),(E),(F) and (G), and

(H) a request for public comment together with details on how to submit comments within the comment period deadline, and a statement that the MFDA will make available to the public all comments received during the comment period, and where to access those comments.

5. Review criteria

Without limiting the discretion of the RRs, the RRs agree that the following are factors that staff of the RRs should consider in reviewing the MFDA Rule Change proposals:

(a) whether the MFDA followed the requirements of this Protocol and has provided sufficient analysis of the nature, purpose and effect of a proposed Rule Change, and

(b) whether the proposed Rule Change is in the public interest.

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6. Review and approval process for housekeeping Rule Changes

(a) **Confirming receipt.** Upon receipt of the materials filed under subsection 4(a), staff of the PR will, as soon as possible, send confirmation of receipt of the proposed housekeeping Rule Change to the MFDA, with a copy to staff of the other RRs.

(b) **Approval.** Except where a notice of disagreement has been sent to the MFDA in accordance with paragraph 3(d)(iii), the proposed Rule Change will be deemed to be approved or non-objected to on the ninth business day following the date of the MFDA's filing under section 4.

7. Review process for public comment Rule Changes

(a) **Confirming receipt.** Upon receipt of the materials filed under subsection 4(b), staff of the PR will, as soon as possible, send confirmation of receipt of the proposed public comment Rule Change to the MFDA, with a copy to staff of the other RRs.

(b) **Publication.** As soon as practicable, staff of the PR will:

(i) coordinate a publication date with the MFDA, and

(ii) publish the materials referred to in paragraphs 4(b)(ii) and (iii) for a 30-day comment period or other period agreed upon by staff of the RRs and the MFDA, commencing on the date the proposed public comment Rule Change appears in the bulletin or on the website of the PR.

(c) **Publishing public comments.** Within 3 business days of the end of the subsection 7(b) comment period, the MFDA will publish any public comments on its website, if it has not done so already.

(d) **RR review.** Within 8 business days (or such longer period as requested by staff of an RR and agreed to by the PR) of the end of the subsection 7(b) comment period, staff of the RRs (other than the PR) will provide any significant comments, in writing, to staff of the other RRs.

(e) **RRs have no comments.** If staff of the PR does not receive or have any comments within the period provided for under subsection 7(d), staff of the RRs will be deemed to not have any comments and the following applies:

(i) If the MFDA has received public comments, the MFDA will prepare a summary of and responses to those public comments, and send it to staff of the RRs within any timelines established by staff of the RRs. Upon receipt of the MFDA's summary of and responses to public comments, the RRs will follow the processes applicable to the review of MFDA responses set out in paragraphs 7(f)(v) through (ix).

(ii) If the MFDA has not received any public comments, staff of the RRs will proceed immediately to the approval or non-objection process in section 9.

(f) **RRs have comments.** If staff of the PR receives or has comments within the period provided for under subsection 7(d), staff of the RRs and the MFDA will use best efforts to adhere to the following process:

(i) within 5 business days of the end of the period provided for under subsection 7(d), staff of the PR will prepare and deliver to staff of the other RRs a draft comment letter that incorporates their own significant comments and the comments raised by staff of the other RRs,

(ii) within 5 business days of receipt of the draft comment letter under paragraph 7(f)(i), staff of the RRs will provide any significant comments on the draft comment letter, in writing, to staff of the other RRs. If staff of the PR does not receive any such comments within the 5 business day period, staff of the other RRs will be deemed not to have any comments,

(iii) within 3 business days of staff of the other RRs' response (or deemed response) under paragraph 7(f)(ii), staff of the PR will consolidate all comments received and send the comment letter to the MFDA, with a copy to staff of the other RRs,

(iv) the MFDA will respond, in writing, to the comment letter sent by staff of the PR, with a copy to staff of the other RRs, within any

timelines set out in the RRs' comment letter. The MFDA will include in its response a summary of public comments received and responses to those public comments,

(v) within 5 business days of the MFDA's response, staff of the RRs (other than the PR) will provide any significant comments, in writing, to staff of the other RRs. If staff of the PR does not receive or have any such comments within the 5 business day period, staff of the RRs will:

(A) be deemed to not have any comments, and

(B) proceed immediately to the approval or non-objection process in section 9,

(vi) staff of the RRs and the MFDA will follow paragraphs 7(f)(i) to (v) when staff of the RRs comment on MFDA responses to their comment letters,

(vii) staff of the PR will attempt to resolve any issues that staff of the RRs have raised on a timely basis and will consult with staff of the other RRs or MFDA, as needed,

(viii) if staff of the RRs disagree about the substantive content of the comment letter in paragraph 7(f)(i) or whether to recommend approval of or non-objection to the Rule Change, staff of the PR will invoke subsection 13(a), and

(ix) if the MFDA fails to respond to comments of staff of the RRs within 120 days (or such other time as agreed to by staff of the RRs) of receipt of the most recent comment letter from staff of the RRs, staff of the RRs may require the MFDA to withdraw the Rule Change in accordance with section 14.

8. Revising and republishing public comment Rule Changes

(a) **Revising Rule Change.** If, subsequent to its publication for comment, the MFDA revises a public comment Rule Change in a manner that changes the proposed Rule Change's substance or effect in a material way, staff of the PR will publish the revised Rule Change for an additional 30-day comment period, or other period agreed upon by staff of the RRs and the MFDA.

(b) **Published documents.** If a public comment Rule Change is republished under subsection 8(a), the request for comments will include a blacklined version showing the changes to the original published version, the date of

Board approval (if different from the original published version), the MFDA's summary of comments received and responses for the previous request for comments, together with an explanation of the revisions to the proposed Rule Change and the supporting rationale for the revisions.

(c) **Applicable provisions.** Any public comment Rule Change republished under subsection 8(a) will be subject to all provisions in this Protocol applicable to public comment Rule Changes, except where otherwise provided for in this Protocol.

9. Approval process for public comment Rule Changes

(a) **PR prepares document and seeks approval.** Staff of the PR will use their best efforts to prepare documents for and seek approval of or non-objection to the proposed Rule Change by the PR within 20 business days of the end of the review process set out in section 7.

(b) **PR circulates documents.** After the PR makes a decision about a proposed Rule Change, staff of the PR will promptly circulate to staff of the other RRs the documentation, including any conditions.

(c) **Other RRs seek approval.** Staff of the other RRs will use their best efforts to seek the necessary approval or non-objection within 20 business days of receipt of the documentation from staff of the PR.

(d) **Other RRs communicate decision to PR.** Staff of each RR will inform staff of the PR in writing of the decision about the proposed Rule Change, including any conditions, as soon as possible following the decision.

(e) **PR communicates decision to MFDA.** Staff of the PR will promptly communicate to the MFDA, in writing, the decision about the proposed Rule Change, including any conditions, upon receipt of notification of the other RRs' decisions.

10. Effective date of Rule Changes

(a) **Public comment Rule Change.** Public comment Rule Changes (other than Rule Changes implemented under section 12 (Immediate Implementation)) will be effective on the later of:

(i) the date the PR publishes the notice of approval or non-objection in accordance with subsection 11(a), and

(ii) the date designated by the MFDA under subparagraph 4(b)(iii)(F).

(b) **Housekeeping Rule Change.** Housekeeping Rule Changes will be effective on the later of:

(i) the date of deemed approval or non-objection in accordance with subsection 6(b), and

(ii) the date designated by the MFDA under subparagraph 4(a)(iii)(D).

(c) **Failing to make a Rule Change effective within one year.** The MFDA will advise staff of the RRs in writing if it has not made a Rule Change effective within one year of receiving approval or non-objection from the RRs, and will include the following information:

(i) the reasons it has not made the Rule Change effective,

(ii) whether the MFDA intends to make the Rule Change effective, and if so when, and

(iii) the impact on the public interest of not making the Rule Change effective.

11. Publishing notice of approval

(a) **Public comment Rule Change.** For any public comment Rule Change, staff of the PR will prepare a notice of approval of or non-objection and publish the notice, together with:

(i) the MFDA's summary of comments received and responses, if applicable, and

(ii) if changes were made to the version published for public comment, a blacklined version of the revised Rule Change.

(b) **Housekeeping Rule Change.** For any housekeeping Rule Change, staff of the PR will prepare a notice of approval or non-objection and publish the notice, together with the materials referred to in paragraphs 4(a)(ii) and (iii).

12. Immediate implementation

(a) **Criteria for immediate implementation.** If the MFDA reasonably thinks there is an urgent need to implement a proposed public comment Rule Change because of a substantial risk of material harm to investors, issuers, registrants, other market participants, the MFDA, the MFDA Investor Protection Corporation, or the Canadian capital markets, the MFDA may make the proposed public comment Rule Change effective immediately

upon approval by the Board, subject to subsection 12(d), and provided that:

(i) the MFDA provides staff of each RR with written notice of its intention to rely upon this procedure at least 10 business days before the Board considers the proposed public comment Rule Change for approval, and

(ii) the MFDA's written notice includes:

(A) the date on which the MFDA intends the proposed public comment Rule Change to be effective, and

(B) an analysis in support of the need for immediate implementation of the proposed public comment Rule Change.

(b) **Notice of disagreement.** If staff of an RR does not agree that immediate implementation is necessary, the following applies:

(i) Staff of that RR will, within 5 business days after the MFDA provides notice under subsection 12(a), advise staff of the other RRs in writing that they disagree and provide the reasons for their disagreement.

(ii) Staff of the PR will promptly notify the MFDA of the disagreement in writing.

(iii) Staff of the MFDA and staff of the RRs will discuss and attempt to resolve the concerns raised by staff of the RRs on a timely basis, but if the concerns are not resolved to the satisfaction of staff of all RRs, the MFDA cannot immediately implement the proposed public comment Rule Change.

(c) **No notice of disagreement.** Where there is no notice of disagreement under and within the timelines set out in paragraph 12(b)(i), or where concerns have been resolved under paragraph 12(b)(iii), staff of the PR will immediately provide written notice to the MFDA, with a copy to staff of the other RRs, that upon Board approval it may immediately implement the proposed public comment Rule Change.

(d) **Effective date.** Proposed public comment Rule Changes that the MFDA immediately implements in accordance with section 12 will be effective on the later of:

(i) the date of the notice provided to the MFDA under subsection 12(c),

(ii) the date the Board approves the Rule Change, and

(iii) the date designated by the MFDA in its written notice to staff of the RRs.

(e) **Subsequent review of Rule.** A public comment Rule Change that is implemented immediately will subsequently be published, reviewed, and approved or non-objected to in accordance with this Protocol.

(f) **Subsequent disapproval of Rule.** If the RRs subsequently object to or do not approve a public comment Rule Change that the MFDA immediately implemented, the MFDA will promptly repeal the public comment Rule Change and inform its Members of the RRs' decision.

13. Disagreements

(a) **RRs disagree.** If staff of the RRs cannot resolve a disagreement about a matter arising out of or relating to this Protocol through discussions, the following applies:

(i) Within 10 business days of becoming aware of the disagreement, staff of the PR will use their best efforts to arrange for senior staff of the RRs to discuss the issues and attempt to reach a consensus.

(ii) If, after discussions, senior staff of the RRs are unable to reach a consensus, staff of the PR will, as soon as practicable, elevate the disagreement to the CSA's Policy Coordination Committee or such other process as agreed to by staff of the RRs.

(b) **RRs and MFDA disagree.** If staff of the RRs and staff of the MFDA cannot resolve a disagreement about a matter arising out of or relating to this Protocol through discussions, the following applies:

(i) Staff of the PR will prepare and provide to the MFDA, in writing, the reasons for the position of staff of the RRs.

(ii) Staff of the MFDA and staff of the RRs will discuss the reasons, and if they still cannot agree, staff of the PR will, as soon as practicable, elevate the disagreement to the CSA's Policy Coordination Committee or such other process as agreed to by staff of the RRs.

(c) **Disagreement about immediate implementation**. If the disagreement referred to in subsections 13(a) or (b) involves an immediate implementation matter under section 12, staff of the RRs and staff of the MFDA, as applicable, will use their best efforts to resolve the disagreement as soon as possible using the processes set out in subsections 13(a) and (b).

14. Withdrawing Rule Changes

(a) **Filing notice of withdrawal.** If, under paragraphs 3(d)(iv), 7(f)(ix) or otherwise, the MFDA withdraws a Rule Change that the RRs have not yet approved or non-objected to, the MFDA will file with staff of the RRs a written notice indicating that it will be withdrawing the Rule Change.

(b) **Contents of notice of withdrawal.** Except where the MFDA is withdrawing a Rule Change under paragraph 3(d)(iv), the written notice in subsection 14(a) must contain:

(i) the purpose of the current Rule,

(ii) the reason the MFDA submitted the proposed Rule Change,

(iii) the dates that the Board and Members, if applicable, approved the proposed Rule Change,

(iv) the reasons the MFDA is withdrawing the proposed Rule Change, and

(v) the impact of withdrawing the proposed Rule Change on the public interest.

(c) **Publishing notice of withdrawal.** Where the Rule Change being withdrawn had previously been published for comment under subsection 7(b):

(i) the MFDA will publish a notice on its website indicating that it will be withdrawing the proposed Rule Change, which includes a brief history of and the reasons for withdrawing this Rule Change, and

(ii) staff of the PR will prepare and publish a notice, which refers to the MFDA's notice in paragraph 14(c)(i).

15. Revoking or rescinding Rule Change approvals

(a) **Filing notice.** If the MFDA decides not to make effective a proposed Rule Change that the RRs have approved or non-objected to, the MFDA will file with staff of the RRs a written notice indicating that it will not be making the Rule Change effective, which contains the following:

(i) the purpose of the current Rule,

(ii) the reason the MFDA submitted the proposed Rule Change,

(iii) the dates that the Board, the RRs and Members, if applicable, approved or non-objected to the proposed Rule Change,

(iv) the reasons the MFDA is not making the proposed Rule Change effective, and

(v) the impact on the public interest of not making the proposed Rule Change effective.

(b) **Revoking approvals.** Staff of the RRs and staff of the MFDA will follow the steps in subsection 7(f) and sections 9 and 13, as needed and as applicable, when revoking or rescinding their approvals of or non-objections to the MFDA's proposed Rule Change.

(c) **Publishing notice.** After the RRs have revoked or rescinded their approvals or non-objections under subsection 15(b):

(i) the MFDA will publish a notice on its website indicating that it will not be making the proposed Rule Change effective, which includes a brief history of and the reasons for not making this Rule Change effective, and

(ii) staff of the PR will prepare and publish a notice of revocation or rescission of the approval or non-objection to the proposed Rule Change, which refers to the MFDA's notice in paragraph 15(c)(i).

16. Reviewing and amending Protocol

The MFDA and staff of the RRs will, once every three years, conduct a joint review of the operation of this Protocol in order to identify issues that have arisen since the last review relating to:

(a) the effectiveness of this Protocol,

(b) the continuing appropriateness of the timelines and other requirements set out in this Protocol, and

(c) any necessary or desirable amendments to this Protocol to address identified issues.

17. Waiving or varying Protocol

(a) **MFDA request.** The MFDA may file a written request with staff of the RRs to waive or vary any part of this Protocol and, in such a case, the following applies:

(i) Within 5 business days of receipt of the MFDA's request, staff of an RR who objects to the granting of the waiver or variation will notify staff of the other RRs, of their objection, together with their reasons for the objection. If staff of the PR does not receive or send any notice of objection, staff of the RRs are deemed to not object to the waiver or variation.

(ii) Staff of the PR will provide to the MFDA on or before the sixth business day following receipt of the MFDA's request either:

(A) written notice that staff of an RR objects to granting the waiver or variation, or

(B) written notice that staff of the RRs have granted the waiver or variation.

(b) **RR request.** Staff of the RRs may waive or vary any part of this Protocol if staff of all of the RRs agree in writing to such waiver or variation.

(c) **General.** A waiver or variation may be specific or general and may be made for a time or for all time as mutually agreed by staff of the RRs.

18. Publishing materials

If staff of the PR publishes any materials under this Protocol, staff of the other RRs may also publish the same materials, and in such a case, staff of the PR will coordinate the publication date with staff of the other RRs.

19. Using singular and plural

Throughout this Protocol, defined terms which appear in the singular also include the plural and vice versa.