

**IN THE MATTER OF THE SECURITIES ACT  
(R.S.N.L. 1990, C. S-13, AS AMENDED (THE ACT))**

**-and-**

**Re Exemption from the client reporting requirements for certain institutional clients and  
overflow accounts of registered advisers**

**(CSA Coordinated Blanket Order 31-935)**

**OFFICE OF THE SUPERINTENDENT OF SECURITIES**

**SUPERINTENDENT ORDER 2026-139**

**(under section 142.1 of Part XXIII of the Securities Act)**

**WHEREAS** under section 142.1 of Part XXIII of the *Securities Act* (the Act) of Newfoundland and Labrador, if the Superintendent considers that it would not be prejudicial to the public interest to do so, the Superintendent may, on application by an interested person or company or on his own initiative, make an order exempting a person, security, trade, distribution or transaction from all or any requirements of Newfoundland and Labrador securities laws on such terms or conditions as may be set out in the order.

**DEFINITIONS**

1. Terms defined in the *Securities Act* (the Act), National Instrument 14-101 *Definitions*, National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (NI 31-103), and National Instrument 45-106 *Prospectus Exemptions* (NI 45-106) have the same meanings in this Order, unless otherwise defined in this Order or the context otherwise requires.
2. In this Order:  
“**Retail Client Reporting Requirements**” means the requirements in sections 14.2, 14.2.1, 14.14.1, 14.14.2, 14.17, 14.17.1 and 14.18 of NI 31-103;  
  
“**Institutional Client**” means a non-individual permitted client that receives **Institutional Client Reporting** regarding its accounts and whose directing minds have sufficient knowledge and experience to (a) understand the investments, material risks, costs and fees relating to its accounts, (b) make and monitor informed investment decisions for its accounts, and (c) meaningfully negotiate terms of service and account reporting;  
  
“**Institutional Client Reporting**” means ongoing reporting that is substantially similar to what is required under the Retail Client Reporting Requirements but tailored to the needs

of a non-individual permitted client that meets the criteria in (a), (b) and (c) of the definition of “Institutional Client” and which, for greater clarity, may exclude reporting related to the embedded costs of publicly traded investment funds;

“**Institutional Accredited Investor**” means a non-individual investor that falls within the definition of “accredited investor” in section 1.1 of NI 45-106 excluding paragraphs (e), (e.1), (j), (j.1), (k) and (l) and that would be an Institutional Client except that it is not a “permitted client” because it does not meet the financial threshold in paragraph (q) of the definition of permitted client in section 1.1 of NI 31-103; and

“**Overflow Account**” means an account opened for one or more non-individual related entities that an Institutional Client controls but which are not themselves “permitted clients” because they do not meet the financial threshold in paragraph (q) of the definition of permitted client in section 1.1 of NI 31-103.

## BACKGROUND

3. Pursuant to the Retail Client Reporting Requirements, a registered adviser is required to provide its clients with certain account reporting information including relationship disclosure information, account statements, cost and compensation reports, and performance reports.
4. The Retail Client Reporting Requirements provide an exemption or are inapplicable in respect of a “permitted client” that is not an individual.
5. The policy basis for the statutory exemptions referred to in paragraph 4 is that a permitted client that is not an individual is considered to be an institutional investor that is financially sophisticated, including by having the ability to meaningfully negotiate terms of service with a registered adviser, and therefore able to decide what account reporting it requires. Requiring a registered adviser to provide a non-individual permitted client with reports consistent with the Retail Client Reporting Requirements, in addition to reporting agreed upon with that client, would impose significant additional costs and other resource strain on the registered adviser with no corresponding benefit to the client.
6. Similarly, requiring a registered adviser to comply with the Retail Client Reporting Requirements in respect of an Institutional Accredited Investor, or Overflow Account holder, would be inconsistent with the policy intent set out in paragraph 5.

## IT IS ORDERED THAT

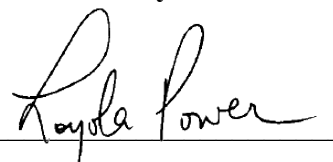
7. The Superintendent, considering that to do so would not be prejudicial to the public interest, orders under section 142.1 of the Act that a registered adviser is exempt from the Retail Client Reporting Requirements in relation to each of its Overflow Accounts and accounts for Institutional Accredited Investors, provided that,
  - a. the Overflow Account holder or Institutional Accredited Investor:
    - i. receives Institutional Client Reporting;

- ii. is informed that it will not receive the account reporting prescribed by the Retail Client Reporting Requirements that it would have been entitled to but for this Order; and
  - iii. receives an explanation of the content of the Institutional Client Reporting that is being provided by the registered adviser as compared to that which is prescribed in the Retail Client Reporting Requirements,
- b. the information and explanation referred to in clauses (a)(ii) and (iii) above is provided:
- i. in the case of a new Overflow Account holder or new Institutional Accredited Investor, at the time when the new Overflow Account holder or new Institutional Accredited Investor first opens an account, and
  - ii. in the case of an existing Overflow Account holder or existing Institutional Accredited Investor, in a timely manner and no later than three months after the date on which the registered adviser first relies on this Order, and
- c. prior to relying on this Order, the registered adviser sends a one-time notification to its principal regulator at the email address in Annex A stating that it intends to rely on this Order.

#### **EFFECTIVE DATE AND TERM**

8. This Order comes into effect on **June 25, 2026** and expires on the date on which regulatory or legislative amendments come into force that address substantially the same subject matter as this Order.

DATED at the City of St. John's, Newfoundland and Labrador, this **24<sup>th</sup> day of June 2026**.



Loyola Power  
Superintendent of Securities

## ANNEX A

### Principal Regulator contact information

**British-Columbia:** [registration@bcsc.bc.ca](mailto:registration@bcsc.bc.ca)

**Alberta:** [registration@asc.ca](mailto:registration@asc.ca)

**Saskatchewan:** [registrationfcaa@gov.sk.ca](mailto:registrationfcaa@gov.sk.ca)

**Manitoba:** [registrationmsc@gov.mb.ca](mailto:registrationmsc@gov.mb.ca)

**Ontario:** [registration@osc.ca](mailto:registration@osc.ca)

**Québec:** [inscription@lautorite.qc.ca](mailto:inscription@lautorite.qc.ca)

**New Brunswick:** [registration-inscription@fcnb.ca](mailto:registration-inscription@fcnb.ca)

**Prince Edward Island:** [ccis@gov.pe.ca](mailto:ccis@gov.pe.ca)

**Nova Scotia:** [NRS@novascotia.ca](mailto:NRS@novascotia.ca)

**Newfoundland and Labrador:** [SecuritiesExemptions@gov.nl.ca](mailto:SecuritiesExemptions@gov.nl.ca)

**Northwest Territories:** [SecuritiesRegistry@gov.nt.ca](mailto:SecuritiesRegistry@gov.nt.ca)

**Yukon:** [Securities@yukon.ca](mailto:Securities@yukon.ca)