

RULE A-1A MEMBERSHIP IN THE CORPORATION

Section A-1A01 – Eligibility for Membership

- (a) In order to apply for membership, an applicant must be:
 - i) a member or approved participant in good standing with an exchange recognized in a Canadian province; or
 - ii) a bank or an authorized foreign bank to which the *Bank Act* (Canada), as amended from time to time, applies.
- (b) A Clearing member that intends to clear Stock Options or Share Futures through the facilities of the Corporation, must be a full member participant in good standing with The Canadian Depository for Securities Limited.
- (c) A Clearing Member that intends to clear bond Options and/or bond Futures through the facilities of the Corporation, must be a full member participant in good standing with The Canadian Depository for Securities Limited.
- (d) A Clearing Member that intends to clear physically settled OTC DI transactions, must ensure that it and/or its client is in good standing and remains as such at all times with the appropriate Market Centres and/or Delivery Agents. Furthermore, and where appropriate, the Clearing Member and/or its client need to ensure access to a transportation system for the physical transport of the Underlying Interest to the appropriate Market Centres and/or Delivery Agents.
- (e) A Clearing Member that intends to clear Futures Contracts on Carbon Dioxide Equivalent (CO₂e) Units with physical settlement must ensure that at all times it and/or its client is and remains in good standing with the Registry as this term is defined in Section A-102 of the Rules.

The Corporation may in its sole discretion waive the requirements set forth in clauses (b), (c), (d) or (e) if the Clearing Member enters into an agency agreement with another Clearing Member, which agency agreement shall be in form and substance satisfactory to the Corporation, pursuant to which such other Clearing Member agrees to act as the first Clearing Member's agent for the purpose of fulfilling such Clearing Member's obligations to the Corporation under the Corporation's Rules and the Application for Membership.

Amended 04/03, 02/06, 05/08

Section A-1A02 Standards of Membership

Every applicant to become an Ordinary Clearing Member or an Associated Clearing Member must meet such standards as may be adopted from time to time by the Board, including the following:

- (a) the applicant must meet the respective initial Ordinary Clearing Member or Associate Clearing Member capital requirements then in effect;
- (b) the applicant must be engaged, or propose to engage, in the clearance of Options or Futures which are the subject of Exchange Transactions or in the clearance of OTC DI transactions through the facilities of the Corporation;
- (c) the applicant shall demonstrate to the Corporation that it maintains adequate operations facilities and staff and has sufficient and competent personnel for the expeditious and orderly transactions of business with the Corporation and other Clearing Members, and to meet the requirements of the Corporation's Rules; and

- (d) the applicant has deposited with the Corporation its initial deposit with the Clearing Fund in the amount and at the time required by the Rules and has signed and delivered to the Corporation an agreement in such form as the Board shall require.

Amended 02/06

Section A-1A03 Admission Procedure

Applications for membership shall be in such form and contain such information as the Board shall from time to time prescribe. Officers of the Corporation shall review applications for membership and shall recommend approval or disapproval thereof to the Board. The Corporation may but is not obligated to examine the books and records of any applicant, and take such evidence as it may deem necessary or employ such other means as it may deem desirable or appropriate to ascertain relevant facts bearing upon the applicant's qualifications. If the officers of the Corporation propose to recommend to the Board that an application for membership be disapproved, it shall first notify the applicant of its proposed recommendation and the grounds therefore, and shall afford the applicant an opportunity to be heard and to present evidence on its own behalf.

If the applicant fails to request a hearing or if, after a hearing, officers of the Corporation still propose to recommend disapproval, officers of the Corporation shall make their recommendation to the Board in writing, accompanied by a statement of the grounds therefore, and a copy thereof shall be furnished to the applicant on request.

The Board shall independently review any recommendation by officers of the Corporation, and if the applicant so requests, afford the applicant further opportunity to be heard and to present evidence. If the Board disapproves the application, written notice of its decision, accompanied by a statement of the grounds thereof, shall be provided to the applicant.

An applicant shall have the right to present such evidence as it may deem relevant to its application.

Nothing contained herein shall be construed as derogating or attempting to derogate from the right of any applicant whose application has been disapproved to avail itself of any right of appeal which is provided to such applicant by applicable law.

Section A-1A04 Non-Conforming Member

- (1) A Clearing Member who is or may become insolvent or unable to meet its obligations shall immediately notify the Corporation and all Related Clearing Members of its situation by telephone. Such notice shall be confirmed by the Clearing Member by notice in writing to the Corporation and all Related Clearing Members, sent by facsimile transmission within the next business day.
- (2) A Clearing Member who, in the judgement of the Corporation or pursuant to notification to the Corporation under subsection (1), is or may be insolvent or unable to meet its obligations, becomes a Non-Conforming Member.
- (3) Without limiting the application of this Rule, any one of the following events, whether actual or anticipated by the Corporation, constitutes a reasonable ground for the Corporation to determine in its judgement that a Clearing Member is a Non-Conforming Member:
 - (a) breach of any term, eligibility, qualification, standard or condition of the Application for Membership;
 - (b) breach of a rule of an Exchange, The Canadian Depository for Securities Limited, or of any other recognized, designated or foreign investment exchange or clearing agency;

- (c) refusal of an application for membership, breach of the terms of membership or contractual agreement, or suspension, termination or expulsion from membership of an Exchange, CDS Clearing and Depository Services Inc., Market Centres and/or Delivery Agents, the Registry, transportation systems or any other recognized, designated or foreign investment exchange or clearing agency of which the Clearing Member is a member;
 - (d) refusal of a licence, breach of the terms of its licence or withdrawal or suspension of such licence by a regulatory agency;
 - (e) contemplated, threatened or actual action by a regulatory agency, a court of justice or administrative authority against or in respect of the Clearing Member under any provision or process of law or regulation;
 - (f) default in a payment, deposit or delivery required or payable under the Application for Membership or these Rules;
 - (g) an order, arrangement, proposal, distress or execution is presented, made or approved in any jurisdiction to or by a court of competent jurisdiction relating to the bankruptcy, insolvency, winding up of the Clearing Member or the appointment of an administrator, receiver manager, trustee, or person with similar power in connection with the Clearing Member;
 - (h) the determination on reasonable grounds by the Corporation that the Clearing Member is in such financial or operating condition that its continuation as a Clearing Member would jeopardize the interests of the Corporation or other Clearing Members; or
 - (i) such other event as the Board or, if time does not permit action by the Board, the Corporation in its discretion reasonably determines to constitute reasonable grounds for such determination.
- (4) If a Clearing Member is late in making all payments at Settlement Time, the Corporation may, in its sole discretion, elect to deem that Clearing Member a Non-Conforming Member. If that Clearing Member has not yet made all payments one hour after Settlement Time, the Corporation shall deem that Clearing Member a Non-Conforming Member, if it has not yet been deemed to be such, and the Board may suspend that Non-Conforming Member. The Board may impose such fines, penalties or other sanctions as it deems fit in respect of a Non-Conforming Member who is late in making payment.
- (5) Except where the Corporation has been notified under subsection (1), the Corporation shall, in writing or by telephone, notify a Clearing Member that it has become a Non-Conforming Member.

Amended 02/06

Section A-1A05 Suspension

- (1) The Board may suspend a Non-Conforming Member and any Related Clearing Member, taking into consideration whether the suspension may protect the integrity of the market.
- (2) Upon such suspension, the Corporation shall cease to act for the suspended Non-Conforming Member or the suspended Related Clearing Member.
- (3) The suspension may be total or may be for any function with respect to a particular security or class of securities, with respect to a particular transaction or class of transactions, or with respect to securities or transactions generally. Any suspension may be limited to a particular location or office of the Non-Conforming Member or Related Clearing Member or a particular branch of the Corporation.

- (4) The Board may lift the suspension of the Non-Conforming Member or Related Clearing Member if the Corporation in its sole discretion determines that the Non-Conforming Member or Related Clearing Member has corrected the situation which caused the Corporation to suspend the Non-Conforming Member and any Related Clearing Members in such a manner that it is unlikely to occur again.
- (5) A suspended Non-Conforming Member and any suspended Related Clearing Member shall remain liable to the Corporation for all obligations, costs and expenses, including all margin, including calls whether occurring before or after suspension, and other requirements, arising out of or in connection with such Non-Conforming Member's or Related Clearing Member's positions, and shall cooperate fully with the Corporation in respect of all matters arising out of or relating to the settling of or dealing with such positions.

Section A-1A06 Notice of Suspension to Clearing Members

Upon the suspension of a Non-Conforming Member and the suspension of any Related Clearing Members, the Corporation shall notify the Board, all Clearing Members, the Exchanges, and the suspended Non-Conforming Member's and suspended Related Clearing Member's applicable self-regulatory organization or regulatory agency, the regulatory agency of the Corporation and such other persons and organizations as the Corporation may consider appropriate. Such notice shall state, in general terms, how pending Exchange Transactions, Open Positions, tendered Exercise Notices or Tender Notices, Exercised Positions, Assigned Positions, and other pending matters will be affected, what steps are to be taken in connection therewith, and the right of the suspended Non-Conforming Member and suspended Related Clearing Member to appeal the suspension before the Board.

Section A-1A07 Appeal of Suspension

A Non-Conforming Member or Related Clearing Member suspended pursuant to Section A-1A05 shall receive from the Corporation a written statement of the grounds for its suspension, and shall have the right to appeal its suspension within ten business days from the effective date of the suspension.

Where a suspended Non-Conforming Member or suspended Related Clearing Member appeals its suspension, the Board shall give the appellant the opportunity to be heard as promptly as possible, and in no event more than 14 days after the filing of the notice of appeal.

The appellant shall be notified of the time, place and date of the hearing not less than three business days in advance of such date. At the hearing, the appellant shall be afforded an opportunity to be heard and to present evidence on its own behalf and may, if it so desires, be represented by counsel. As promptly as possible after the hearing the Board shall, by the vote of a majority of its members, affirm or reverse the suspension, and then instruct the Secretary of the Corporation to notify the appellant in writing of the decision. If the decision shall have been to affirm the suspension, the appellant shall be given a written statement of the grounds thereof.

The filing of an appeal of a suspension shall not impair the validity or stay the effect of the suspension appealed from. The reversal of a suspension shall not invalidate any acts of the Corporation taken prior to such reversal pursuant to such suspension and the rights of any person which may arise out of any such acts shall not be affected by the reversal of such suspension.

Nothing contained herein shall be construed as derogating or attempting to derogate from the right of any Clearing Member the suspension of which has been affirmed by the Board to avail itself of any right of appeal which is provided to such Clearing Member by applicable law.

Amended 02/06

Section A-1A08 Termination

- (1) The Board shall, at its next meeting following the calendar month in which the Non-Conforming Member or Related Clearing Member is suspended, or if an appeal is heard pursuant to Section A-1A07, following the calendar month in which the Board has affirmed the decision to suspend, lift the suspension or terminate the membership in the Corporation of a suspended Non-Conforming Member or Related Clearing Member.
- (2) A Non-Conforming Member or Related Clearing Member shall be given the opportunity to be heard by the Board before its membership is terminated.
- (3) Fifteen business days before the meeting of the Board at which the termination of a suspended Non-Conforming Member or suspended Related Clearing Member is to be considered, the Corporation shall give to the suspended Non-Conforming Member or suspended Related Clearing Member notice in writing of the meeting and a summary of the reasons for the proposed termination.
- (4) A committee of the Board shall not exercise the powers of the Board under this Rule, and the Board and the suspended Non-Conforming Member or suspended Related Clearing Member may mutually agree on a variation of such notification and meeting date.
- (5) The suspended Non-Conforming Member or suspended Related Clearing Member shall cease to be a Clearing Member as of the date and hour specified in the written decision of the Board.
- (6) The Corporation shall notify the regulatory bodies which have jurisdiction over the Corporation when a meeting of the Board is called to authorize the termination of the membership of a suspended Non-Conforming Member or a suspended Related Clearing Member.

Section A-1A09 Voluntary Withdrawal

- (1) A Clearing Member which shall include a Non-Conforming Member (whether or not suspended) may at any time notify the Corporation in writing of its withdrawal as a Clearing Member and shall cease to be a Clearing Member thirty days following said notification.
- (2) The Corporation shall promptly notify other Clearing Members that it has received notice of the Clearing Member's withdrawal from membership in the Corporation and the effective withdrawal date.

Section A-1A10 Survival of Obligations

- (1) The liabilities and obligations of a Clearing Member to the Corporation and to other Clearing Members, and of the Corporation and other Clearing Members to the Clearing Member, arising from its membership shall survive the suspension, termination or withdrawal of the Clearing Member's membership as though the former Clearing Member were still a Clearing Member.
- (2) Nothing contained herein shall be construed as derogating or attempting to derogate from the right of any suspended or terminated Non-Conforming Member to avail itself of any right of appeal which is provided by applicable law.

Section A-1A11 Reinstatement

- (1) A Clearing Member which has withdrawn as a Clearing Member or had its membership terminated may at any time be considered for reinstatement by the Board provided that the Clearing Member, if it is then eligible for membership, re-applies to become a Clearing Member, pays any entrance or reinstatement fee determined by the Board, meets the standards and qualifications for membership, demonstrates to the satisfaction of the Board that it has discharged all of its liabilities and

indebtedness to the Corporation and the other Clearing Members, and the application for membership is accepted by the Board.

- (2) The Board may, in its sole discretion and on terms and conditions determined by the Board, approve or reject the new application for membership from a terminated or withdrawn Clearing Member. A committee of the Board shall not exercise the powers of the Board under this Rule.

New Rule 6/99