

**SCHEDULE "A"**

\_\_\_\_\_, 20 \_\_\_\_\_

**MUTUAL FUND DEALERS ASSOCIATION OF CANADA / ASSOCIATION CANADIENNE DES COURTIERS DE FONDS MUTUELS ("MFDA")**

**AGREEMENT**

BETWEEN:

\_\_\_\_\_ ("Member")

AND: \_\_\_\_\_ ("Approved Person")

AND: \_\_\_\_\_ ("Payee")

RE: **Agreement made pursuant to MFDA Rule 2.4.1 (Payment of Commissions to Unregistered Corporation)**

The undersigned Member, Approved Person and Payee, in accordance with the terms and conditions set out in MFDA Rule 2.4.1 that allow for payment of commissions to unregistered corporations, each hereby agree by and between themselves and with and for the benefit of the MFDA and any securities commission having jurisdiction over any of the foregoing parties as follows:

1. The Member and Approved Person shall comply with applicable MFDA By-laws and Rules and securities legislation and remain liable to third parties, including clients, irrespective of whether any remuneration, gratuity, benefit or any other consideration is paid to the Payee and no such payment shall, in and of itself, in any way limit or affect the duties, obligations or liability of the Member or the Approved Person under MFDA Rules and applicable securities legislation;
2. The Member shall engage in appropriate supervision with respect to the conduct of the Approved Person and the Payee to ensure such compliance as referred to in paragraph 1;
3. The Approved Person and Payee shall make available during normal business hours to the MFDA, the Member or any securities commission in Canada having jurisdiction over the Member, their authorized officers, employees and agents, free access to, and copies thereof, all books of account, bank accounts, correspondence and records of every description of, or maintained by or on behalf of, either of them;
4. A request made in accordance with paragraph 3 shall be for the purpose of determining compliance by the Member and/or each of the undersigned and its respective shareholders, directors, officers, employees and affiliates with the By-laws, Rules and Policies of the MFDA and applicable securities legislation, and each of the undersigned shall, and shall cause such shareholders, directors, officers and affiliates to, fully cooperate with any of the persons entitled to access to the records and other information referred to in paragraph 3 for such purpose. In addition, any such person so entitled to access to records and information is authorized to provide or disclose the same to any securities commission or similar regulatory authority, self-regulatory organization or law enforcement agency, subject to any applicable law restricting such disclosure;
5. The Member is receiving this agreement by each of the undersigned for itself and for the benefit of the MFDA and any applicable securities commission and the MFDA and any such securities commission shall be able to rely on this Agreement and enforce its terms without any duty or obligation to any other person, including the parties hereto;

6. The undersigned Approved Person shall take such steps and execute such documents including acting and voting as a director, officer, shareholder or employee of the Payee as may be necessary to cause the Payee to comply with this Agreement.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_\_

Approved Person: \_\_\_\_\_ Signed: \_\_\_\_\_  
(Full legal name)

Payee: \_\_\_\_\_  
(Full legal name)

\_\_\_\_\_  
(Authorized person) Signed: \_\_\_\_\_

Member: \_\_\_\_\_  
(Full legal name)

\_\_\_\_\_  
(Authorized person) Signed: \_\_\_\_\_

Address where records maintained:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Telephone: \_\_\_\_\_

Fax: \_\_\_\_\_

E-mail: \_\_\_\_\_