

## Chapter 1

# Notices

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### 1.1 Notices

#### 1.1.1 Notice of Amendment of Agreement among Certain Provincial Securities Regulatory Authorities in respect of the Ownership and Licensing of the Intellectual Property Comprising the System for Electronic Document Analysis and Retrieval (SEDAR), the System for Electronic Disclosure by Insiders (SEDI), and the National Registration Database (NRD) (CSA National Systems) to Extend Scope to New CSA National Systems

July 2, 2020

**Notice of Amendment of Agreement among Certain Provincial Securities Regulatory Authorities in respect of the Ownership and Licensing of the Intellectual Property Comprising the System for Electronic Document Analysis and Retrieval (SEDAR), the System for Electronic Disclosure by Insiders (SEDI), and the National Registration Database (NRD) (CSA National Systems) to Extend Scope to New CSA National Systems**

The Ontario Securities Commission, the British Columbia Securities Commission, the Alberta Securities Commission, and the Autorité des marchés financiers have recently amended the agreement outlining how the intellectual property comprising the CSA National Systems will be owned as between the parties and how it will be licensed to third parties for their access and use (the "CSA IP Agreement"). The CSA IP Agreement has been amended to extend its scope to include two new shared national IT systems currently in development by the Canadian Securities Administrators, as well as any new or existing national system which is included by the parties under the scope of the CSA IP Agreement from time to time.

The amendment to the CSA IP Agreement is being published today in the Bulletin in accordance with section 143.10 of the *Securities Act* (Ontario). This amendment was delivered to the Ontario Minister of Finance on June 24, 2020 and is subject to Ministerial approval. The CSA IP Agreement was previously published in the Bulletin on April 18, 2013 (OSC Bulletin Volume 36, Issue 16).

Questions may be referred to:

Minami Ganaha  
Senior Legal IT Counsel  
General Counsel's Office  
(416) 593-8170  
mganaha@osc.gov.on.ca

[On the letterhead of the Alberta Securities Commission]

May 11, 2020

British Columbia Securities Commission  
P.O. Box 10142, Pacific Centre  
701 West Georgia Street  
Vancouver, BC V7Y 1L2

Attention: John Hinze

- and to -

Ontario Securities Commission  
20 Queen Street West, 22nd Floor Mailroom  
Toronto, ON M5H 3S8

Attention: Leslie Byberg

- and to -

Autorité des marchés financiers  
800, Square Victoria, 4e étage  
CP. 246, Place Victoria  
Montreal, QC H4Z1G3

Attention: Marie-Claude Soucy

Dear Sirs/Mesdames:

Re: Amendments to the CSA National Systems Intellectual Property Ownership and Licensing Agreement entered as of April 2, 2013 ("**IP Agreement**")

This letter of amendment sets forth the changes to the IP Agreement that are required in order for the terms and conditions of the IP Agreement to extend to two new CSA national systems, being: (a) the renewed system developed under the National System Renewal Program ("**Renewed System**"); and (b) the Market Analytics Platform ("**MAP**"), as well as any new or existing CSA national system which is included under the scope of the IP Agreement by the Governance Committee from time to time.

In connection with the foregoing, and with effect as of the date of this letter of amendment, the PAs each agree that the IP Agreement is hereby amended as follows (defined terms used in this letter of amendment have the meaning given to those terms in the IP Agreement):

1. Except when the term "**CSA National Systems**" is used in the recitals of this Agreement, the definition of "CSA National Systems" is deemed to further include:
  - a. the Renewed System;
  - b. MAP; and
  - c. any other new or existing CSA shared information technology system that serves securities regulatory purposes and functions which is included under the scope of the IP Agreement by the Governance Committee from time to time, including the Disciplined List, the Cease Trade Orders database, the National Registration Search, and the CSA website.
2. The definition of "**Associated Data**" is deemed to further include data associated with MAP.
3. The definition of "**Transition Date**" is amended by replacing the first reference to "CSA National System" with the words "of SEDAR, SEDI and NRD".
4. Section 3.1 is amended by deleting the first paragraph of that Section in its entirety and replacing it with the following:

*“Allocation of Rights and Licenses.* Each PA acknowledges, confirms and agrees that following the termination or expiry of the CSA National Systems Operations Agreements, the Intellectual Property Rights in the CSA National Systems will be held as follows:”

5. Section 3.1(c) is amended by deleting the word “The” at the beginning of the first line of that paragraph and replacing it with the words “For SEDAR, SEDI and NRD, the”.
6. Section 3.1(d) is amended by replacing the reference to “the MSA Supplier” with the word “suppliers”, and replacing the reference to “Supplier” with the words “such suppliers”.
7. Section 6.1 is amended by deleting that Section in its entirety and replacing it with the following:

*“Systems and Data.* Subject to the terms and conditions of this Agreement, and with effect on the Transition Date, the IP DPA hereby grants to each other PA (to the extent each other PA may require such a license from the IP DPA to access and use the subject matter below) a non-exclusive right to access and use:

- (i) the applicable CSA National System;
- (ii) such data associated with the applicable CSA National System (excluding data associated with MAP) that is or was entered by or on behalf of Filers in order to meet the regulatory requirements of any other CSA Member or an SRO (“**CSA Filer Data**”);
- (iii) such data, other than CSA Filer Data, associated with the applicable CSA National System (excluding data associated with MAP) that is or was entered by or on behalf of any other CSA Member or an SRO in the performance of its regulatory mandate (“**CSA Regulatory Notes**”);

such access and use being provided through the functionality and interfaces of the applicable CSA National System and being exercised by the PA for the purpose of fulfilling its regulatory mandate. Each PA acknowledges and agrees that CSA Filer Data and CSA Regulatory Notes may not be used, retained or disclosed by the PA for any purpose other than to fulfill its regulatory mandate (except when acting as the IP DPA, in which case the provisions of Article 8 also apply), unless the PA has received the consent of all CSA Members and all affected SROs. Each PA further acknowledges and agrees that access to CSA Filer Data and CSA Regulatory Notes is subject to such access controls and limitations as may be established by the Governance Committee from time to time. With respect to MAP, no data rights are granted under this Agreement. The market data provided by the Investment Industry Regulatory Organization of Canada and made available through MAP is accessed and used by each PA pursuant to applicable laws.”

8. Section 6.4 is amended by deleting the words “in respect of each CSA National System” and the word “therefor”.
9. Section 7.3, paragraphs (a) and (b) are each amended by deleting the words “(the latter in respect of NRD only)” appearing in those paragraphs.
10. Section 8.1 is amended by deleting the words “each CSA National System” appearing in the first paragraph of that Section and replacing them with the words “SEDAR, SEDI and NRD”.
11. Section 8.1(a) is amended by inserting the words “(excluding data associated with MAP)” immediately after the words “Associated Data” appearing in that paragraph.
12. Section 8.1(b) is amended by deleting the first sentence of that paragraph in its entirety and replacing it with the following:

*“SROs.* To SROs, a non-exclusive license to access and use a CSA National System and corresponding Associated Data, provided that any required consents have been obtained from any applicable third party licensors and/or data providers, as the case may be.”
13. Schedule A is amended to include the following trademarks and domain names:

<b>Trademark</b>	<b>Registration No.</b>	<b>Associated CSA National System</b>
SEDAR	TMA947,976	SEDAR
SEDAR+	TBD	Renewed System
SEDAR PLUS	TBD	Renewed System

<b>Domain Name</b>	<b>Associated CSA National System</b>
SEDARPLUS.COM	Renewed System
SEDARPLUS.ORG	Renewed System
SEDARPLUS.CA	Renewed System
SEDARPLUS.NET	Renewed System

If you are in agreement with the terms of this letter of amendment, please sign in the space provided below and return a copy by email to the attention of Minami Ganaha, Senior Legal IT Counsel, Ontario Securities Commission, as soon as reasonably possible.

Yours truly,

“David C. Linder”

David C. Linder  
Executive Director

DCL/dt

**Notices**

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**Accepted and agreed** this 16th day of May, 2020

**British Columbia Securities Commission**

“Peter J. Brady”

By: \_\_\_\_\_  
Title: Executive Director

**Accepted and agreed** this 11th day of May, 2020

**Ontario Securities Commission**

“Leslie Byberg”

By: \_\_\_\_\_  
Title: Executive Director

**Accepted and agreed** this 25th day of May, 2020

**Autorité des marchés financiers**

“Marie-Claude Soucy”

By: \_\_\_\_\_  
Title: Vice-President, Administrative Services