

Notice of General Order – Ontario Instrument 13-510 *Temporary Exemption from the Late Fee under Subsection 6.4(1) of Ontario Securities Commission Rule 13-502 Fees for the Late Filing of a Form 33-109F5 to Amend Item 10 of Form 33-109F4, which includes Disclosure Requirements in respect of Certain Outside Activities*

February 16, 2023

Description of OSA Order

The Ontario Securities Commission (the **Commission** or **OSC**) has made an order (the **OSA Order**) under subsection 143.11(2) of the Securities Act (Ontario) (the **OSA**) providing a temporary exemption from the requirement to pay the late fee for the late filing under National Instrument 33-109 *Registration Information (NI 33-109)* of a Form 33-109F5 *Change of Registration Information (Form 33-109F5)* to amend item 10 of Form 33-109F4 *Registration of Individuals and Review of Permitted Individuals (Form 33-109F4)*, on the terms set out in the OSA Order.

More specifically, under the OSA Order, effective February 13, 2023, persons and companies are exempt from the requirement to pay late fees under subsection 6.4(1) of Ontario Securities Commission Rule 13-502 *Fees (OSC Rule 13-502)* in respect of their late filing of a Form 33-109F5 to amend item 10 of their Form 33-109F4, where the Form 33-109F5 is filed:

- i) on or after February 13, 2023; and
- ii) before April 3, 2023.¹

The full text of the OSA Order is contained in **Ontario Instrument 13-510 *Temporary Exemption from the Late Fee under Subsection 6.4(1) of Ontario Securities Commission Rule 13-502 Fees for the Late Filing of a Form 33-109F5 to Amend Item 10 of Form 33-109F4, which includes Disclosure Requirements in respect of Certain Outside Activities (Ontario Instrument 13-510)***, which is set out in the accompanying Annex A to this Notice.²

¹ Once the Final 13-502 Amendments come into force on April 3, 2023, there will no longer be any late fees for these late filings and therefore no need to continue the temporary exemption.

² The OSC has also issued a similar general Order under the Commodity Futures Act (Ontario) in Ontario Instrument 13-511 *Temporary Exemption from the Late Fee under Section 3.3 of Ontario Securities Commission Rule 13-503 (Commodity Futures Act) Fees for the Late Filing of a Form 33-506F5 to Amend Item 10 of Form 33-506F4, which includes Disclosure Requirements in respect of Certain Outside Activities* – that is the subject matter of a separate notice.

Background

Initial moratorium on late fees for the late filing of outside activities information

The temporary exemption provided for in the OSA Order corresponds to an exemption that previously existed during a moratorium period from January 1, 2019 to December 31, 2021 (the **Initial OA Moratorium**).³

On December 16, 2021, the OSC extended the Initial OA Moratorium until June 6, 2022 by way of Ontario Instrument 13-508 *Extension of Moratorium on Outside Activities Late Filing Fees (the Moratorium Extension)*.⁴ The effect of the Moratorium Extension was to extend for registrants the expiry date of the previous temporary exemption during the Initial OA Moratorium until June 6, 2022.⁵

Fee rule amendments

On January 21, 2022, the OSC published for comment proposed amendments to OSC Rule 13-502 (the **Proposed 13-502 Amendments**).⁶ The Proposed 13-502 Amendments were, among other things, intended to provide for the permanent elimination of the late fee upon the late filing of a Form 33-109F5 to disclose amendments to item 10 of Form 33-109F4 after the required filing deadline for the Form 33-109F5.

On November 23, 2022, the OSC published final amendments to OSC Rule 13-502 (the **Final 13-502 Amendments**).⁷

³ <https://www.osc.ca/en/securities-law/instruments-rules-policies/1/13-502/notice-amendments-and-changes-osc-rule-13-502-fees-and-osc-rule-13-503-commodity-futures-act-fees>

⁴ <https://www.osc.ca/en/securities-law/instruments-rules-policies/1/13-508/ontario-instrument-13-508-extension-moratorium-outside-activities-late-filing-fees>

<https://www.osc.ca/en/securities-law/instruments-rules-policies/1/13-508/notice-general-order-ontario-instrument-13-508-extension-moratorium-outside-activities-late-filing>

⁵ The Initial OA Moratorium was not extended to a “permitted individual” (as defined in NI 33-109) that was not also a registrant.

⁶ https://www.osc.ca/sites/default/files/2022-01/rule_20220121_13-502_13-503-rfc-proposed-amendments.pdf

⁷ <https://www.osc.ca/en/securities-law/instruments-rules-policies/1/13-502/amendments-osc-rule-13-502-fees-osc-rule-13-503-commodity-futures-act-fees-changes-their-companion>

As in the case of the Proposed 13-502 Amendments, the Final 13-502 Amendments (which come into force on April 3, 2023) provide for the permanent elimination of the late fee for disclosing amendments to item 10 of Form 33-109F4 after the required filing deadline.

Reasons for OSA Order

The OSA Order is intended to reduce regulatory burden, consistent with the previous temporary exemptions and the Final 13-502 Amendments.

In response to the proposed elimination of the subject late fees in the Proposed 13-502 Amendments, the OSC received comments supporting the elimination and did not receive comments opposing the elimination.

Day on which the OSA Order Ceases to Have Effect

The OSA Order came into effect on February 13, 2023 and ceases to have effect on April 3, 2023.