



Investor Services

Computershare Trust Company of Canada  
100 University Avenue  
Toronto, Ontario  
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October 8, 2002

British Columbia Securities Commission  
Alberta Securities Commission  
Saskatchewan Securities Commission  
The Manitoba Securities Commission  
Ontario Securities Commission  
Office of the Administrator, New Brunswick  
Office of the Attorney General, Prince Edward Island  
Nova Scotia Securities Commission  
Securities Commission of Newfoundland and Labrador  
Registrar of Securities, Government of the Northwest Territories  
Registrar of Securities, Government of Nunavut

c/o John Stevenson, Secretary  
Ontario Securities Commission  
20 Queen Street West  
Suite 800, Box 55  
Toronto, Ontario M5H 3S8  
jstevenson@osc.gov.on.ca

and to:

Denise Brosseau, Secretary  
Commission des valeurs mobilières du Québec  
Stock Exchange Tower  
800 Victoria Square  
P.O. Box 246, 22<sup>nd</sup> Floor  
Montréal, Québec H4Z 1G3  
denise.brosseau@cvmq.com

Dear Sir / Madam:

**Re: National Policy 11-201 – Delivery of Documents by Electronic Means**

We are writing in connection to the publication of proposed amendments to the above-noted Policy. We wish to provide some general comments with respect to the proposed amendments, as well as comments specific to certain sections of the Policy:

**General Comments**

In the original publication of the Policy in December, 1999, a number of commenters provided input under Comment 9 – *Delivery of Proxy-Related Materials*. The commenters suggested “the CSA should ensure that all potential barriers to electronic communications are resolved coincidentally...including legislative changes”. The CSA’s response was “The CSA will conduct further deliberations regarding the manner in which the rules regarding delivery of proxy-related materials and proxy solicitation can be incorporated into the electronic medium. The CSA are of the view that market participants should satisfy themselves as to which proxy-related materials can be sent electronically and which must be sent in paper format”.

While there have been a number of legislative changes to provincial business corporations acts and provincial securities acts, some barriers still remain to providing issuers with a solid level of comfort to offer electronic document delivery, including proxy-related materials, to their shareholders.

We would therefore urge the CSA to continue their efforts in this regard by taking the necessary actions within each of their respective jurisdictions to effect similar changes to the provincial business corporations and securities acts, in order to harmonize these regulations across all Canadian jurisdictions.

#### Part 4 – Proxy Documents

We are pleased with the introduction of this section, outlining the proxy delivery requirements, the in writing requirements and proxy execution requirements. In order to seek further clarity in the proposed amendments, we would appreciate consideration of the following:

##### 4.2 The In Writing Requirements

Computershare Trust Company of Canada received 2 MRRS exemptions which include details of our Electronic Voting Procedures, specifically the process of submitting proxies or voting instructions by electronic or telephonic means. Similar MRRS exemptions were also granted to CIBC Mellon Trust Company for their clients, and ADP/IICC for beneficial shareholders. In light of these exemptions being granted to the 2 largest transfer agents in Canada, representing approximately 90% of all Canadian public companies, as well as ADP/IICC for the beneficial shareholders, we would suggest that these procedures be incorporated into the Policy for the benefit of the remaining public companies which are not covered by these exemptions.

Under 4.2 (2), an example is provided that would not satisfy the “in writing” requirements. We would respectfully request that a similar example of what could be considered acceptable, such as citing the electronic proxy voting methods currently offered by transfer agents and ADP/IICC, be included in proposed Section 4.2 (2).

##### 4.3 Proxy Execution Requirements

The proposed Policy amendment outlines a similar definition for a signature as outlined in the Canada Business Corporations Act (CBCA) under CBCA section 252.7 *Signatures*. While we believe the intent of this section would allow for the submission of voting instructions electronically through an internet proxy voting or telephone proxy voting system, for further clarity we would again suggest the inclusion of similar language outlining internet and telephone proxy voting procedures within this section.

There are a number of issuers who maintain that while the CBCA makes allowance for electronic proxy voting through an internet facility, the subject of telephone proxy voting through an IVR facility remains in question for them. The CBCA changes in this regard refer specifically to “electronic”, and other amendments to the CBCA, such as voting while participating in a meeting electronically, make mention of voting by “telephonic, electronic or other communication facility”. As it is unfortunate the CBCA changes did not make this clear, we believe that there was no clear intention on behalf of Industry Canada to specifically exclude reference to telephonic means with regard to signatures.

Thank you for your consideration. If you have any questions with respect to the foregoing, please don't hesitate to contact me.

Yours truly,

**Computershare Trust Company of Canada**



Robert Malcolm  
General Manager, Product Management

/tbm