

1.1.2 CSA Staff Notice 11-314 – Update of CSA Instruments



**CANADIAN SECURITIES ADMINISTRATORS STAFF NOTICE 11-314  
UPDATE OF CSA INSTRUMENTS**

**May 6, 2011**

From time to time, a local jurisdiction may amend a national or multilateral instrument to reflect changes that affect activity only in that particular local jurisdiction. Such local amendments may nonetheless be of interest or importance beyond the local jurisdiction. The CSA recognize that publicly-available consolidated versions of the affected instruments, kept current to reflect the local amendments from all CSA jurisdictions, will be useful.

To that end, CSA staff intend from time to time to issue notices that:

- identify the sections of national and multilateral instruments affected by local amendments; and
- set out the text of the local amendments in various jurisdictions and their source.

Annex A to this notice sets out a number of changes that have already been made locally to the indicated instruments. The text of rule consolidations on the websites of CSA members will now be updated, as necessary, to reflect these local amendments.

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**May 6, 2011**

Annex A

National or Multilateral Instrument	Local Amending Rules	Details of Changes in National/Multilateral Instrument
Multilateral Instrument 11-102 <i>Passport System</i>	Amendment to 11-102 consequential to the Repeal and Replacement of <i>Alberta Securities Commission Rules (General)</i> (Alberta)	<b>Appendix D was amended by:</b>  <b>(1) replacing “s. 28 of ASC Rules (General)” in the row entitled “Compensation or contingency trust fund” under the subheading “Registration” by “s. 6 of ASC Rules (General)”;</b> and <b>(2) repealing “s. 129.1 of ASC Rules (General) and” in the row entitled “Filing report of exempt distribution” under the subheading “Requirements when using prospectus exemptions”.</b>
	81-513 (British Columbia)	<i>Appendix D was amended, in the first four rows of the British Columbia column underneath the subheading “Investment Funds – Self-Dealing”, by:</i>  <b>(1) replacing “s.121” by “s.6 of BC Instrument 81-513 Self-Dealing”;</b> <b>(2) replacing “s.122” by “s.7 of BC Instrument 81-513 Self-Dealing”;</b> <b>(3) replacing “s.124” by “s.8 of BC Instrument 81-513 Self-Dealing”;</b> and <b>(4) replacing “s.126” by “s.9 of BC Instrument 81-513 Self-Dealing”.</b>
	11-801 (Northwest Territories)	<b>Appendix D was amended by replacing, in the Northwest Territories column, in the row located below the subheading “Insider Reporting”, “s.2 of Local Rule 55-501” by “s.104”.</b>
	11-802 (Prince Edward Island)	<b>Appendix D was amended by replacing, in the Prince Edward Island column, in the row located below the subheading “Insider Reporting”, “s.1 of Local Rule 55-501” by “s.104”.</b>
<i>Note: These changes to MI 11-102 updated, for passport purposes, the list of relevant local equivalent provisions in Alberta, British Columbia, Northwest Territories and Prince Edward Island.</i>		
National Instrument 13-101 <i>System for Electronic Document Analysis and Retrieval (SEDAR)</i>	13-802 (New Brunswick)  11-801 (Northwest Territories)  11-801 (Nunavut)  13-801 (Prince Edward Island)  11-803 (Yukon)	<b>Item 6 of Appendix A.III was amended, by replacing, in the list of applicable jurisdictions corresponding to that Item, “NS &amp; Nfld” by “NB, NS, Nfld, NWT, Nun, PEI &amp; YT”.</b>
<i>Note: These changes to NI 13-101 provided for the electronic filing of Securities Acquisition (Early Warnings) Press Release and Report, for the purposes of the securities laws of New Brunswick, Northwest Territories, Prince Edward Island, Nunavut and Yukon.</i>		
National Instrument 14-101 <i>Definitions</i>	11-801 (Nunavut)	<b>1. Subsection 1.1 (3) was amended by adding the following paragraph to the definition of “person or company”, after paragraph (c):</b>  (c.1) in Nunavut, a “person” as defined in section 1 of the <i>Securities Act</i> (Nunavut);  <b>2. Appendix C and Appendix D were each amended by replacing, in the Nunavut row, “Registrar” by “Superintendent”.</b>
<i>Note: The first change to NI 14-101 made Nunavut law consistent with that of other jurisdictions. The second updated Nunavut contact information.</i>		
National Instrument 41-101 <i>General Prospectus Requirements</i>	Amending Instrument to 41-101 (Alberta)	<b>Schedule 3 of Appendix A was amended by replacing the address of the Alberta Securities Commission with “Suite 600, 250 – 5<sup>th</sup> Street SW, Calgary, AB T2P 0R4”.</b>

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	41-801 (Prince Edward Island)	<b>Schedule 3 of Appendix A was amended by replacing, in the Prince Edward Island row, “Deputy Registrar, Securities Division” by “Superintendent of Securities”, and adding just below “Government of Prince Edward Island”.</b>
	11-803 (Yukon)	<b>Schedule 3 of Appendix A was amended by replacing the text of the Regulator column of the Yukon row after the first line of the text by the following:</b>  Department of Justice Andrew A. Philipsen Law Centre 2130 – 2nd Avenue, 3rd Floor Whitehorse, Yukon Y1A 5H6 Telephone: (867) 667-5225 <a href="http://www.community.gov.yk.ca/corp/secureinvest.html">www.community.gov.yk.ca/corp/secureinvest.html</a>
<i>Note: These changes to NI 41-101 updated contact information specific to Alberta, Prince Edward Island and Yukon.</i>		
National Instrument 45-102 Resale of Securities	Amending Instrument to 45-102 (Alberta)	<b>Form 45-102F1 was amended by replacing the address of the Alberta Securities Commission by “Suite 600, 250 – 5<sup>th</sup> Street SW, Calgary, AB T2P 0R4”.</b>
	Amending Instrument to 45-102 (Northwest Territories)	<b>Appendix A was amended by replacing, in the Northwest Territories row, “Definition of “control person” and paragraph (iii) of the definition of “distribution” contained in subsection 1(1) of Blanket Order No. 1 of the Registrar of Securities” by “Definition of “control person” in subsection 1(1) and paragraph (c) of the definition of “distribution” contained in subsection 1(1) of the Securities Act (Northwest Territories)”.</b>
	11-801 (Nunavut)	<b>Appendix A was amended by replacing, in the Nunavut row, “Definition of “control person” and paragraph (iii) of the definition of “distribution” contained in subsection 1(1) of Blanket Order No.1 of the Registrar of Securities” by “Definition of “control person” in subsection 1.1 and paragraph (c) of the definition of “distribution” contained in subsection 1(1) of the Securities Act (Nunavut)”.</b>
	45-802 (Prince Edward Island)	<b>Appendix A was amended by replacing, in the Prince Edward Island row, “Clause (iii) of the definition of distribution in section 1” by “Clause 1(e) and subclause 1(k)(iii)”.</b>
<i>Note: The first change to NI 45-102 was an address update of the Alberta Securities Commission. The remaining changes to NI 45-102 were updates of Northwest Territories, Nunavut and PEI legislative references to control distributions. The update of the Northwest Territories legislative reference need only been made to the Ontario consolidation, as it is already reflected in other consolidations.</i>		
National Instrument 45-106 Prospectus and Registration Exemptions	Amending Instrument to 45-106 (Alberta)	<b>Form 45-106F1 was amended by replacing the address of the Alberta Securities Commission by “Suite 600, 250 – 5<sup>th</sup> Street SW, Calgary, AB T2P 0R4”.</b>
<i>Note: The above change was an address update of the Alberta Securities Commission.</i>		
National Instrument 55-102 System for Electronic Disclosure by Insiders (SEDI)	55-804 (New Brunswick)	<b>1. Section 1.1 was amended by replacing, in paragraph (a) of the definition of “transfer report”, “in Alberta, Saskatchewan, Ontario, Nova Scotia or Newfoundland” by “in Alberta, Saskatchewan, Ontario, New Brunswick, Northwest Territories, Nova Scotia, Prince Edward Island, Newfoundland, Nunavut or Yukon”.</b>
	11-801 (Northwest Territories)	
	11-801 (Nunavut)	<b>2. Section 3.2(1) was amended by replacing “In Alberta, Saskatchewan, Ontario, Quebec, Nova Scotia or Newfoundland” by “In Alberta, Saskatchewan, Ontario, New Brunswick, Northwest Territories, Quebec, Nova Scotia, Prince Edward Island, Newfoundland, Nunavut or Yukon”.</b>
	55-802 (Prince Edward Island)	



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NI 55-102 (cont'd)	See previous references.	<p>(a) <b>adding</b> "Northwest Territories" <b>after</b> "Ontario";                      (b) <b>adding</b> "Prince Edward Island" <b>after</b> "Nova Scotia"; <b>and</b>                      (c) <b>replacing</b> "and Newfoundland" <b>by</b> "Newfoundland and Yukon";</p> <p><b>(2) in Box 4 entitled "JURISDICTION(S) WHERE THE ISSUER IS A REPORTING ISSUER OR THE EQUIVALENT", by adding, in alphabetical order each of:</b></p> <p><input type="checkbox"/> PRINCE EDWARD ISLAND</p> <p><input type="checkbox"/> NORTHWEST TERRITORIES</p> <p><input type="checkbox"/> YUKON</p> <p><b>(3) in the Instructions box by replacing</b> "the Northwest Territories, Nunavut, Prince Edward Island or the Yukon" <b>by</b> "Nunavut."; <b>and</b></p> <p><b>(4) near the end by adding, in alphabetical order determined with reference to the name of the province or territory, the following:</b></p> <p>Superintendent of Securities                      Department of Justice                      Government of the Northwest Territories                      1st Floor, Stuart M. Hodgson Building                      5009-49th Street                      P.O. Box 1320                      Yellowknife, Northwest Territories, X1A 2L9                      Attention: Deputy Superintendent of Securities                      Tel; (867) 920-3318                      Facsimile: (867) 873-0243</p> <p>Government of Nunavut                      Legal Registries Division                      P.O. Box 100, Station 570                      1st Floor, Brown Building                      Iqaluit, Nunavut, X0A 0H0                      Contact person: Superintendent of Securities                      Tel: (867) 975-6590                      Fax: (867) 975-6595                      Email: legal.registries@gov.nu.ca</p> <p>Superintendent of Securities                      Government of Prince Edward Island                      4th Floor, Shaw Building                      95 Rochford Street                      P.O. Box 2000                      Charlottetown PE C1A 7N8                      Tel: (902) 368-4550</p> <p>Yukon Securities Office                      Yukon Government                      Law Centre, 3rd Floor                      2130 Second Avenue                      (PO Box 2703)                      Whitehorse, YT Y1A 5H6                      Attn: Superintendent of Securities                      Tel: (867) 667-5466                      Fax: (867) 393-6251</p>

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<p><i>Notes: There are two types of change to NI 55-102 set out above. First, amendments specific to New Brunswick, Northwest Territories, Nunavut, Prince Edward Island and Yukon relating to the definition and filing of “transfer report” have been made for consistency with other CSA jurisdictions. Second, amendments specific to Northwest Territories, Prince Edward Island and Yukon have also been made to the forms of NI 55-102 for similar consistency. More limited amendments, specific to Nunavut, have also been made to the same forms.</i></p>		
<p>National Instrument 55-102 System for Electronic Disclosure by Insiders (SEDI)</p>	<p>Amending Instrument to 55-102 (Alberta)</p>	<p><b>1. Form 55-102 F1 Insider Profile is amended by replacing the address of the Alberta Securities Commission by “Suite 600, 250 – 5<sup>th</sup> Street SW, Calgary, AB T2P 0R4”.</b></p> <p><b>2. Form 55-102 F2 Insider Report was amended by replacing the address of the Alberta Securities Commission with “Suite 600, 250 – 5<sup>th</sup> Street SW, Calgary, AB T2P 0R4”.</b></p> <p><b>3. Form 55-102 F3 Issuer Profile Supplement was amended by replacing the address of the Alberta Securities Commission with “Suite 600, 250 – 5<sup>th</sup> Street SW, Calgary, AB T2P 0R4”.</b></p> <p><b>4. Form 55-102 F6 Insider Report was amended by replacing the address of the Alberta Securities Commission by “Suite 600, 250 – 5<sup>th</sup> Street SW, Calgary, AB T2P 0R4”.</b></p>
<p><i>Note: The above changes to forms in NI 55-102 updated the address of the Alberta Securities Commission.</i></p>		
<p>National Instrument 62-103 The Early Warning System and Related Take-Over Bid and Insider Reporting Issues</p>	<p>11-801 (Nunavut)</p>	<p><b>Appendix A was amended by adding, below the row for Nova Scotia, the following row:</b></p> <p>NUNAVUT Paragraph (c) of the definition of “distribution” contained in subsection 1(1) of the Securities Act (Nunavut).</p>
<p><i>Note: This change to NI 62-103 updated a Nunavut-specific legislative reference to “control block distribution”.</i></p>		
<p>National Instrument 81-107 Independent Review Committee</p>	<p>81-513 (British Columbia)</p> <p>11-801 (Nunavut)</p> <p>11-803 (Yukon)</p> <p>81-807 (Prince Edward Island)</p>	<p><b>1. Appendix A was amended by:</b></p> <p><b>(1) replacing in the British Columbia row, “Part 15 – Self-Dealing of the Securities Act (British Columbia)” by “BC Instrument 81-513 Self-Dealing”;</b></p> <p><b>(2) adding, below the row for Nova Scotia, the following row:</b></p> <p>Nunavut Part 11 Insider Reporting and Early Warning of the Securities Act (Nunavut) ;</p> <p><b>(3) adding, below the row for Ontario, the following row:</b></p> <p>Prince Edward Island Part 11 Insider Reporting and Early Warning of the Securities Act (Prince Edward Island); <b>and</b></p> <p><b>(4) adding, below the row for Saskatchewan, the following row:</b></p> <p>Yukon Part 11 Insider Reporting and Early Warning of the Securities Act (Yukon).</p> <p><b>2. Appendix B was amended by:</b></p> <p><b>(1) deleting in the British Columbia row , “Section 127(1)(b) of the Securities Act (British Columbia)”;</b> <b>and</b></p>

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		<b>(2) deleting in the Prince Edward Island row,</b> “Section 38.1(6) of Securities Act Regulations”.

*Note: Appendices A and B to NI 81-107 have been changed to update British Columbia and Prince Edward Island legislative references in connection with conflicts of interests/self-dealing and inter-fund self dealing. Appendix A to NI 81-107 was updated to reflect new Nunavut and Yukon legislative references to conflicts of interests/self-dealing.*