



Securities Act
S.N.W.T. 2008, c. 10

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Subject: Implementation of CSA Instruments (national and multilateral) in effect in other Canadian jurisdictions on the coming into force of the *Securities Act*
Effective Date: October 26, 2008

IMPLEMENTING RULE 11-801

Implementation of CSA Instruments

PART 1 DEFINITIONS AND INTERPRETATION

1. In this Rule,

“CSA” means the Canadian Securities Administrators;

“CSA Instruments” means the national and multilateral instruments, including related forms, made by the CSA and in effect as rules or regulations under securities legislation in other provinces or territories of Canada;

“Rules” has the same meaning as in the Act.

PART II ADOPTED AS RULES

2. The CSA Instruments listed in Schedule “A” are adopted as Rules under section 169 of the Act.

PART III Amendments to CSA Instruments

3. (1) The CSA Instruments specified in this Part are deemed to be amended in the Northwest Territories as provided in this Part.

(2) Multilateral Instrument 11-102 *Passport System* is amended,

(a) in Appendix B, by striking “section 27(2) (Prohibition)” and substituting “section 94 (Prospectus required)” opposite “Northwest Territories”; and

(b) in Appendix D, under the heading “Northwest Territories”,

(i) by striking “n/a” and substituting,

- A. “NI 24-101” opposite “Institutional trade matching and settlement”,
- B. “NI 51-101” opposite “Standards of disclosure for oil and gas activities”,
- C. “NI 51-102” opposite “Continuous disclosure obligations”,
- D. “s. 7.1 of NI 51-102” opposite “Publication of material change”,
- E. “NI 54-101” opposite “Communication with beneficial owners”,
- F. “NI 55-102” opposite “System for electronic disclosure by insiders (SEDI)”,
- G. “s. 2.1 of MI 55-103” opposite “Insider reporting for certain derivative transactions (EM) – Reporting requirement”,
- H. “s. 2.3 of MI 55-103” opposite “EM – existing agreements which continue in force”,
- I. “s. 2.4 of MI 55-103” opposite “EM – existing agreements entered into prior to becoming insider”,
- J. “s. 3.1 of MI 55-103” opposite “EM – Form and timing of report”,
- K. “s. 3.2 of MI 55-103” opposite “EM – Form and timing of report for existing agreement”,
- L. “s. 3.3 of MI 55-103” opposite “EM- Form and timing of report for existing agreement entered into prior to becoming insider”,
- M. “NI 58-101” opposite “Disclosure of corporate governance practices”,
- N. “NI 62-103” opposite “Early warning reports and other take-over bid and insider reporting requirements”,

(ii) under the subheading “Registration”,

- A. by striking “s. 4” and substituting “s. 86(1)(a)” opposite “Dealer registration requirement”,
- B. by striking “n/a” and substituting “s. 86(2)” opposite “Underwriter registration requirement”,
- C. by striking “s. 4” and substituting “s. 86(1)(b)” opposite “Adviser registration requirement”,

(iii) under the subheading “Prospectus”,

- A. by striking “s. 27” and substituting “s. 94” opposite “Prospectus requirement”,
- B. by striking “n/a” and substituting “s. 99” opposite “Contents of a prospectus (full, true & plain disclosure)”,
- C. by striking “n/a” and substituting “s. 97” opposite “Waiting period communications”,

D. by striking “s. 28” and substituting “s. 101(1)” opposite “Obligation to send prospectus”,

(iv) under the subheading “Requirements when using prospectus exemptions”, by striking “n/a” and substituting “ss. 6.1 and 6.3 of NI 45-106” opposite “Filing report of exempt distribution”,

(v) under the subheading “Continuous Disclosure”, by striking “n/a” and substituting “s. 163” opposite “Shares in name of registrant not to be voted”,

(vi) under the subheading “Insider Reporting”,

- A. by striking “n/a” and substituting “s. 2(1) of Local Rule 55-501” opposite “Insider reports – filing upon becoming an insider of a reporting issuer”,
- B. by striking “n/a” and substituting “s. 2(2) of Local Rule 55-501” opposite “Insider reports – filing upon acquisition or change in securities”,
- C. by striking “n/a” and substituting “s. 2(3) of Local Rule 55-501” opposite “Insider reports - filing upon being deemed an insider”,
- D. by striking “n/a” and substituting “s. 2 of Local Rule 55-501” opposite “Time periods for filing insider reports”,
- E. by striking “n/a” and substituting “s.2(4) of Local Rule 55-501” opposite “Transfer reports”,
- F. by striking “n/a” and substituting “s. 2(5) of Local Rule 55-501” opposite “Nominee reports”,

(vii) under the subheading “Take-Over Bids and Issuer Bids” by striking “n/a” and substituting “s. 108(1)” opposite “Directors must make recommendation on bid”, and

(viii) under the subheading “General”, by striking “s. 44” and substituting “s. 26” opposite “Confidentiality”.

(3) National Instrument 13-101 *System for Electronic Document Analysis and Retrieval (SEDAR)* is amended, in Appendix A, by adding “NWT” under the heading “Applicable Jurisdiction” under the following applicable filings:

(a) II Other Issuers (Reporting/Non-reporting) - B. Continuous Disclosure – (a) General Filings – Item 1. News Release, and

(b) III Third Party Filers – Item 6. Securities Acquisition (Early Warnings) Press Release and Report.

(4) National Instrument 14-101 *Definitions* is amended,

(a) by adding the following after paragraph (b) of the definition of “person or company” in Section 1.1(3):

(b.1) in the Northwest Territories, a “person” as defined in section 1 of the *Securities Act* (Northwest Territories);

(b) in Appendix C, by striking “Registrar” opposite “Northwest Territories” and substituting “Superintendent”; and

(c) in Appendix D, by striking the text opposite “Northwest Territories” and substituting “Superintendent, as defined under section 1 of the *Securities Act* (Northwest Territories)”.

(5) National Instrument 31-101 *National Registration System* is amended, in Forms 31-101F1 and F2, by striking “ann_burly@gov.nt.ca” opposite “Northwest Territories” and substituting “SecuritiesRegistry@gov.nt.ca”.

(6) National Instrument 33-109 *Registration Information* is amended, in Schedule A of Forms 31-109F1, F2, F3, F4 and F5, by striking “Deputy Registrar of Securities” under the heading “Northwest Territories” and substituting “Superintendent of Securities”.

(7) National Instrument 41-101 *General Prospectus Requirements* is amended, in Schedule 3 of Appendix A,

(a) by striking “Securities Registries” and substituting “Superintendent of Securities” opposite “Northwest Territories”; and

(b) by striking “www.justice.gov.nt.ca/SecuritiesRegistry/SecuritiesRegistry.html” and substituting “www.justice.gov.nt.ca/SecuritiesRegistry” opposite “Northwest Territories”.

(8) National Instrument 45-102 *Resale of Securities* is amended,

(a) in Appendix A, by striking “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” and substituting “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)” under the heading “Securities Legislation Reference”;

(b) in Form 45-102F1, by striking “Director, Legal Registries” and substituting “Superintendent of Securities” under the heading “Northwest Territories”.

(9) National Instrument 45-106 *Prospectus and Registration Exemptions* is amended,

(a) by striking “Northwest Territories,” from the definition of “reporting issuer”;

(b) in Appendix A, by adding “Northwest Territories” after “New Brunswick” under the heading “Jurisdiction” and by adding the following under the heading “Legislation Reference” opposite “Northwest Territories”:

“contract”, “group insurance”, “life insurance” and “policy” have the respective meanings assigned to them under the *Insurance Act* (Northwest Territories).

“insurance company” means an insurer as defined in the *Insurance Act* (Northwest Territories) that is licensed under that Act.

(c) in Appendix B, by adding “Northwest Territories” after “Newfoundland and Labrador” under the heading “Jurisdiction” and by adding “Paragraph (c) of the definition of “distribution” in subsection 1(1) of the *Securities Act* (Northwest Territories)” under the heading “Securities Legislation Reference” opposite “Northwest Territories”.

(10) National Instrument 55-102 *System for Electronic Disclosure by Insiders (SEDI)* is amended,

(a) by adding “Northwest Territories,” after “Ontario” in paragraph (a) of the definition “transfer report” in section 1.1;

(b) by adding “Northwest Territories,” after “Ontario” in subsection 3.2(1);

(c) by adding “Northwest Territories,” after “Ontario” under the heading “Notice – Collection and Use of Personal Information” in Forms 55-102 F1, F2 and F3;

(d) by adding the following contact information under the heading “Notice – Collection and Use of Personal Information” immediately before “Nova Scotia Securities Commission” in Forms 55-102 F1, F2 and F3:

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

(e) by adding “Northwest Territories,” after “Ontario” under the heading “Notice – Collection and Use of Personal Information” in Form 55-102 F6;

(f) by adding “Northwest Territories” to Box 4 in Form 55-102 F6;

(g) by striking “the Northwest Territories” from the second paragraph under “INSTRUCTIONS” in Form 55-102 F6; and

(h) by adding the following contact information under “INSTRUCTIONS” immediately before “Nova Scotia Securities Commission” in Form 55-102 F6:

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

(11) National Instrument 62-103 *The Early Warning System and Related Take-Over Bid and Insider Reporting Issuer Reporting Issues* is amended,

(a) in Appendix A, by adding “Northwest Territories” after “Newfoundland” under the heading “Jurisdiction” and by adding “Paragraph (c) of the definition of “distribution” contained in subsection 1(1) of the *Securities Act* (Northwest Territories)” under the heading “Securities Legislation Reference” opposite “Northwest Territories”; and

(b) in Appendix D, by striking “Sections 1.8 and 1.9 of MI 62-104” and substituting “Section 11 of the *Securities Act* (Northwest Territories) and sections 1.8 and 1.9 of MI 62-104” under the heading “Securities Legislation Reference” opposite “Northwest Territories”.

(12) National Instrument 81-107 *Independent Review Committee for Investment Funds* is amended, in Appendix A,

(a) by adding “Northwest Territories” after “New Brunswick” under the heading “Jurisdiction”; and

(b) by adding “Part 11 - Insider Reporting and Early Warning of the *Securities Act* (Northwest Territories)” under the heading “Securities Legislation Reference” opposite “Northwest Territories”.

PART IV EFFECTIVE DATE

4. This instrument comes into effect on October 26, 2008.

SCHEDULE A

Index of CSA Instruments Adopted as Rules under the *Securities Act*, S.N.W.T. 2008, c. 10 Effective October 26, 2008

No.	NI/MI	Description
1.	Multilateral Instrument 11-101	<i>Principal Regulator System</i>
2.	Multilateral Instrument 11-102	<i>Passport System</i>
3.	National Instrument 13-101	<i>System for Electronic Document Analysis and Retrieval (SEDAR)</i>
4.	National Instrument 14-101	<i>Definitions</i>
5.	National Instrument 21-101	<i>Marketplace Operation</i>
6.	National Instrument 23-101	<i>Trading Rules</i>
7.	National Instrument 24-101	<i>Institutional Trade Matching and Settlement Operation</i>
8.	National Instrument 31-101	<i>Registration Requirements and Related Matters</i>
9.	National Instrument 31-102	<i>National Registration Database</i>
10.	National Instrument 33-102	<i>Regulation of Certain Registrant Activities</i>
11.	National Instrument 33-105	<i>Underwriting Conflicts</i>
12.	National Instrument 33-109	<i>Registration Information</i>
13.	National Instrument 35-101	<i>Conditional Exemption from Registration for United States Broker-Dealers and Agents</i>
14.	National Instrument 41-101	<i>General Prospectus Requirements</i>
15.	National Instrument 43-101	<i>Standards of Disclosure for Mineral Projects</i>
16.	National Instrument 44-101	<i>Short Form Prospectus Distributions</i>
17.	National Instrument 44-102	<i>Shelf Prospectus</i>
18.	National Instrument 44-103	<i>Post Receipt Pricing</i>
19.	National Instrument 45-101	<i>Rights Offerings</i>
20.	National Instrument 45-102	<i>Resale of Securities</i>
21.	National Instrument 45-106	<i>Prospectus and Registration Exemptions</i>
22.	National Instrument 51-101	<i>Standards of Disclosure for Oil and Gas Activities</i>
23.	National Instrument 51-102	<i>Continuous Disclosure Obligations</i>
24.	National Instrument 52-107	<i>Acceptable Accounting Principles, Auditing Standards and Reporting Currency</i>
25.	National Instrument 52-108	<i>Auditor Oversight</i>
26.	Multilateral Instrument 52-109	<i>Certification of Disclosure in Issuers' Annual and Interim Filings</i>
27.	National Instrument 52-110	<i>Audit Committees</i>
28.	National Instrument 54-101	<i>Communication With Beneficial Holders of Securities of a Reporting Issuer</i>
29.	National Instrument 55-101	<i>Insider Reporting Exemptions</i>
30.	National Instrument 55-102	<i>System for Electronic Disclosure by Insiders (SEDI)</i>
31.	Multilateral Instrument 55-103	<i>Insider Reporting for Certain Derivative Transactions (Equity Monetization)</i>
32.	National Instrument 58-101	<i>Disclosure of Corporate Governance Practices</i>
33.	National Instrument 62-103	<i>The Early Warning System and Related Take-Over Bid and Insider Reporting</i>
34.	Multilateral Instrument 62-104	<i>Take-Over Bids and Issuer Bids</i>
35.	National Instrument 71-101	<i>The Multijurisdictional Disclosure System</i>
36.	National Instrument 71-102	<i>Continuous Disclosure and Other Exemptions Relating to Foreign Issuers</i>
37.	National Instrument 81-101	<i>Mutual Fund Prospectus Disclosure</i>

No.	NI/MI	Description
38.	National Instrument 81-102	<i>Mutual Funds</i>
39.	National Instrument 81-104	<i>Commodity Pools</i>
40.	National Instrument 81-105	<i>Mutual Funds Sales Practices</i>
41.	National Instrument 81-106	<i>Investment Fund Continuous Disclosure</i>
42.	National Instrument 81-107	<i>Independent Review Committee for Investment Funds</i>