

CSA Staff Notice 11-335

Notice of Local Amendments and Changes in Certain Jurisdictions

April 13, 2017

From time to time, a local jurisdiction may amend a national or multilateral instrument or change a policy or companion policy that affects activity only in that jurisdiction. The CSA recognize that such a local amendment or change may nonetheless be of interest or importance beyond the local jurisdiction and CSA staff are issuing this Notice to identify amendments and changes implemented in Alberta, New Brunswick, Nova Scotia, Nunavut, Saskatchewan and Yukon. For public convenience, CSA members in other jurisdictions will update the text of the applicable material on their websites to reflect these local amendments and changes.

The local amendments and changes referred to in this notice comprise those shown in Annexes A to G of this notice from Alberta, New Brunswick, Nova Scotia and Saskatchewan to:

- Multilateral Instrument 11-102 *Passport System*,
- National Instrument 14-101 *Definitions*,
- National Instrument 21-101 *Marketplace Operation*,
- National Instrument 23-102 *Use of Client Brokerage Commissions*,
- National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*,
- Companion Policy 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*, and
- National Instrument 55-104 *Insider Reporting Requirements and Exemptions*.

There are further local amendments comprising those in Annexes H and I of this notice. These local amendments are to the following instruments:

- Multilateral Instrument 11-102 *Passport System* (Nunavut and Yukon),
- National Instrument 33-109 *Registration Information*, National Instrument 45-102 *Resale of Securities*, National Instrument 45-106 *Prospectus Exemptions* and National Instrument 62-103 *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues* (all Nunavut only), and

- National Instrument 55-102 *System for Electronic Disclosure by Insiders (SEDI)* (Nunavut and New Brunswick).

The text of rule and policy consolidations on the websites of CSA members will be updated, as necessary, to reflect these local amendments and changes. For further background on Annexes A to G, see CSA Multilateral Notice of Amendments to Certain National, Multilateral and Local Instruments and Changes to Companion Policy 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* related to Derivatives Regulation in Alberta, New Brunswick, Nova Scotia and Saskatchewan (October 6, 2016). You may direct questions regarding this Notice to:

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Alberta Securities Commission
Tel: 403-297-4698
kari.horn@asc.ca

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Autorité des marchés financiers
Tel: 514-395-0337, extension 2536
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Tel: 506-643-7697
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ANNEX A

**Local Amendments to Multilateral Instrument 11-102 *Passport System*
in Alberta, New Brunswick, Nova Scotia and Saskatchewan**

Appendix D of Multilateral Instrument 11-102 Passport System is amended as follows:

- (a) *in respect of the row entitled “Trading exchange contracts on an exchange in jurisdiction” by replacing*

 - (i) *under the column titled “Alberta” replacing “s.106 & 107” with “n/a”,*
 - (ii) *under the column titled “Saskatchewan” replacing “s.40” with “n/a”,
and*
 - (iii) *under the column titled “New Brunswick” replacing “s.70.1” with “n/a”,
and*

- (b) *in respect of the row entitled “Trading exchange contracts on an exchange outside jurisdiction” by replacing*

 - (i) *under the column titled “Alberta” replacing “s.108 & 109” with “n/a”,*
 - (ii) *under the column titled “Saskatchewan” replacing “s.41” with “n/a”,
and*
 - (iii) *under the column titled “New Brunswick” replacing “s.70.2” with
“n/a”.*

These amendments became effective in Alberta, New Brunswick and Nova Scotia on February 1, 2017 and in Saskatchewan on February 8, 2017.

ANNEX B

Local Amendments to National Instrument 14-101 Definitions in Alberta, New Brunswick, Nova Scotia and Saskatchewan

Subsection 1.1(3) of National Instrument 14-101 Definitions is amended by adding the following definition:

“exchange contract” means, in Alberta, New Brunswick, Nova Scotia and Saskatchewan, a derivative:

- (a) that is traded on an exchange;
- (b) that has standardized terms and conditions determined by that exchange; and
- (c) for which a clearing agency substitutes, through novation or otherwise, the credit of the clearing agency for the credit of the parties to the derivative..

These amendments became effective in Alberta, New Brunswick and Nova Scotia on February 1, 2017 and in Saskatchewan on February 8, 2017.

ANNEX C

**Local Amendments to National Instrument 21-101 *Marketplace Operation*
in Alberta, New Brunswick, Nova Scotia and Saskatchewan**

Section 1.4 of National Instrument 21-101 Marketplace Operation is amended by adding the following subsection:

- (4) In Alberta, New Brunswick, Nova Scotia and Saskatchewan, the term “security”, when used in this Instrument, includes an option that is an exchange contract..

These amendments became effective in Alberta, New Brunswick and Nova Scotia on February 1, 2017 and in Saskatchewan on February 8, 2017.

ANNEX D

Local Amendments to National Instrument 23-102 *Use of Client Brokerage Commissions* in Alberta, New Brunswick, Nova Scotia and Saskatchewan

Section 1.2 of National Instrument 23-102 Use of Client Brokerage Commissions is replaced with the following:

1.2 Interpretation – Security

For the purposes of this Instrument,

- (a) in British Columbia, “security” includes an exchange contract;
- (b) in Quebec, “security” includes a standardized derivative, and
- (c) in Alberta, New Brunswick, Nova Scotia and Saskatchewan, “security” includes a derivative..

These amendments became effective in Alberta, New Brunswick and Nova Scotia on February 1, 2017 and in Saskatchewan on February 8, 2017.

ANNEX E

Local Amendments to National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* in Alberta, New Brunswick, Nova Scotia and Saskatchewan

1. *Section 1.2 of National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations is replaced with the following:*

1.2 Interpretation of “Securities” in Alberta, British Columbia, New Brunswick, Nova Scotia and Saskatchewan

- (1) In British Columbia, a reference to “securities” in this Instrument includes “exchange contracts”, unless the context otherwise requires.
- (2) In Alberta, New Brunswick, Nova Scotia and Saskatchewan, a reference to “securities” in this Instrument includes “derivatives”, unless the context otherwise requires..

2. *Section 8.2 is amended by*

(a) *adding “, Nova Scotia” before “and Saskatchewan” in the heading,*

(b) *replacing subsection (1) with the following:*

Despite section 1.2, in Alberta, British Columbia, New Brunswick, Nova Scotia and Saskatchewan, a reference to “securities” in this Division excludes “exchange contracts”, *and*

(c) *in Alberta, repealing subsection (2).*

3. *Section 8.20 is amended by*

(a) *adding “, Nova Scotia” before “and Saskatchewan” in the heading,*

(b) *replacing subsection (1) with the following:*

In Alberta, British Columbia, New Brunswick, Nova Scotia and Saskatchewan, the dealer registration requirement does not apply to a person or company in respect of a trade in an exchange contract by the person or company if one of the following applies:

- (a) the trade is made through a registered dealer, if the dealer is registered in a category that permits the trade unless, in furtherance of the trade, the

person or company seeking the exemption solicits or contacts directly any purchaser or prospective purchaser in relation to the trade;

(b) the trade is made to a registered dealer who is purchasing as principal, if the dealer is registered in a category that permits the trade., **and**

(c) ***in Alberta, repealing subsection (1.1).***

4. Section 8.20.1 is amended by

(a) ***adding “, Nova Scotia” before “and Saskatchewan” in the heading,***

(b) ***replacing subsection (1) with the following:***

In Alberta, British Columbia, New Brunswick, Nova Scotia and Saskatchewan, the dealer registration requirement does not apply to a registered adviser, or an advising representative or associate advising representative acting on behalf of the registered adviser, in respect of trading activities related to exchange contracts that are incidental to its providing advice to a client, if the trade is made through a dealer registered in a category that permits the trade or a dealer operating under an exemption from the dealer registration requirement., **and**

(c) ***in Alberta, repealing subsection (1.1).***

5. Section 8.26 is amended by

(a) ***replacing subsection (1) with the following:***

Despite section 1.2, in Alberta, British Columbia, New Brunswick, Nova Scotia and Saskatchewan, a reference to “securities” in this section excludes “exchange contracts”., **and**

(b) ***in Alberta, repealing subsection (1.1).***

These amendments became effective in Alberta, New Brunswick and Nova Scotia on February 1, 2017 and in Saskatchewan on February 8, 2017.

ANNEX F

Local Changes to Companion Policy 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* in Alberta, New Brunswick, Nova Scotia and Saskatchewan

Appendix B to Companion Policy 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations is changed as follows:

- (a) the list entitled “Terms defined in National Instrument 14-101 Definitions” is changed by adding the following:***
 - ***“exchange contract (AB, SK, NB and NS only)”; and***
- (b) the list entitled “Terms defined in the Securities Act of most jurisdictions” is changed by replacing “exchange contract (BC, AB, SK and NB only)” with “exchange contract (BC only)”.***

These changes became effective in Alberta, New Brunswick and Nova Scotia on February 1, 2017 and in Saskatchewan on February 8, 2017.

ANNEX G

Local Amendments to National Instrument 55-104 *Insider Reporting Requirements and Exemptions* in Alberta, New Brunswick, Nova Scotia and Saskatchewan

Subsection 1.1(1) of National Instrument 55-104 Insider Reporting Requirements and Exemptions is amended in the definition of “derivative”

- (a) in paragraph (a)***
 - (i) by adding “Nova Scotia,” before “Nunavut”, and***
 - (ii) by adding “, Saskatchewan” before “and the Yukon Territory”, and***
- (b) in paragraph (b)***
 - (i) by adding “Nova Scotia,” before “Nunavut”, and***
 - (ii) by adding “, Saskatchewan” before “and the Yukon Territory”.***

These amendments became effective in Alberta, New Brunswick and Nova Scotia on February 1, 2017 and in Saskatchewan on February 8, 2017.

ANNEX H

**Local Amendments to Multilateral Instrument 11-102 Passport System
in Nunavut and Yukon**

Appendix D of Multilateral Instrument 11-102 Passport System is amended under the subheading “Insider Reporting” by replacing “s.1 of Local Rule 55-501” in the columns pertaining to Nunavut and Yukon with “s. 104”.

This amendment was effective in Nunavut on April 1, 2017 and in Yukon on April 30, 2010.

ANNEX I

Other Local Amendments in Nunavut and New Brunswick

1. *Schedule B to Form 33-109F2 of National Instrument 33-109 Registration Information, Schedule A to Form 33-109F3 of that Instrument, Schedule O to Form 33-109F4 of that Instrument, Schedule A to Form 33-109F5 of that Instrument and Form 33-109F6 of that Instrument, and Schedule F to Form 33-109F7 of that Instrument are amended by replacing “Deputy Registrar of Securities” under the heading “Nunavut” with “Superintendent of Securities”.*
2. *Form 45-102F1 of National Instrument 45-102 Resale of Securities is amended by replacing “Director, Legal Registries Division” under the heading “Department of Justice, Nunavut” with “Superintendent of Securities”.*
3. *National Instrument 45-106 Prospectus Exemptions is amended*
 - (a) *in Appendix A, by adding the following after the text pertaining to Nova Scotia and before the text pertaining to Ontario:*

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

“insurance company” means an insurer as defined in the *Insurance Act* (Nunavut) that is licensed under that Act.; *and*
 - (b) *in Appendix B, by adding the following after the text pertaining to Nova Scotia and before the text pertaining to Ontario:*

NUNAVUT Paragraph (c) of the definition of “distribution” in subsection 1(1) of the *Securities Act* (Nunavut).
4. *Forms 55-102F1, 55-102F2, 55-102F3 and 55-102F6 of National Instrument 55-102 System for Electronic Disclosure by Insiders (SEDI) are amended by*
 - (a) *replacing the contact information for Nunavut with the following:*

Government of Nunavut
Office of Superintendent of Securities
P.O. Box 100, Station 570
1st Floor, Brown Building
Iqaluit, Nunavut XOA OHO

Contact person: Superintendent of Securities
Tel: (867) 975-6590
Fax: (867) 975-6595
Email: securities@gov.nu.ca

(b) in the contact information for New Brunswick by replacing references to “New Brunswick Securities Commission” with references to “Financial and Consumer Services Commission”.

- 5. *Appendix D of National Instrument 62-103 The Early Warning System and Related Take-Over Bid and Insider Reporting Issues is amended by adding, in the row pertaining to Nunavut, “Section 11 of the Securities Act (Nunavut) and” before “Sections 1.8 and 1.9”.***

Sections 3 and 5 became effective in Nunavut on April 1, 2017.