



Securities Transfer Association of Canada

Lara Donaldson
President

July 6, 2022

Delivered via e-mail

British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers
Financial and Consumer Services Commission of New Brunswick
Superintendent of Securities, Prince Edward Island
Nova Scotia Securities Commission
Superintendent of Securities, Newfoundland and Labrador
Superintendent of Securities, Yukon Territories
Superintendent of Securities, Northwest Territories
Superintendent of Securities, Nunavut

M^e Philippe Lebel
Corporate Secretary and Executive Director, Legal Affairs
Autorité des marchés financiers
Place de la Cité, tour Cominar
2640, boulevard Laurier, bureau 400
Québec (Québec) G1V 5C1
Consultation-en-cours@lautorite.qc.ca

The Secretary
Ontario Securities Commission
20 Queen Street West, 22nd Floor
Toronto, Ontario, M5H 3S8
comments@osc.gov.on.ca

Dear Sirs:

Re: CSA Notice and Request for Comment
*Proposed Amendments and Proposed Changes to Implement an Access Equals Delivery Model
for Non-Investment Fund Reporting Issuers ("Proposed Amendments")*

This letter represents the comments of the Securities Transfer Association of Canada (STAC) in response to the above noted Proposed Amendments. STAC is a non-profit association of Canadian transfer agents that, among others, has the following purposes:

- To promote professional conduct and uniform procedures among its members and others;

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Secretary: Pierre Tellis, TSX Trust Company, 100 Adelaide Street West, Suite 401, Toronto, Ontario M5H 4H1

- To provide membership to firms engaged as transfer agents or registrars in the field of the issuance, transfer and registration of securities and associated functions;
- To study, develop, implement and encourage new and improved requirements and practices within the securities industry;
- To assist members with problems of a technical or operational nature;
- To develop solutions to complex industry-wide problems;
- To provide a forum and to act as a representative and spokesperson for the positions and opinions of its members, and, where appropriate, its clients and the holders of securities;
- To provide members and others with information and comments of an educational and technical nature relating to the securities transfer and corporate trust industry;
- To exercise any and all powers required to meet the needs and the obligations of this Association; and
- To ensure that its activities in relation to these purposes are communicated to all Members.

In Canada, transfer agents are retained by public and private companies to maintain records of the registered securityholders, specifically, those who hold securities directly in their name. Our records contain the shareholder's name and address, and, in some cases email address. We process transfers, mail disclosure material, such as proxies, financial statements, quarterly reports, and management information circulars, and distribute dividends and related tax slips.

STAC appreciates the opportunity to provide our comments on the Proposed Amendments related to CSA Consultation Paper 51-405 *Consideration of an Access Equals Delivery Model for Non-Investment Fund Reporting Issuers* originally published on January 9, 2020.

As stated in our original comment letter dated March 9, 2020, STAC is generally supportive of an access equals delivery ("AED") model for documents that do not require a response from the securityholder receiving the document. These documents include, but are not limited to proxy related material, rights offering circulars, and take-over bid and issuer bid circulars. We support the CSA's proposal to implement AED for annual financial statements, interim financial reports and related management's discussion & analysis for non-investment fund reporting issuers. STAC members are not involved in the distribution of prospectus documents, and we therefore will refrain from commenting on this specific section of the AED proposal.

We appreciate that you have acknowledged our previously communicated concerns regarding the limitations that exist with conflicting delivery requirements under certain corporate law requirements. These limitations will prevent certain issuers from fully implementing an AED model for the proposed documents.

STAC respectfully submits the following comments:

Appendix H - Proposed Amendments to National Instrument 51-102 *Continuous Disclosure Obligations*

STAC believes that the text proposed in Section 4.2.1(2)(c) and 4.4.1(2)(c) is too prescriptive. The issuer may wish to appoint a service provider to fulfill the role of providing paper or electronic copies of documents to securityholders. We believe the news release should include required information, but the issuer should be able to determine the specific text they wish to include. STAC proposes that the required information should include:

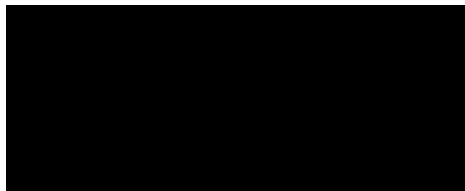
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- A statement that an electronic or paper copy of the relevant document may be obtained, without charge.
- Details of the relevant contact information to obtain the above noted electronic or paper copy.
- Details to be provided by the requestor, including name, address or email address, the name of the issuer, and the specific document requested. STAC believes that these last two points are necessary to ensure that the request can be fulfilled, as issuers may outsource this task to agents who act for multiple issuers, and requests from securityholders may not be received in a manner which aligns with the date on which the document they are requesting is released. Without the requestor providing these specific details, the fulfillment of the request may be delayed.
- The time frame in which the requestor can expect the request to be fulfilled.

In connection with the e-mail fulfilment of requests, STAC would also appreciate clarification on whether or not this can be completed by providing a direct link to an electronic version of the document, or whether an electronic version of the document must be attached to the email that is forwarded to the requestor. If the electronic copy must be delivered as an email attachment, there may be concerns with the delivery of a larger document, such as an annual financial statement and related MD&A document. Larger documents sent by email are often delayed or blocked, and may result in a requestor not receiving the document. If the electronic version can be delivered via a direct link, we request that this is clarified in the amendments.

STAC would again like to extend our appreciation for the opportunity to provide our comments. We would be pleased to discuss the contents of our letter, or provide any further feedback as the CSA may required.

Sincerely,



Lara Donaldson
President

