

M.O., 2022-03**Order number V-1.1-2022-03 of the Minister of Finance dated 3 March 2022**

Securities Act
(chapter V-1.1)

CONCERNING the Regulation to amend Regulation 52-108 respecting Auditor Oversight

WHEREAS paragraphs 1, 3, 9, 19, 19.1 and 34 of section 331.1 of the Securities Act (chapter V-1.1) provide that the *Autorité des marchés financiers* may make regulations concerning the matters referred to in those paragraphs;

WHEREAS the third and fourth paragraphs of section 331.2 of the said Act provide that a draft regulation shall be published in the *Bulletin de l'Autorité des marchés financiers*, accompanied with the notice required under section 10 of the Regulations Act (chapter R-18.1) and may not be submitted for approval or be made before 30 days have elapsed since its publication;

WHEREAS the first and fifth paragraphs of the said section provide that every regulation made under section 331.1 must be approved, with or without amendment, by the Minister of Finance and comes into force on the date of its publication in the *Gazette officielle du Québec* or on any later date specified in the regulation;

WHEREAS the Regulation 52-108 respecting Auditor Oversight was approved by ministerial order no. 2014-06 dated 11 September 2014 (2014, *G.O.* 2, 2280);

WHEREAS there is cause to amend this Regulation;

WHEREAS the draft Regulation to amend Regulation 52-108 respecting Auditor Oversight was published for consultation in the *Bulletin de l'Autorité des marchés financiers*, vol. 16, no. 39 of 3 October 2019;

WHEREAS the revised text of the draft Regulation to amend Regulation 52-108 respecting Auditor Oversight was published for information in the *Bulletin de l'Autorité des marchés financiers*, vol. 19, no. 1 of 13 January 2022;

WHEREAS the *Autorité des marchés financiers* made, on 15 February 2022, by the decision no. 2022-PDG-0008, Regulation to amend Regulation 52-108 respecting Auditor Oversight;

WHEREAS there is cause to approve this Regulation without amendment;

CONSEQUENTLY, the Minister of Finance approves without amendment the Regulation to amend Regulation 52-108 respecting Auditor Oversight appended hereto.

3 March 2022

ERIC GIRARD
Minister of Finance

REGULATION TO AMEND REGULATION 52-108 RESPECTING AUDITOR OVERSIGHT

Securities Act
(chapter V-1.1, s. 331.1, par. (1), (3), (9), (19), (19.1) and (34))

1. Regulation 52-108 respecting Auditor Oversight (chapter V-1.1, r. 26.1) is amended by inserting, after section 7, the following:

“PART 3.1 SIGNIFICANT COMPONENT AUDITOR’S WORKING PAPERS

Definitions

7.1. In this Part,

“component” has the same meaning ascribed to it in Canadian GAAS;

“component auditor” has the same meaning ascribed to it in Canadian GAAS;

“CPAB access agreement” means a written agreement between CPAB and a significant component auditor governing access by CPAB to the significant component auditor’s records related to audit work the significant component auditor has performed in relation to a component of a reporting issuer;

“CPAB access-limitation notice” means a written notice issued by CPAB that a significant component auditor has failed to provide CPAB with access to the significant component auditor’s records related to audit work the significant component auditor has performed in relation to a component of a reporting issuer;

“CPAB no-access notice” means a written notice issued by CPAB that a significant component auditor has failed to enter into a CPAB access agreement;

“significant component auditor” means, with respect to a financial period of a reporting issuer, a component auditor that performs audit work involving financial information related to a component of the reporting issuer if the reporting issuer has the power to direct the component on its own or jointly with another person and if any of the following apply:

(a) the number of hours spent by the component auditor performing audit work in respect of the financial period is 20% or more of the total hours spent on the audit of the reporting issuer’s financial statements relating to that period;

(b) the amount of fees paid to the component auditor for audit work in respect of the financial period is 20% or more of the total fees paid for the audit of the reporting issuer’s financial statements relating to that period;

(c) both of the following apply:

(i) the assets or revenues of the component are 20% or more of the reporting issuer’s consolidated assets at the end of the financial period or the reporting issuer’s consolidated revenues for that period;

(ii) the number of hours spent by the component auditor performing audit work in respect of the financial period exceeds 50% of the total hours spent on audit work relating to the component in connection with the audit of the reporting issuer's financial statements relating to that period.

Reporting Issuer to Permit Provision of Access

7.2. (1) If an audit of a reporting issuer's financial statements for a financial period involves audit work performed by a significant component auditor for the financial period, the reporting issuer must give notice in writing to the significant component auditor that the reporting issuer permits the significant component auditor to provide CPAB with access to the significant component auditor's records relating to that audit work if that access is requested by CPAB.

(2) The notice referred to in subsection (1) must be given on or before the date of the auditor's report on the reporting issuer's financial statements referred to in subsection (1).

Failure to Voluntarily Provide CPAB with Access to a Significant Component Auditor's Records

7.3. (1) If a participating audit firm receives a CPAB access-limitation notice, the participating audit firm must, not more than 5 business days after receipt of the notice, deliver a copy of the notice to all of the following:

- (a) the reporting issuer identified in the notice;
- (b) the audit committee of that reporting issuer;
- (c) the regulator, except in Québec, or securities regulatory authority for that reporting issuer.

(2) If a reporting issuer receives a copy of a CPAB access-limitation notice with respect to a significant component auditor, the reporting issuer must, not more than 5 business days following the receipt of the copy of the notice, give notice in writing to the significant component auditor that the reporting issuer permits the significant component auditor to enter into a CPAB access agreement.

Failure of a Significant Component Auditor to Enter into a CPAB Access Agreement if Requested to Do So

7.4. (1) If a participating audit firm receives a CPAB no-access notice, the participating audit firm must, not more than 15 business days after receipt of the notice, deliver a copy of the notice to all of the following:

- (a) each reporting issuer audited by the participating audit firm if the public accounting firm identified in the notice was a significant component auditor for the reporting issuer's most recently completed financial period for which an auditor's report has been issued;
- (b) the audit committee of each reporting issuer referred to in paragraph (a);

(c) the regulator, except in Québec, or securities regulatory authority for each reporting issuer referred to in paragraph (a).

(2) If a participating audit firm receives a CPAB no-access notice, the participating audit firm must not,

(a) subject to subsection (3), use the public accounting firm referred to in the notice as a significant component auditor in respect of an audit of any reporting issuer's financial statements for a financial period ending more than 180 days after the date of the notice, or

(b) in respect of an audit of a reporting issuer's financial statements for a period ending more than 180 days after the date of the notice, use any other public accounting firm as a significant component auditor in respect of a component of the reporting issuer, if audit work in the current or preceding year was done by the public accounting firm referred to in the notice, unless the other public accounting firm satisfies one or both of the following and delivers a notice stating that fact to the participating audit firm and CPAB at least 90 days before the participating audit firm issues its auditor's report in respect of the audit:

(i) the other public accounting firm gives an undertaking to CPAB in writing to provide CPAB with prompt access to its records relating to audit work performed on financial information related to the component of the reporting issuer;

(ii) the other public accounting firm has entered into a CPAB access agreement in respect of the reporting issuer.

(3) Paragraph (2)(a) does not apply to a participating audit firm in respect of a financial period of a reporting issuer ending more than 180 days after the date of the notice if

(a) CPAB has notified the participating audit firm that the significant component auditor has entered into a CPAB access agreement in respect of the reporting issuer before the participating audit firm issues its auditor's report in respect of the financial period, and

(b) CPAB has not, before the participating audit firm issues its auditor's report in respect of the financial period, notified the participating audit firm that the significant component auditor has withdrawn from the CPAB access agreement referred to in paragraph (a).

Application in Québec

7.5. In Québec, the requirements in section 7.2 and subsection 7.3(2) apply to a reporting issuer, provided that an agreement referred to in section 9 of the Chartered Professional Accountants Act (chapter C-48.1) is entered into.”.

2. Section 8 of the Regulation is amended by inserting, in paragraph (3) and after the word “Except”, the words “in Alberta and”.

3. (1) This Regulation comes into force on 30 March 2022.

(2) In Saskatchewan, despite paragraph (1) above, if this Regulation is filed with the Registrar of Regulations after 30 March 2022, this Regulation comes into force on the day on which it is filed with the Registrar of Regulations.