

3. Section 9.1 of the Regulation is amended by replacing, in paragraph (1), “Despite section 6.1 of Regulation 44-101 respecting Short Form Prospectus Distributions (M.O. 2005-24, 05-11-30)” with “Despite section 7.2 of Regulation 41-101 respecting General Prospectus Requirements (M.O. 2008-05, 08-03-04)”.
4. Appendix A of the Regulation is amended by replacing, in the French text of paragraph (c) of section 2.1, the words “personne ou société” with the word “personne”.
5. This Regulation comes into force on May 14, 2013.

2671

M.O., 2013-07**Order number V-1.1-2013-07 of the Minister of Finance and the Economy, April 30, 2013**

Securities Act
(chapter V-1.1)

CONCERNING the Regulation to amend Regulation 81-101 respecting mutual fund prospectus disclosure

WHEREAS subparagraphs 1, 3, 8, 11 and 34 of section 331.1 of the Securities Act (chapter V-1.1) stipulate 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 stipulate that a draft regulation shall be published in the Bulletin of the Authority, 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 stipulate 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 any later date specified in the regulation;

WHEREAS Regulation 81-101 respecting mutual fund prospectus disclosure was made by the decision no. 2001-C-0283 on June 12, 2001 (Supplément au Bulletin de la Commission des valeurs mobilières du Québec, volume 32, no. 26 of June 29, 2001);

WHEREAS there is cause to amend this regulation;

WHEREAS the draft Regulation to amend Regulation 81-101 respecting mutual fund prospectus disclosure was published in the Bulletin de l’Autorité des marchés financiers, volume 8, no. 28 of July 15, 2011;

WHEREAS the *Autorité des marchés financiers* made, on April 3, 2013, by the decision no. 2013-PDG-0051, Regulation to amend Regulation 81-101 respecting mutual fund prospectus disclosure;

WHEREAS there is cause to approve this regulation without amendment;

CONSEQUENTLY, the Minister of Finance and the Economy approves without amendment the Regulation to amend Regulation 81-101 respecting mutual fund prospectus disclosure appended hereto.

April 30, 2013

NICOLAS MARCEAU,
Minister of Finance and the Economy

REGULATION TO AMEND REGULATION 81-101 RESPECTING MUTUAL FUND PROSPECTUS DISCLOSURE

Securities Act
(chapter V-1.1, s. 331.1, par. (1), (3), (8), (11) and (34))

1. Section 1.1 of Regulation 81-101 respecting Mutual Fund Prospectus Disclosure is amended:

(1) by deleting the definition of the expression “Personal Information Form and Authorization”;

(2) by inserting, after the definition of the expression “Part B Section”, the following:

““personal information form” means

(a) a completed Schedule 1 of Appendix A to Regulation 41-101 respecting General Prospectus Requirements (chapter V-1.1, r. 14), or

(b) a completed TSX/TSXV personal information form submitted by an individual to the Toronto Stock Exchange or to the TSX Venture Exchange to which is attached a completed certificate and consent in the form set out in Schedule 1 – Part B of Appendix A to Regulation 41-101 respecting General Prospectus Requirements;

““predecessor personal information form” means

(a) a completed Schedule 1 of Appendix A to Regulation 41-101 respecting General Prospectus Requirements in the form that was in effect from March 17, 2008 until May 14, 2013, or

(b) a completed TSX/TSXV personal information form to which is attached a completed certificate and consent in the form that was in effect between March 17, 2008 and May 14, 2013;”;

(3) by adding, after the definition of the term “single SP”, the following, and making the necessary changes:

““TSX/TSXV personal information form” means a completed personal information form of an individual in compliance with the requirements of Form 4 for the Toronto Stock Exchange or Form 2A for the TSX Venture Exchange, as applicable, each as amended from time to time.”.

2. Section 2.3 of the Regulation is amended:

(1) by replacing subparagraph (ii) of subparagraph (b) of paragraph (1) with the following:

“(ii) a personal information form for:

- (A) each director and executive officer of the mutual fund;
- (B) each director and executive officer of the manager of the mutual fund;
- (C) each promoter of the mutual fund;
- (D) if the promoter is not an individual, each director and executive officer of the promoter,”;

(2) by inserting, after paragraph (1), the following:

“(1.1) Despite subparagraph (1)(b)(ii), a mutual fund is not required to deliver to the regulator or, in Québec, the securities regulatory authority a personal information form for an individual if the mutual fund, the mutual fund’s manager, another issuer or the manager of another investment fund issuer, previously delivered a personal information form for the individual and all of the following are satisfied:

(a) the certificate and consent included in or attached to the personal information form was executed by the individual within three years preceding the date of filing of the preliminary simplified prospectus, preliminary annual information form and preliminary fund facts document for each class or series of securities of the mutual fund;

(b) the responses given by the individual to questions 6 through 10 of the individual’s personal information form are correct as at a date that is no earlier than 30 days before the filing of the preliminary simplified prospectus, preliminary annual information form and preliminary fund facts document for each class or series of securities of the mutual fund;

(c) if the personal information form was previously delivered to the regulator or, in Québec, the securities regulatory authority by another issuer, the issuer delivers to the regulator or, in Québec, the securities regulatory authority, concurrently with the filing of the preliminary simplified prospectus, preliminary annual information form and preliminary fund facts document for each class or series of securities of the mutual fund, a copy of the previously delivered personal information form or alternative information that is satisfactory to the regulator or, in Québec, the securities regulatory authority.

“(1.2) Until May 14, 2016, subparagraph (1)(b)(ii) does not apply to a mutual fund in respect of the delivery of a personal information form for an individual if the mutual fund, the mutual fund’s manager, another issuer or the manager of another investment fund issuer previously delivered to the regulator or, in Québec, the securities regulatory authority a predecessor personal information form for the individual and all of the following are satisfied:

(a) the certificate and consent included in or attached to the predecessor personal information form was executed by the individual within three years preceding the date of filing of the preliminary simplified prospectus, preliminary annual information form and preliminary fund facts document for each class or series of securities of the mutual fund;

(b) the responses given by the individual to questions 4(B) and (C) and questions 6 through 9 or, in the case of a TSX/TSXV personal information form in effect after September 8, 2011, questions 6 through 10, of the individual’s predecessor personal information form are correct as at a date that is no earlier than 30 days before the filing of the preliminary simplified prospectus, preliminary annual information form and preliminary fund facts document for each class or series of securities of the mutual fund.”;

(3) in paragraph (2):

(a) by inserting, after subparagraph (ii) of subparagraph (a), the following and making the necessary changes:

“(ii.1) a copy of the following documents and a copy of any amendment to the following documents that have not previously been filed:

(A) by-laws or other corresponding instruments currently in effect,

(B) any securityholder or voting trust agreement that the mutual fund has access to and that can reasonably be regarded as material to an investor in securities of the mutual fund, and”;

(b) in subparagraph (b):

(i) by deleting subparagraph (iii);

(ii) by replacing subparagraph (iv) with the following:

“(iv) a personal information form for:

- mutual fund;
- (A) each director and executive officer of the mutual fund;
- (B) each director and executive officer of the manager of the mutual fund;
- (C) each promoter of the mutual fund;
- (D) if the promoter is not an individual, each director and executive officer of the promoter, and”;

(4) by inserting, after paragraph (2), the following:

“(2.1) Despite subparagraph (2)(b)(iv), a mutual fund is not required to deliver to the regulator or, in Québec, the securities regulatory authority a personal information form for an individual if the mutual fund, the mutual fund’s manager, another issuer or the manager of another investment fund issuer previously delivered a personal information form for the individual and all of the following are satisfied:

(a) the certificate and consent included in or attached to the personal information form was executed by the individual within three years preceding the date of filing of the *pro forma* simplified prospectus, *pro forma* annual information form and *pro forma* fund facts document for each class or series of securities of the mutual fund;

(b) the responses given by the individual to questions 6 through 10 of the individual’s personal information form are correct as at a date that is no earlier than 30 days before the filing of the *pro forma* simplified prospectus, *pro forma* annual information form and *pro forma* fund facts document for each class or series of securities of the mutual fund;

(c) if the personal information form was previously delivered to the regulator or, in Québec, the securities regulatory authority by another issuer, the issuer delivers to the regulator or, in Québec, the securities regulatory authority, concurrently with the filing of the *pro forma* simplified prospectus, *pro forma* annual information form and *pro forma* fund facts document for each class or series of securities of the mutual fund, a copy of the previously delivered personal information form or alternative information that is satisfactory to the regulator or, in Québec, the securities regulatory authority.

“(2.2) Until May 14, 2016, subparagraph (2)(b)(iv) does not apply to a mutual fund in respect of the delivery of a personal information form for an individual if the mutual fund, the mutual fund’s manager, another issuer or the manager of another investment fund issuer previously delivered to the regulator or, in Québec, the securities regulatory authority a predecessor personal information form for the individual and all of the following are satisfied:

(a) the certificate and consent included in or attached to the predecessor personal information form was executed by the individual within three years preceding the date of filing of the *pro forma* simplified prospectus, *pro forma* annual information form and *pro forma* fund facts document for each class or series of securities of the mutual fund;

(b) the responses given by the individual to questions 4(B) and (C) and questions 6 through 9 or, in the case of a TSX/TSXV personal information form in effect after September 8, 2011, questions 6 through 10, of the individual's predecessor personal information form are correct as at a date that is no earlier than 30 days before the filing of the *pro forma* simplified prospectus, *pro forma* annual information form and *pro forma* fund facts document for each class or series of securities of the mutual fund.”;

(5) by inserting, after subparagraph (i) of subparagraph (a) of paragraph (3), the following:

“(i.1) a copy of the following documents and a copy of any amendment to the following documents that have not previously been filed:

(A) by-laws or other corresponding instruments currently in effect;

(B) any securityholder or voting trust agreement that the mutual fund has access to and that can reasonably be regarded as material to an investor in securities of the mutual fund.”.

3. Section 3.1 of the Regulation is amended by inserting, after paragraph (1.1), the following:

“(1.2) If the mutual fund has not yet filed comparative annual financial statements of the mutual fund, the most recently filed interim financial statements of the mutual fund that were filed before or after the date of the simplified prospectus.

“(1.3) If the mutual fund has not yet filed interim financial statements or comparative annual financial statements of the mutual fund, the audited balance sheet that was filed with the simplified prospectus.

“(1.4) If the mutual fund has not yet filed an annual management report of fund performance of the mutual fund, the most recently filed interim management report of fund performance of the mutual fund that was filed before or after the date of the simplified prospectus.”.

4. Form 81-101F1 of the Regulation is amended by replacing, in the French text of Part B, paragraph (2) of item 9 with the following:

“2) Pour les fonds du marché monétaire, présenter de l’information indiquant que, bien que l’OPC ait l’intention de maintenir un prix constant pour ses titres, il n’y a aucune garantie que le prix ne fluctuera pas.”.

5. Form 81-101F2 of the Regulation is amended:

(1) by replacing, in paragraph (3) of item 1.1, the word “distributed” with the word “sold”;

(2) by replacing, in paragraph (3) of item, 1.2, the word “distributed” with the word “sold”;

(3) in item 10.2:

(a) by inserting, in paragraph (2) and after the words “directors and”, the word “executive”;

(b) by inserting, in paragraphs (3) and (4) and after the words “director or”, the word “executive”;

(4) in item 10.6:

(a) by inserting, in the title and after “**Directors,**”, the word “**Executive**”;

(b) by inserting, in paragraph (1) and after the word “directors or”, the word “executive”;

(c) by replacing, in paragraph (4), the words “officer or trustee is that of a partner, director or officer ” with “executive officer or trustee is that of a partner, director or executive officer”;

(d) by inserting, in paragraph (5) and after the words “director or”, the word “executive”;

(5) by replacing subparagraph (f) of paragraph (1) of item 16 with the following:

“(f) any other contract or agreement that is material to the mutual fund.”;

(6) by replacing paragraph (1) of item 22 with the following:

“(1) Include a certificate of the principal distributor of the mutual fund that states:

“To the best of our knowledge, information and belief, this annual information form, together with the simplified prospectus and the documents incorporated by reference into the simplified prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as required by the securities legislation of [insert the jurisdictions in which qualified] and do not contain any misrepresentations.””.

5. This Regulation comes into force on May 14, 2013.

2672