

AMENDMENTS TO *POLICY STATEMENT TO REGULATION 81-102 RESPECTING INVESTMENT FUNDS*

1. Section 3.4 of *Policy Statement to Regulation 81-102 respecting Investment Funds* is amended by adding, after paragraph (2), the following:

“(3) Section 2.5.1 of the Regulation provides that certain investment restrictions and reporting requirements do not apply to investments by investment funds that are not reporting issuers, including investments in other investment funds that are not reporting issuers, made in accordance with the conditions in section 2.5.1 of the Regulation. Paragraphs 2.5.1(2)(c) to (f) of the Regulation also specify the accounting preparation and auditing standards that apply to the preparation and auditing of financial statements of an underlying fund in which an investment fund that is not a reporting issuer, determines to invest in reliance on the exemption.”.

2. Section 3.8 of the Policy Statement is amended by inserting, at the end of paragraph (1), the following sentence:

“For purchases of debt securities made during the 60-day period after distribution, commentary 7 to section 6.1 of *Regulation 81-107 respecting Independent Review Committee for Investment Funds* provides guidance to assist in determining if the ask price for a debt security is readily available.”.

3. Section 7.1 of the Policy Statement is repealed.

4. Section 7.2 of the Policy Statement is replaced with the following:

“Subsection 5.6(1) of the Regulation provides that mergers of investment funds may be carried out on the conditions described in that subsection without prior approval of the securities regulatory authority. The Canadian securities regulatory authorities consider that the types of transactions contemplated by subsection 5.6(1) of the Regulation when carried out in accordance with the conditions of that subsection address the fundamental regulatory concerns raised by mergers of investment funds. This includes circumstances where a transaction does not satisfy the pre-approval criteria in clause 5.6(1)(a)(ii)(A) or subparagraph 5.6(1)(b)(i) but certain conditions are satisfied. In particular, the manager must come to the determination that the transaction is in the best interests in the investment fund and explain that view in the materials sent to securityholders. In circumstances where portfolios of the consolidating investment funds will be required to be realigned before a merger, the Canadian securities regulatory authorities note that paragraph 5.6(1)(h) of the Regulation provides that none of the costs and expenses associated with the transaction may be borne by the investment fund. Brokerage commissions payable as a result of any portfolio realignment necessary to carry out the transaction would, in the view of the Canadian securities regulatory authorities, be costs and expenses associated with the transaction.”.