

**AMENDMENTS TO POLICY STATEMENT TO REGULATION 81-106
RESPECTING INVESTMENT FUND CONTINUOUS DISCLOSURE**

1. Paragraph (3) of section 1.3 of *Policy Statement to Regulation 81-106 respecting Investment Fund Continuous Disclosure* is replaced with the following:

“(3) The Regulation uses accounting terms that may be defined or referred to in Canadian GAAP applicable to publicly accountable enterprises. Some of these terms may be defined differently in securities legislation. *Regulation 14-101 respecting Definitions* provides that a term used in the Regulation and defined in the securities statute of a local jurisdiction has the meaning given to it in the statute unless the definition in that statute is restricted to a specific portion of the statute, or the context otherwise requires.”.

2. Section 2.1 of the Policy Statement is amended:

(1) by replacing paragraph (2) with the following paragraphs:

“(1.1) Subsection 2.6(2) of the Regulation, applicable to financial years beginning on or after January 1, 2014, refers to Canadian GAAP for publicly accountable enterprises, which is IFRS incorporated into the Handbook, contained in Part I of the Handbook. IFRS is defined in *Regulation 14-101 respecting Definitions* as the standards and interpretations adopted by the International Accounting Standards Board.

Subsection 2.6(1) of the Regulation, applicable to financial years beginning before January 1, 2014, refers to Canadian GAAP as applicable to public enterprises, which the CSA considers to be the standards in Part V of the Handbook.

“(2) The CSA believe that an investment fund’s financial statements must include certain information, at a minimum, in order to provide full disclosure. The Regulation sets out these minimum requirements, but does not mandate all the required disclosure. Canadian GAAP applicable to publicly accountable enterprises also contains minimum requirements relating to the content of financial statements. An investment fund’s financial statements must meet these requirements as well.

In some cases, the Regulation prescribes line items that may already be required by Canadian GAAP, but these line items are expressed more specifically for the activities of an investment fund. For example, Canadian GAAP requires a “trade and other receivables” line item on the statement of financial position, but the Regulation requires accounts receivable to be broken down into more specific categories. In other instances, the line items prescribed in the Regulation are in addition to those in Canadian GAAP.

While the Regulation prescribes line items, it does not prescribe the order in which those line items are presented. Investment funds should present line items, as well as any subtotals or totals, in a logical order that will contribute to a reader’s overall understanding of the financial statements.

Investment funds are responsible for disclosing all material information concerning their financial position and financial performance in the financial statements.”;

(2) by deleting paragraph (3).

3. The Policy Statement is amended by adding the following after section 2.1:

“2.1.1. Classification of Securities Issued by an Investment Fund

(1) One goal of the Regulation is comparable financial statement presentation between investment funds. However, the adoption of IFRS results in certain changes to this presentation. For example, the presentation is impacted by the classification of an

investment fund's securities as either equity instruments or financial liabilities. Certain line items, such as "total equity or net assets attributable to securityholders", acknowledge the difference between an equity and liability presentation, but maintain a comparable measurement between investment funds regardless of this classification.

(2) If an investment fund's securities are classified as financial liabilities, IFRS requires financing costs to include certain distributions made by the investment fund to those securityholders. However, if an investment fund's securities are classified as equity instruments, distributions to holders of these securities are not included in financing costs (and are not recognized as an expense), creating a difference that reduces comparability. To address this, the Regulation requires distributions to be excluded from certain calculations, specifically: (i) increase or decrease in net assets attributable to securityholders from operations as disclosed in the statement of comprehensive income, and (ii) determination of total expenses for the management expense ratio (MER).

(3) For investment funds that classify their own securities as financial liabilities, "net assets attributable to securityholders" represents the equivalent of "total equity" for investment funds that classify their own securities as equity instruments. Net assets attributable to securityholders does not include amounts owed on securities issued by the investment fund that provide leverage to the fund."

4. Section 2.2 of the Policy Statement is amended by replacing, wherever they occur in the French text, the words "de vérification" with the words "d'audit", and making the necessary changes.

5. Section 2.3 of the Policy Statement is repealed.

6. Section 2.5 of the Policy Statement is amended by replacing, wherever they occur, the words "statement of operations" with the words "statement of comprehensive income".

7. Section 2.5.1 of the Policy Statement is replaced with the following:

"2.5.1. Disclosure of Investment Portfolio

(1) The term "statement of investment portfolio" is used to describe the disclosure required by section 3.5 of the Regulation. As this term is not used in the Handbook, preparers may refer to it as a "schedule of investment portfolio" within a complete set of investment fund financial statements. Regardless of how the disclosure is described, sections 2.1 and 2.3 of the Regulation require it to be included within a complete set of investment fund financial statements, and subsection 2.1(2) of the Regulation requires annual financial statements to be accompanied by an auditor's report, for the purposes of securities legislation.

If financial statements for more than one investment fund are bound together, Part 7 of the Regulation requires all of the information pertaining to each investment fund to be presented together and not intermingled with information relating to another investment fund. The CSA is of the view that this requirement applies equally to the portfolio disclosure, which should be presented together with the other financial information relating to the investment fund.

(2) If an investment fund invests substantially all of its assets directly, or indirectly through the use of derivatives, in securities of one other investment fund, the investment fund should provide in the statement of investment portfolio, or the notes to that statement, additional disclosure concerning the holdings of the other investment fund, as available, in order to assist investors in understanding the actual portfolio to which the investment fund is exposed. The CSA is of the view that such disclosure is consistent with the requirements in the Handbook relating to financial instrument disclosure."

8. Section 2.6 of the Policy Statement is amended by replacing, in the French text, the words "notes afférentes aux" with the word "notes des".

9. Section 2.7 of the Policy Statement is amended:

(1) by deleting, in the title, the words “**Accounting For**”;

(2) by replacing paragraph (1) with the following:

“2.7. Securities Lending Transactions

“(1) Section 3.8 of the Regulation imposes certain reporting requirements on investment funds in connection with any securities lending transactions entered into by the investment fund. These requirements were included to ensure that certain aspects of securities lending transactions are disclosed in the same manner.

Generally, in a securities lending transaction, the investment fund is able to call the original securities back at any time, and the securities returned must be the same or substantially the same as the original securities. The investment fund retains substantially all of the risks and rewards of ownership.”;

(3) by deleting paragraph (2).

10. Paragraph (3) of section 2.8 of the Policy Statement is amended by replacing the words “Interim financial statements” with the words “The interim financial report”.

11. The title of Part 3 of Policy Statement is replaced, in the French text, with the following:

“PARTIE 3 AUDITEURS ET RAPPORTS D’AUDIT”.

12. Section 3.1 of Policy Statement is amended, in the French text:

(1) by replacing, in the title, the word “**Vérificateur**” with the word “**Auditeur**”;

(2) by replacing, in the second paragraph, the words “leur vérificateurs” with the words “leur auditeur” and the words “des vérificateurs” with the words “des auditeurs”.

13. Sections 3.2 to 3.4 of the Policy Statement are replaced with the following:

“3.2. Modification of Opinion

(1) The Regulation prohibits an auditor’s report from expressing a modified opinion under Canadian GAAS. A modification of opinion includes a qualification of opinion, an adverse opinion, and a disclaimer of opinion.

(2) Part 17 of the Regulation permits the regulator or securities regulatory authority to grant exemptive relief from the Regulation, including the requirement that an auditor’s report express an unmodified opinion or other similar communication that would constitute a modification of opinion under Canadian GAAS. However, we will generally recommend that such exemptive relief should not be granted if the modification of opinion or other similar communication is

(a) due to a departure from accounting principles permitted by the Regulation, or

(b) due to a limitation in the scope of the auditor’s examination that

(i) results in the auditor being unable to form an opinion on the financial statements as a whole,

- or
- (ii) is imposed or could reasonably be eliminated by management,
 - (iii) could reasonably be expected to be recurring.

“3.3. Auditor’s Involvement with Management Reports of Fund Performance

Investment funds’ auditors are expected to comply with the Handbook with respect to their involvement with the annual and interim management reports of fund performance required by the Regulation as these reports contain financial information extracted from the financial statements.

“3.4. Auditor Involvement with Interim Financial Reports

(1) The board of directors of an investment fund that is a corporation or the trustees of an investment fund that is a trust, in discharging their responsibilities for ensuring reliable interim financial reports, should consider engaging an external auditor to carry out a review of the interim financial reports.

(2) Section 2.12 of the Regulation requires an investment fund to disclose if an auditor has not performed a review of the interim financial report, to disclose if an auditor was unable to complete a review and why, and to file a written report from the auditor if the auditor performed a review and expressed a reservation in the auditor's interim review report. No positive statement is required when an auditor performed a review and provided an unqualified communication. If an auditor was engaged to perform a review on an interim financial report applying review standards set out in the Handbook, and the auditor was unable to complete the review, the investment fund's disclosure of the reasons why the auditor was unable to complete the review should normally include a discussion of

- (a) inadequate internal control,
- (b) a limitation on the scope of the auditor's work, or
- (c) a failure of management to provide the auditor with written representations the auditor believes are necessary.

(3) The terms “review” and “written review report” used in section 2.12 of the Regulation refer to the auditor’s review of and report on an interim financial report using standards for a review of an interim financial report by the auditor as set out in the Handbook.

(4) The Regulation does not specify the form of notice that should accompany an interim financial report that has not been reviewed by the auditor. The notice accompanies, but does not form part of, the interim financial report. We expect that the notice will normally be provided on a separate page appearing immediately before the interim financial report, in a manner similar to an auditor’s report that accompanies annual financial statements.”.

14. Section 19.2 of the Policy Statement is replaced with the following:

“9.2. Fair Value Guidance

Section 14.2 of the Regulation requires an investment fund to calculate its net asset value based on the fair value of the investment fund’s assets and liabilities. This may differ from the calculation of “current value” for financial statement purposes. Section 3.6 of the Regulation requires an explanation of this difference.

While investment funds are required to comply with the definition of “fair value” in the Regulation when calculating net asset value, they may also look to the Handbook for guidance on the measurement of fair value. The fair value principles articulated in the Handbook can be applied by investment funds when valuing assets and liabilities.”.

15. Section 9.3 of the Policy Statement is repealed.

16. Section 9.4 of the Policy Statement is replaced with the following:

“9.4 Determination of Fair Value in Calculating Net Asset Value

(1) A market is generally considered active when quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service or regulatory agency, and those prices reflect actual and regularly occurring market transactions on an arm’s length basis. Accordingly, fair value should not reflect the amount that would be received or paid in a forced transaction, involuntary liquidation or distress sale.”.

17. Section 10.1 of the Policy Statement is amended:

(1) by replacing paragraph (2) with the following:

“(2) Paragraph 15.1(1)(a) requires the investment fund to use its "total expenses" (other than distributions if these are an expense for the investment fund) before income taxes for the relevant period as the basis for the calculation of MER. Total expenses, before income taxes, include interest charges and taxes, including sales taxes, GST and capital taxes payable by the investment fund. Withholding taxes need not be included in the MER calculation.

The CSA is of the view that if an investment fund issues debt-like securities or securities that otherwise provide leverage to the fund, payments to holders of these securities should be treated as financing costs from the perspective of the investment fund’s other classes of securities (the classes that benefit from the financing or leverage). These costs should not be excluded from total expenses when calculating the MER of the investment fund’s other classes of securities. Securities that provide leverage generally include preferred shares.

Non-optional fees paid directly by investors in connection with the holding of an investment fund’s securities do not have to be included in the MER calculation.”;

(2) in paragraph (5):

(a) by replacing the second and third sentences of the first paragraph with the following:

“If the investment fund has not calculated the historical MERs in the manner required by the Regulation, we are of the view that the change in the method of calculating the MER should be treated in a manner similar to a change in accounting policy under International Accounting Standard 8 *Accounting Policies, Changes in Accounting Estimates and Errors*. Under Canadian GAAP, a change in accounting policy requires a retrospective application of the change for all periods shown.”;

(b) by deleting, in the second paragraph, the word “retroactively”.

18. Appendix B of the Policy Statement is amended:

(1) by replacing, in the address for Autorité des marchés financiers, the words “À l’attention de la Direction des marchés des capitaux” with the words “À l’attention de la Direction des fonds d’investissement”;

(2) by replacing the address for Alberta Securities Commission with the following :

“Alberta Securities Commission
Suite 600
250 - 5th Street SW
Calgary, Alberta
T2P 0R4
Attention: Corporate Finance”;

(3) by replacing the address for New Brunswick with the following:

“Financial and Consumer Services Commission (New Brunswick)
85 Charlotte Street, Suite 300
Saint John, NB
E2L 2J2
Attention: Corporate Finance”;

(4) by replacing the address for Newfoundland and Labrador Securities Commission with the following:

“Financial Services Regulation Division
Department of Government Services
P.O. Box 8700
St. John’s, NL
A1B 4J6
Attention: Superintendent of Securities”;

(5) by replacing, in the address relating to Northwest Territories, the words “Legal Registries” with the words “Securities Office” and the words “Attention: Director, Legal Registries” with the words “Attention: Superintendent of Securities”;

(6) by replacing, in the address for Nunavut, the words “Attention: Director, Legal Registries Division” with the words “Attention: Superintendent of Securities”;

(7) by replacing the address for Ontario Securities Commission with the following:

“20 Queen Street West, 22nd Floor
Toronto (Ontario)
M5H 3S8
Attention: Manager, Continuous Disclosure, Investment funds”;

(8) by replacing the address for Saskatchewan with the following:

“Financial and Consumer Affairs Authority of Saskatchewan –
Securities Division
601 – 1919 Saskatchewan Drive
Regina, SK
S4P 4H2
Attention: Deputy Director, Corporate Finance”;

(9) by replacing, in the address for Yukon, the words “**Registrar of Securities, Government of Yukon**” with the words “**Superintendent of Securities, Government of Yukon**” and the words “Registrar of Securities” with the words “Superintendent of Securities”.