

**M.O., 2021-15****Order number V-1.1-2021-15 of the Minister of Finance dated 7 December 2021**

Securities Act  
(chapter V-1.1)

CONCERNING Some Regulations to Reduce Regulatory Burden for Investment Funds Issuers  
— Workstreams 3 to 8

WHEREAS paragraphs 1, 2, 3, 4.1, 8, 11, 14, 16, 20, 30 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 following regulations have been made by the *Autorité des marchés financiers* or approved by the Minister of Finance:

— Regulation 41-101 respecting General Prospectus Requirements approved by ministerial order no. 2008-05 dated 4 March 2008 (2008, G.O. 2, 810);

— Regulation 81-101 respecting Mutual Fund Prospectus Disclosure made by decision no. 2001-C-0283 dated 12 June 2001 (*Bulletin hebdomadaire*, vol. 32, no. 26 dated 29 June 2001);

— Regulation 81-102 respecting Investment Funds made by decision no. 2001-C-0209 dated 22 May 2001 (*Bulletin hebdomadaire*, vol. 32, no. 22 dated 1 June 2001);

— Regulation 81-106 respecting Investment Fund Continuous Disclosure approved by ministerial order no. 2005-05 dated 19 May 2005 (2005, G.O. 2, 1601);

— Regulation 81-107 respecting Independent Review Committee for Investment Funds approved by ministerial order no. 2006-02 dated 31 October 2006 (2006, G.O. 2, 3593);

WHEREAS there is cause to amend those Regulations;

WHEREAS the following draft regulations were published for consultation in the *Bulletin de l'Autorité des marchés financiers*, vol. 16, no. 36 of 12 September 2019:

— Regulation to amend Regulation 41-101 respecting General Prospectus Requirements (Workstreams 2, 4 and other amendments);

— Regulation to amend Regulation 81-101 respecting Mutual Fund Prospectus Disclosure (Workstreams 1, 2, 4, and 8);

— Regulation to amend Regulation 81-102 respecting Investment Funds (Workstreams 1, 2, 5, 6 and 7);

— Regulation to amend Regulation 81-106 respecting Investment Fund Continuous Disclosure (Workstreams 1, 2 and 3);

— Regulation to amend Regulation 81-107 respecting Independent Review Committee for Investment Funds (Workstreams 2 and 5);

WHEREAS the revised texts of the following draft regulations were published for information in the *Bulletin de l'Autorité des marchés financiers*, vol. 18, no. 40 of 7 October 2021:

— Regulation to amend Regulation 41-101 respecting General Prospectus Requirements (Workstreams 2, 4, 8 and other amendments);

— Regulation to amend Regulation 81-101 respecting Mutual Fund Prospectus Disclosure (Workstreams 1, 2, 4, and 8);

— Regulation to amend Regulation 81-102 respecting Investment Funds (Workstreams 1, 2, 5, 6 and 7);

— Regulation to amend Regulation 81-106 respecting Investment Fund Continuous Disclosure (Workstreams 1, 2, 3 and 5);

— Regulation to amend Regulation 81-107 respecting Independent Review Committee for Investment Funds (Workstreams 2 and 5);

WHEREAS the *Autorité des marchés financiers* made, on 17 November 2021, by the decision no. 2021-PDG-0056, the following regulations:

— Regulation to amend Regulation 41-101 respecting General Prospectus Requirements (Workstreams 4 and 8 and other amendments);

— Regulation to amend Regulation 81-101 respecting Mutual Fund Prospectus Disclosure (Workstreams 4 and 8);

— Regulation to amend Regulation 81-102 respecting Investment Funds (Workstreams 5, 6 and 7);

— Regulation to amend Regulation 81-106 respecting Investment Fund Continuous Disclosure (Workstreams 3 and 5);

— Regulation to amend Regulation 81-107 respecting Independent Review Committee for Investment Funds (Workstream 5);

WHEREAS there is cause to approve those Regulations without amendment;

CONSEQUENTLY, the Minister of Finance approves without amendment the following regulations appended hereto:

— Regulation to amend Regulation 41-101 respecting General Prospectus Requirements (Workstreams 4 and 8 and other amendments);

— Regulation to amend Regulation 81-101 respecting Mutual Fund Prospectus Disclosure (Workstreams 4 and 8);

— Regulation to amend Regulation 81-102 respecting Investment Funds (Workstreams 5, 6 and 7);

— Regulation to amend Regulation 81-106 respecting Investment Fund Continuous Disclosure (Workstreams 3 and 5);

— Regulation to amend Regulation 81-107 respecting Independent Review Committee for Investment Funds (Workstream 5).

7 December 2021

ERIC GIRARD  
*Minister of Finance*

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**REGULATION TO AMEND REGULATION 41-101 RESPECTING GENERAL PROSPECTUS REQUIREMENTS (WORKSTREAMS 4 AND 8 AND OTHER AMENDMENTS)**

Securities Act

(chapter V-1.1, s. 331.1, par. (1), (3), (4.1), (11), (14) and (34))

1. Regulation 41-101 respecting General Prospectus Requirements (chapter V-1.1, r. 14) is amended by inserting, after section 3C.2.1, the following:

**“3C.2.2. Delivery of ETF facts documents for subsequent purchases under a pre-authorized purchase plan or a portfolio rebalancing plan**

(1) In this section:

“portfolio rebalancing plan” has the same meaning as in section 1.1 of Regulation 81-101 respecting Mutual Fund Prospectus Disclosure (chapter V-1.1, r. 38);

“pre-authorized purchase plan” has the same meaning as in section 1.1 of Regulation 81-101 respecting Mutual Fund Prospectus Disclosure.

(2) Despite subsection 3C.2(2), a dealer is not required to deliver or send to the purchaser the most recently filed ETF facts document for the applicable class or series of securities of the ETF in connection with a purchase of a security of an ETF made pursuant to a pre-authorized purchase plan or a portfolio rebalancing plan if all of the following apply:

(a) the purchase is not the first purchase under the plan;

(b) the dealer has provided a notice to the purchaser that states

(i) that the purchaser will not receive an ETF facts document after the date of the notice, unless the purchaser specifically requests the document,

(ii) that the purchaser is entitled to receive upon request, at no cost to the purchaser, the most recently filed ETF facts document by calling a specified toll-free number, or by sending a request by mail or e-mail to a specified address or e-mail address,

(iii) how to access the ETF facts document electronically,

(iv) that the purchaser will not have a right of withdrawal under securities legislation for subsequent purchases of a security of an ETF under the plan, but will continue to have a right of action if there is a misrepresentation in the prospectus or any document incorporated by reference into the prospectus, and

(v) that the purchaser may terminate the plan at any time;

(c) at least annually during the term of the plan, the dealer notifies the purchaser in writing of how the purchaser can request the most recently filed ETF facts document;

(d) the dealer delivers or sends the most recently filed ETF facts document to the purchaser if the purchaser requests the document.

**“3C.2.3. Delivery of ETF facts documents for managed accounts and permitted clients**

(1) In this section:

“managed account” has the same meaning as in section 1.1 of Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations (chapter V-1.1, r. 10);

“permitted client” has the same meaning as in section 1.1 of Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations.

(2) Despite subsection 3C.2(2), a dealer is not required to deliver or send to the purchaser the most recently filed ETF facts document for the applicable class or series of securities of the ETF in connection with the purchase of a security of the ETF if either of the following apply:

- (a) the purchase is made in a managed account;
- (b) the purchaser is a permitted client that is not an individual.

**“3C.2.4. Delivery of ETF facts documents for automatic switch programs**

(1) In this section:

“automatic switch” has the same meaning as in section 1.1 of Regulation 81-101 respecting Mutual Fund Prospectus Disclosure (chapter V-1.1, r. 38);

“automatic switch program” has the same meaning as in section 1.1 of Regulation 81-101 respecting Mutual Fund Prospectus Disclosure.

(2) Despite subsection 3C.2(2), a dealer is not required to deliver or send to the purchaser the most recently filed ETF facts document for the applicable class or series of securities of the ETF in connection with the purchase of a security of the ETF made as an automatic switch pursuant to an automatic switch program if all of the following apply:

- (a) the purchase is not the first purchase under the automatic switch program;
- (b) the dealer has provided a notice to the purchaser that states
  - (i) that the purchaser will not receive an ETF facts document after the date of the notice, unless the purchaser specifically requests the document,
  - (ii) that the purchaser is entitled to receive upon request, at no cost to the purchaser, the most recently filed ETF facts document by calling a specified toll-free number, or by sending a request by mail or e-mail to a specified address or e-mail address,

- (iii) how to access the ETF facts document electronically, and
- (iv) that the purchaser will not have a right of withdrawal under securities legislation for subsequent purchases of a security of an ETF under the automatic purchase program, but will continue to have a right of action if there is a misrepresentation in the prospectus or any document incorporated by reference into the prospectus;
- (c) at least annually, the dealer notifies the purchaser in writing of how the purchaser can request the most recently filed ETF facts document;
- (d) the dealer delivers or sends the most recently filed ETF facts document to the purchaser if the purchaser requests the document;
- (e) with respect to the first purchase under the automatic switch program, the ETF facts document delivered or sent to the purchaser included the ETF facts automatic switch program information as defined in Appendix F.”.

2. Section 3C.3 of the Regulation is amended by replacing, wherever it appears in paragraph (1), “3C.2” with “3C.2, 3C.2.2 or 3C.2.4”.

3. Section 3C.7 of the Regulation is amended by replacing paragraph (7) with the following:

“(7) In British Columbia, for the purpose of subsection (1), “statutory right of action” means section 135 of the Securities Act (R.S.B.C. 1996, c. 418).

“(8) In Saskatchewan, instead of subsection (1), section 141 of The Securities Act, 1988 (SS 1988-89, c S-42.2) applies.”.

4. Section 9.1 of the Regulation is amended:

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

“(ii) a completed personal information form for,

(A) each director and executive officer of the issuer,

(B) each promoter of the issuer, and

(C) if the promoter is not an individual,

(I) in the case of an issuer that is not an investment fund, each director and executive officer of the promoter, and

(II) in the case of an issuer that is an investment fund, and the promoter is not the manager of the investment fund, each director and executive officer of the promoter; and”;

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

“(1.1) Despite subparagraph 9.1(1)(b)(ii), an investment fund is not required to deliver a personal information form for an individual referred to in subparagraph (1)(b)(ii) if the individual has submitted a Form 33-109F4 under Regulation 33-109 respecting Registration Information (chapter V-1.1, r. 12).”.

5. The Regulation is amended by inserting, after Appendix E, the following:

**“APPENDIX F  
ETF FACTS AUTOMATIC SWITCH PROGRAM INFORMATION FOR  
SECTION 3C.2.4**

For the purposes of paragraph 3C.2.4(2)(e), “ETF facts automatic switch program information” means a completed Form 41-101F4 modified as follows:

(a) the heading under item 1(d) of Part I includes the name of each class or series of securities of the ETF in the automatic switch program;

(b) the brief introduction to the ETF facts document under item 1(h) of Part I includes the name of each class or series of securities of the ETF in the automatic switch program;

(c) item 2(1) of Part I includes, for each class or series of securities of the ETF in the automatic switch program, the date the securities of the class or series first became available to the public;

(d) item 2(1) of Part I includes the management expense ratio of only the class or series of securities of the ETF in the automatic switch program with the highest management fee;

(e) the “Quick Facts” table referred to in item 2(1) of Part I includes a footnote that states all of the following:

(i) that the ETF facts document pertains to all of the classes or series of securities of the ETF in the automatic switch program;

(ii) that further details about the automatic switch program are disclosed in the “How much does it cost?” section of the ETF facts document;

(iii) that further details, about the minimum investment amount applicable to each of the classes or series of securities of the ETF in the automatic switch program, are disclosed in the fee decrease table under the sub-heading “ETF expenses” of the ETF facts document ;

(iv) that the management expense ratio of each of the classes or series of securities of the ETF in the automatic switch program is disclosed in the “ETF expenses” section of the ETF facts document;

(f) item 2(2) of Part I includes the ticker symbols of each of class or series of securities of the ETF in the automatic switch program;

(g) item 2(2) of Part I includes the average daily volume of only the class or series of securities of the ETF in the automatic switch program with the highest management fee;

(h) item 2(2) of Part I includes the number of days traded of only the class or series of securities of the ETF in the automatic switch program with the highest management fee;

(i) item 2(3) of Part I includes the market price of only the class or series of securities of the ETF in the automatic switch program with the highest management fee;

(j) item 2(3) of Part I includes the net asset value of only the class or series of securities of the ETF in the automatic switch program with the highest management fee;

(k) item 2(3) of Part I includes the average bid-ask spread of only the class or series of securities of the ETF in the automatic switch program with the highest management fee;

(l) item 5(1) of Part I includes all of the following as part of the introduction:

(i) under the heading “How has the ETF performed?”, the name of only the class or series of securities of the ETF with the highest management fees;

(ii) a statement explaining that the performance for each of the classes or series of securities of the ETF in the automatic switch program will be similar to the performance of the class or series of securities of the ETF with the highest management fee, but will vary as a result of the difference in fees, as set out in the fee decrease table under the sub-heading “ETF expenses”;

(m) item 5(3), (4) and (5) of Part I, under the sub-headings “Year-by-year returns,” “Best and worst 3-month returns,” and “Average return”, includes the required performance data relating only to the class or series of securities of the ETF with the highest management fee;

(n) item 1(1.1) of Part II includes all of the following:

(i) under the heading “How much does it cost?”, in the introductory statement, the name of each class or series of securities of the ETF in the automatic switch program;

(ii) as a part of the introductory statement, a summary of the automatic switch program that includes all of the following:

(A) an explanation that the automatic switch program offers separate classes or series of securities of the ETF that charge progressively lower management fees;

(B) an explanation of the scenarios in which the automatic switches will be made, including, for greater certainty, the scenario in which automatic switches will be made due to the purchaser no longer meeting the minimum investment amount for a particular class or series of securities of the ETF;

(C) a statement that a purchaser will not pay higher management fees as a result of the automatic switches than those charged to the class or series of securities of the ETF with the highest management fee;

(D) a statement that information about the progressively lower management fees for the classes or series of securities of the ETF in the automatic switch program is available in the fee decrease table under the sub-heading “ETF expenses” of the ETF facts document;

(E) a statement that further details about the automatic switch program are disclosed in specific sections of the prospectus of the ETF;

(F) a statement that purchasers should speak to their representative for more information about the automatic switch program;

(o) if the ETF is not newly established, item 1(1.3)(2) of Part II includes all of the following:

(i) the management expense ratio and ETF expenses of each of the classes or series of securities of the ETF in the automatic switch program or, if certain expense information is not available for a particular class or series of securities, the words “not available” in the corresponding part of the table;

(ii) a row in the “Annual rate” table

(A) in which the first column states “For every \$1,000 invested, this equals:”, and

(B) that discloses the respective equivalent dollar amounts of the ETF expenses of each class or series of securities of the ETF in the automatic switch program included in the table for every \$1,000 invested;

(p) item 1(1.3)(2) of Part II includes, at the end of the disclosure under the sub-heading “ETF expenses”, all of the following:

(i) a table that includes

(A) the name of, and minimum investment amounts associated with, each class or series of securities of the ETF in the automatic switch program, and

(B) the combined management and administration fee decrease of each class or series of securities of the ETF in the automatic switch program from the management fee of the class or series of securities of the ETF with the highest management fee, disclosed as a percentage;

(ii) an introduction to the table referred to in subparagraph (i) stating that the table sets out the combined management and administration fee decrease of each class or series of securities the ETF in the automatic switch program from the management fee of the class or series of securities of the ETF with the highest management fee;

(q) if all the classes or series of securities of the ETF in the automatic switch program are not newly established, item 1(1.3)(3) of Part II includes all of the following:

(i) a statement that the class or series of securities of the ETF with the highest management fee has the highest management fee among all of the classes or series of securities of the ETF in the automatic switch program;

(ii) a statement above the “Annual rate” table required under item 1(1.3)(2) of Part II stating “As of [the date of the most recently filed management report of fund performance], the ETF expenses were as follows:”;



(r) if some of the classes or series of securities of the ETF in the automatic switch program are newly established, item 1(1.3)(3) of Part II includes all of the following:

(i) a statement that the class or series of securities of the ETF with the highest management fee has the highest management fee among all of the classes or series of securities of the ETF in the automatic switch program;

(ii) a statement disclosing that the ETF expenses information is not available for certain classes or series of securities of the ETF in the automatic switch program because they are new;

(iii) a statement above the “Annual rate” table required under item 1(1.3)(2) of Part II stating “As of [the date of the most recently filed management report of fund performance], the ETF expenses were as follows:”;

(s) if the ETF is newly established, item 1(1.3)(4) of Part II includes all of the following:

(i) a statement that the class or series of securities of the ETF with the highest management fee has the highest management fee among all of the classes or series of securities of the ETF in the automatic switch program;

(ii) the rate of the management fee of only the class or series of securities of the ETF with the highest management fee;

(iii) a statement that the operating expenses and trading costs are not yet available because the ETF is new.”.

6. Form 41-101F4 of the Regulation is amended by replacing instruction (11) with the following:

*“(11) Unless the exception in section 3C.2.4 of Regulation 41-101 respecting General Prospectus Requirements applies, an ETF facts document must disclose information about only one class or series of securities of an ETF. ETFs that have more than one class or series that are referable to the same portfolio of assets must prepare a separate ETF facts document for each class or series.”.*

## 7. Expiration of exemptions and waivers

(1) Any exemption from or waiver of a provision of the Regulation in relation to ETF facts document delivery requirements in paragraph (2) of section 3C.2 for ETFs in a pre-authorized purchase plan, portfolio rebalancing plan or an automatic switch program expires on 5 January 2022.

(2) In British Columbia, paragraph (1) does not apply.

## **8. Transition for pre-authorized purchase plans, portfolio rebalancing plans and automatic switch programs**

(1) In this section, the expressions “automatic switch”, “portfolio rebalancing plan”, “automatic switch program” and “pre-authorized purchase plan” have the same meaning as in section 1.1 of Regulation 81-101 respecting Mutual Fund Prospectus Disclosure (chapter V-1.1, r. 38).

(2) For the purposes of sections 3C.2.2 and 3C.2.4 of the Regulation, as enacted by section 2 of this Regulation, the first purchase of a security of an ETF made pursuant to a pre-authorized purchase plan, portfolio rebalancing plan or an automatic switch program on or after 5 January 2022 is considered to be the first purchase under the plan or program, as applicable.

(3) Paragraph (1) does not apply to a pre-authorized purchase plan, portfolio rebalancing plan or an automatic switch program established before 5 January 2022 if a notice providing information substantially similar to the notice referred to in subparagraph (c) of paragraph (2) of section 3C.2.2 or 3C.2.4 of the Regulation, as enacted by section 2 of this Regulation, was delivered or sent to the purchaser between 5 January 2021 and 5 January 2022.

## **9. Effective date**

(1) This Regulation comes into force on 5 January 2022.

(2) In Saskatchewan, despite paragraph (1), if this Regulation is filed with the Registrar of Regulations after 5 January 2022, this Regulation comes into force on the day on which it is filed with the Registrar of Regulations.

**REGULATION TO AMEND REGULATION 81-101 RESPECTING MUTUAL FUND PROSPECTUS DISCLOSURE (WORKSTREAMS 4 AND 8)**

Securities Act

(chapter V-1.1, s. 331.1, par. (1), (2), (3), (4.1), (11), (14) and (34))

1. Section 1.1 of Regulation 81-101 respecting Mutual Fund Prospectus Disclosure (chapter V-1.1, r. 38) is amended:

(1) by inserting, after the definition of the expression “Aequitas personal information form”, the following:

““automatic switch” means a purchase of securities of a class or series of securities of a mutual fund immediately following a redemption of the same value of securities of another class or series of securities of that mutual fund, if the only material differences between the two classes or series are both of the following:

- (a) a difference in the management fees;
- (b) a difference in the purchaser’s minimum investment amounts;

““automatic switch program” means an agreement under which automatic switches are to be made on predetermined dates for a purchaser of securities of a class or series of a mutual fund as a result of the purchaser

- (a) satisfying the minimum investment amount for the class or series, and
- (b) failing to satisfy, in whole or in part, the minimum investment amount for the class or series of securities of the mutual fund that were subject to the automatic switch because those securities were redeemed;”;

(2) by inserting, after the definition of the expression “personal information form”, the following:

““portfolio rebalancing plan” means an agreement, that can be terminated at any time, under which a purchaser

- (a) selects
  - (i) a portfolio of securities of two or more mutual funds, and
  - (ii) target weightings for securities of each of those mutual funds held by the purchaser, and

(b) on predetermined dates, purchases or redeems securities referred to in paragraph (a) in order to bring the holdings of each of those securities within the applicable target weighting;”.

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 all of the following:

(A) each director and executive officer of the mutual fund;

(B) each promoter of the mutual fund;

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

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

“(1.0.1) Despite subparagraph 2.3(1)(b)(ii), a mutual fund is not required to deliver a personal information form for an individual referred to in subparagraph (1)(b)(ii) if the individual has submitted a Form 33-109F4 under Regulation 33-109 respecting Registration Information (chapter V-1.1, r. 12).”;

(3) by replacing subparagraph (iv) of subparagraph (b) of paragraph (2) with the following:

“(iv) a personal information form for all of the following:

(A) each director and executive officer of the mutual fund;

(B) each promoter of the mutual fund;

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

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

“(2.0.1) Despite subparagraph 2.3(2)(b)(iv), a mutual fund is not required to deliver a personal information form for an individual referred to in subparagraph (2)(b)(iv) if the individual has submitted a Form 33-109F4 under Regulation 33-109 respecting Registration Information.”.

3. Section 3.2.01 of the Regulation is amended, in paragraph (4):

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

“(ii) delivered or sent to the purchaser in accordance with section 3.2.02 and the conditions set out in that section are satisfied;”;

(2) by replacing subparagraphs (b) and (c) with the following:

“(b) section 3.2.03 or 3.2.05 applies and the conditions set out in the applicable section are satisfied, or,

“(c) section 3.2.04 or 3.2.04.1 applies.”.

4. Sections 3.2.03 and 3.2.04 of the Regulation are replaced with the following:

**“3.2.03. Delivery of Fund Facts Document for Subsequent Purchases Under a Pre-authorized Purchase Plan or a Portfolio Rebalancing Plan**

Despite subsection 3.2.01(1), a dealer is not required to deliver or send to the purchaser the most recently filed fund facts document for the applicable class or series of securities of the mutual fund in connection with a purchase of a security of the mutual fund made pursuant to a pre-authorized purchase plan or a portfolio rebalancing plan if all of the following apply:

- (a) the purchase is not the first purchase under the plan;
- (b) the dealer has provided a notice to the purchaser that states
  - (i) that the purchaser will not receive a fund facts document after the date of the notice unless the purchaser specifically requests the document,
  - (ii) that the purchaser is entitled to receive upon request, at no cost to the purchaser, the most recently filed fund facts document by calling a specified toll-free number, or by sending a request by mail or e-mail to a specified address or e-mail address,
  - (iii) how to access the fund facts document electronically,
  - (iv) that the purchaser will not have a right of withdrawal under securities legislation for subsequent purchases of a security of a mutual fund under the plan, but will continue to have a right of action if there is a misrepresentation in the prospectus or any document incorporated by reference into the prospectus, and
  - (v) that the purchaser may terminate the plan at any time;
- (c) at least annually during the term of the plan, the dealer notifies the purchaser in writing of how the purchaser can request the most recently filed fund facts document;
- (d) the dealer delivers or sends the most recently filed fund facts document to the purchaser if the purchaser requests the document.

**“3.2.04. Delivery of Fund Facts Document for Managed Accounts and Permitted Clients**

Despite subsection 3.2.01(1), a dealer is not required to deliver or send to the purchaser the most recently filed fund facts document for the applicable class or series of securities of the mutual fund in connection with the purchase of a security of the mutual fund if either of the following apply:

- (a) the purchase is made in a managed account;
- (b) the purchaser is a permitted client that is not an individual.”.

5. Section 3.2.05 of the Regulation is replaced with the following:

**“3.2.05. Delivery of Fund Facts Document for Automatic Switch Programs**

Despite subsection 3.2.01(1), a dealer is not required to deliver or send to the purchaser the most recently filed fund facts document for the applicable class or series of securities of the mutual fund in connection with the purchase of a security of the mutual fund made as an automatic switch pursuant to an automatic switch program if all of the following apply:

- (a) the purchase is not the first purchase under the automatic switch program;
- (b) the dealer has provided a notice to the purchaser that states
  - (i) that the purchaser will not receive a fund facts document after the date of the notice unless the purchaser specifically requests the document,
  - (ii) that the purchaser is entitled to receive upon request, at no cost to the purchaser, the most recently filed fund facts document by calling a specified toll-free number, or by sending a request by mail or e-mail to a specified address or e-mail address,
  - (iii) how to access the fund facts document electronically, and
  - (iv) that the purchaser will not have a right of withdrawal under securities legislation for subsequent purchases of a security of a mutual fund under the automatic purchase program, but will continue to have a right of action if there is a misrepresentation in the prospectus or any document incorporated by reference into the prospectus;
- (c) at least annually, the dealer notifies the purchaser in writing of how the purchaser can request the most recently filed fund facts document;
- (d) the dealer delivers or sends the most recently filed fund facts document to the purchaser if the purchaser requests the document;
- (e) with respect to the first purchase under the automatic switch program, the fund facts document delivered or sent to the purchaser included the fund facts automatic switch program information as defined in Appendix A.”.

6. The Regulation is amended by inserting, after section 3.2.05, the following:

**“3.2.06. Electronic Delivery of the Fund Facts Document**

- (1) If the purchaser of a security of a mutual fund consents, a fund facts document that may be or is required to be delivered or sent under this Part may be delivered or sent electronically.
- (2) For the purposes of subsection (1), a fund facts document may be delivered or sent to the purchaser by means of an e-mail that contains either of the following:
  - (a) the fund facts document as an attachment;
  - (b) a hyperlink that leads directly to the fund facts document.”.

7. Section 5.2 of the Regulation is amended by replacing, wherever it appears in paragraph (4), “3.2.04” with “3.2.05”.

8. The Regulation is amended by inserting, after section 7.4, the following appendix:

**“APPENDIX A  
FUND FACTS AUTOMATIC SWITCH PROGRAM INFORMATION FOR  
SECTION 3.2.05**

For the purposes of paragraph 3.2.05(e), “fund facts automatic switch program information” means a completed Form 81-101F3 modified as follows:

(a) the heading under item 1(c.1) of Part I includes the name of each class or series of securities of the mutual fund in the automatic switch program;

(b) the brief introduction to the fund facts document under item 1(e) of Part I includes the name of each class or series of securities of the mutual fund in the automatic switch program;

(c) item 2 of Part I includes the fund codes of each of the classes or series of securities of the mutual fund in the automatic switch program;

(d) item 2 of Part I includes, for each class or series of securities of the mutual fund in the automatic switch program, the date the securities of the class or series first became available to the public;

(e) item 2 of Part I includes the management expense ratio of only the class or series of securities of the mutual fund in the automatic switch program with the highest management fee;

(f) item 2 of Part I includes the minimum investment amount and each additional investment amount of only the class or series of securities of the mutual fund in the automatic switch program with the highest management fee;

(g) the “Quick Facts” table referred to in item 2 of Part I includes a footnote that states all of the following:

(i) that the fund facts document pertains to all of the classes or series of securities of the mutual fund in the automatic switch program;

(ii) that further details about the automatic switch program are disclosed in the “How much does it cost?” section of the fund facts document;

(iii) that further details about the minimum investment amount applicable to each of the classes or series of securities of the mutual fund in the automatic switch program are disclosed in the fee decrease table under the sub-heading “Fund expenses” of the fund facts document;

(iv) that the management expense ratio of each of the classes or series of securities of the mutual fund in the automatic switch program is disclosed in the “Fund expenses” section of the fund facts document;

(h) item 5(1) of Part I includes all of the following as part of the introduction:

(i) under the heading “How has the fund performed?”, the name of only the class or series of securities of the mutual fund with the highest management fees;

(ii) a statement explaining that the performance for each of the classes or series of securities of the mutual fund in the automatic switch program will be similar to the performance of the class or series of securities of the mutual fund with the highest management fee, but will vary as a result of the difference in fees, as set out in the fee decrease table under the sub-heading “Fund expenses”;

(i) item 5(2), (3) and (4) of Part I, under the sub-headings “Year-by-year returns,” “Best and worst 3-month returns,” and “Average return”, includes the required performance data relating only to the class or series of securities of the mutual fund with the highest management fee;

(j) item 1(1.1) of Part II includes all of the following:

(i) under the heading “How much does it cost?”, in the introductory statement, the name of each class or series of securities of the mutual fund in the automatic switch program;

(ii) as a part of the introductory statement, a summary of the automatic switch program that includes all of the following:

(A) an explanation that the automatic switch program offers separate classes or series of securities of the mutual fund that charge progressively lower management fees;

(B) an explanation of the scenarios in which the automatic switches will be made, including, for greater certainty, the scenario in which automatic switches will be made due to the purchaser no longer meeting the minimum investment amount for a particular class or series of securities of the mutual fund;

(C) a statement that a purchaser will not pay higher management fees as a result of the automatic switches than those charged to the class or series of securities of the mutual fund with the highest management fee;

(D) a statement that information about the progressively lower management fees for the classes or series of securities of the mutual fund in the automatic switch program is available in the fee decrease table under the sub-heading “Fund expenses” of the fund facts document;

(E) a statement that further details about the automatic switch program are disclosed in specific sections of the simplified prospectus of the mutual fund;

(F) a statement that purchasers should speak to their representative for more information about the automatic switch program;

(k) item 1(1.2) of Part II, under the sub-heading “Sales charges”, includes the names of each class or series of securities of the mutual fund in the automatic switch program in the introduction, if applicable;



(l) if the mutual fund is not newly established, item 1(1.3)(2) of Part II includes all of the following:

(i) the management expense ratio and fund expenses of each of the classes or series of securities of the mutual fund in the automatic switch program or, if certain expense information is not available for a particular class or series of securities, the words “not available” in the corresponding part of the table;

(ii) a row in the “Annual rate” table

(A) in which the first column states “For every \$1,000 invested, this equals:”, and

(B) that discloses the respective equivalent dollar amounts of the fund expenses of each class or series of securities of the mutual fund in the automatic switch program included in the table for every \$1,000 invested;

(m) item 1(1.3)(2) of Part II includes, at the end of the disclosure under the sub-heading “Fund expenses”, all of the following:

(i) a table that includes

(A) the name of, and minimum investment amounts associated with, each class or series of securities of the mutual fund in the automatic switch program, and

(B) the combined management and administration fee decrease of each class or series of securities of the mutual fund in the automatic switch program from the management fee of the class or series of securities of the mutual fund with the highest management fee, disclosed as a percentage;

(ii) an introduction to the table referred to in subparagraph (i) stating that the table sets out the combined management and administration fee decrease of each class or series of securities of the mutual fund in the automatic switch program from the management fee of the class or series of securities of the mutual fund with the highest management fee;

(n) if all the classes or series of securities of the mutual fund in the automatic switch program are not newly established, item 1(1.3)(3) of Part II includes all of the following:

(i) a statement that the class or series of securities of the mutual fund with the highest management fee has the highest management fee among all of the classes or series of securities of the mutual fund in the automatic switch program;

(ii) a statement above the “Annual rate” table (i) required under item 1(1.3)(2) of Part II stating “As of [the date of the most recently-filed management report of fund performance], the fund expenses were as follows:”;

(o) if some of the classes or series of securities of the mutual fund in the automatic switch program are newly established, item 1(1.3)(3) of Part II includes all of the following:

(i) a statement that the class or series of securities of the mutual fund with the highest management fee has the highest management fee among all of the classes or series of securities of the mutual fund in the automatic switch program;

(ii) a statement disclosing that the fund expenses information is not available for certain classes or series of securities of the mutual fund in the automatic switch program because they are new;

(iii) a statement above the “Annual rate” table required under item 1(1.3)(2) of Part II stating “As of [the date of the most recently filed management report of fund performance], the fund expenses were as follows.”;

(p) if the mutual fund is newly established, item 1(1.3)(4) of Part II includes all of the following:

(i) a statement that the class or series of securities of the mutual fund with the highest management fee has the highest management fee among all of the classes or series of securities of the mutual fund in the automatic switch program;

(ii) the rate of the management fee of only the class or series of securities of the mutual fund with the highest management fee;

(iii) a statement that the operating expenses and trading costs are not yet available because the mutual fund is new.”.

9. Form 81-101F3 of the Regulation is amended:

(1) by replacing general instruction (10) with the following:

*“(10) Unless the exception in section 3.2.05 of Regulation 81-101 respecting Mutual Fund Prospectus Disclosure applies, a fund facts document must disclose information about only one class or series of securities of a mutual fund. Mutual funds that have more than one class or series that are referable to the same portfolio of assets must prepare a separate fund facts document for each class or series.”;*

(2) in part I:

(a) in item 3:

(i) by replacing paragraphs (4) and (5) with the following:

“(4) Unless the mutual fund is a newly established mutual fund, under the sub-heading “Top 10 investments [date]”, include a table disclosing all of the following:

(a) the top 10 positions held by the mutual fund, each expressed as a percentage of the net asset value of the mutual fund;

(b) the percentage of net asset value of the mutual fund represented by the top 10 positions;

(c) the total number of positions held by the mutual fund.

“(5) Unless the mutual fund is a newly established mutual fund, under the sub-heading “Investment mix [date]” include at least one, and up to two, charts or tables that illustrate the investment mix of the mutual fund’s investment portfolio.”;

- (ii) by inserting, after paragraph (5), the following:

“(6) For a newly established mutual fund, state the following under the sub-headings “Top 10 investments [date]” and “Investment mix [date]”:

“This information is not available because this fund is new.”;

- (b) in item 4:

- (i) by replacing paragraph (3) with the following:

“(3) If the mutual fund does not have any guarantee or insurance, under the sub-heading “No guarantees”, include a statement using wording substantially similar to the following:

“Like most mutual funds, this fund doesn’t have any guarantees. You may not get back the amount of money you invest.”;

- (ii) by inserting, after paragraph (3), the following:

“(4) If the mutual fund does have a guarantee or insurance feature protecting all or some of the principal amount of an investment in the mutual fund, under the sub-heading “Guarantees”, disclose all of the following:

(a) the identity of the person providing the guarantee or insurance;

(b) a brief description of the material terms of the guarantee or insurance, including the maturity date of the guarantee or insurance.”;

- (c) in item 5:

- (i) by replacing paragraph (1) with the following:

“(1) Unless the mutual fund is a newly established mutual fund, under the heading “How has the fund performed?”, include an introduction using wording substantially similar to the following:

“This section tells you how [name of class/series of securities described in the fund facts document] [units/shares] of the fund have performed over the past [insert number of calendar years shown in the bar chart required under paragraph (2)(a)] years. Returns are after expenses have been deducted. These expenses reduce the fund’s returns.”;

- (ii) by inserting, after paragraph (1), the following:

“(1.1) For a newly established mutual fund, under the heading “How has the fund performed?”, include an introduction using the following wording:

“This section tells you how [name of class/series of securities described in the fund facts document] [units/shares] of the fund have performed. However, this information is not available because the fund is new.”;

(iii) by replacing paragraphs (2), (3) and (4) with the following:

“(2) Under the sub-heading “Year-by-year returns”,

(a) for a mutual fund that has completed at least one calendar year, include all of the following:

(i) a bar chart that shows the annual total return of the mutual fund, in chronological order with the most recent year on the right of the bar chart, for the lesser of

(A) each of the 10 most recently completed calendar years, and

(B) each of the completed calendar years in which the mutual fund has been in existence and which the mutual fund was a reporting issuer;

(ii) an introduction to the bar chart using wording substantially similar to the following:

“This chart shows how [name of class/series of securities described in the fund facts document] [units/shares] of the fund performed in each of the past [insert number of calendar years shown in the bar chart required under paragraph (a)]. The fund dropped in value in [for the particular years shown in the bar chart required under paragraph (a), insert the number of years in which the value of the mutual fund dropped] of the [insert number of calendar years shown in the bar chart required in paragraph (a)] years. The range of returns and change from year to year can help you assess how risky the fund has been in the past. It does not tell you how the fund will perform in the future.”;

(b) for a mutual fund that has not yet completed a calendar year, state the following:

“This section tells you how [name of class/series of securities described in the fund facts document] [units/shares] of the fund have performed in past calendar years. However, this information is not available because the fund has not yet completed a calendar year.”;

(c) for a newly established mutual fund, state the following:

“This section tells you how [name of class/series of securities described in the fund facts document] [units/shares] of the fund have performed in past calendar years. However, this information is not available because the fund is new.”;

“(3) Under the sub-heading “Best and worst 3-month returns”,

(a) for a mutual fund that has completed at least one calendar year, include all of the following:

(i) information for the period covered in the bar chart required under paragraph (2)(a) in the form of the following table:

	<b>Return</b>	<b>3 months ending</b>	<b>If you invested \$1,000 at the beginning of the period</b>
Best return	<i>(see instruction 8)</i>	<i>(see instruction 10)</i>	<i>Your investment would [rise/drop] to (see instruction 12).</i>
Worst return	<i>(see instruction 9)</i>	<i>(see instruction 11)</i>	<i>Your investment would [rise/drop] to (see instruction 13).</i>

(ii) an introduction to the table using wording substantially similar to the following:

“This table shows the best and worst returns for the [name of class/series of securities described in the fund facts document] [units/shares] of the fund in a 3-month period over the past [insert number of calendar years shown in the bar chart required under paragraph (2)(a)]. The best and worst 3-month returns could be higher or lower in the future. Consider how much of a loss you could afford to take in a short period of time.”;

(b) for a mutual fund that has not yet completed a calendar year, state the following:

“This section shows the best and worst returns for the [name of class/series of securities described in the fund facts document] [units/shares] of the fund in a 3-month period. However, this information is not available because the fund has not yet completed a calendar year.”;

(c) for a newly established mutual fund, state the following:

“This section shows the best and worst returns for the [name of class/series of securities described in the fund facts document] [units/shares] of the fund in a 3-month period. However, this information is not available because the fund is new.”.

“(4) Under the sub-heading “Average return”,

(a) for a mutual fund that has completed at least 12 consecutive months, include all of the following:

(i) the final value of a hypothetical \$1000 investment in the mutual fund as at the end of the period that ends within 60 days before the date of the fund facts document and consists of the lesser of

(A) 10 years, and

(B) the time since inception of the mutual fund;

(ii) the annual compounded rate of return that equates the hypothetical \$1000 investment to the final value,

(b) for a mutual fund that has not yet completed 12 consecutive months, state the following:

“This section shows the value and annual compounded rate of return of a hypothetical \$1,000 investment in [name of class/series of securities described in the fund facts document] [units/shares] of the fund. However, this information is not available because the fund has not yet completed 12 consecutive months.”; and

(c) for a newly established mutual fund, state the following:

“This section shows the value and annual compounded rate of return of a hypothetical \$1,000 investment in [name of class/series of securities described in the fund facts document] [units/shares] of the fund. However, this information is not available because the fund is new.”;

(iv) by deleting instruction (5).

## 10. Expiration of exemptions and waivers

(1) Any exemption from or waiver of a provision of the Regulation in relation to fund facts document delivery requirements in paragraph (1) of section 3.2.01 for mutual funds in a portfolio rebalancing plan or an automatic switch program expires on 5 January 2022.

(2) In British Columbia, paragraph (1) does not apply.

**11. Transition for portfolio rebalancing plans and automatic switch programs**

(1) For the purposes of sections 3.2.03 and 3.2.05 of the Regulation, as enacted by section 4 of this Regulation, the first purchase of a security of a mutual fund made pursuant to a portfolio rebalancing plan or an automatic switch program on or after 5 January 2022 is considered to be the first purchase under the plan or program, as applicable.

(2) Paragraph (1) does not apply to a portfolio rebalancing plan or an automatic switch program established before 5 January 2022, if a notice providing information substantially similar to the notice referred to in paragraph (c) of section 3.2.03(c) or 3.2.05 of the Regulation, as enacted by section 4 of this Regulation, was delivered or sent to the purchaser between 5 January 2021 and 5 January 2022.

**12. Effective Date**

(1) This Regulation comes into force on 5 January 2022.

(2) In Saskatchewan, despite paragraph (1), if this Regulation is filed with the Registrar of Regulations after 5 January 2022, this Regulation comes into force on the day on which it is filed with the Registrar of Regulations.

**REGULATION TO AMEND REGULATION 81-102 RESPECTING INVESTMENT FUNDS (WORKSTREAMS 5, 6 AND 7)**

Securities Act

(chapter V-1.1, s. 331.1, par. (1), (3), (8), (11), (16) and (34))

1. Section 1.1 of Regulation 81-102 respecting Investment Funds (chapter V-1.1, r. 39) is amended:

(1) by replacing the definition of the expression “designated rating” with the following:

““designated rating” means a credit rating from a designated rating organization listed below, from a DRO affiliate of an organization listed below, from a designated rating organization that is a successor credit rating organization of an organization listed below or from a DRO affiliate of the successor credit rating organization, that is at or above one of the following corresponding rating categories, or that is at or above a category that replaces one of the following corresponding rating categories, if

(a) there has been no announcement from the designated rating organization, from a DRO affiliate of the organization, from a designated rating organization that is a successor credit rating organization or from a DRO affiliate of the successor credit rating organization, of which the investment fund or its manager is or reasonably should be aware that the credit rating of the security or instrument to which the designated rating was given may be down-graded to a rating category that is not referred to in this definition, and

(b) no designated rating organization listed below, no DRO affiliate of an organization listed below, no designated rating organization that is a successor credit rating organization of an organization listed below and no DRO affiliate of such successor credit rating organization, has rated the security or instrument in a rating category that is not referred to in this definition:

Designated Rating Organization	Commercial Paper/ Short Term Debt	Long Term Debt
DBRS Limited	R-1 (low)	A
Fitch Ratings, Inc.	F1	A
Moody’s Canada Inc.	P-1	A2
S&P Global Ratings Canada	A-1 (Low)	A

(2) by inserting, after the definition of the expression “underlying market exposure”, the following, with the necessary changes:

““U.S. GAAP” has the same meaning as in section 1.1. of Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards (chapter V-1.1, r. 25);

““U.S. AICPA GAAS” has the same meaning as in section 1.1 of Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards;



““U.S. PCAOB GAAS” has the same meaning as in section 1.1. of Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards.”.

2. Section 1.2 of the Regulation is amended by inserting, after paragraph (2), the following:

“(2.1) Despite subsection (1), section 2.5.1 also applies to an investment fund that is not a reporting issuer.”.

3. The Regulation is amended by inserting, after section 2.5, the following:

**2.5.1. Investments in Other Investment Funds by Funds Not Reporting Issuers**

(1) In this section, “significant interest” and “substantial security holder” have the meaning,

(a) except in British Columbia, ascribed to those terms in the investment fund conflict of interest investment restrictions, and

(b) in British Columbia, ascribed to those terms in section 2 of BC Instrument 81-513 Self-Dealing.

(2) The investment fund conflict of interest investment restrictions and the investment fund conflict of interest reporting requirements do not apply to an investment fund that is not a reporting issuer and that purchases or holds securities of another investment fund that is not a reporting issuer if

(a) the investment fund’s securities are distributed solely under an exemption from the prospectus requirement,

(b) the purchase or holding is in accordance with paragraphs 2.5(2)(b), (d), (e) and (f),

(c) the other investment fund prepares annual financial statements for its most recently completed financial year, and obtains an auditor’s report with respect to those statements, within 90 days after the end of that financial year,

(d) the other investment fund prepares interim financial statements for its most recently completed interim period within 60 days after the end of that interim period,

(e) the audited annual financial statements referred to paragraph (c) and the interim financial statements referred to in paragraph (d) are prepared in accordance with Canadian GAAP applicable to publicly accountable enterprises, IFRS or U.S. GAAP,

(f) the audited annual financial statements referred to in paragraph (c) are audited in accordance with Canadian GAAS, International Standards on Auditing, U.S. AICPA GAAS or U.S. PCAOB GAAS and the auditor’s report referred to in paragraph (c) expresses an unmodified or unqualified opinion, as applicable,

(g) the other investment fund complies with section 2.4,

(h) the other investment fund has the same redemption and valuation dates as the investment fund,

(i) any purchase of the other fund's securities is made at a price that equals the net asset value per security of the other fund calculated in accordance with section 14.2 of Regulation 81-106 respecting Investment Fund Continuous Disclosure (chapter V-1.1, r. 42),

(j) before an investor purchases securities of the investment fund, the investor is provided a document that discloses

(i) that the fund may purchase securities of other related funds from time to time,

(ii) that the manager of the fund is any of the following, as applicable:

(A) the manager of each of the other funds;

(B) the portfolio adviser of each of the other funds;

(C) an affiliate of the manager of each of the other funds;

(D) an affiliate of the portfolio adviser of each of the other funds,

(iii) the approximate or maximum percentage of net assets of the fund that is intended to be invested in securities of the other fund,

(iv) the fees, expenses and any performance or special incentive distributions payable by the other fund,

(v) the process or criteria used to select the other fund,

(vi) for each officer, director or substantial security holder of the fund's manager, or of the fund, that has a significant interest in the other fund, the approximate amount of the significant interest that each officer, director or substantial securityholder holds in the other fund expressed as a percentage of the other fund's net asset value, and any conflicts of interest or potential conflicts of interest,

(vii) if the officers, directors and substantial securityholders of the fund's manager or of the fund, in aggregate, hold a significant interest in the other fund,

(A) the actual or approximate amount of the significant interest they hold, on an aggregate basis, expressed as a percentage of the other fund's net asset value, and

(B) any conflicts of interest or potential conflicts of interest, and

(viii) that investors are entitled to receive, on request and free of charge

(A) a copy of the offering memorandum or other similar disclosure document of each other fund, if available, and

(B) the audited annual financial statements, accompanied by an auditor's report, and interim financial statements, if any, relating to each other fund, and

(k) investors are informed annually of their right to receive, on request and free of charge, a copy of the documents referred to in subparagraph (j)(viii).

(3) The investment fund conflict of interest investment restrictions and the investment fund conflict of interest reporting requirements do not apply to an investment fund that is not a reporting issuer and that purchases or holds securities of another investment fund if the other investment fund is a reporting issuer and the purchase or holding is in accordance with section 2.5.”

4. Section 4.1 of the Regulation is amended by replacing paragraph (4) with the following:

“(4) Subsection (1) does not apply to an investment in a class of securities of a reporting issuer if,

(a) at the time of the investment,

(i) the independent review committee of the dealer managed investment fund has approved the transaction in accordance with subsection 5.2(2) of Regulation 81-107 respecting Independent Review Committee for Investment Funds (chapter V-1.1, r. 43), and

(ii) the distribution of securities of the reporting issuer is made by prospectus or under an exemption from the prospectus requirement,

(b) during the 60 days after the period referred to in subsection (1), any of the following apply:

(i) the investment is made on an exchange on which the securities of the reporting issuer are listed and traded;

(ii) if the security is a debt security that does not trade on an exchange, the ask price is readily available and the price paid is not higher than the available ask price of the debt security at the time of the investment, and

(c) no later than the time the dealer managed investment fund files its annual financial statements, the manager of the dealer managed investment fund files the particulars of each investment made by the dealer managed investment fund during its most recently completed financial year.”

5. Section 5.3 of Regulation 81-102 respecting Investment Funds (chapter V-1.1, r. 39) is amended, in paragraph (2):

(1) by replacing subparagraph (iii) of subparagraph (a) with the following:

“(iii) all of the following apply to the reorganization or transfer of assets of the investment fund:

(A) subparagraph 5.6(1)(a)(i), clause 5.6(1)(a)(ii)(A), subparagraph 5.6(1)(a)(iii) and subparagraph 5.6(1)(a)(iv);

(B) subparagraph 5.6(1)(b)(i);

(C) paragraph 5.6(1)(c);

(D) paragraph 5.6(1)(d);

(E) paragraph 5.6(1)(g);

(F) paragraph 5.6(1)(h);

(G) paragraph 5.6(1)(i);

(H) paragraph 5.6(1)(j);

(I) paragraph 5.6(1)(k);”;

(2) by replacing, in the French text of subparagraph (ii) of subparagraph (b) of paragraph (2), « Loi de l’impôt sur le revenu (L.R.C. 1985, c. 1 (5<sup>e</sup> suppl)) » with « LIR ».

6. Section 5.4 of The Regulation is amended by replacing paragraph (2) with the following:

“(2) The notice referred to in subsection (1) must contain or be accompanied by the following:

(a) a statement in an information circular that includes all of the following:

(i) a description of the change or transaction proposed to be made or entered into;

(ii) in the case of a matter referred to in paragraph 5.1(1)(a) or (a.1), the effect that the change would have had on the management expense ratio of the investment fund if the change were in effect throughout the investment fund’s last completed financial year;

(iii) in the case of a matter referred to in paragraph 5.1(1)(b),

(A) all material information regarding the business, management and operations of the new manager, including, for greater certainty, details of the history and background of its executive officers and directors within the 5 years preceding the date of the notice or statement,

(B) a description of all material effects the change will have on the business, operations or affairs of the investment fund,

(C) a description of all material effects the change will have on the investment fund's securityholders, and

(D) a description of any material changes made to any material contract regarding the administration of the investment fund;

(iv) the date of the proposed implementation of the change or transaction;

(b) all information and documents required to be sent in order to comply with the applicable proxy solicitation provisions of securities legislation for the meeting.”.

7. Section 5.5 of the Regulation is amended by deleting, in paragraph (1), subparagraphs (a), (a.1) and (c), and making the necessary changes.

8. Section 5.6 of the Regulation is amended, in paragraph (1):

(1) by replacing subparagraph (a) with the following:

“(a) the investment fund is being reorganized with, or its assets are being transferred to, another investment fund to which this Regulation applies, and all of the following apply:

(i) the other investment fund is managed by the manager, or an affiliate of the manager, of the investment fund;

(ii) either of the following apply:

(A) a reasonable person would consider the other investment fund to have substantially similar fundamental investment objectives and valuation procedures, and a substantially similar fee structure, to those of the investment fund;

(B) if the other investment fund has different fundamental investment objectives or valuation procedures or a different fee structure, the following apply:

(I) the manager reasonably believes that the transaction is in the best interests of the investment fund despite the differences;

(II) the circular referred to in subparagraph (f)(i) includes disclosure of the differences and explains why the manager is of the belief that the transaction is in the best interests of the investment fund despite the differences;

(iii) the other investment fund is not in default of any requirement of securities legislation;

(iv) the other investment fund is a reporting issuer in the local jurisdiction and, if it is a mutual fund, has a current prospectus in the local jurisdiction;”;

(2) by replacing subparagraph (b) with the following:

“(b) either of the following apply:

(i) the transaction is a “qualifying exchange” within the meaning of section 132.2 of the ITA or is a tax-deferred transaction under subsection 85(1), 85.1(1), 86(1) or 87(1) of the ITA;

(ii) if the transaction is not a “qualifying exchange” within the meaning of section 132.2 of the ITA or a tax-deferred transaction under subsection 85(1), 85.1(1), 86(1) or 87(1) of the ITA, the following apply:

(A) the manager reasonably believes that the transaction is in the best interests of the investment fund despite the tax treatment of the transaction;

(B) the circular referred to in subparagraph (f)(i)

(I) discloses that the transaction is not a “qualifying exchange” within the meaning of section 132.2 of the ITA or a tax-deferred transaction under subsection 85(1), 85.1(1), 86(1) or 87(1) of the ITA,

(II) discloses the reason why the transaction is not structured so that subparagraph (i) applies, and

(III) explains why the manager is of the belief that the transaction is in the best interests of the investment fund despite the tax treatment of the transaction;”.

9. Section 5.7 of the Regulation is amended by deleting, in paragraph (1), subparagraphs (a) and (c).

10. Appendix D of the Regulation is amended by replacing the second row of the table with the following:

“

All Jurisdictions	Paragraphs 13.5(2)(a) and (b) of Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations (chapter V-1.1, r. 10) and subsection 4.1(2) of this Regulation
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11. Appendix E of the Regulation is amended by replacing the table with the following:

“

<b>Jurisdiction</b>	<b>Securities Legislation Reference</b>
Alberta	Paragraph 191(1)(a) of the <i>Securities Act</i> (Alberta)
British Columbia	Paragraph 9(a) of BC Instrument 81-513 <i>Self-Dealing</i>
New Brunswick	Paragraph 143(1)(a) of the <i>Securities Act</i> (New Brunswick)
Newfoundland and Labrador	Paragraph. 118(1)(a) of the <i>Securities Act</i> (Newfoundland and Labrador)
Nova Scotia	Paragraph 125(1)(a) of the <i>Securities Act</i> (Nova Scotia)
Ontario	Item 117(1)1 of the <i>Securities Act</i> (Ontario)
Saskatchewan	Paragraph 126(1)(a) of the <i>Securities Act</i> , 1988 (Saskatchewan)

”

## 12. **Effective Date**

(1) This Regulation comes into force on 5 January 2022.

(2) In Saskatchewan, despite subsection (1), if this Regulation is filed with the Registrar of Regulations after 5 January 2022, this Regulation comes into force on the day on which it is filed with the Registrar of Regulations.

**REGULATION TO AMEND REGULATION 81-106 RESPECTING INVESTMENT FUND CONTINUOUS DISCLOSURE (WORKSTREAMS 3 AND 5)**

Securities Act

(chapter V-1.1, s. 331.1, par. (1), (2), (3), (4.1), (8), (20), (30) and (34))

1. Section 1.1 of Regulation 81-106 respecting Investment Fund Continuous Disclosure (chapter V-1.1, r. 42) is amended:

(1) by replacing the definition of the expression “designated rating” with the following:

““designated rating” has the same meaning as in Regulation 81-102 respecting Investment Funds (chapter V-1.1, r. 39);”;

(2) by inserting, after the definition of the expression “independent valuator”, the following:

““information circular” means a document prepared in accordance with Form 51-102F5 of Regulation 51-102 respecting Continuous Disclosure Obligations (chapter V-1.1, r. 24);”;

(3) by inserting, after the definition of the expression “interim period”, the following:

““intermediary” has the same meaning as in section 1.1 of Regulation 54-101 respecting Communication with Beneficial Owners of Securities of a Reporting Issuer (chapter V-1.1, r. 29);”;

(4) by inserting, after the definition of the expression “material contract”, the following:

““meeting” means, except in sections 10.2, 10.3 and 16.3, a meeting of securityholders of an investment fund;”;

(5) by inserting, after the definition of the expression “net asset value”, the following:

““NOBO” has the same meaning as in section 1.1 of Regulation 54-101 respecting Communication with Beneficial Owners of Securities of a Reporting Issuer;”;

(6) by inserting, after the definition of the expression “non-redeemable investment fund”, the following:

““notice-and-access” means the delivery procedures referred to in section 12.2.1;

““notification of meeting and record dates” has the same meaning as in section 1.1 of Regulation 54-101 respecting Communication with Beneficial Owners of Securities of a Reporting Issuer;



““proximate intermediary” has the same meaning as in section 1.1 of Regulation 54-101 respecting Communication with Beneficial Owners of Securities of a Reporting Issuer;

““proxy-related materials” means securityholder materials relating to a meeting that a person that solicits proxies is required under corporate law or securities legislation to send to a registered holder or beneficial owner of the securities of an investment fund;”;

(7) by inserting, after the definition of the expression “scholarship plan”, the following:

““send” includes to deliver or forward, or arrange to deliver or forward, by any means;”;

(8) by inserting, after the definition of the expression “statement of changes in financial position”, the following:

““stratification” means procedures whereby a paper copy of the information circular and, if applicable, the financial statements of the investment fund are included with the documents required to be sent in order to use notice-and-access under section 12.2.1;”.

2. The Regulation is amended by inserting, after section 12.2, the following:

**“12.2.1. Notice-and-access**

A person that solicits proxies from a registered holder of securities of an investment fund under subsection 12.2(2) of this Regulation, or sends proxy-related materials to beneficial owners of an investment fund under section 2.7 of Regulation 54-101 respecting Communication with Beneficial Owners of Securities of a Reporting Issuer (chapter V-1.1, r. 29), must not use notice-and-access to send proxy-related materials to the registered holder or beneficial owner unless all of the following apply:

(a) the registered holder or beneficial owner is sent a notice that contains only the following information:

(i) the date, time and location of the meeting;

(ii) a description of each matter or group of related matters identified in the form of proxy to be voted on, unless that information is already included in the form of proxy or in Form 54-101F6 or Form 54-101F7 of Regulation 54-101 respecting Communication with Beneficial Owners of Securities of a Reporting Issuer, that is sent to the registered holder or beneficial owner under paragraph (b);

(iii) the website addresses for SEDAR and the non-SEDAR website where the proxy-related materials are posted;

(iv) a reminder to review the information circular before voting;

(v) an explanation of how to obtain a paper copy of the information circular and, if applicable, the financial statements of the investment fund, from the person soliciting proxies;

(vi) a plain-language explanation of notice-and-access that includes the following information:

(A) if stratification is used, a list of the types of registered holders or beneficial owners who will receive paper copies of the information circular and, if applicable, the financial statements of the investment fund;

(B) the estimated date and time by which a request for a paper copy of the information circular and, if applicable, the financial statements of the investment fund, is to be received in order for the registered holder or beneficial owner to receive the paper copy in advance of any deadline for the submission of the proxy or the voting instructions for the meeting, and the date of the meeting;

(C) an explanation of how the registered holder or beneficial owner is to return the proxy or the voting instructions, including any deadline for return of the proxy or the voting instructions;

(D) the sections of the information circular where disclosure regarding each matter or group of related matters identified in the notice can be found;

(E) a toll-free telephone number the registered holder or beneficial owner can call to get information about notice-and-access;

(b) by prepaid mail, courier or the equivalent,

(i) the registered holder is sent the notice, and a form of proxy for use at the meeting, at least 30 days before the date of the meeting, and

(ii) the beneficial owner is sent the notice and a Form 54-101F6 or Form 54-101F7 of Regulation 54-101 respecting Communication with Beneficial Owners of Securities of a Reporting Issuer, using the procedures referred to in section 2.9 or 2.12 of that regulation, as applicable;

(c) the proxy-related materials are sent at least 30 days, and no more than 50 days, before the date of the meeting;

(d) if proxy-related materials are sent directly to a NOBO using notice-and-access, the notice and, if applicable, any paper copies of information circulars and financial statements, are sent at least 30 days before the date of the meeting;

(e) if proxy-related materials are sent indirectly to a beneficial owner using notice-and-access, the notice and, if applicable, any paper copies of information circulars or financial statements are sent to any proximate intermediary,

(i) at least 3 business days before the 30th day before the date of the meeting, in the case of proxy-related materials that are to be sent on by the proximate intermediary by first class mail, courier or the equivalent, and

(ii) at least 4 business days before the 30th day before the date of the meeting, in the case of proxy-related materials that are to be sent on by the proximate intermediary using any other type of prepaid mail;

(f) in the case of a solicitation by or on behalf of management of the investment fund, or if another person soliciting proxies has requested a meeting, the notification of meeting and record dates is filed on SEDAR and that filing occurs on the same date that the notification of meeting and record dates is sent under subsection 2.2(1) of Regulation 54-101 respecting Communication with Beneficial Owners of Securities of a Reporting Issuer;

(g) public electronic access to the information circular, the notice and the form of proxy is provided on or before the date that the notice is sent to the registered holder or beneficial owner, as follows:

(i) the documents are filed on SEDAR;

(ii) the documents are posted for no less than one year on

(A) the investment fund's designated website, in the case of a solicitation by or on behalf of management of the investment fund, and

(B) a website other than SEDAR, in the case of a solicitation by or on behalf of any other person;

(h) a toll-free telephone number is provided for use by the registered holder or beneficial owner to request a paper copy of the information circular and, if applicable, the financial statements of the investment fund at any time

(i) following the date that the notice is sent to the registered holder or beneficial owner, and

(ii) on or before the date of the meeting, including any adjournment;

(i) if a request for a paper copy of the information circular and, if applicable, the financial statements of the investment fund is received by telephone using the toll-free telephone number provided in the notice or by any other means, a paper copy of the document requested is sent free of charge by the person to the registered holder or beneficial owner at the address specified in the request,

(i) in the case of a request received before the date of the meeting, within 3 business days after receiving the request, by first class mail, courier or the equivalent, and

(ii) in the case of a request received on or after the date of the meeting, and within one year of the date the information circular is filed on SEDAR, within 10 calendar days after receiving the request, by prepaid mail, courier or the equivalent;

(j) the notice is not sent with any other document other than the following:

(i) a form of proxy or a Form 54-101F6 or Form 54-101F7 of Regulation 54-101 respecting Communication with Beneficial Owners of Securities of a Reporting Issuer;

(ii) if financial statements of the investment fund are to be presented at the meeting, the financial statements;

(iii) if the meeting is to approve a reorganization of the investment fund with another investment fund as contemplated by paragraph 5.1(1)(f) of Regulation 81-102 respecting Investment Funds (chapter V-1.1, r. 39), Form 81-101F3 of Regulation 81-101 respecting Mutual Fund Prospectus Disclosure (chapter V-1.1, r. 38) or Form 41-101F4 of Regulation 41-101 respecting General Prospectus Requirements (chapter V-1.1, r. 14) for the continuing investment fund;

(k) the notice is not combined with any document other than a form of proxy, or Form 54-101F6 or Form 54-101F7 of Regulation 54-101 respecting Communication with Beneficial Owners of Securities of a Reporting Issuer;

(l) the information circular discloses that proxy-related materials are being sent to registered holders or beneficial owners of the investment fund using notice-and-access, and if stratification is used, the types of registered holders or beneficial owners who will receive paper copies of the information circular and, if applicable, the financial statements of the investment fund;

(m) the cost of sending the information circular and, if applicable, the financial statements of the investment fund, to a registered holder or beneficial owner, if a paper copy is requested by the registered holder or beneficial owner, is paid by the manager of the investment fund or other person soliciting proxies that is not the investment fund.

#### **“12.2.2. Restrictions on Information Gathering**

(1) A person using notice-and-access that receives a request for a paper copy of the information circular or the financial statements of the investment fund, through the toll-free telephone number provided in the notice referred to in paragraph 12.2.1(a) or by any other means, must not

(a) ask for any information about the person making the request, other than the name and address to which the information circular and, if applicable, the financial statements are to be sent, or

(b) disclose or use the name or address of the person making the request for any purpose other than sending the information circular or the financial statements of the investment fund.

(2) A person that posts proxy-related materials to a website under subparagraph 12.2.1(1)(g)(ii) must not collect information that can be used to identify a person that has accessed the website.

**“12.2.3. Posting Materials on Non-SEDAR Website**

(1) A person that posts proxy-related materials to a website under subparagraph 12.2.1(1)(g)(ii) must also post on the website all of the following:

(a) any disclosure regarding the meeting that the person has sent to registered holders or beneficial owners;

(b) any written communications the person has made available to the public regarding each matter or group of matters to be voted on at the meeting, whether or not the communications were sent to registered holders or beneficial owners.

(2) For greater certainty, a person that posts proxy-related materials on a website under subparagraph 12.2.1(1)(g)(ii) must do so in a manner and format that permits an individual with a reasonable level of computer skill and knowledge to easily do all of the following:

(a) access, read and search the materials;

(b) download and print the materials.

**“12.2.4. Record Date for Notice of Meeting, Abridgement of Time and Notification of Meeting Date and Record Date**

(1) A person that solicits proxies from a registered holder or beneficial owner using notice-and-access, in the case of solicitation by or on behalf of management of an investment fund, must

(a) despite paragraph 2.1(b) of Regulation 54-101 respecting Communication with Beneficial Owners of Securities of a Reporting Issuer (chapter V-1.1, r. 29), set or request a record date for notice of the meeting that is no fewer than 40 days before the date of the meeting,

(b) specify in the notification of meeting and record dates sent under section 2.2 of Regulation 54-101 respecting Communication with Beneficial Owners of Securities of a Reporting Issuer that proxy-related materials are being sent to registered holders or beneficial owners using notice-and-access, and

(c) not abridge the time prescribed under paragraph 2.1(b), subsection 2.2(1) or subsection 2.5(1) of Regulation 54-101 respecting Communication with Beneficial Owners of Securities of a Reporting Issuer unless the person

(i) complies with paragraphs 2.20 (a) to (c) of that regulation, and

(ii) sends the notification of meeting and record dates sent under section 2.2 of that regulation at least 3 business days before the record date for notice of the meeting.

(2) In the case of a person not referred to in subsection (1) that requests a meeting, the person must request the following:

(a) a record date for notice of the meeting that is no fewer than 40 days before the date of the meeting;

(b) that the notification of meeting and record dates sent under section 2.2 of Regulation 54-101 respecting Communication with Beneficial Owners of Securities of a Reporting Issuer state that proxy-related materials are being sent to registered holders or beneficial owners using notice-and-access.

#### **“12.2.5. Consent to Other Delivery Methods**

For greater certainty, section 12.2.1 does not

(a) prevent a registered holder or beneficial owner from consenting to the use of other delivery methods to send proxy-related materials,

(b) terminate or modify a consent that a registered holder or beneficial owner previously gave to a person regarding the use of other delivery methods to send proxy-related materials to the registered holder or beneficial owner, or

(c) prevent a person that solicits proxies, an intermediary or any other person from sending proxy-related materials to a registered holder or beneficial owner using a method to which the registered holder or beneficial owner has consented prior to 5 January 2022.

#### **“12.2.6. Instructions to Receive Paper Copies**

(1) Despite section 12.2.1, an investment fund or its manager or management may obtain standing instructions from a registered holder of securities of the investment fund, and an intermediary may obtain standing instructions from a client that is a beneficial owner of securities of the investment fund, that a paper copy of the information circular or the financial statements of the investment fund be sent to the registered holder or beneficial owner in all cases when using notice-and-access in respect of a meeting of the investment fund.

(2) If an investment fund or its manager or management has obtained standing instructions from a registered holder under subsection (1), the investment fund, its manager or management must do all of the following:

(a) include with the notice referred to in paragraph 12.2.1(a) any paper copies of information circulars or financial statements of the investment fund referred to in the registered holder’s standing instructions;

(b) notify the registered holder, by including a statement in the notice referred to in paragraph 12.2.1(a) or by another method, of the means by which the registered holder may revoke the registered holder's standing instructions.

(3) If an intermediary has obtained standing instructions from a beneficial owner under subsection (1), the intermediary must do all of the following:

(a) if the investment fund or its manager or management is sending proxy-related materials directly under section 2.9 of Regulation 54-101 respecting Communication with Beneficial Owners of Securities of a Reporting Issuer (chapter V-1.1, r. 29), indicate in the NOBO list provided to the investment fund or its manager or management, those NOBOs who have provided standing instructions under subsection (1) as at the date the NOBO list is generated;

(b) if the intermediary is sending proxy-related materials to a beneficial owner on behalf of an investment fund or its manager or management using notice-and-access, request appropriate quantities of paper copies of the information circular and, if applicable, the financial statements of the investment fund, from the investment fund or its manager or management, for forwarding to beneficial owners who have provided standing instructions to be sent paper copies;

(c) include with the notice a description, or otherwise inform the beneficial owner of, the means by which the beneficial owner may revoke the beneficial owner's standing instructions.

**“12.2.7. Compliance with Regulation 51-102 respecting Continuous Disclosure Obligations and Regulation 54-101 respecting Communication with Beneficial Owners of Securities of a Reporting Issuer**

(1) A person that solicits proxies must comply with the following:

(a) Items 7.12 and 9.9 of Form 54-101F2 of Regulation 54-101 respecting Communication with Beneficial Owners of Securities of a Reporting Issuer;

(b) Form 54-101F5 of that Regulation.

(2) For the purposes of subsection (1), “notice-and-access” and “stratification”, as used in Items 7.12 and 9.9 of Form 54-101F2 and in Form 54-101F5 of Regulation 54--101 respecting Communication with Beneficial Owners of Securities of a Reporting Issuer, have the same meaning as in this Regulation.”.

**3.** Section 12.3 of the Regulation is amended by replacing, wherever it appears in the French text, the word “porteur” with the words “porteur de titres”, with the necessary grammatical changes.

**4. Transition**

Before 6 September 2022, if an investment fund has not designated a website as its designated website, the reference to “designated website” in paragraph 12.2.1(g) of the Regulation must be read as a reference to the investment fund's or its manager's website.

**5. Effective Date**

(1) This Regulation comes into force on 5 January 2022.

(2) In Saskatchewan, despite paragraph (1), if this Regulation is filed with the Registrar of Regulations after 5 January 2022, this Regulation comes into force on the day on which it is filed with the Registrar of Regulations.



**REGULATION TO AMEND REGULATION 81-107 RESPECTING INDEPENDENT REVIEW COMMITTEE FOR INVESTMENT FUNDS (WORKSTREAM 5)**

## Securities Act

(chapter V-1.1, s. 331.1, par. (3), (11), (16) and (34))

1. Section 1.1 of Regulation 81-107 respecting Independent Review Committee for Investment Funds (chapter V-1.1, r. 43) is amended by adding, after paragraph (2), the following:

“(3) Despite subsection (1), sections 6.1 to 6.5 also apply to an investment fund that is not a reporting issuer.

“(4) Despite subsection (1), sections 6.1 and 6.5 also apply in respect of a managed account.”.

2. Section 1.6 of the Regulation is amended by replacing, in the French text, the words “l’activité, les opérations” with the words “l’entreprise, les activités”.

3. Section 5.2 of the Regulation is amended by replacing, in paragraph (1), subparagraph (b) with the following:

“(b) a transaction in securities of an issuer described in any of the following:

(i) subsection 6.2(1);

(ii) subsection 6.3(1);

(iii) subsection 6.4(1);

(iv) subsection 6.5(1);”.

4. Section 6.1 of the Regulation is amended:

(1) in paragraph (1):

(a) in subparagraph (i) of subparagraph (a):

(i) by replacing, in clause (C), “is quoted; or” with “is quoted, or”;

(ii) by inserting, after clause (C), the following:

“(D) the “last sale price” as defined under the Universal Market Integrity Rules of the Investment Industry Regulatory Organization of Canada, as amended from time to time; or,”;

(b) by inserting, after subparagraph (a), the following:

“(a.1) “managed account” means an account, or an investment portfolio, that is managed by a portfolio manager or portfolio adviser on behalf of a client under an investment management agreement but does not include

(i) an account of a “responsible person”, as defined under Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations (chapter V-1.1, r. 10), or

(ii) an account of an investment fund, and”;

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

“(2) A portfolio manager of a managed account or a portfolio manager of an investment fund, including, for greater certainty, an investment fund that is not a reporting issuer, may purchase a security of an issuer from, or sell a security of an issuer to, another investment fund, including, for greater certainty, an investment fund that is not a reporting issuer, managed by the same manager or an affiliate of the manager, if, at the time of the transaction,

(a) the portfolio manager, on behalf of the investment fund or managed account, is purchasing from or selling to another investment fund that is a reporting issuer or, if the investment fund is not a reporting issuer, the manager has appointed an independent review committee that complies with sections 3.7 and 3.9 for the purpose of approving the transaction,

(b) the independent review committee has approved the transaction under subsection 5.2(2),

(c) the investment management agreement for the managed account authorizes the purchase or sale of the security,

(d) the bid and ask price of the security is readily available,

(e) the investment fund receives no consideration and the only cost for the transaction is the nominal cost incurred by the investment fund to print or otherwise display the trade,

(f) the transaction is executed at the current market price of the security,

and

(g) the transaction is subject to market integrity requirements.”;

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

“(2.1) An investment fund, or a portfolio manager on behalf of a managed account, referred to in subsection (2), must keep records in accordance with the record-keeping requirements applicable to registered firms set out in sections 11.5 and 11.6 of Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations (chapter V-1.1, r. 10).”;

(4) by replacing paragraphs (3) to (5) with the following:

“(3) With respect to a purchase or sale of a security referred to in subsection (2), Regulation 21-101 respecting Marketplace Operation (chapter V-1.1, r. 5), and Parts 6 and 8 of Regulation 23-101 respecting Trading Rules (chapter V-1.1, r. 6), do not apply to any of the following:

(a) a portfolio manager or portfolio adviser of an investment fund, including for greater certainty, an investment fund that is not a reporting issuer;

- (b) a portfolio manager or portfolio adviser of a managed account;
- (c) an investment fund, including for greater certainty, an investment fund that is not a reporting issuer;
- (d) a managed account.

“(4) With respect to a purchase or sale of a security referred to in subsection (2), the inter-fund self-dealing investment prohibitions do not apply to any of the following:

- (a) a portfolio manager or portfolio adviser of an investment fund, including for greater certainty, an investment fund that is not a reporting issuer;
- (b) a portfolio manager or portfolio adviser of a managed account;
- (c) an investment fund, including for greater certainty, an investment fund that is not a reporting issuer;
- (d) a managed account.

“(5) With respect to a purchase or sale of a security referred to in subsection (2), the dealer registration requirement does not apply to a portfolio manager or portfolio adviser of an investment fund, including, for greater certainty, an investment fund that is not a reporting issuer.”.

5. Section 6.2 of the Regulation is replaced with the following:

**“6.2. Transactions in securities of related issuers**

(1) An investment fund, including for greater certainty, an investment fund that is not a reporting issuer, may make or hold an investment in the security of an issuer related to it, to its manager or to an entity related to its manager, if,

- (a) at the time the investment is made,
  - (i) in the case of an investment made by an investment fund that is not a reporting issuer,
    - (A) the manager of the investment fund has appointed an independent review committee that complies with sections 3.7 and 3.9 for the purpose of approving the investment, and
    - (B) the independent review committee has approved the investment in compliance with subsection 5.2(2), and
  - (ii) in the case of an investment made by an investment fund that is a reporting issuer, the investment fund’s independent review committee has approved the investment in compliance with subsection 5.2(2), and
- (b) the purchase is made on an exchange on which the securities of the issuer are listed and traded.

(2) After an investment referred to in subsection (1) is made, and no later than the time the investment fund files its annual financial statements, the manager of the investment fund must file the particulars of the investment with the regulator, except in Québec, or the securities regulatory authority.

(3) The investment fund conflict of interest investment restrictions do not apply to an investment fund, including, for greater certainty, an investment fund that is not a reporting issuer, with respect to an investment fund referred to in subsection (1) if the investment is made in accordance with that subsection.

(4) For the purpose of subsection (3), “investment fund conflict of interest investment restrictions” has the meaning ascribed to that term in Regulation 81-102 respecting Investment Funds (chapter V-1.1, r. 39).”.

6. The Regulation is amended by inserting, after section 6.2, the following:

**“6.3. Transactions in securities of related issuers – Secondary market non-exchange traded debt securities**

(1) An investment fund, including, for greater certainty, an investment fund that is not a reporting issuer, may make an investment in the secondary market in a non-exchange traded debt security of an issuer related to it, to its manager or to an entity related to the manager, and continue to hold the debt security, if the conditions set out in subsection (2) are satisfied.

(2) For the purposes of subsection (1), an investment fund may make an investment in a debt security referred to in subsection (1) if,

(a) at the time the investment is made,

(i) in the case of an investment made by an investment fund that is not a reporting issuer,

(A) the manager of the investment fund has appointed an independent review committee that complies with sections 3.7 and 3.9 for the purpose of approving the investment, and

(B) the independent review committee has approved the investment in compliance with subsection 5.2(2), and

(ii) in the case of an investment made by an investment fund that is a reporting issuer, the investment fund’s independent review committee has approved the investment in compliance with subsection 5.2(2),

(b) at the time the investment is made, the debt security has a designated rating as defined in paragraph (b) of the definition of “designated rating” in Regulation 44-101 respecting Short Form Prospectus Distributions (chapter V-1.1, r. 16),

(c) in the case of an investment made on a marketplace, the price paid for the debt security is not more than the price for the debt security determined in accordance with the requirements of that marketplace,

(d) in the case of an investment that is not made on a marketplace, the price paid for the debt security is not more than

(i) the price at which an arm's length seller is willing to sell the debt security,

(ii) the price quoted publicly, immediately before the investment is made, by an independent marketplace, or

(iii) the price quoted, immediately before the investment is made, by an arm's length purchaser or seller of the debt security, and

(e) the investment is subject to the applicable "market integrity requirements" as defined in section 6.1, if any.

(3) After an investment referred to in subsection (2) is made, and no later than the time the investment fund files its annual financial statements, the manager of the investment fund must file the particulars of the investment with the regulator, except in Québec, or the securities regulatory authority.

(4) The investment fund conflict of interest investment restrictions do not apply to an investment fund, including, for greater certainty, an investment fund that is not a reporting issuer, with respect to an investment referred to in subsection (2) if the investment is made in accordance with that subsection.

(5) For the purpose of subsection (4), "investment fund conflict of interest investment restrictions" has the meaning ascribed to that term in Regulation 81-102 respecting Investment Funds (chapter V-1.1, r. 39).

#### **"6.4. Transactions in securities of related issuers – Primary market distributions of long-term debt securities**

(1) An investment fund, including, for greater certainty, an investment fund that is not a reporting issuer, may make an investment in a long-term debt security of an issuer related to it, to its manager or to an entity related to the manager, if the investment is made under a distribution of the long-term debt security of that issuer, and continue to hold the debt security, if,

(a) at the time the investment is made,

(i) in the case of an investment made by an investment fund that is not a reporting issuer,

(A) the manager of the investment fund has appointed an independent review committee that complies with sections 3.7 and 3.9 for the purpose of approving the investment, and

(B) the independent review committee has approved the investment in compliance with subsection 5.2(2), and

(ii) in the case of an investment made by an investment fund that is a reporting issuer, the investment fund's independent review committee has approved the investment in compliance with subsection 5.2(2),

(iii) the debt security has a term to maturity greater than 365 days,

(iv) the debt security is not asset-backed commercial paper,

(v) the debt security has a designated rating as defined in paragraph (b) of the definition of "designated rating" in Regulation 44-101 respecting Short Form Prospectus Distributions (chapter V-1.1, r. 16);

(vi) the distribution is for at least \$100 million, and

(vii) at least 2 purchasers that are arm's length purchasers, including, for greater certainty, "independent underwriters" within the meaning of Regulation 33-105 respecting Underwriting Conflicts (chapter V-1.1, r. 11), have collectively purchased at least 20% of the distribution,

(b) the price paid for the long-term debt security is not higher than the lowest price paid by any arm's length purchaser that participates in the distribution, and

(c) immediately after the investment is made,

(i) the investment fund holds no more than 5% of its net assets in long-term debt securities of the issuer, and

(ii) the investment fund, together with other investment funds managed by the manager, hold no more than 20% of the long-term debt securities issued in the distribution.

(2) After an investment referred to in subsection (1) is made, and no later than the time the investment fund files its annual financial statements, the manager of the investment fund must file the particulars of the investment with the regulator, except in Québec, or the securities regulatory authority.

(3) The investment fund conflict of interest investment restrictions do not apply to an investment fund, including, for greater certainty, an investment fund that is not a reporting issuer, with respect to an investment referred to in subsection (2) if the investment is made in accordance with that subsection.

(4) For the purpose of subsection (3), "investment fund conflict of interest investment restrictions" has the meaning ascribed to that term in Regulation 81-102 respecting Investment Funds (chapter V-1.1, r. 39).

**“6.5. Transactions in debt securities with a related dealer – principal trades in debt securities**

(1) A portfolio manager or portfolio adviser, acting on behalf of an investment fund, including, for greater certainty, an investment fund that is not a reporting issuer, or acting on behalf of a managed account as defined in section 6.1, may cause the investment fund or managed account to purchase a debt security of any issuer from, or sell a debt security of any issuer to, a dealer related to the portfolio manager, acting for its own account, if at the time of the transaction,

(a) in the case of an investment fund that is not a reporting issuer,

(i) the manager of the investment fund has appointed an independent review committee that complies with sections 3.7 and 3.9 for the purpose of approving the transaction, and

(ii) the independent review committee has approved the transaction in compliance with subsection 5.2(2),

(b) in the case of an investment fund that is a reporting issuer, the investment fund’s independent review committee has approved the transaction in compliance with subsection 5.2(2);

(c) the investment management agreement for the managed account authorizes the purchase or sale of the debt security,

(d) the bid and ask price of the security transacted is readily available,

(e) the purchase is not executed at a price that is higher than the available ask price or the sale is not executed at a price that is lower than the available bid price, and

(f) the purchase or sale is subject to the applicable market integrity requirements as defined in section 6.1.

(2) An investment fund, or a portfolio manager on behalf of a managed account referred to in subsection (1), must keep records in accordance with the record-keeping requirements applicable to registered firms set out in sections 11.5 and 11.6 of Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations (chapter V-1.1, r. 10).

(3) With respect to a purchase or sale of a security referred to in subsection (1), the inter-fund self-dealing investment prohibitions do not apply to any of the following:

(a) a portfolio manager or portfolio adviser of an investment fund, including for greater certainty, an investment fund that is not a reporting issuer;

(b) a portfolio manager or portfolio adviser of a managed account;

(c) an investment fund, including for greater certainty, an investment fund that is not a reporting issuer;

(d) a managed account.”.

7. Appendix B of the Regulation is replaced with the following:

**“APPENDIX B INTER-FUND SELF-DEALING CONFLICT OF INTEREST PROVISIONS**

<b>JURISDICTION</b>	<b>LEGISLATION REFERENCE</b>
Alberta	Paragraph 13.5(2)(b) of Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations  Section 4.2 of Regulation 81-102 respecting Investment Funds
British Columbia	Paragraph 13.5(2)(b) of Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations  Section 4.2 of Regulation 81-102 respecting Investment Funds
Manitoba	Paragraph 13.5(2)(b) of Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations  Section 4.2 of Regulation 81-102 respecting Investment Funds
New Brunswick	Paragraph 144(1)(b) of the Securities Act (SNB 2004, c S-5.5)  Subsection 11.7(6) of Local Rule 31-501 Registration Requirements  Paragraph 13.5(2)(b) of Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations  Section 4.2 of Regulation 81-102 respecting Investment Funds



Newfoundland and Labrador	<p>Paragraph 119(2)(b) of the Securities Act (R.S.N.L. 1990, c. S-13)</p> <p>Subsection 103(6) of Reg. 805/96 (C.N.L.R. 805/96)</p> <p>Paragraph 13.5(2)(b) of Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations</p> <p>Section 4.2 of Regulation 81-102 respecting Investment Funds</p>
Northwest Territories	<p>Paragraph 13.5(2)(b) of Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations</p> <p>Section 4.2 of Regulation 81-102 respecting Investment Funds</p>
Nova Scotia	<p>Paragraph 126(2)(b) of the Securities Act (R.S.N.S. 1989, c. 418)</p> <p>Subsection 32(6) of the General Securities Rules of Nova Scotia Securities Commission (N.S. Reg. 51/96)</p> <p>Paragraph 13.5(2)(b) of Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations</p> <p>Section 4.2 of Regulation 81-102 respecting Investment Funds</p>
Nunavut	<p>Paragraph 13.5(2)(b) of Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations</p> <p>Section 4.2 of Regulation 81-102 respecting Investment Funds</p>
Ontario	<p>Paragraph 13.5(2)(b) of Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations</p> <p>Section 4.2 of Regulation 81-102 respecting Investment Funds</p>

Prince Edward Island	Paragraph 13.5(2)(b) of Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations Section 4.2 of Regulation 81-102 respecting Investment Funds
Quebec	Paragraph 13.5(2)(b) of Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations Section 4.2 of Regulation 81-102 respecting Investment Funds
Saskatchewan	Paragraph 13.5(2)(b) of Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations Section 4.2 of Regulation 81-102 respecting Investment Funds
Yukon	Paragraph 13.5(2)(b) of Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations Section 4.2 of Regulation 81-102 respecting Investment Funds

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## 8. Effective Date

(1) This Regulation comes into force on 5 January 2022.

(2) In Saskatchewan, despite subsection (1), if this Regulation is filed with the Registrar of Regulations after 5 January 2022, this Regulation comes into force on the day on which it is filed with the Registrar of Regulations.

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