

Draft Regulation

Securities Act
(R.S.Q., c. V-1.1 ; 2004, c. 37)

**Securities
— Amendments**

Notice is hereby given, in accordance with sections 10 and 11 of the Regulations Act (R.S.Q., c. R-18.1), that the Regulation to amend the Securities Regulation, appearing below, was made by the Autorité des marchés financiers on 12 April 2005 and may be submitted to the Government for approval with or without amendment on the expiry of 45 days following this publication.

The draft Regulation makes consequential amendments to the Securities Regulation as a result of assent to the Act to amend the Securities Act and other legislative provisions (2004, c. 37). It proposes a definition of closed company for the purposes of paragraph 5 of section 141 of the Charter of the French language (R.S.Q., c. C-11) and revokes several sections that pertain to fees payable by issuers to obtain a prospectus and registration exemption.

The draft Regulation also makes the necessary consequential amendments to the Securities Regulation to ensure harmonization with Regulation 51-02 respecting Continuous Disclosure Obligations, Regulation 81-06 respecting Investment Fund Continuous Disclosure and Regulation 45-106 respecting Prospectus and Registration Exemptions. Those regulations made by the Authority will be submitted to the Minister of Finance for approval and are not subject to certain provisions of the Regulations Act, as provided in section 331.2 of the Securities Act.

Further information may be obtained by contacting Maurice Lalancette, Director General, Encadrement et développement du secteur financier, Ministère des Finances, 800, place D'Youville, 17^e étage, Québec (Québec) G1R 3P4; telephone: (418) 646-7420; fax: (418) 646-5744; e-mail: m.lalancette@finances.gouv.qc.ca

Any interested person having comments to make on the matter is asked to send them in writing, before the expiry of the 45-day period, to the Minister of Finance, 12, rue Saint-Louis, 1^{er} étage, Québec (Québec) G1R 5L3.

Minister of Finance,
MICHEL AUDET

Regulation to amend the Securities Regulation*

Securities Act
(R.S.Q., c. V-1.1, s. 331, 1st par., subpars. 1.1, 3 and 9;
2004, c. 37)

1. The Securities Regulation is amended by inserting the following after section 14:

“14.01. In order to be considered as a “closed company” within the meaning of section 5 of the Act, a company must satisfy the conditions to be met by an issuer to be considered as a “private issuer” within the meaning of Regulation 45-106 respecting Prospectus and Registration Exemptions approved by Ministerial Order (*insert the number and date of the Minister’s Order*).”

2. Section 103 of the Regulation is revoked.

3. Section 267 of the Regulation is amended

(1) in the first paragraph

(a) by replacing subparagraph 4 by the following:

“(4) at the time of filing a report of exempt distribution, in the case of a distribution exempt from a prospectus by regulation, 0.025% of the gross value of the securities distributed in Québec, subject to a minimum of \$250; in the case of a money market fund, the calculation of the fees is made on the basis of the net distribution, that is, the purchases less the redemptions;”;

(b) by deleting subparagraphs 5 to 7;

(c) by deleting “or an offering memorandum” in subparagraph 8;

(2) by deleting the second paragraph;

(3) by deleting “the offering memorandum” and “or the offering memorandum” in the third paragraph.

4. Section 269 of the Regulation is revoked.

5. Section 270 of the Regulation is amended by deleting “, 6”.

6. Section 271.1 of the Regulation is amended by deleting “, 5”.

7. Section 271.2 of the Regulation is amended by replacing “annual report” in paragraphs 1 to 4 by “annual financial statements”.

8. Section 271.6 of the Regulation is amended

(1) by replacing “under section 106.1 or 183” in paragraph 1 by “by regulation”;

(2) by inserting the following after paragraph 1:

* The Securities Regulation, made by Order in Council 660-83 dated 30 March 1983 (1983, *G.O.* 2, 1269), was last amended by the regulations approved by Order in Council 630-2003 dated 4 June 2003 (2003, *G.O.* 2, 1887) and Minister’s Order 2003-01 dated 28 May 2003 (2003, *G.O.* 2, 1890). For previous amendments, refer to the *Tableau des modifications et Index sommaire*, Québec Official Publisher, 2005, updated to 1 March 2005.

“(1.1) at the time of an application for an exemption from a requirement prescribed by the Act or a regulation in respect of a distribution, \$500 and within 10 days of the exempt distribution, 0.025% of the gross value of the securities distributed in Québec, subject to an additional minimum of \$250; in the case of a money market fund, the calculation of the fees is made on the basis of the net distribution, that is, the purchases less the redemptions;

(1.2) at the time of an application to designate an accredited investor, \$500;”;

(3) by replacing “under section 106.1 or 183” in paragraph 5 by “by regulation”.

9. This Regulation comes into force on the fifteenth day following the date of its publication in the *Gazette officielle du Québec*.