

Draft Regulation

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

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, may be submitted to the Government, which may approve it with or without amendment, on the expiry of 45 days following this publication.

The draft Regulation introduces consequential amendments into the Securities Regulation following the assent of the Act to amend the Securities Act and other legislative provisions (2006, c. 50). It strikes out from the Securities Regulation the references to the sections of the Securities Act (R.S.Q., c. V-1.1) concerning take-over bids, that were revoked by chapter 50 of the Statutes of 2006. It also eliminates the payment of fees on take-over bids in reliance on an exemption.

The draft Regulation also amends the Securities Regulation in order to ensure compliance with Regulation 62-104 respecting take-over bids and issuer bids approved by Minister's Order 2008-02 dated 22 January 2008.

Further information on the draft Regulation may be obtained by contacting Mathieu Laberge, Direction des affaires juridiques, Autorité des marchés financiers, 800, Square Victoria, 22^e étage, C. P. 246, tour de la Bourse, Montréal (Québec) H4Z 1G3; telephone: 514 395-0558, extension: 2537; fax: 514 864-6381; e-mail: mathieu.laberge@lautorite.qc.ca

Any person wishing to comment on the draft Regulation is requested to submit written comments within the 45-day period to the Minister of Finance, 12, rue Saint-Louis, 1^{er} étage, Québec (Québec) G1R 5L3.

MONIQUE JÉRÔME-FORGET,
Minister of Finance

* The most recent amendments to the Regulation respecting road vehicle registration, made by Order in Council 1420-91 on 16 October 1991 (1991, *G.O.* 2, 5881), were made by the resolution number 265-2007 on 28 March 2007 (2007, *G.O.* 2, 1309). For earlier amendments, see the *Tableau des modifications et Index sommaire*, Éditeur officiel du Québec, 2008, updated to 1 March 2008.

Regulation to amend the Securities Regulation*

Securities Act

(R.S.Q., c. V-1.1, s. 331, subpars. (8) and (9))

1. Section 253 of the Securities Regulation is amended by replacing the words “units of an incorporated mutual fund or an unincorporated mutual fund” in subparagraph (9) with the words “securities of a mutual fund”.

2. Section 267 of the Regulation is amended by replacing the word “issue” in subparagraphs *a* and *b* of subparagraph (8) in the English text with the words “additional securities”.

3. Section 271 of the Regulation is replaced by the following:

“**271.** In the case of a mutual fund which invests all its assets in one or more other mutual funds of the same group, the fees are payable only on the gross value of the securities distributed by the first mutual fund.

In the case of a mining exploration limited partnership where the prospectus provides for the transfer of the shares acquired from the participating companies to a mutual fund, the fees are payable only on the gross value of the securities distributed by the limited partnership in accordance with the provisions of subparagraph 3 of section 267.”

4. Section 271.2 of the Regulation is amended by replacing the words “an incorporated and an unincorporated mutual fund” in paragraph (4) with the words “a mutual fund”.

5. Section 271.4 of the Regulation is amended:

(1) in the first paragraph:

(a) in the introductory phrase:

i. by replacing the words “an exemption from take-over bid and issuer bid rules” with the words “a normal course issuer bid exemption prescribed by regulation”;

ii. by replacing the words “in the case of” in the English text with the words “as the case may be,”;

(b) by replacing subparagraph 1 with the following:

“(1) at the time of filing the bid and the take-over or issuer bid circular prescribed by regulation, \$1,000, and a payment equal to the surplus over \$1,000 of the following amounts:

(a) where the bid is made only in Québec, 0.02% of the consideration offered for the securities that are the subject of the bid;

(b) in the other cases, 0.02% of 25% of the consideration offered in Canada for the securities that are the subject of the bid;”;

(c) by adding the following after paragraph 1:

“(1.1) at the time of filing the press release required of the person who makes a normal course issuer bid, \$1,000, and a payment equal to the surplus over \$1,000 of the following amounts, established on the basis of the closing price on the day preceding the filing of the press release and of the maximum number of securities indicated in the press release:

(a) where the bid is made only in Québec, 0.02% of the consideration offered for the securities that are the subject of the bid;

(b) in the other cases, 0.02% of 25% of the consideration offered in Canada for the securities that are the subject of the bid;”;

(d) by replacing “notice prescribed by section 130 or 132 of the Act respecting a change in the initial terms of the bid or a significant change in the facts on which the circular is based” in subparagraph (2) with the words “notice of change or notice of variation”;

* The Securities Regulation, enacted pursuant to Order-in-Council No. 660-83 dated March 30, 1983 (1983, *G.O.* 2, 1269), was last amended by the regulation approved under Order-in-Council No. 1183-2005 dated December 7, 2005 (2005, *G.O.* 2, 5159), by the Regulation to amend the Regulation approved by Ministerial Order No. 2008-06 dated March 4, 2008 (2008, *G.O.* 2, 726) and by section 172 of the Act to amend the Act respecting the Autorité des marchés financiers and other legislative provisions (2008, c. 7). For previous amendments, refer to the *Tableau des modifications et Index sommaire*, Éditeur officiel du Québec, 2008, updated to March 1, 2008.

(2) by replacing the words “The offeree company” in the second paragraph with the words “The offeree issuer”.

6. Section 271.4.1 of the Regulation is amended by replacing “prescribed in subparagraph 3 of the first paragraph of section 121 of the Act” with the words “or the advertisement provided for under a foreign take-over or issuer bid exemption or a *de minimis* exemption prescribed by regulation”.

7. Section 271.5 of the Regulation is amended, in paragraph (6):

(1) by adding, in subparagraph *a* in the French text, the words “ou de l’administrateur” after the word “dirigeant” and the words “et des administrateurs” after the words “des dirigeants”;

(2) by adding, in subparagraphs *b* and *c* in the French text, the words “ou de l’administrateur” after the word “dirigeant”.

8. Section 271.6 of the Regulation is amended by replacing the words “from the requirement prescribed by section 145 of the Act, giving rise to a hearing” in paragraph (1) with the words “related to a take-over or issuer bid”.

9. Section 271.11 of the Regulation is amended:

(1) by replacing the words “An unincorporated mutual fund” in the first paragraph with the words “A mutual fund”;

(2) by replacing the words “du fonds” in the second paragraph of the French text with the words “de l’organisme de placement collectif”.

10. Section 271.14 of the Regulation is amended by replacing the words “Any insider or senior executive” with the words “Any insider, officer or director”.

11. This Regulation comes into force on 2008.

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