## INDEX

#### References are to the following:

s - sections of the Securities Act

BCIN — BC Interpretation Notes

BCF — BC Forms

BCI — BC Instruments

BCN - BC Notices

BCP — BC Policies

CSAN — Canadian Securities Administrators Notices

JSCA/IIROCN — Joint Canadian Securities Administrators/Investment Industry Regulatory Organization of Canada Notices

LPS — Local Policy Statements

MI — Multilateral Instruments

MSN — Multilateral Staff Notice

NI — National Instrument

NP - National Policy

NPS - National Policy Statements

Reg - sections of the Securities Regulation, B.C. Reg. 196/97

Rule — sections of the Securities Rules, B.C. Reg. 194/97

### Α

## **Accredited Investor**

- defined, NI 45-106 s 1.1
- exemption from prospectus requirement, NI 45-106 s 2.3(1)
- exemption from registration requirement, NI 45-106 s 2.3(1)

### Acquisitions

- direct or indirect offers, NI 62-104 s 1.10
- exemptions from secondary market liability, s 140.2
- press releases, NI 62-104 Part 5
- restrictions
- • before take-over bid, NI 62-104 s 2.4
- • during issurer bid, NI 62-104 s 2.3
- • during take-over bid, NI 62-104 s 2.2
- • post-bid, NI 62-104 s 2.5, 2.6

#### Act

· defined, Rule 1, Reg. 1

#### **Acting Jointly or In Concert**

• limitation, s 98, NI 62-104 s 1.9

## Administrator

- individuals, exclusion from definition, s 1(1)
- person, inclusion in definition, NI 62-104 s 1.1
- take over bids, exemptions from restrictions on acquisition or sale, NI 62-104 s 4.2

#### Advertising

- distribution of securities to person outside British Columbia, BCIN 72-702
- generally, s 50, 53-55, Rule 94

- guidelines, BCP 47-601
- internet, NP 47-201
- submission of, Rule 94
- use of name of another registrant in, s 53

#### Advise

- categories, NI 31-103 s 7.2
- • investment counsel, BCP 31-601
- • portfolio manager, s 1(1), NI 31-103 s 7.2, BCP 31-601
- client brokerage commissions, use of, NI 23-102, 23-102CP
- defined, s 1(1)
- limitations on, NI 31-103 Part 4
- know your client and suitability rules, NI 31-103 Part 13
- registration
- • granting, s 35
- • requirement of, s 34

#### **Affidavits**

- actions for liability of secondary market disclosure, leave proceedings, s 140.8
- executive director may require for registration, s 38(b)
- executive director may require in investigations and audits, s 141(3)

#### Agreements

- agreements of purchase and sale not binding without prospectus, s 83(3)
- safekeeping agreements, NI 31-103 s 14.8, 14.9
- subordination agreements, BCF 33-904F

### **Alternative Trading Systems**

• clearing and settlement, NI 21-101 Part 13, 21-101CP Part 15

#### Alternative Trading Systems (cont'd)

- defined, NI 21-101 s 1.1, 21-101CP s 1.1, 3.3
- exemption from annual independent review, NI 21-101 s 12.2, 21-101CP Part 14
- monitoring and enforcement, NI 23-101 Part 8, 23-101CP Part 7
- requirements, NI 21-101 Part 6, 21-101CP Part 3.4, 8

### **Amalgamations**

- business combinations under MDJS, NI 71-101 s 1.1, Part 13
- insider trading reports after, NI 55-104, 55-104CP

#### **Annual Information Form**

- contents, NI 51-102F2
- defined
- • continuous disclosure obligations, NI 51-102 s 1.1
- • short form prospectus distributions, NI 44-101 s 1.1
- investment funds, NI 81-106 Part 9
- · mineral projects, NI 43-101
- mutual fund issuers, NI 13-103, 81-101
- • contents, NI 81-101F2
- • filing procedures, NI 13-103
- • generally, NI 81-101
- required for reporting issuers, NI 51-102 s 6.1
- • exemption for venture issuers, NI 51-102 s 6.1
- timing of filing, NI 51-102 s 6.2

### **Appeals and Reviews**

- Commission decisions, s 167
- • Court of Appeal, to, s 167
- delegated authority's decisions, s 166, s. 167.9
- executive director's decisions, s 165
- extraprovincial securities commissions' decisions, s 167.7, 167.8
- fees and charges, s 179
- procedure, Reg Part 6
- regulations by Lieutenant Governor in Council, s 183(28)

### **Applications**

- electronic filing, NI 13-103
- · exemption from
- • continuous disclosure requirements, s 91
- • electronic filings on SEDAR+, NI 13-103
- • MJDS, NI 71-101 Part 21
- mutual fund sales practices, NI 81-105 Part 9, 81-105CP Part 11
- • prospectus requirements, s 76
- • proxies, s 119
- • self-dealing, s 130
- mutual funds, NI 81-102 s 5.7
- special applications
- • to Commission, s 114
- • to Court, s 115

#### **Associate**

- · accountability for gain, s 136.1
- defined, s 1(1)

#### Associate Judge

- review of costs of investigations, s 160(3), (5)
- review of fees and charges, s 179(1), (2)

#### Auditor

- appointment by Commission, s 153
- cooperation with, NI 31-103 s 12.9
- defined, Rule 1(2)
- implementing, NI 52-107
- oversight, NI 52-108
- qualifications of, Rule 3(5)
- registrant's direction to, NI 31-103 s 12.8
- self-regulatory bodies and exchanges, appointments, s 31, 32

#### Auditor Oversight Body, NI 52-108

- definition, s. 1(1)
- directors and officers of not compellable, s. 32.4
- disclosure, s. 32.3
- duties of, s. 32.1
- rules, standards or policies, adoption of, s. 32.2

#### **Auditor's Reports**

• financial statements, inclusion of report in, Rule 3

#### Andit

- Commission, power to order, s 153
- • costs of, s 153(4)
- committees, NI 52-110, CP 52-110
- • disclosure by non-venture issuers, 52-110F1
- • disclosure by venture issuers, 52-110F2
- • information required, 52-110F1
- member independence, CSAN 52-404, 52-330
- members of self-regulatory bodies and exchanges, s 31, 32
- practices and procedures, Reg Part 4, NI 52-107, 52-107CP

#### В

#### **Barristers and Solicitors**

- · counsel, representation by
- • examinations, s 175
- • hearings, Reg 17
- • investigations, s 144(4)
- information or evidence, disclosure, s 148

### Benchmarks

 designated benchmarks and benchmark administrators, MI 25-102

#### **Bonding and Insurance**

- bonding requirement, BCP 31-601
- regulations by Lieutenant Governor in Council, s 183(7)

#### Ronds

• government strip bonds, BCIN 91-504

### Books and Records, see also Records

- generally, NI 31-103 s 11.5
- required, NI 31-103 s 11.5
- duration, NI 31-103 s 11.6

Books and Records (cont'd)

- location, NI 31-103 s 11.6
- means, NI 31-103 s 11.6

#### **British Columbia Securities Commission**

- actions on behalf of issuer for insider trading, tipping, recommending, s 137
- costs, s 137(5)
- • issuer or investor required to cooperate, s 137(8)
- Administrative Tribunals Act, s 4.1
- · applications, for
- • order for compliance, s 157
- • receivers, s 152 (repealed)
- audits, power to order, s 153
- certified statements, evidentiary effect, s 168
- chief administrative officer, s 8(2)
- composition, s 4(1)
- · decisions
- appeals from
- Commission, s 167
- • delegated authority, s 167.9
- • extraprovincial securities commission, s. 167.8
- • conditions on, s 172
- • failure to comply with, s 155(1)(c)
- • filing with Supreme Court, s 163
- • powers of Commission to decide, s 27
- · · review of decisions from
- • delegated authority, s 166
- • executive director, s 165
- • self-regulatory bodies and exchanges, s 28
- • revocation or variation of, s 171
- • stay during appeal, s 167(2)
- defined, s 1(1)
- delegation of powers, s 7
- • delegated authority, review of decisions by, s 166
- enforcement orders, s. 161
- • credit for cooperation, BCN 15-701
- • notice of, s 161(4)
- • temporary orders, s 161(2)–(5)
- establishment of, s 4(1)
- Executive director, see Executive Director
- · hearings
- • administrative penalties, s 162
- • cease trade orders, s 161, 164
- • electronic hearings, BCP 15-601, s 3.7
- • generally, BCP 15-601
- • halt trading orders, s 89
- • members presiding at, restrictions, s 7(4)
- • power to hold, s 4(9)
- • review of decisions, s 28, 165, 166
- • rules for proceedings, BCP 15-601
- information collection by Commission, s 169.1

- insider trading, action by Commission for, s 137
- notice of action to, s 137(7)
- · investigation orders
- • appointment of expert, s 145
- • appointment of investigator, s 142(1)
- • report to commission, s 146
- • report to minister, s 149
- • scope of investigation to be specified in order, s 142(2)
- liability and judicial review, immunity from, s 170
- list of defaulting reporting issuers, publishing, s 77
- · market value, determined by, Rule 1
- members
- • appointment, s 4(1), (4), (7)
- chai
- • designation, s 4(1)
- • powers and duties, 4(10)
- • chief executive officer, designation, s 4(1)
- • expenses, s 4(6)
- • number of, s 4(1)
- • panel, s 6
- • powers and duties, s 4(10), 5, 7
- • term of office, limits of, s 4(4)
- • vice chair
- • designation, s 4(1), 7
- • powers and duties
- orders
- • administrative penalties, s 162
- • ceasing to be a reporting issuer, s 88
- • cease trade orders, s 161, 164
- • compliance with requirements for bids, failure of, s 114
- • compliance generally, failure of, s 157
- • enforcement orders, s 161
- · · exemptions
- ••• certain designations, s 3(1)
- • circulation of materials, s 84
- • continuous disclosure, s 91
- • prospectuses, s 76
- ••• proxies, s 119
- • registration, s 48
- • self-dealing, s 130
- • self-regulatory bodies, exchanges or quotation and trade reporting systems, s 33
- • take-over and issuer bids, s 114(2)
- • trading, calling at or telephoning residences for, s 49
- • trading in exchange contracts, s 60
- failure to comply with filing requirements, cease trade order, s 164
- • freeze of property, s 151 (repealed)
- • halt trading orders, s 89
- · panels
- • composition, s 6(3)

British Columbia Securities Commission (cont'd)

- • establishment, s 6(1)
- • powers, 6(1)
- • references to, s 6(2)
- • termination, s 6(4)
- • vacancy, s 6(4)
- prescribed self-regulatory bodies, Reg 13.1
- records, filing with, s 169
- • confidentiality of, s 169(4)
- • public inspection of, s 169(3)
- · referral of question to, Reg 21
- · regulations by Lieutenant Governor in Council
- • conflict of interest of members, s 183(3)
- • exemptions, orders regarding, s 183(39)
- • hearings by, s 183(5)
- • periodical of Commission, s 183(4)
- • variation of regulations by Commission, s 183(7)
- · representations of Commission's approval, s 55
- responsibility over administration of Act, s 4(2)
- review of decision by executive director, s 165
- · whistleblower program, BCP 15-604

#### **Business Day**

• defined, s 1(1)

### **Business Development Bank of Canada**

• defined, s 1(1)

### C

### Call Option Contracts, BCF 91-505F2

• prospectus exemption, BCIN 91-505

### Cease Trade Order

- investment dealers, partial variation to permit sales to, BCI 57-502, BCI 57-503
- orders, s 161, 164
- • for failures to file, s 164
- reactivation, Rule 186, NP 12-202
- • dormant exchange contract, Rule 187
- • dormant issuer, Rule 186
- revocation, NP 12-202
- variation, partial, BCI 57-502, BCI 57-503

#### Certificates, NI 41-101 Part 5

### **Certified Statements**

· admissibility in evidence of, s 168

### Civil Liability

- accountability for gains, s 136.1
- action by Commission on behalf of issuer for insider trading, s 137(1)
- • cooperation with action, s 137(8)
- · admission of certified statement, s 168
- damages, s 131(10), 132(11), 132.1(7)
- derogation of other right, no, s 131(14), 132(13), 132.1(11), 140.93

- failure to deliver documents, s 135, s 135.1
- immunity when compliance with act, s 170(2)
- immunity of Commission and others, s 170(1)
- insider trading, tipping and recommending, s 136
- joint and several liability, s 131(11)–(12), 132(9)–(10), 132.1(8)–(9), 140.6
- · limitations
- • amount recoverable, s 131(13), 140.5
- • damages, s 131(10), 132(11), 132.1(7), 140.7
- • periods, s 140, 140.94
- • underwriters, 131(9)
- margin contract, s 134
- · misrepresentations
- • circular or notice, s 132
- • damages, s 132(11)
- • defences, s 132(4)–(8.1)
- • joint and several liability, s 132(9)–(10)
- • prescribed disclosure documents, s 132.1
- • damages, s 132.1(7), (10)
- ••• defences, s 132.1(3)–(6), (7.1)
- ••• joint and several liability, s 132.1(8)–(9)
- • rescission instead of damages, s 132.1(2)
- • prospectus, s 131
- • damages, s 131(10), (13)
- • defences, s 131(4)–(8.2)
- ••• joint and several liability, s 131(11)–(12)
- ••• rescission instead of damages, s 131(3)
- • underwriters, s 131(9)
- • secondary market disclosure, s 140.3–140.94
- • damages, s 140.5, 140.7
- • defences, s 140.4
- ••• joint and several liability, s 140.6
- rescission
- • contract, s 138
- • failure to deliver documents, s 135
- • misrepresentation in prospectus, s 131(3)
- misrepresentation in prescribed disclosure documents, s 132.1(2)
- prescribed disclosure documents, failure to deliver, s 135.1, 138.1
- • purchase of mutual fund security, s 139
- standard of reasonableness, s 133

#### Class of Securities, see also Securities

• defined, s 1(1)

### Clearing Agency

- audit of, s 153
- defined, s 1(1)
- provision of information to executive director, s 141(2)
- requirements, NI 24-102

#### Clients

• confirmation of purchases, NI 31-103 s 14.12

#### Clients (cont'd)

- elimination of the deferred sales charge option in respect of client focused reform, transitional relief, BCI 33-708
- fair dealing, Rule 14
- know your client and suitability rules, NI 31-103 Part 13
- referral fees and commission splitting, disclosure of, NI 31-103 s 13.10
- segregation of securities
- • securities held under safekeeping agreements, NI 31-103 s 14.8
- statement of accounts, NI 31-103 s 14.14

#### **Closely-Held Issuer**

- defined, NI 45-106, s 8.3(1)
- prospectus exemptions, NI 45-106, s 8.3(2)

#### Commission, see also British Columbia Securities Commission

• defined, s 1(1)

#### **Commissions**

- client brokerage, use of, NI 23-102, 23-102CP
- · embedded, option of discontinuing, SCACP 81-408

#### **Company**

- affiliated, s 1(2)
- controlled, s 1(3)

#### Confidentiality

- evidence, s 148
- obligation of Commission, s 11
- omission from material change reports, NI 51-102
- records filed with commission, s 169(4)

#### **Conflicts of Interest**

- Commission members, regulations by Lieutenant Governor in Council, s 183(3)
- identifying and responding to, NI 31-103 s 13.4
- related issuers, CSAN 12-316
- restrictions on, NI 31-103 s 13.6

#### **Connected Party**

· conflict of interest rules under MJDS, NI 71-101, Part 10

#### **Continuous Disclosure**

- annual information forms, NI 51-102 Part 6, NI 51-102F2
- business acquisition report, NI 51-102 Part 8, NI 51-102F4
- exemptions, s 91
- filing
- • documents in another jurisdiction, Rule 153, 154, 159
- financial statements, Rule 3
- foreign issuers, NI 71-102
- forward-looking information, NI 51-102 Part 4A
- future-oriented financial information, NI 51-102 Part 4B
- generally, s 85, NI 51-102
- · insider reports
- • filing in other jurisdictions, Rule 159
- • generally, s 87
- • reports, s 87

- • control person, Rule 158
- • time for filing, s 155.1
- management's discussion and analysis, NI 51-102 Part 5
- investment fund, NI 81-106, 81-106CP
- · material change
- • publication of, s 85(b)
- • report of, NI 51-102 Part 7, NI 51-102
- mineral projects, NI 43-101
- oil and gas activities, NI 51-101, 51-101CP
- proxy solicitation and information circulars, NI 51-102 Part 9, NI 51-102F5
- restricted security disclosure, NI 51-102 Part 10
- · review program activities, CSAN 51-361, 51-364

### Contract

• defined, s 1(1)

## Contractual Plan

- defined, s 1(1)
- · mutual funds
- • limits on, NI 81-102 Part 8
- • rescission of purchase, s 139

#### **Control Person**

- defined, s 1(1)
- early warning system, NI 62-103
- notice of intention to resell, NI 45-102F1
- personal information, filing, s 90, BCP 13-601
- provision of information to executive director, s 141
- reports by, Rule 137
- resale of securities, NI 45-102 s 2.8
- take-over and issuer bids
- • control person as offeror, NI 62-104, s 2.1

#### Court of Appeal

- appeal of commission of decision, s 167
- powers, s 167(2)–(4)

#### COVID-19

- registration requirements (NI 31-103), reform implementation delays, CSAN 31-357
- · temporary relief
- • borrowing limits, investment funds, BCN 81-520
- • corporate finance requirements, BCN 51-515, 51-517
- • filing, BCN 51-516
- ••• investment funds, BCN 81-519, 81-521
- • financial statements/information delivery, BCN 32-526
- • reporting requirements
- • regulated entities carrying on business in British Columbia, BCN 21-505

## **Credit Rating Organization**

• designation, NI 11-205, 25-101

#### Crowdfunding

 Start-Up Crowdfunding Registration and Prospectus Exemptions, NI 45-110

#### Currency

- cryptocurrency offerings, CSAN 46-307
- securities law implications for offerings of tokens, CSAN 46-308
- · securities legislation and crypto assets, CSAN 21-327

#### Custodian

- compliance review, s 141.2
- defined, Rule 181(1)
- · examination of financial affairs, s 153
- limitations on voting, s 118(3)–(4)
- · meeting information and voting instructions, Rule 182
- provision of information to executive director, s 141

#### D

#### Dealer

- advertising, Rule 94
- · capital
- • subordination agreement, BCF 33-904F
- · categories, Rule 6
- client brokerage commissions, use of, NI 23-102, 23-102CP
- · compensation or contingency trust fund, Rule 23
- · confirmation of trade, NI 31-103 s 14.12
- declaration of short position, s 56(1)
- defined, s 1(1)
- failure to deliver documents, liability of, s 135
- inquiries concerning each client, NI 31-103, s 13.2
- investment dealer, defined, NI 31-103, s 1.1
- margin contracts, liability in, s 134
- mutual fund dealer, defined, NI 31-103, s 1.1
- obligation to send prospectus, s 83
- prospectus exemption, BCI 45-536
- · registered dealers
- • acting as principal, s 51
- acting jointly or in concert with offeror, in take-over or issuer bids, NI 62-104, s 1.9(2)
- registration
- • conditions on, s 36
- • exemptions, s 48, BCI 32-517
- • granting, s 35
- • required, s 34
- • requirements, NI 31-103, CSAN 33-320
- rescission of contract, s 138
- rescission of purchase of mutual fund, s 139
- sale by non-owner, s 56(1)
- scholarship plan dealer, defined, NI 31-103
- statement of account, NI 31-103 s 14.14
- waiting periods, s 78

#### Decision

• defined, s 1(1)

### Definitions, NI 14-101

#### **Derivatives**

- business conduct, NI 93-101
- call option contract, BCF 91-505F2
- Central Counterparty Clearing, mandatory, NI 94-101
- counterparties exempt from requirement to submit a mandatory clearable derivative for clearing, BCI 94-501, CSAN 94-301
- customer clearing and protection of customer collateral and positions, NI 94-102
- data reporting, MI 96-101, CSAN 96-303
- definitions, MI 91-101
- delivery of forms required under NI 94-102, CSAN 94-302
- designation order, BCI 91-506
- · exemptions
- • customer collateral report, BCI 94-304
- • dissemination of data, requirement for, BCI 96-505
- • reporting requirements, BCI 96-504
- government strip bonds, BCIN 91-504
- MJDS, NI 71-101 s 3.3
- mutual funds, NI 81-102
- exemption from prescribed form of mutual fund audit reports in NI 81-102, BCI 81-518
- over-the-counter derivatives, BCIN 91-501
- product determination, MI 91-101
- put option contract, BCF 91-505F1
- short form prospectus, NI 44-101 s 2.4
- shelf prospectus, NI 44-102 s 2.4, Part 4
- surveillance and enforcement, NI 91-403
- trade repository, MI 96-101
- Trading Facilities, CP 92-401

### **Designated Organization**, NI 25-101

- defined, s 1(1)
- immunity of, s 170
- party to hearing and review of decision, s 165(7)
- regulations by Lieutenant Governor in Council, s 183(30)
- review of decision by, s 165, 166
- revocation and variation of decision, s 171

#### Director

- appointment by court, s 157(1)(g)
- circular, see Director's Circular
- costs of action by Commission for insider trading, s 137(3)
- deemed commission of offence, s 155(4)
- deemed insider or special relationship, s 2, 3
- • exemption, s 3.2
- defined, s 1(1)
- enforcement order, s 161
- • resignation under, s 161(d)
- insider report for reporting issuer, s 87(6)
- · liability for insider trading, tipping and recommending, s 136
- · liability for misrepresentation
- • circular, s 132
- • prescribed disclosure document, s 132.1

#### Director (cont'd)

- • prospectus, s 131
- • secondary market disclosure, s 140.3
- personal information, filing, s 90, BCP 13-601

#### Director's Circular, NI 62-104F3, NI 62-104F4

- certification of, NI 62-104 s 3.3
- delivery, NI 62-104 s 2.22
- expert's consent, NI 62-104 s 2.21
- filing, NI 62-104 s 2.19
- form, NI 62-104 s 2.17(4), NI 62-104F3
- individual director circular, NI 62-104 s 2.20, NI 62-104F4
- liability for misrepresentation, s 132
- notice of change or variation, NI 62-104 s 2.18, NI 62-104F5
- obligation, NI 62-104 s 2.17, NI 62-104F3

#### Disclosure, see also Continuous Disclosure

- clear and conspicuous, BCN 51-703
- · advertising, references in, BCP 47-601
- disclosure system, Company Act and multijurisdictional, BCIN 71-501
- · dispute resolution
- exemptions, s 91
- filing in another jurisdiction, Rule 153, 154, 159
- financial, Rule 3
- generally, NP 51-201
- insider reports, s 87, Rule 158, 159, NI 55-102, NI 55-102F1-55-102F6, NI 55-104, 55-104CP
- material change report, s 85, NI 51-102 Part 7, NI 51-102F3
- · non-GAAP and other financial measures, NI 52-112
- • exemption, BCIN 52-513
- prospectus disclosure requirements, s 63, NI 41-101
- timely, NP 51-201 Part 2

#### **Discretionary Orders and Exemptions**

• applications, BCP 45-601

#### Distribution

- best efforts distributions, NI 41-101 Part 8
- control block issues, NI 45-106 Part 4
- defined, s 1(1)
- distribution of securities outside British Columbia, BCIN 72-503
- eurobonds, BCIN 72-504
- executive director orders for information, s 72
- exempt distribution, report of, NI 45-106F1, NI 45-106F6
- exemptions from prospectus requirements, s 76
- extraterritorial, BCIN 72-503
- · material given on, s 82
- pooled funds, BCIN 45-505
- short form prospectus distribution, NI 44-101, 44-101CP, 44-101F1

### **Distribution Contract**

• defined, s 1(1)

#### **Documents**

- action for failure to deliver, s 135, 135.1
- delivery of ETF facts documents for investment funds, NI 41-101 Part 3C
- documents incorporated by reference by investment funds, NI 41-101 Part 15
- electronic delivery, NP 11-201
- ETF facts document requirements, NI 41-101 Part 3B
- execution and certification, Rule 189

#### Ε

#### **Early Warning Report**

- aggregation relief, NI 62-103 Part 5
- alternative monthly reporting, NI 62-103 Part 4
- contents of reports, NI 62-103 Part 3
- moratorium relief, NI 62-103 Part 10
- pledges, NI 62-103 Part 8
- underwriters, NI 62-103 Part 7

### Electronic Trading, NI 23-103

#### **Enforcement**

- commission order, enforcement of, s 163
- orders, s 161
- • notice of hearing, s 161(4)
- • temporary order, s 161(2)–(3)

#### Escrov

- agent of, Rule 188
- initial public offerings, NP 46-201

#### Escrow Agreement, NP 46-201F1

- escrow agents, Rule 188
- regulations by Lieutenant Governor in Council, s 183(16)

### **Eurobond Offerings**

• distributions, BCIN 72-504

#### Evidence

- certified statements, s 168
- compulsion by investigators, s 144
- confidentiality, s 148
- experts, s 13
- extrajurisdictional evidence, s 175, 176
- false and misleading statements, s 168.1
- · recording, Reg 16
- rules of evidence not applicable in hearings, s 173

Exchange, see Self-Regulatory Body and Exchange

## **Exchange Contract**

- defined, s 1(1)
- risk disclosure statement, BCF 91-903F

#### **Exchange Issuer**

• defined, s 1(1), BCIN 14-501

#### **Executive Director**

• appointment of, s 8(1)

Executive Director (cont'd)

- certified statement of, s 168
- chief administrative officer, s 8(2)
- defined, s 1(1)
- · discretion
- • prospectuses, s 64
- employees of, s 8(7)
- enforcement orders by, s 161
- filing of personal information, s 90
- investigation, certificate of costs, s 160(2)–(3)
- orders
- • advertising, Rule 94
- • cease trading for defective preliminary prospectus, s 81
- • failure to comply with filing requirements, s 164
- • reactivation, Rule 186, 187
- • halt trading, s 89
- • information, s 141
- • prospectus exemption, s 76
- power and duties, s 8(2)
- • delegation of, s 8(4)–(6)
- · prospectuses
- • accepting alternative form, s 64(2)
- • additional conditions, s 64(1)
- • cease trading order, s 81
- • exemptions, s 76
- • receipts, s 65, Rule 120
- provision of information to, s 38, 141
- · records, s 182
- refunds, s 178
- · registrations
- • conditions on, s 36
- • exemptions, s 48
- • granting, s 35
- • requiring further information, s 38
- • surrenders, s 41
- • suspensions of registration, s 40
- regulations by Lieutenant Governor in Council, s 183
- • conflict of interest, s 183(3)
- • exemptions, s 183(38)–(39), (42)
- • information and records, s 183(33), (45.1)–(45.3)
- • registration, s 183(6)–(7)
- • varying regulations, s 183(37)
- review of decisions by executive director, s 165

#### Exempt Market Initiatives, CSAN 54-314

#### Exemptions, see also Prospectus; Registration

- derivatives, re
- • dissemination of data, requirement for, BCI 96-505
- • reporting requirements, BCI 96-504
- · discretionary exemptions, BCP 45-601
- exempt market dealer participation, BCN 31-930
- non-discretionary exemptions, NI 33-105 Part 3A

• prospectus and registration exemptions, NI 45-106

#### Experts

- appointment, s 13(1), 145
- examination by, s 13(2)–(3)

#### F

#### Fees

- bonus or finder's, BCI 45-529
- checklist, Reg 22, BCF 11-901F1
- media information search fees, BCIN 11-501
- members of the Canadian Investment Regulatory Organization, Reg 13.1
- reductions, Reg 26
- refunds, s 178
- regulations by Lieutenant Governor in Council, s 183(35)

#### Filings

- certification of costs, s 160(6)
- certification of disclosure, NI 52-109
- Commission, filing with, s 169, 180
- • confidentiality, s 169(4)
- Commission orders, 163
- control person, insider report report, Rule 137, NI 55-102F1 to 55-102F6
- documents in another jurisdiction or exchange, Rule 153, 154
- exemptions, BCI 21-502, BCI 21-504
- failures to file, s 164, Rule 186
- financial statements, Rule 3
- information circular, NI 51-102 Part 9, NI 51-102F5
- insider reports, s 87, NI 55-102F1-55-102F6
- • deemed to have filed, Rule 158, 159
- • filings in other jurisdictions, s 159
- • electronic disclosure, NI 55-102
- Market Data Fees, CSAN 21-401
- material change reports, s 85, NI 51-102 Part 7, NI 51-102F3
- Mutual Fund Fees, CSAN 81-407
- mutual funds, prospectuses, NI 81-101, NI 81-101F1-81-101F2
- personal information, s 90, BCP 13-601
- prospectuses, s 61
- • mutual funds, short form prospectus, NI 81-101
- • voluntary filing, s 62
- resale of securities, NI 45-102, NI 45-102F1
- risk acknowledgement, NI 45-106F4
- SEDAR+, NI 13-103, CSAN 13-932, BCI 13-393
- SEDI, NI 55-102
- working capital report, BCF 33-905F

### **Financial Statements**

- annual financial statements, s 22
- auditor's report, required, Rule 3(5)
- disclosure, NI 51-102 Part 4
- generally accepted accounting principles, s 22(4)

#### Form of Proxy

· defined, s 116

### Forward-Looking Information

- defined, s 1(1)
- disclosure, NI 51-102 Part 4A
- · liability for misrepresentation
- • circular or notice, s 132(8.1)
- • prescribed disclosure documents, s 132.1(7.1)
- • prospectus, s 131(8.1)–(8.2)
- • secondary market disclosure, s 140.4(9)–(12)

Fund Facts, NI 81-101

### **Future Oriented Financial Information**

- disclosure, NI 51-102 Part 4B
- forward-looking information, included in, s 1(1)

#### G

#### **Generally Accepted Accounting Principles**

- defined, Rule 1(1)
- financial statements, s 22(4), NI 52-107 s 3.1
- non-GAAP disclosure, NI 52-112
- • exemption, BCIN 52-513

#### **Generally Accepted Auditing Standards**

- auditor's report, Rule 3, NI 52-107 s 3.1
- defined, Rule 1(1)

### Government Strip Bonds, BCIN 91-504

### Н

#### Hearings

- Commission's power to hold, s 4(9)
- · Contempt, s 177
- cost orders, s 174
- counsel, representation by, Reg 17
- · decisions, Reg 18
- enforcement orders, s 161
- evidence
- • extrajurisdictional evidence, s 175
- • recording, Reg 16
- • rules, s 173(c)
- generally, BCP 15-601
- notice, Reg 15, 20
- obstruction of justice, s 57.5
- person presiding at, authority of, s 173
- public attendance, Reg 19
- referral of question to Commission, Reg 21
- regulations by Lieutenant Governor in Council, s 183(27), (29)
- review of decision by
- • delegated authority, s 166
- • executive director, s 165
- • self regulatory body, an exchange, a quotation and trade reporting system, s 28

#### Holder in British Columbia

• defined, s 1(1)

ı

#### Income Trusts

• generally, NP 41-201

### **Independent Review Committee for Investment Funds**

- exemptions, BCIN 81-511
- generally, NI 81-107

#### Individual

• defined, s 1(1)

#### **Information Circulars**

- disclosure, NI 51-102 Part 9
- form, NI 51-102F5

### Insider, see also Insider Report; Insider Trading

- automatic disposition plans, CSAN 55-317
- defined, s 1(1)
- • mutual funds, s 2
- insider trading, tipping and recommending, s 57.2
- • accounting for gains, s 136.1
- • liability, s 136
- • special relationship, s 3
- reports, s 87, Rule 158, 159
- • electronic disclosure, NI 55-102
- • exemptions, NI 55-104, 55-104CP
- • forms, NI 55-102F1-55-102F6
- • generally, NI 55-104, 55-104CP
- special relationship, s 3

## **Insider Reports**

- filing, s 87, Rule 158, 159
- • control person, Rule 158
- • electronic filing, NI 55-102,
- • executor and co-executor, NI 55-104 s 9.6, 55-104CP
- • other jurisdictions, Rule 159
- • time for filing, NI 55-104 Part 3, 55-104CP
- form, NI 55-102F1-55-102F6
- exemptions, NI 55-104, 55-104CP
- generally, s 87, NI 55-104, 55-104CP
- required, s 87, NI 55-104 Part 3, 55-104CP

### **Insider Trading**

- accounting for benefits, s 136.1
- generally, s 57.2
- defences, s 57.4, 136.2
- liability, s 136

## Institutional Trade Matching and Settlement

- exemptions, CSAN 24-306, BCIN 24-501
- generally, NI 24-101

#### Insurer

• defined, s 1(1)

#### Insurer (cont'd)

• exemptions for trades to, BCIN 45-504

#### **Interested Persons**

- · exemptions
- continuous disclosure, s 91
- • designations, s 3.1, 3.2, 25.1
- prospectus, s 76, 84
- • registration, s 48
- • self-dealing, s 130
- self regulatory bodies, exchanges, quotation, or trade reporting systems, s 33
- • trades in exchange contracts, s 60
- · take-over and issuer bids
- • s applications to Commission, 114
- • applications to court, s 115
- • defined, s 92(1)

#### Internet

• trading securities on, NP 47-201

#### Investigations

- costs, s 150
- · demand for production of records, BCF 15-902F
- evidence
- • disclosure, s 148
- • demand for production, Reg 9-11, BCF 15-902F
- • summons, s 144, Reg 9-11, BCF 15-601F, 15-901F
- experts
- • appointment, s 145
- • costs, s 13(3)
- financial affairs, investigations of, s 153
- investigation order by Commission, s 142
- investigation order by Minister, s 147
- investigators
- • appointment of, s 142(1)
- • powers, s 143, 144
- regulations by Lieutenant Governor in Council, s 183(26)
- report to
- • Commission, s 146
- • Minister, s 149
- search and seizure, s 143
- • application to court, s 143(3)–(4)
- witnesses, s 144
- • summons, s 144(1)(a), Reg 9-11, BCF 15-601F, 15-901F

### **Investment Counsel**

- bonding, BCP 31-601 s 2.3
- change in ownership of, Rule 52
- registration, BCP 31-601
- working capital, BCP 31-601 s 16.3

#### Investment dealer, see also Dealer

- bonding, BCP 31-601 s 2.1
- defined, NI 31-103

- registration, BCP 31-601
- exemption, s 86
- • underwriter, BCP 31-601 s 3.4

#### **Investment Fund**

- custodianship of portfolio assets of an investment fund, NI 41-101 Part 14
- defined, s 1(1)
- documents incorporated by reference by investment funds, NI 41-101 Part 15
- investment fund product regulation project modernization
- liquidity risk management, CSAN 81-333
- manager, NI 31-103 s 7.3

#### Issuer

- acting as dealer, prospectus required when, s 83(9)
- actions by Commission or security holder for issuer, s 137
- affiliations with other issuers, s 1(2)
- control of, s 1(3)
- defined, s 1(1)
- enforcement orders against, s 161
- halt trading orders, s 89
- insiders of, s 2
- · misrepresentations in
- • prescribed disclosure documents, s 132.1
- • prospectus, s 131
- order to furnish information, s 72
- reporting issuer, defined, s 1(1)
- voluntary filing of prospectus, s 62

#### Issuer Bid, see also Issuer Bid Circular

- applications to Commission, s 114
- applications to court, s 115
- circular, 62-104F2
- consideration, NI 62-104 s 2.23
- defined, s 92(1), NI 62-104 s 1.1
- delivery of bid documents, NI 62-104 s 2.16
- exemptions, NI 62-104 Part 4 Division 2
- financing, NI 62-104 s 2.27
- general provisions, NI 62-104
- making bid, s 98, NI 62-104 Part 2
- restriction on acquisitions and sales, NI 62-104 Part 2 Division 1
- • acquisitions, during bid, NI 62-104 s 2.3
- • acquisitions, post bid, NI 62-104 s 2.5
- •• sales, during bid, NI 62-104 s 2.7

## **Issuer Bid Circular**

- delivery, NI 62-104 s 2.17
- filing, NI 62-104 s 2.19
- form, NI 62-104F2
- misrepresentations in, s 132
- notice of change or variation, NI 62-104 s 2.18, NI 62-104F5

#### л

#### Joint Regulatory Financial Questionnaire and Report

- defined, Rule 1(1)
- form, BCF 33-902F
- report of risk adjusted capital, BCF 33-903F

## Judicial Review Procedure Act

• immunity of Commission, s 170

#### Κ

#### Know Your Client Obligations, CSAN 31-103

#### L

#### **Limitation Periods**

- actions for rescission of contract, s 138(4)
- · actions for civil liability, s 140
- actions for civil liability for secondary market disclosures, s 140.94
- actions, generally, s 159

#### **Long Form Prospectus**

• defined, NI 41-101 s 1.2(4)

#### M

#### **Management Contract**

• defined, s 1(1)

### Manager, see also Portfolio Manager

- mutual fund manager, defined, s 1(1)
- portfolio manager, defined, s 1(1)

### **Marketplace Operation**

• general, NI 21-101

## Market Value

- defined, Rule 1(1)
- regulations by Lieutenant Governor in Council, s 183(24)

#### **Material Change**

- defined, s 1(1)
- disclosure, s 85(b)
- • disclosure standards, NP 51-201
- insider trading, s 57.2, s 136
- liability for non-disclosure, s 155(1)(b)
- reports, NI 51-102 Part 7
- • form, NI 51-102F3
- • under MJDS, NI 71-101 Part 14
- special relationships, s 3
- tipping, s 57.2, s 136

### **Material Fact**

- defined, s 1(1)
- disclosure
- • prospectus, s 63
- disclosure standards, NP 51-201
- insider trading, s 57.2, s 136
- liability of non-disclosure, s 155(1)(b)

- special relationships, s 3
- tipping, s 57.2, s 136

#### Meeting

- information and voting instructions, Rule 182
- information circular, NI 51-102F5
- legal proxy, 54-101F8
- omnibus proxy, NI 54-101F3-54-101F4
- procedures, NI 54-101
- voting, s 118

#### Member

- Commission members, s 4
- self regulatory bodies and exchanges, audits of members, s 32(4)

#### Minister

• investigation order, s 147

#### Misrepresentation

- · civil liability
- • circular and notice, s 132
- • prescribed disclosure, s 132.1
- • prospectus, s 131
- • secondary market disclosure, s 140.3
- defined, s 1(1)
- prohibition of, s 50(1)(d), s 168.1

## Mortgages, BCIN 45-501

### Multijurisdictional Disclosure System, NI 71-101

### **Mutual Fund**

- defined, s 1(1)
- Fees, CSAN 81-407
- Fund Facts, CSAN 81-101, CSAN 81-407
- designation as, s 3.1, 3.2
- generally, NI 81-102
- insiders of, s 2(1)
- mortgages, NPS NP29
- • transactions with responsible persons, BCIN 81-504
- registration exemption, BCIN 32-503
- rescission of purchase, s 139
- · prospectuses
- • disclosure, NI 81-101
- exemptions, BCI 81-516
- • information required in
- • simplified prospectus, NI 81-101F1
- regulations by Lieutenant Governor in Council, s 183(23)
- sales incentives, NI 81-105
- transactions with responsible persons, BCIN 81-504

### **Mutual Fund Dealer**

• defined, NI 31-103

## **Mutual Fund Distributor**

• defined, s 1(1)

### Mutual Fund in British Columbia

• defined, s 1(1)

#### **Mutual Fund Manager**

• defined, s 1(1)

N

#### **Notices**

- actions
- • insider trading, tipping and recommending, of, s 137(7)
- • secondary market disclosure, s 140.9
- cease trade order for failures to file, s 164(3)
- deemed receipt by Commission, s 180(3)-(4)
- delivery of, s 180
- enforcement orders, s 161(4)–(5)
- · rescissions
- • contract, s 138
- • mutual fund securities, s 139
- securities purchased under prescribed disclosure documents, s 138.1

0

### Offences

- deemed commission, s 155(4)
- costs of investigation, s 160
- failure to comply with decisions, s 155(1)(c)
- failure to file, s 155(1)(a)
- limitation period, s 159
- Offence Act, s 5, s 158
- penalties
- • administrative penalty, s 162
- • compensation, s 155.1
- • compliance order, s 157
- • enforcement order, s 161
- • fine, s 155(2), (5)
- • imprisonment, s 155(2)
- warrants from other provinces, s 156

#### Offence Act

· application, s 158

### Offer to Acquire

- defined, NI 62-104 s 1.1
- direct or indirect offer, NI 62-104 s 1.10

#### Offeree Issuer

- defined, NI 62-104 s 1.1
- delivery of bid and bid circular, NI 62-104 s 2.10
- director's circular, NI 62-104 Part 2 Division 3, NI 62-104F3
- filing notice of change or notice of variation, NI 62-104 s 2.13

### Offering Memorandum

- filing, NI 45-106 s 2.9(17), 3.9(17)
- form, NI 45-106 s 6.4(1), NI 45-106F2, 45-106F3
- generally, NI 45-106 s 2.9, 3.9
- misrepresentation in, NI 45-106 s 2.9(7), 3.9(7)
- right of action and delivery, NI 45-106 s 2.9(7), 3.9(7)

• right of rescission, NI 45-106 s 2.9(6), 3.9(6)

#### Offeror's Securities

• defined, NI 62-104 s 1.1

#### Offerors

- acting jointly or in concert with, NI 62-104 s 1.9
- beneficial ownership, NI 62-104 s 1.8
- bid to all security holders, NI 62-104 s 2.8
- bid mechanics, NI 62-104 Division 5
- changes or variations, NI 62-104 s 2.11-2.14, NI 62-104F5
- · circular
- • filing, NI 62-104 s 2.10(2)–(4)
- • form, NI 62-104 s 2.10(1)
- • issuer bid, NI 62-104F2
- • take-over bid, NI 62-104F1
- • misrepresentations, s 132
- • required, NI 62-104 s 2.10
- collateral agreements, NI 62-104 s 2.24-2.25
- commencement of bid, NI 62-104 s 2.9
- consideration, NI 62-104 s 2.23
- defined, NI 62-104 s 1.1, 2.1
- delivery of documents, NI 62-104 s 2.16
- financing, NI 62-104 s 2.27
- process, NI 62-104 s 2.1
- · restrictions on acquisitions
- issuer bid, NI 62-104 s 2.3, 2.6–2.7
- • take-over bid, NI 62-104 s 2.2, 2.4-2.7
- take up and payment, NI 62-104 s 2.26

#### Officer

- circular, NI 62-104 s 2.20, NI 62-104F4
- deemed commission of offence, s 155(4)
- defined, s 1(1)
- enforcement order, s 161
- • resignation under, s 161(1)(d)
- insider report, s 87
- personal information, filing, s 90, BCP 13-601

### Officer's Circular, see also Director's Circular

- certification of, NI 62-104 s 3.3
- delivery, NI 62-104 s 2.22
- expert's consent, NI 62-104 s 2.21
- filing, NI 62-104 s 2.20(6)
- form, NI 62-104 s 2.20(3), NI 62-104F4
- liability for misrepresentation, s 132
- notice of change or variation, NI 62-104 s 2.20(2), (4)–(5), (7), NI 62-104F5
- when required, NI 62-104 s 2.20(1)

### Oil and Gas, NI 51-101 Part 6

## Ombudsperson

• release of information, s 11(2)–(4)

#### **Options**

• prospectus exemptions, NI 45-106 s 2.25

#### Options (cont'd)

• registration exemptions, NI 45-106 s 3.25

#### Other Relevant Material

• defined, Rule 182(1)

#### P

#### Passport System, MI 11-102, CP 11-102, NP 11-203

#### Person

- defined, s 1(1)
- special relationships, s 3

#### **Personal Information**

• filing, s 90, BCP 13-601

### Portfolio Manager

- bonding, BCP 31-601 s 2.3(h)
- change in ownership of, Rule 52
- compliance officer required, NI 31-103 s 3.13
- defined, s 1(1)
- · outside British Columbia, trades to, BCIN 45-504
- working capital, BCP 31-601 s 15.4

#### **Press Releases**

- acquisitions during issuer bid, NI 62-104 s 5.3
- acquisitions during take-over bid, NI 62-104 s 2.2(3), 5.3
- change or variations, NI 62-104 s 2.11-2.12, 2.18
- early warnings, NI 62-104 s 5.2
- expiry of bid, NI 62-104 s 2.34
- normal course issuer bid exemptions, NI 62-104 s 4.8
- return of deposited securities, NI 62-104 s 2.33

## **Private Mutual Fund**

• defined, s 1(1)

#### Private Placements, BCI 51-512

#### **Pro Forma Prospectus**

- defined, NI 41-101 s 17.1(1)
- requirements, NI 41-101 s 9.1

#### **Promoter**

- defined, s 1(1)
- personal information, filing, s 90, BCP 13-601
- prevention from acting under enforcement order, s 161(1)(d)(iii)
- order for information during investigation, s 141

## Prospectus

- access, NI 41-101 Part 2A
- conditions by executive director, s 64(1)
- contents, s 63
- defects, s 81
- defined, NI 41-101 s 1.2(1)
- exemptions, s 76, 84, NI 45-106, 45-106CP
- • application and evidence exemptions, NI 41-101 Part 19
- • capital raising exemptions, NI 45-106 Part 2 Division 1
- employee, executive officer, director, consultant exemptions, NI 45-106 Part 2 Division 4

- • investment fund exemptions, NI 45-106 Part 2 Division 3
- • other exemptions, NI 45-106 Part 2 Division 5
- • transaction exemptions, NI 45-106 Part 2 Division 2
- • report of exempt distribution, NI 45-106F1, NI 45-106F6
- ••• filing of, BCI 13-502, 13-502CP
- filing, s 61(1), NI 41-101 s 2.3(2)
- · final prospectus
- • amendments, NI 41-101 s 6.6
- • defined, NI 41-101 s 1.2(3)
- • requirements, NI 41-101 s 9.2
- •• time for filing, NI 41-101 s 2.3(1)
- financial statements, NI 41-101 Part 4
- form, s 61(2), NI 41-101 Part 3, NI 41-101F1-41-101F2
- • acceptance of alternate form, s 64(2)
- simplified prospectus for mutual funds, NI 81-101, NI 81-101F1
- generally, NI 41-101
- · long form prospectus
- • defined, NI 41-101 s 1.2(4)
- misrepresentation in, s 131
- non-fixed price offerings and reduction of offering price under a final prospectus, NI 41-101 Part 7
- obligation to send, s 83
- over-allocation and underwriters, NI 41-101 Part 11
- · preliminary prospectus
- • amendments, NI 41-101 s 6.4-6.5
- • defect, s 81
- • defined, NI 41-101 s 1.2(2)
- • distribution, NI 41-101 s 16.1
- • requirements, NI 41-101 s 9.1
- prescribed period, Rule 143.1
- · pro forma prospectus
- • defined, NI 41-101 s 17.1(1)
- requirements, NI 41-101 s 9.1
- prospectus offerings of issuers other than investment funds, NI 41-101 Part 13
- receipts, s 64-65
- • refusal, Rule 120
- refund of fee, s 178
- regulations by Lieutenant Governor in Council, s 183(12)
- requirement of, s 61
- restricted securities, NI 41-101 Part 12
- scholarship or educational plan prospectuses, NPS NP15
- scholarship plan prospectus requirements, NI 41-101 Part 3A
- shelf prospectuses, NI 44-101
- • base shelf prospectus, defined, NI 44-102 s 1.1(1)
- • shelf prospectus supplement, defined, NI 44-102 s 1.1(1)
- short form prospectus
- • defined, NI 41-101 s 1.2(5)
- statement of rights, NI 41-101 Part 18
- voluntary filing, s 62
- waiting period, s 78

#### **Proxy**

- defined, s 116
- · exemptions, s 119
- voting, s 118, Rule 182

#### Put Option Contracts, BCF 91-505F1

• prospectus exemption, BCIN 91-505

#### E

#### **Real Estate Securities**

- exemptions, registration and prospectus, BCI 45-512 s 3
- · offering memorandum, BCF 45-906F
- resale restrictions, BCIN 45-512 s 4

#### Receivers

• appointment, s 152 (repealed)

#### **Record Date**

· defined, Rule 181

#### Records

- amendments, s 181
- Commission's books of accounts, s 20(3)
- confidentiality of, s 11(1)
- delivery, s 180
- examination by expert, s 13(2)
- • fees, s 13(3)
- execution and certification, Rule 189
- failure to produce, s 155
- • order for production, s 157(1)(k)
- filing, s 169
- • confidentiality, s 169(4)
- • electronic filing, s 169(2)
- • extraprovincial records, Rule 153-154
- • failure to file, s 164
- · · other jurisdictions
- • public inspection, s 169(3)
- form, s 182
- · investigations
- • alterations and markings, s 143(6)
- • extraprovincial records, s 175-176
- • inspection, s 143
- • production, s 141, 144
- • removal, s 143(2)(c)
- • reports of investigations, s 146
- • return, s 143(5)
- • search and seizure orders, s 143(3)–(4)
- issuer
- • production, s 141.3(2)
- misrepresentations in, s 168.1
- obstruction of justice, s 57.5
- other market participants
- • copying, s 141.4(2)–(4)
- • fees, s 141.4(5)

- • removal of, s 141.4(3)–(4)
- • review of, s 141.4
- registrant
- • access, NI 31-103, s 11.6
- • copying, s 141.2(2)–(4)
- • precautions, NI 31-103 s 11.6
- • removal of, s 141.2(3)–(4)
- • required, NI 31-103 s 11.5
- • review of, s 141.2(b)
- regulations by Lieutenant Governor in Council, s 183(12), (21), (31), (33), (34), (44), (44.1), (45)
- release to Ombudsperson, s 11(2)–(4)
- rules by Commission, s 184(2)(g), (h)
- self regulatory body, exchange, quotation, and trade reporting systems
- • copying, s 141.1(2)–(4)
- • provision to executive director, s 26(2)
- • records of transactions, s 30
- • removal of, s 141.1(3)–(4)
- • review of, s 141.1
- time for keeping records, NI 31-103 s 11.6, s 57.7
- warrant, s 141.5

#### Registrant

- audits, s 153
- • costs of, s 153(4)
- conflict of interest, NI 31-103 Part 13
- defined, s 1(1)
- exemption from certain provisions of, NI 31-103, BCI 33-520
- financial statements and financial reports, NI 31-103 Part 12
- • working capital report, BCF 33-905F
- investigations
- • production of information, s 141
- limitations on
- • calling persons at places of residence, s 49
- • representations of listings, s 50(1)(c), BCN 47-701
- • voting, s 118
- name, use of, s 53
- · records
- access, NI 31-103 s 11.6
- • copying, s 141.2(2)–(4)
- • precautions, NI 31-103 s 11.6
- • removal of, s 141.2(3)–(4)
- • required, NI 31-103 s 11.5
- • review of, s 141.2(b)
- referral fees and commission splitting, NI 31-103 s 13.10
- regulations by Lieutenant Governor in Council, s 183(6)–(9.2)
- subordination agreement, BCF 33-904F
- · subscription or prepayments held by
- • safekeeping agreement, NI 31-103 s 14.8, 14.9

#### Registration

applications

#### Registration (cont'd)

- • information, NI 33-109, NI 33-109F1-33-109F7
- • provision of further information, s 38
- bonding, NI 31-103 s 12.6
- chief compliance officers, CSAN 31-358
- · conditions, s 36
- • compliance, s 36(3)
- • hearing, s 36(2)
- consents and licenses, registrations and approvals, NI 41-101 Part 10
- exemptions, s 48, BCIN 32-503, BCI 32-513, BCP 32-513, BCI 32-517, BCI 45-530, BCI 45-531, NI 31-103, NI 45-106, 45-106CP
- generally, NI 31-103, 31-103CP
- granting, s 35
- multiple jurisdictions, NP 11-204
- national registration database, NI 31-102
- refund of fees, s 178
- refusals, s 35
- regulations by Lieutenant Governor in Council, s 183(6)–(9.2)
- • bonding, s 183(7)
- • conditions, s 183(6)(iv)
- • suspension or cancellation, s 183(8)
- representations, s 54
- · required, s 34
- requirements, NI 31-103, BCP 31-601, 31-508
- residence rules, s 35(2)
- suspension of registration, s 40.1
- suspension or termination of employment, s 40
- surrender, s 41

### Regulation

- defined, s 1(1)
- Lieutenant Governor in Council, s 183

#### Reports

- · annual report by Commission, s 22
- audits, s 153
- • exchanges and self regulatory bodies, s 32
- insider reports, s 87, NI 55-104, 55-104CP
- investigator, s 146, 149
- OBSI joint regulators report, CSAN 31-362

## Reporting Issuer, see also Issuer

- action on behalf of, insider trading, tipping, recommending, s 137
- • cooperation with, s 137(8)
- • costs, s 137(3)–(4)
- • notice of application, s 137(7)
- audits, s 153
- • costs, s 153(4)
- • provision of information, s 141
- · ceasing to be, s 88
- defined, s 1(1), BCIN 14-502

- designation as, s 3.2
- • extraprovincial issuers, BCP 12-601
- disclosure obligations, s 85, NI 51-102, NI 51-102F1-51-102F6
- filings in other jurisdictions, Rule 153, 154
- · insiders
- • defined, s 2
- insider report, s 87
- • insider trading, tipping, recommending, s 57.2
- material change, disclosure of, s 85
- prospectus, voluntary filing, s 63
- reporting companies under the Company Act (British Columbia), BCIN 14-502
- · securities of
- • beneficial owners of
- • communications with, 54-101CP, 54-101F1
- special relationships, s 3

#### Representations

- approval by Commission, s 55
- prohibitions, s 50
- • exemptions, s 50(2)
- representation of registration, s 54

#### Resale of Securities

- generally, NI 45-102, 45-102CP
- prohibition of representations, s 50, Rule 93

## **Rescission Rights**

- contract, s 138
- failure to deliver documents, s 135, 135.1
- limitation period, s 140(a)
- · misrepresentations in
- • circular or notice, s 132(1)
- • prescribed disclosure documents, s 132.1(2)
- • prospectus, s 131(3)
- mutual fund purchase, s 139
- securities under prescribed disclosure documents, s 138.1

### Residence

• defined, s 49(1)

## **Rights Offerings**

- circular for reporting issuers, Form 45-106F15
- defined, NI 45-106, s 2.1
- generally, NI 45-106, s 2.1
- issuer with minimal connection to Canada, NI 45-106, s 2.1.2
- liability for secondary market disclosure, NI 45-106, s 2.1.4
- multijurisdictional disclosure system, NI 71-101 Part 9
- notice for reporting issuers, Form 45-106F14
- prospectus exemptions, NI 45-106, s 2.1, Appendix C, Appendix D
- prospectus requirements, NI 41-101, Part 8A
- reporting issuer, generally, NI 45-105, s 2.1
- stand-by commitments, NI 45-106, s 2.1

#### Risk Adjusted Capital

· defined, Rule 5

S

### Salesperson

- defined, s 1(1)
- duty of fair dealing with clients, Rule 14
- registration, BCP 31-601
- • suspension or termination of employment, s 40

### Scholarship Plan Dealer

- defined, NI 31-103
- exemption for time limit on examination requirements, BCI 32-512

### **Securities**

- · acquisitions, take-over and issuer bids, NI 62-104
- beneficial ownership, disclosure of, Rule 4
- debt-like security, defined, NI 81-102 s 1.1
- defined, s 1(1)
- · enforcement orders, ceasing trade, s 161
- margin contracts, liability in, s 134
- · registration, required for trades, s 34
- regulations by Lieutenant Governor in Council, s 183
- resale, NI 45-102, 45-102CP
- restricted securities, NI 41-101 Part 12
- security holder, defined, s 116, Rule 181
- short position, declaration, s 56

### Securities Adviser

- registration, s 34, BCP 31-601
- • exemption, s 48

### **Securities Dealer**

- registration, s 34, BCP 31-601
- • exemption, s 48

### **Security Holder**

- application for action for insider trading, tipping, recommending, s 137
- defined, s 116, Rule 181
- liability of misrepresentation in prospectus, s 131

#### **Self Dealing**

- · exemptions, s 130
- generally, BCI 81-513
- investment fund manager, standard of care, s 135
- mutual funds, independent committee, s 130.1

## Self Regulatory Body and Exchange

- audits
- • auditor, appointment, s 31–32
- • examinations, s 153
- • costs, s 153(4)
- • members, examinations of, s 32
- • report, s 32(4)
- · by-law, policy, decisions, rules

- • Commission's discretion, s 27
- • review by Commission, s 28
- Canadian Venture Exchange, BCP 21-602
- compliance reviews, s 141.1
- defined, ss. 1(1), 23
- duties, s 26
- exemptions from requirements, s 33
- halt trade orders, s 89
- new self-regulatory organization (2022), CSAN 25-307
- party to reviews of decisions, s 165(8)
- · recognition, s 24, BCIN 21-501
- • designated exchange, s 25.1
- • recognition required, s 25
- records of transactions, s 30
- regulations by Lieutenant Governor in Council, s 183(36)–(39)
- standards of conduct, s 26(1)

#### Shelf Prospectuses, NI 44-102, 44-102CP

- base shelf prospectus, defined, NI 44-102 s 1.1(1)
- shelf prospectus supplement, defined, NI 44-102 s 1.1(1)

#### **Short Form Prospectuses**

- defined, NI 41-101 s 1.2(5)
- form, NI 41-101F1
- incorporation by reference, NI 41-101 Part 3, 41-101CP Part 5
- qualifications to file, NI 41-101 Part 2, 41-101CP Part 2

#### **Small Firms**

 Guidance on Small Firms Compliance and Regulatory Obligations, 31-350

## Small Shareholder Selling and Purchase Arrangements

• registration exemptions, NI 45-106 s 3.48

Solicitors, see Barristers and Solicitors

#### Special Relationship

- defined, s 3
- insider trading, tipping, recommending, s 57.2
- liability, s 136

## Spouse

• defined, s 1(1)

Stock Exchange, see Self Regulatory Body and Exchange

Stock Options, see Options

Subordination Agreement, BCF 33-904F

### **Supreme Court**

- admission of certified statements, s 168
- compliance orders, applications for, s 157
- Commission decisions, filing for enforcement, s 163
- enforcement of court orders, s 155.2
- insider trading, tipping and recommending, actions for, s 136
- misrepresentation in secondary market disclosure, actions for, s 140.8
- penalties for offences, s 155-155.1
- receiver, applications for, s 152 (repealed)

#### Supreme Court (cont'd)

- search and seizure orders, s 143(3)–(4)
- special applications in take-over or issuer bids, s 115

# System for Electronic Data on Insiders (SEDI), NI 55-102, 55-102CP

### System for Electronic Data Analysis and Retrieval + (SEDAR+)

- exemptions, NI 13-103, CSAN 13-932, BCI 13-933
- generally, NI 13-103
- system fees, NI 13-103

#### Т

#### Take-over Bids

- · circulars, NI 62-104 s 2.10, NI 62-104F1
- computation of time, NI 62-104 s 1.5
- consideration, NI 62-104 s 2.23
- · defensive tactics, NP 62-202
- defined, s 92(1), NI 62-104 s 1.1
- deposit period, NI 62-104 s 2.28.1, 2.28.2, 2.28.3
- director's circular, NI 62-104 s 2.17, NI 62-104F3
- · early warnings, NI 62-104 s 5.2, NI 62-103
- filings, NI 62-104 s 3.2
- financing, NI 62-104 s 2.27
- mandatory 10-day extension period, NI 62-104 s 2.31.1
- market price, determination, NI 62-104 s 1.11
- obligation to take up and pay for securities, NI 62-104 s 2.32.1
- offers to acquire, defined, NI 62-104 s 1.1
- officer's circular, NI 62-104 s 2.20, NI 62-104F4
- proportionate take up and payment, NI 62-104 s 26.1
- restrictions on acquisitions and sales, NI 62-104 Part 2 Division 1
- • acquisitions, during bid, NI 62-104 s 2.2
- • acquisitions, post bid, NI 62-104 s 2.5
- • acquisitions, pre-bid, NI 62-104 s 2.4
- • sales, during bid, NI 62-104 s 2.7
- variations in terms, NI 62-104 s 2.12

#### Take-over Bid Circular

- delivery and filing, NI 62-104 s 2.10
- form, NI 62-104F1
- misrepresentations in, s 132

#### **Trades**

- cease trade orders
- • defective preliminary prospectus, s 81
- • enforcement orders, s 161
- • failure to file, s 164
- • reactivation, Rule 186, 187
- defined, s 1(1)
- electronic, NI 23-103
- exemptions, BCI 23-502
- freeze orders, s 151 (repealed)
- halt trade orders, s 89

- internet and electronic trading, NP 47-201, NI 23-103, 23-103CP
- limitations, s 49
- manipulation and fraud, s 57, NI 23-101 Part 3, 23-101CP Part 3
- order protection rule, CSAN 23-333
- · regulations by Lieutenant Governor in Council, s 183
- rules, NI 23-101
- short position, declarations, s 56
- · securities of mortgage investment entities
- • exemption from dealer registration requirement, BCI 32-517

#### **Trust Companies**

 exemptions from prospectus and registration requirements, BCIN 45-504

#### U

#### Underwriters

- conflicts, NI 33-105, 33-105CP
- foreign underwriters, exemption from certificate requirement, BCIN 43-501
- misrepresentation in prospectus, s 131
- over-allocation, NI 41-101 Part 11
- registration
- • required, s 34
- risk adjusted capital, Rule 19

## ٧

#### Voting

- meeting information and voting instructions, Rule 182
- proxies, s 118, CSAN 54-401

### w

## Waiting Period

• defined, s 78(1)

#### Warrant

- · execution of extraprovincial warrants, s 156, BCF 15-904F
- private residence, s 141.5

## Witness

- confidentiality, s 148
- contempt, s 144(2)
- counsel, s 144(4)
- summons, s 144(1)(a), Reg 9-11, BCF 15-601F, 15-901F

#### X

XBRL, see eXtensible Business Reporting Language