

## INDEX

References are to:

1. sections of the Securities Act (“s”), the Securities Regulation (“Reg”) and the Alberta Securities Commission Rules (“Rule”);
2. numbers of the Securities Forms to the Rules (“Form”), the National Instruments (“NI”), the Multilateral Instruments (“MI”), the Companion Policies (“CP”), the National Policies (“NP”), the Canadian Securities Administrators Notices (“CSAN”), the Uniform Act Policies (“UP”), the ASC Policies (“AP”) and the ASC Notices (“AN”);
3. dates (year/month/day) or numbers (where orders were assigned a number) of the ASC Blanket Orders (“ABO”); and
4. numbers of the TSXVE Policies, the TSXVE Forms and the TSXVE Appendices.

References to the “Director” are to the Executive Director of the Commission; to “SRO” are to self-regulatory organizations.

### A

**accountants**, *see auditors and audits; experts; investigations*

**accredited investor**, NI 45-106

- compliance with accredited investor prospectus exemption, AN 45-704

**“acting jointly or in concert”, meaning, for bids**, MI 62-104

**administrative penalty**, s. 199

- use of funds by Commission, s. 19(5)

**advertising and sales material**

- mutual funds, NIs 81-102, 81-102CP, 81-105, 81-105CP
- oil and gas activities, NI 51-101, CSAN 51-327 (Revised)
- prospectus offering, NI 41-101
- television or radio, on, CSAN 51-336

**adviser**

- defined, s. 1(a)
- dispute resolution, CSAN 31-338
- general requirements of registrants, *see registrants*
- obligations towards clients, CSANs 33-317, 33-319, 33-404
- registration requirements, ss. 75(1), 76, 80, NI 31-103, CSANs 11-334, 31-103, 31-332, *see also registration*
- use of client brokerage commissions, NI 23-102

**affidavit of service**, Form 2

**“affiliated issuers”, s. 2**

**“Alberta securities laws”, s. 1(b)**

**amendments**

- preliminary prospectus, to, *see preliminary prospectus*
- prospectus, to, *see prospectus*

**Annual Information Form**

- general, NI 51-102, Form 51-102F2, CSAN 51-311 (Revised)
- investment funds, NI 81-106, CSAN 81-315
- mutual fund prospectus, NI 81-101, 81-101CP
- oil and gas activities and reserves, NI 51-101, CSANs 51-324, 51-327 (Revised)
- short-form prospectus users
- filing, NI 44-101, 44-101CP

- form, NI 44-101, 44-101CP

**appeals**

- Commission, to
- Director, from decision of, s. 35
- exchange, SRO, clearing agency, from, s. 73
- procedure, s. 36
- Court of Appeal, s. 38

**applications to Commission**, *see also Commission, directors, court*

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

**asset backed commercial paper**, CSAN 45-307

**“associate”, s. 1(c)**

**audit committee**, NI 52-110

- compliance review, CSAN 52-318
- member independence, CSAN 52-330
- prospectus disclosure, Form 41-101F1

**auditors and audits**

- acceptable auditors, NIs 52-107 (Revised), 52-108
- audit committee, report to, NI 52-110
- auditor oversight, NI 52-108
- change of, by reporting issuer, NI 51-102
- investment funds, NI 81-106
- settlement cycles, CSAN 81-335
- examination, ordered by Director, s. 58
- exchange, s. 59(1)
- financial statements, general, for, NI 51-102, CSAN 51-311 (Revised)
- auditor review of interim statements, NI 51-102
- auditor review of unaudited financial statements in short-form prospectus, NI 44-101
- investment funds, NI 81-106
- oversight, NI 52-108
- registrants, s. 60, NI 31-103, CSAN 11-334
- audited annual reports of certain registrants, s. 60
- Director requesting, where, 63 SRO, s. 59

## Index

### auditor's report

- financial statements, general, for, NI 51-102
- • investment funds, NI 81-106
- • auditor review of interim statements, NI 51-102
- • investment fund statement of portfolio transactions, NI 81-106
- financial statements of reporting issuers, s. 146, NI 51-102
- • investment funds, NI 81-106
- generally accepted auditing standards, NI 52-107 (Revised)
- prospectus
- • comfort letter, NI 41-101
- • consent letter, NI 41-101
- reservations in, NI 51-102

## B

### benchmarks

- NI 25-102, 25-102CP

### beneficial ownership

- acquisition or disposition of options, s. 181(2)(b)
- deemed
- • company, of, s. 6
- • person, of, s. 5
- direct or indirect, for bids, MI 62-104
- disclosure, where multiple beneficial owners, Rule 2
- extended meaning for bids, MI 62-104
- rights of beneficial owners, s. 104

**Board**, *see Commission*

### books and records, registrants'

- general, s. 60
- obstruction of justice, s. 93.4

### bought deals

- exemption for pre-marketing activities, NI 44-101
- pre-marketing activities, NI 44-101

**business acquisition report**, NI 51-102, Form 51-102F4, CSAN 51-311 (Revised)

**"business day"**, MI 62-104

## C

**Canadian Public Accountability Board**, NI 52-108

### Canadian Securities Administrators

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

### cannabis industry

- CSA review of reporting issuers, CSAN 51-357
- governance related disclosure expectations, CSAN 51-359

### cease trade orders

- continuous disclosure, NP 12-203 (Revised)
- distributions, s. 126, 128
- failure-to-file cease trade orders, NP 11-207

**certification of disclosures**, NI 52-109, CSAN 52-327

### certified statements

- admissibility of, s. 218

### chair

- appointment, s. 13(1)
- authority, ss. 13(2), 22(1), (3)
- defined, s. 1(a)
- revoking or varying decisions, s. 214(2)
- vice-chair, s. 13(3)

**Chief**, *see directors*

**circulars**, *see information circular; issuer bid; take-over bid*

### civil liability and civil remedies

- defense for forward-looking information, s. 205.1
- failure to send documents, right of action against, s. 206
- limitation periods, s. 211
- misrepresentation in bid document, where, s. 205
- misrepresentation in non-prospectus, non-exempt distribution, s. 203(11)
- misrepresentation in offering memorandum, ss. 204, 209.1
- misrepresentation in prospectus, s. 203
- misrepresentation in secondary market disclosure, ss. 211.01 to 211.095; Rules 22 to 26
  - • burden of proof, s. 211.04
  - • damages, s. 211.05
    - • • limits, s. 211.07
  - • defences, s. 211.04
  - • leave of court required, s. 211.08
    - • • for discontinuation, s. 211.091
  - • liability, s. 211.03
    - • • failure to make timely disclosure, s. 211.03(4)
    - • • misrepresentation, s. 211.03(1), (2), (3)
    - • • proportionate, s. 211.06
  - • liability limit, s. 211.07(1)
  - • limitation, s. 211.095
  - • notice requirement, s. 211.09
- rescission of contract, availability, ss. 209, 209.1
- right of withdrawal in distribution, revocation of purchase, s. 130
- • onus of proof of notice, s. 130(7)
- trading with or tipping of undisclosed material information, ss. 207, 208

**"class of securities"**, MI 62-104

### clearing agency

- audit of by Director, s. 58
- books and records, s. 60.1
- Commission's powers, s. 67
- crypto asset trading platform, exemptions, ABO 24-506
- defined, s. 1(f)
- exemptions, delivery of customer collateral report, ABO 94-502
- portability initiatives, CSAN 24-315
- recognition of, s. 67, NI 24-102
- • exemptions, NI 24-102

## Index

### clearing agency (*cont'd*)

- recognized, defined, s. 1(w)
- surrender, s. 72
- suspension, s. 67(2)
- regulation, AN 24-701
- requirements, NI 24-102, CSAN 24-309
- review of decisions of, s. 73
- segregation initiatives, CSAN 24-315
- shareholder communication procedures, NI 54-101, CSAN 54-301

### Commission

- annual report, s. 20
- appeals from, *see appeals*
- appeals to, from
  - Director, s. 35, s. 37
  - exchange, SRO, clearing agency, s. 73
- applications to
  - general, AP 12-601
- appointment, s. 11(2)
- by-laws of, s. 12
- capacity and rights, s. 11(3)
- closed dates, CSAN 13-315 (Revised)
- commodity, designation as, s. 10(1)
- defined, s. 1(g)
- delegation of powers, s. 22
- delegation to exchange or SRO, s. 66
- duty to comply
  - with decisions, s. 93.1
  - with undertakings, s. 93.2
- enforcement of decisions, s. 200
- exemption orders, s. 213
- extra-provincial powers, hearings and evidence taking, ss. 24, 26
- filings with, s. 221
  - confidentiality, s. 221
  - misleading information, s. 221.1
- futures contract, designation as, s. 10(2)
- hearings in conjunction with extra-provincial commissions, s. 25
- immunities, s. 222
- insider, designation of, s. 10(2.1)
- interim orders, s. 33
- interjurisdictional co-operation, ss. 211.1 to 211.9
  - Passport System, MI 11-102, NP 11-203
- issuer bids and take-over bids
  - exemption orders, s. 179(2)
  - orders on non-compliance, s. 179(1)
- jurisdiction, s. 31
- membership of, ss. 11(2), 13, 15
  - continuation in office, s. 14.1
- order removing exemptions, s. 198
- orders, late filing, s. 33.1
- orders, terms and conditions of, s. 34

- order to cease trading
  - defaulting reporting issuers, NP 12-203 (Revised)
    - revocation of order, NP 12-202 (Revised)
  - distribution by prospectus, s. 128
  - general, s. 198
- order to pay administrative penalty, s. 199
- order to pay costs, s. 202, Rule 20
- order to resign, or prohibiting acting, as director or officer, s. 198
- powers
  - general, s. 11(3)
  - recognition of exchanges, *see exchanges*
  - regulation of SRO, s. 64
- referral from Director
  - general, s. 30
- remuneration, s. 14
- responsibility, s. 11(1)
- review, *see appeals*
- revoking or varying decisions, s. 214(1)
- rule making authority, ss. 224, 224.1
  - no delegation, s. 22(7)
- rules governing hearings and reviews, *see hearings*
- secretary, *see Secretary*
- sending and receipt of documents, s. 217
- service on, s. 220
- sitting in panels, s. 23
- staff, s. 16
- status, ss. 11(2), 21

### commodity

- defined, s. 1(h)
- designation by Commission, s. 10(1)

### company

- deemed to be holding or parent, Rule 8
- defined, s. 1(i)

### compensation fund, Rule 6

- participation in by dealer or adviser, Rule 6(2), (3)

### compliance

- with decisions, s. 93.1
- with undertakings, s. 93.2

### confirmation of trade, *see dealer*

### conflicts of interest

- distributing securities of related or connected issuers, CSAN 31-343
- mutual funds, *see also insider trading and self-dealing*
- registrants, CSAN 31-363
  - general, NI 33-105

### continuous disclosure

- additional filing requirements, NI 51-102
- investment funds, NI 81-106, CSAN 81-315

## Index

- continuous disclosure (*cont'd*)
  - annual filing, if no information circular, NI 51-102, Form 51-102F2
  - annual information form, NI 51-102, Form 51-102F2
  - investment funds, NI 81-106, CSAN 81-315
  - business acquisition report, NI 51-102, Form 51-102F4
  - change in reporting status, NI 51-102
  - change of auditors, NI 51-102
  - investment funds, NI 81-106, CSAN 81-315
  - civil liability for secondary market disclosure, ss. 211.01 to 211.095, Rules 22 to 26
  - climate change-related, CSAN 51-354, CSAN 51-358
  - burden of proof, s. 211.04
  - damages, s. 211.05
  - limits, s. 211.07
  - defences, s. 211.04
  - leave of court required, s. 211.08
  - for discontinuation, s. 211.091
  - liability, s. 211.03
  - failure to make timely disclosure, s. 211.03(4)
  - misrepresentation, s. 211.03(1), (2), (3)
  - proportionate, s. 211.06
  - liability limit, s. 211.07(1)
  - limitation period, s. 211.095
  - notice requirement, s. 211.09
  - disclosure standards, NP 51-201
  - documents affecting rights of security holders, filing of, NI 51-102
  - economic conditions, CSAN 51-328
  - environmental disclosure, CSAN 51-333
  - executive compensation disclosure, NI 51-102, Forms 51-102F6, 51-102F6V, CSAN 51-331
  - exemption order, for
    - credit support issuers, NI 51-102
    - exchangeable security issuers, NI 51-102
    - general, NI 51-102
    - investment funds, NI 81-106, CSAN 81-315
    - material change disclosure, NI 51-102
    - U.S. multi-jurisdictional disclosure issuers, NI 71-101, Rule 71-801
  - exemption under Passport System, MI 11-102
  - filing documents sent to security holders or filed elsewhere, NI 51-102
  - financial statements
    - annual, filing of, s. 146, NI 51-102, CSAN 51-311 (Revised)
    - directors approval of, NI 51-102
    - form and content, *see financial statements*
    - investment funds, NI 81-106
    - delinquency in filing, NP 12-203 (Revised)
    - delivery to security holders, ss. 146, 157.1, NI 51-102
    - electronic delivery, NP 11-201, 51-102CP
    - investment funds, NI 81-106
    - interim, filing of
      - form and content, *see financial statements*
      - general, s. 146, NI 51-102
      - investment funds, NI 81-106
    - non-GAAP disclosure, CSAN 52-306 (Revised)
    - foreign issuers, NIs 52-107 (Revised), 71-102
    - frequently asked questions, CSAN 51-311 (Revised)
    - investment funds, CSAN 81-315
    - governance practices, disclosures of, NI 58-101, CSAN 58-303
    - general, s. 146, NI 51-102
    - exemption for foreign issuers, NI 71-102
    - frequently asked questions, CSAN 51-311 (Revised)
    - harmonized continuous disclosure review, CSANs 51-312 (Revised)
    - information circular filing, s. 157.1, NI 51-102
    - investment funds, NI 81-106
    - investment entities, by, AN 51-349
    - investment funds, Rule 27, NI 81-106, CSAN 81-315
    - management discussion and analysis, NI 51-102, Form 51-102F1
    - management reports of fund performance, NI 81-106, CSAN 81-315
    - material change
      - confidential filing, NI 51-102
      - disclosure, s. 146, NIs 51-102, 81-106
      - report of, NI 51-102, Form 51-102F3, NI 81-106
      - timely disclosure, general, NP 51-201
      - undisclosed, knowledge of
        - civil liability for tipping or trading, s. 207
        - prohibition against tipping or trading, s. 147
    - material contracts, NIs 51-102, 81-106
    - non-investment entities, by, AN 51-349
    - oil and gas disclosures, NI 51-101, CSANs 51-324, 51-327 (Revised)
    - other continuous disclosure, s. 146
    - press releases, NP 51-201
      - filing of, NIs 51-102, 81-106
      - non-GAAP earnings measures, CSAN 52-306 (Revised)
    - proxy solicitation, *see also proxy solicitation*
      - change of auditors, NIs 51-102, 81-106
      - filing of information circular, s. 157.1, NIs 51-102, 81-106
      - form of information circular, *see information circular*
      - investment fund, NI 81-106
      - sending of information circular, s. 157.1, NIs 51-102, 54-101, 81-106
    - relationship, CSAN 11-334, NI 31-103
    - restricted shares, NI 51-102
    - reviews, s. 60.2, CSAN 51-364
    - share data disclosure, NI 51-102
    - shareholder communication procedures, NI 54-101, CSAN 54-301
    - venture issuers, governance and disclosure requirements, ABO 51-514

## Index

continuous disclosure (*cont'd*)

- voting results, NIs 51-102, 81-106

“**contract**”, s. 1(j)

“**contractual plan**”, s. 1(k)

“**control**”, s. 3

“**controlled issuer**”, s. 3

**control or direction is exercised, bids**, MI 62-104

“**control person**”

- control block distribution issues, NIs 45-102, 45-102CP, 45-106
- defined, s. 1(l)
- personal information form filing, s. 216

**convertible securities**, MI 62-104

“**core document**”, s. 211.01(b)

**corporate governance**

- audit committee, NI 52-110
- compliance review, CSAN 52-318
- member independence, CSAN 52-330
- certification of disclosures, NI 52-109, CSAN 52-327
- continuous disclosure obligations, NIs 51-102, 81-106, CSAN 51-311 (Revised)
- disclosure of governance practices, NI 58-101, NP 58-201, AN 11-328, 11-334
- compliance review, CSAN 58-303
- gender diversity, NI 58-101, CSAN 58-310, 58-311, 58-315
- governance guidelines, NP 58-201
- oil and gas activities and reserves, NI 51-101
- prospectus disclosure, Form NI 41-101F1
- venture issuers, governance and disclosure requirements, ABO 51-514

**court**

- applications to, procedure, s. 219
- declaration of non-compliance, s. 197
- order authorizing action, s. 208
- orders for non-compliance with issuer bid and take-over bid rules, s. 180
- order requiring compliance, s. 197

**COVID-19**

- registration requirements (NI 31-103), reform implementation delays, CSAN 31-357
- temporary relief
- conflict of interest/relationship disclosure, ABO 31-533, 31-534
- financial statements/information delivery, ABO 31-535, AN 51-532
- reporting requirements
- regulated entities carrying on business in Alberta, ABO 21-504

**credit rating organizations**, NP 11-205

**credit supporter**

- consent in prospectus, NI 41-101

- prospectus certificate, NI 41-101

**crowdfunding**

- companion policy, 45-108CP
- exemptions, registration and prospectus, CSAN 45-329
- investment limits, confirmation of, 45-108F3
- multilateral instrument, MI 45-108
- offering document, 45-108F1
- personal information, 45-108F5
- risk acknowledgment, 45-108F2
- start-up registration and prospectus exemptions, CSAN 45-324

**currencies**

- cryptocurrency offerings, CSAN 46-307
- advertising, marketing, and social media, CSAN 21-330
- clearing agencies, exemptions for certain crypto asset trading platforms, ABO 24-506
- legislation and trading in, CSAN 21-327
- proposed framework for crypto-asset trading platforms, CSAN 21-402
- reporting issuers, CSAN 81-336
- trading with clients, CSAN 21-333
- financial reporting, NI 52-107 (Revised)
- securities law implications for offerings of tokens, CSAN 46-308
- trading platforms, CSAN 21-332

**custodian**

- audit of by Director, s. 58
- rights of beneficial owner, s. 104

**cyber security**, AN 11-326, CSAN 11-332, 33-321

## D

**data fees methodology**, CSAN 21-319

**dealer**

- confirmation of trade by, s. 90
- defined, s. 1(m)
- disclosure if principal, s. 94
- rescission for failure, s. 209
- disclosure of information, s. 94, Rule 15
- dispute resolution, CSAN 31-338
- exempt market dealer, ABO 31-930, NI 31-103, CSANs 11-334, 31-930[1], AN 33-704, 33-705, 33-706 (Revised)
- general requirements for registrants, *see registrants*
- internalization in the Canadian market, CSAN 23-406
- margin contracts disclosure, s. 102
- obligations towards clients, CSANs 33-317, 33-404
- personnel requirements
- non-trading employee, s. 75(6), (7)
- recommendations, disclosure required, s. 96
- registration, NI 31-103, CSAN 11-334, *see also registration*
- relief from certain reporting requirements, MN 24-317, AN 24-505
- sending prospectus, s. 129

## Index

### dealer (*cont'd*)

- right of action, for failure, s. 206
- short position, declaration, s. 103
- statement of account, s. 97(2)
- use of client brokerage commissions, NI 23-102

### “decision”, s. 1(n)

### definitions, in National Instruments, NI 14-101

#### derivatives

- amendments to Securities Act, AN 11-328
- business conduct rule, CSAN 93-301, NI 93-101, 93-101CP
- counterparty clearing, NI 94-101, CSAN 94-302, ABO 94-501
- customer protection, CSAN 91-304
- data dissemination, ABO 96-504
- data reporting, NI 96-101, CSANs 96-303, 96-304, 96-305
- equity monetization, insider reporting of, NI 55-104, CSAN 55-312
- exchange contracts, *see exchange contract*
- exemptions, ABO 96-502
- FAQs, CSANs 91-305 (Revised), 93-302
- non-centrally cleared derivatives
- margin and collateral requirements, CSAN 95-301, 95-302, 95-401
- over-the-counter trades, ABO 91-507
- product determination, MI 91-101
- reporting requirements, relief from certain, ABO 96-501, CSAN 96-302
- surveillance and enforcement, CSAN 91-403
- temporary exemptions, ABO 93-930, CSAN 93-930[1]

#### Director or Executive Director

- action by, on behalf of issuer, s. 208
- application to Court, s. 197
- appointment, s. 16
- audit examination, s. 58
- authority, s. 17
- certification of documents, s. 38(4)
- confidentiality, ss. 60.3, 221
- defined, s. 1(t)
- delegation, ss. 17, 66
- duty to comply
  - with decisions, s. 93.1
  - with undertakings, s. 93.2
- execution of documents filed with, Rule 28
- extra-provincial powers, hearings and evidence taking, ss. 24, 26
- filings with, s. 221
- misleading information, s. 221.1
- financial matters, s. 19
- hearings in conjunction with extra-provincial commissions, s. 25
- interim orders, s. 33
- investigation orders, *see investigations*
- orders, late filing, s. 33.1
- orders, terms and conditions of, s. 34

- order to cease trading, preliminary prospectus, s. 126

- order to freeze property, s. 47
- order to pay costs, s. 202, Rule 20
- payment of money, Rule 21
- production of records to, s. 40
- receipts
  - amendment to prospectus, NI 41-101
  - preliminary prospectus, ss. 110, 112
  - prospectus, s. 110
- referral to Commission
  - general, s. 30
  - rules governing hearing, *see hearings*
  - sending and receipt of documents, s. 217
  - service on, s. 220

#### directors

- audit committee of, NI 52-110
- member independence, CSAN 52-330
- compensation disclosure form, NI 51-102
- defined, s. 1(o)
- financial statements, approval of, NIs 51-102, 81-106
- gender diversity, CSANs 58-310, 58-416
- governance practices, NI 58-101, NP 58-201, AN 11-328, CSAN 11-334
- offense, authorizing or acquiescing, s. 194(4)
- oil and gas disclosures, NI 51-101
- personal information form filing, s. 216
- take-over bid, circular and recommendation, s. 160, MI 62-104
- take-over bid, defensive tactics, NP 62-202

#### director's or officer's circular, *see take-over bid*

#### disclosure, *see continuous disclosure*

#### “disclosure controls and procedures”

- NI 52-109, CSAN 52-327

#### dispute resolution, CSAN 31-338

#### distribution

- activities during waiting period, s. 123
- cease trade order, s. 126
- distribution list, NI 41-101
- obligation to distribute preliminary prospectus, NI 41-101
- unregistered underwriter, s. 75
- activities prior to preliminary short-form prospectus
- bought deals, NI 44-101
- U.S. multi-jurisdictional disclosure issuers, NI 71-101, Rule 71-801
- advertising, *see advertising and sales material*
- bought deals, NI 44-101
- cease trade order by Commission, s. 128
- hearing, s. 128(4)
- deemed by Commission, s. 144(2)
- deemed, first trade after exempt trade, NI 45-102, 45-102CP

distribution (*cont'd*)

- determination by Commission of whether distribution has ceased, s. 144(3)
- distribution into Alberta
- distribution to purchasers outside Alberta, Rule 72-501, APs 72-501CP, 72-501CP
- exemptions, *see exemptions*
- internet and electronic trading, NP 47-201
- material given on, s. 127
- • obligation to deliver prospectus, s. 129
- prospectus requirement, s. 110(1)
- withdrawal from purchase, *see civil liability and civil remedies*

“**distribution company**”, s. 1(q)

“**distribution contract**”, s. 1(r)

“**document**”, s. 211.01(c)

## E

**early warning reports**, NI 62-103, MI 62-104

**electronic delivery of documents**, NP 11-201

**electronic filings, SEDAR+**, NI 13-103, CSANs 11-334, NI 13-933

**electronic insider trading reporting, SEDI**, NI 55-102, CSAN 55-316

- FAQs, CSANs 55-315

**electronic trading**, NI 23-103, 23-103CP, NP 47-201

**enforcement**

- appeal, *see appeals*
- credit for cooperation, AP 15-601
- endorsement of extra-provincial warrant, s. 196
- • form of, Rule 19, Form 6
- force and effect of Court judgment
- • certificate as to costs, s. 202(4), (5)
- • certified Commission decision, s. 200
- limitation period, s. 201
- misleading information, s. 221.1
- non-compliance with issuer bid and take-over bid rules
- • order of Commission, s. 179(1)
- • order of court, s. 180
- offence, authorizing or acquiescing, s. 194(4), (5)
- offences, general, s. 194(1)
- • misrepresentation defense, s. 194(3)
- • penalties, general, s. 194(2)
- order removing exemptions, s. 198
- order requiring compliance, s. 197
- order to cease trading, s. 198
- • distribution by prospectus, s. 128
- • preliminary prospectus, s. 126
- • revocation of order, NP 12-202 (Revised)
- order to pay administrative penalty, s. 199
- • collection, s. 200(2)

- order to pay compensation, s. 194(7)
- order to pay costs, s. 202, Rule 20
- order to resign, or prohibiting acting, as director or officer, s. 198
- penalties, insider trading or tipping, s. 194(6), (7)
- • calculation of profit, s. 195
- prisoner in transit, s. 196(3)

**environmental disclosure**, CSAN 51-333

**equity monetization, insider reporting of certain derivatives**, NI 55-104, CSAN 55-312

“**equity security**”, MI 62-104

**escrow and pooling agreements**

- forms, general, NP 46-201 and Form
- IPO escrow terms, NP 46-201 and Form
- prospectus, s. 120(2)
- transfer in escrow, NP 46-201

**ESG**

- investment fund disclosure, CSAN 81-334

**exchanges**, *see also TSX Venture Exchange or TSXVE*

- appeal to Commission, s. 73
- audit of by Director, s. 58
- auditors and audits, *see auditors and audits*
- books and records, s. 60.1
- Commission’s powers, ss. 62(4), 63
- councils or committees of, s. 65
- declaration as an exchange, s. 71
- delegation to, s. 66
- hearings, s. 69
- marketplace operation, NI 21-101, 21-101CP and Forms
- • confidentiality of filings, ABO 21-501
- member or representative of, s. 61
- • appointment of receiver, s. 69
- operation, s. 63
- prohibited unless recognized, s. 62(1)
- recognition of, s. 62(2), AN 21-704
- • cancellation, s. 62(4)
- • control person distributions, NI 45-102
- • exchange contracts, ss. 106, 108, 109
- • exempt bids, MI 62-104
- • first trades after exempt trade, NI 45-102
- • recognized, defined, s. 1(ww)
- • record of transactions, s. 63(4)
- • right to carry on business in Alberta, s. 62(1)
- • small shareholder selling and purchasing arrangements, NI 45-106
- • surrender, s. 72
- regulation by, s. 63
- trading rules, NIs 23-101, 23-101CP, CSAN 23-316
- • order protection, CSANs 23-309, 23-317

## Index

### exchange contract

- defined, s. 1(s), AN 11-328
- form of, approval, ss. 106, 107
- margin, *see margin, margin agreement, margin deficiency, margin rate, margin requirements*
- not a security, s. 1(ggg)
- omnibus accounts for dealers, Rule 14
- recognized exchange
  - inside Alberta, s. 106
  - outside Alberta, s. 108
- registration to trade or advise, s. 75(1)
- risk disclosure statement and customer acknowledgment, s. 98, Rule 16, AN 91-702
- statements of outstanding contracts, Rule 12

### executive compensation disclosure, NI 51-102

- disclosure form, Forms 51-102F6, 51-102F6V
- CSA review, CSAN 51-331

### Executive Director, *see directors*

### exempt market dealer, ABO 31-930, NI 31-103, CSANs 11-334, 31-336, 31-930[1], AN 33-704

### exemptions

- exemption order
  - Alberta and Saskatchewan Orders 45-539 — small business financing, CSAN 45-539[1]
  - from prospectus and registration requirements, s. 144, NI 31-103
  - general, s. 213
- filing time requirement for changes to Form 21-101F1, ABO 21-502
- foreign issuers, NI 71-102
- fully managed accounts, CSAN 45-325
- general, NI 45-106, 45-106CP, CSAN 45-308 (Revised), Rule 45-511
  - local exemptions, CSAN 45-304 (Revised)
- international dealers, CSAN 31-346
- insider trading reporting requirements, NI 55-104, 55-104CP
- listing representation and statutory rights of action disclosure exemptions, MI 45-107
- local exemptions, CSAN 45-304 (Revised)
- offering memorandum, *see offering memorandum*
- Passport System, MI 11-102, NP 11-203
- prospectus requirement, from
  - capital accumulation plans, ABO 2005/10/21
  - control person distribution, NIs 45-102, 45-102CP, 45-106, 45-308 (Revised)
    - accelerated insider trading report, NI 45-102, 45-102CP and Forms
    - extraordinary commission or consideration, Rule 45-511
    - filing of notice and declaration, NI 45-102, 45-102CP and Forms
      - renewals, NI 45-102, 45-102CP and Forms
    - hold period, MI 45-102, 45-102CP and Forms

- unusual effort to prepare market, Rule 45-511
- exempt securities, NI 45-106, CSAN 45-308 (Revised)
  - cooperatives, Rule 45-511
  - hedge funds, CSAN 81-316
  - principal protected notes, CSANs 46-303, 46-304, 46-305
  - Rural Utilities Act, Rule 45-511
  - strip bond disclosure, Rule 91-504
- exempt trades, NI 45-106, CSAN 45-308 (Revised)
  - distribution to purchasers outside Alberta, Rule 72-501, AP 72-501CP
  - employees, senior officers, directors and consultants, NI 45-106
    - offering memorandum, as a condition, NI 45-106
      - for real estate securities, Rule 45-509
    - report of exempt trade, Form 45-106F1, ABO 45-518 NI 45-106 (Revised), CSAN 45-308 (Revised)
    - trades to own RRSP, Rule 45-502
  - existing security holders, Rule 45-516
  - first trade after exempt trade a deemed distribution, NI 45-102, 45-102CP and Forms
    - exceptions, NI 45-102, 45-102CP and Forms
      - disclosure of exempt trade, NI 45-102
      - extraordinary commission or consideration, Rule 45-511
      - hold periods, NI 45-102, 45-102CP and Forms
      - private company report, NI 45-102, 45-102CP and Forms
      - report of first trade after exempt trade, NI 45-102, 45-102CP and Forms
      - unusual effort to prepare market, Rule 45-511
    - general, NI 45-106, 45-106CP, Rule 45-511
    - investment dealers, CSAN 45-321
    - listed issuers, CSAN 45-330
    - private placements, ABO 45-514
    - reporting issuer status, *see also reporting issuer*
      - by declaration, s. 145
      - not in default
        - list of defaulting issuers, s. 141, CSAN 51-322, AP 51-601
    - retail investors, Rule 45-516
    - start-up businesses, Rule 45-517, 45-517CP
    - well-known seasoned issuers, CSAN 44-306, ABO 44-501
  - recognition of clearing agencies, NI 24-102
  - registration requirement, from, NI 31-103, CSANs 11-334, 31-339, 32-301, ABOs 31-530, 31-531
  - exempt securities, NI 45-106, CSAN 45-308 (Revised)
    - strip bond disclosure, Rule 91-504
  - exempt trades, NI 45-106, CSAN 45-308 (Revised)
    - distribution to purchasers outside Alberta, Rule 72-501, AP 72-501CP
    - employees, senior officers, directors and consultants, NI 45-106
    - offering memorandum, as a condition, NI 45-106
    - trades to own RRSP, Rule 45-502

## Index

### exemptions (*cont'd*)

- U.S. multi-jurisdictional disclosure issuers, NI 71-101, Rule 71-801
- prospectus-exempt distributions, ABO 31-536, CSAN 45-308 (Revised)
- small shareholder selling and purchasing arrangements, NI 45-106
- small business financing, ABO 45-539

“**exercise price**”, Rule 8(1)(b)

“**expert**”, s. 211.01(d)

### experts

- engagement of, by Commission, s. 28(1)
- payment of, s. 28(3)
- submissions to, s. 28(2)
- prospectus consents, amendments, NI 41-101
- certificate for natural resource issuer report, NI 51-101

“**expiry date**”, Rule 8(1)(c)

“**extraordinary commission or consideration**”, Rule 45-511

### extra-provincial commission

- defined, s. 1(u)
- evidence taking in Alberta, s. 27
- hearings in Alberta, s. 25
- interjurisdictional co-operation, ss. 211.1 to 211.91

## F

### fees

- general, Rule 13-501
- refund
- returned material, Reg. 10(2)
- revenues of Commission, s. 19
- Trading Fee Rebate Pilot Study, CSAN 23-325

### filings, general

- electronic filing system, NIs 13-103, 55-102
- execution and certification, Rule 28
- public availability, s. 221
- confidentiality requests and applications, ss. 60.3, 221
- return of material, Reg. 10
- time requirement, exemption from, ABO 21-502

### financial institution

- defined, s. 1(v)

“**financial outlook**”, NI 51-102

- disclosure standards, NP 51-201

### financial statements

- annual statements, for continuous disclosure, NI 51-102
- directors approval of, NI 51-102
- general, s. 146, NI 51-102
- investment funds, NI 81-106, *see investment funds*
- audit committee, NI 52-110
- member independence, CSAN 52-330
- auditors report, *see also auditor's report*

- acceptable auditors, NI 52-108
  - annual statements, for, s. 146, NIs 51-102, 81-106
  - auditing standards, NI 52-107 (Revised)
  - general requirement for, NIs 51-102, 81-106
  - investment fund statement of portfolio transactions, NI 81-106
  - change in financial year-end, NI 51-102
  - change in reporting status, NI 51-102
  - continuous disclosure requirements, *see continuous disclosure*
  - currencies, reporting, NI 52-107 (Revised)
  - foreign GAAP, NI 52-107 (Revised)
  - foreign issuers, NIs 52-107 (Revised), 71-102
  - frequently asked questions, CSAN 51-311 (Revised)
  - investment funds, CSAN 81-315
  - generally accepted accounting principles, NI 52-107 (Revised)
  - generally accepted auditing standards, NI 52-107 (Revised)
  - harmonized continuous disclosure review, CSANs 51-312 (Revised)
  - interim statements, for continuous disclosure, NI 51-102
  - filing requirement, NI 51-102
  - investment funds contents, *see investment funds*
  - statements included, NI 81-106
  - international financial reporting standards, CSANs 52-320, 52-321, 52-324
  - transition disclosure, CSANs 52-326
  - investment fund statements, NI 81-106
  - late filing, NP 12-203 (Revised)
  - preparation of, general
  - generally accepted accounting principles, NI 52-107 (Revised)
  - defined, NI 52-107 (Revised)
  - foreign GAAP and dual reporting, NI 52-107 (Revised)
  - option for foreign issuers, NI 52-107 (Revised)
  - generally accepted auditing standards, NI 52-107 (Revised)
  - reporting currencies, NI 52-107 (Revised)
  - prospectus requirements, *see prospectus*
  - registrants' requirements, *see registrants*
  - restricted shares, NI 51-102
  - SEC issuers, NI 52-107 (Revised)
  - share data disclosure, NI 51-102
- financial year-end, changes in**, NI 51-102
- foreign issuers, exemptions**, NI 52-107 (Revised), NI 71-102
- “**FOFI**”, NI 51-102, *see also “future-oriented financial information”*
- “**forward-looking information**”, s. 1(w.1)
- defense to liability for, s. 205.1
  - disclosure standards, NP 51-201
  - in continuous disclosure, NI 51-102, CSAN 51-330
  - in offering memorandum, Rule 45-509, Forms 45-106F2, 45-106F3
  - in rights offering circular, Form 45-106F15
- front running**
- prohibited, s. 93.3

## Index

### “future-oriented financial information”, NI 51-102

- disclosure standards, NP 51-201

### “futures contract”, s. 1(x)

- amendments to Securities Act, AN 11-328
- designation by Commission, s. 10(2)

## G

### “GAAP” or “generally accepted accounting principles”, NI 52-107 (Revised), *see also financial statements*

- foreign GAAP and dual reporting, NI 52-107 (Revised)
- non-GAAP and Other Financial Measures Disclosure, NI 52-112, 52-112CP
- exemption from, NI 52-112, ABO 52-501

### “generally accepted auditing standards”, NI 52-107 (Revised)

## H

### hearings

- defined, s. 1(y)
- exchanges, SROs and quotation and trade reporting systems, s. 69
- extra-provincial commissions, ss. 25, 26
- extra-provincial hearings and evidence taking, ss. 24, 26
- general, AP 12-601
- interim orders, s. 33
- late filings, s. 33.1
- notice to attend, ABO 15-504
- orders, terms and conditions of, s. 34
- record of proceedings, s. 29(h)
- rules governing hearings and reviews, ss. 29, 32, Rule 15-501
- witness expenses and allowances, 15-702

### hedge funds, CSAN 81-316

### Her Majesty

- liability of, s. 222

### “holding company”, Rule 3

## I

### IFRS, *see international financial reporting standards*

### income trust

- continuous disclosure review, CSAN 51-319
- offerings of, NP 41-201
- prospectus certificate
- operating entity, NI 41-101

### independent review committee, for investment funds, NI 81-107, CSAN 81-317

### “individual”, s. 1(z)

### “influential person”, s. 211.01(f)

### information circular

- certification, NIs 51-102, 81-106
- defined, NI 51-102
- disclosure form, Form 51-102F5

- executive compensation disclosure form, Forms 51-102F6, 51-102F6V
- CSA review, CSAN 51-331
- proxy rights, NI 51-102
- restricted shares, NI 51-102
- filing of, s. 157.1, NI 51-102
- annual filing in lieu of, NI 51-102, Form 51-102F2
- exemption order, from, NI 51-102
- foreign issuers, NI 71-102
- governance practices, disclosure of, NI 58-101, AN 11-328, CSAN 11-334
- compliance review, CSAN 58-303
- investment funds, NI 81-106, CSAN 81-315
- rights of beneficial owner, s. 104
- sending to security holders, s. 157.1, NIs 51-102, 54-101, 81-106, CSANs 54-301, 81-315
- U.S. multi-jurisdictional disclosure issuers, NI 71-101, Rule 71-801

### information processor

- corporate debt securities, CSAN 21-318

### insider

- defined, s. 1(aa)
- order designating, s. 10(2.1)
- reports of, *see insider trading reporting*

### insider trading and self-dealing

- automatic securities disposition plans, CSAN 55-317
- front running, s. 93.3
- interpretation
  - indirect beneficial ownership, deemed, s. 184(1)(d)
    - exception, s. 188
  - investment, s. 184(1)(a)
  - mutual fund, s. 181(1)(a)
  - related mutual funds, s. 181(1)(b)
    - deemed, s. 181(2)(a)
  - related person or company, s. 181(1)(c)
  - significant interest, s. 184(1)(b)
  - substantial security holder, s. 184(1)(c)
    - underwriter exception, s. 184(2)
- management companies
  - filing by, in respect of related party matters, s. 191(1)
    - exemption order, s. 191(2)
    - form of, Rule 18, Form 5
- mutual funds
  - divesting of prohibited loans and investments, s. 185(3)
  - restriction on indirect investments, s. 186
  - restriction on investments, s. 185(2)
  - restriction on investments with fees, s. 189(1)
    - exemption order, s. 189(2)
  - restrictions on loans, s. 185(1)
- trades by mutual fund insiders, s. 193
- undisclosed material information, knowledge of

## Index

### insider trading and self-dealing (*cont'd*)

- civil liability for tipping or trading, s. 207
- prohibition against front-running, s. 93.3
- prohibition against tipping or trading, s. 147(2), (3), (3.1), (4)
  - exceptions, s. 147(5), (6), (7), (8)
  - extended meaning of security, s. 147(1)
  - penalties, s. 194(6), (7)
  - calculation of profit, s. 195

### insider trading reporting

- derivative transactions (equity monetization), NI 55-104, CSAN 55-312
- “early warning” disclosure by 5% holders during formal bid, NI 62-103, MI 62-104
- “early warning” disclosure by 10% holders, NI 62-103, MI 62-104
- electronic filing system, SEDI, NI 55-102, 55-102CP and Forms, CSAN 55-316
  - FAQs, CSANs 55-315
- exemption from certain requirements, NI 55-104, 55-104CP
- reports, s. 182
  - beneficial ownership, *see beneficial ownership*
  - derivative transactions (equity monetization), NI 55-104, CSAN 55-312
  - exemption order
    - certain holders, NI 62-103
    - certain requirements, NI 55-104, 55-104CP
    - U.S. multi-jurisdictional disclosure issuers, NI 71-101, Rule 71-801
  - filing by facsimile, Rules 17, 28
  - form of, NI 55-102, 55-102CP and Forms
    - avoiding duplication, Rule 2
  - frequently asked questions, CSANs 55-316
  - insider, *see insider*
  - options, s. 181(2)(b)
  - registered, non-beneficial owner, s. 183
    - form of, Rule 17, Form 4
  - requirement to file report, s. 182
  - timing, NI 55-104, 55-104CP
  - accelerated on control person distributions, NI 45-102, 45-102CP and Forms

### insurance

“insurance company”, s. 1(bb)

### interest rates

“interested person”, s. 158(a)

“internal control over financial reporting”, NI 52-109, CSAN 52-327

### interim orders, s. 33

- late filings, s. 33.1

### international financial reporting standards, CSANs 52-320, 52-321

- prospectus, CSAN 41-306

- transition disclosure, CSANs 52-326, 52-328

### internet trading, NP 47-201

### investigations

- appointment of receiver, *see receiver, receiver and manager, trustee or liquidator*
- audits by Director, s. 58
- continuous disclosure reviews, s. 60.2
- evidence confidential, ss. 45, 60.3
  - release of information, s. 46
- expert
  - appointment by Director, s. 43(1)
  - duties, s. 43(2)
- investigator
  - appointment by Director, s. 41(1), (2), (3)
  - powers of, ss. 41(4), 42
- legal representation, s. 42(5)
- order to freeze property, *see order to freeze property*
- powers to summon witnesses and require production, ss. 40, 41(5), 42
  - extra-provincial evidence taking, s. 26
  - form of summons, Rule 4, Form 1
  - form of affidavit, Rule 4, Form 2
  - witness fees, Rule 4
- obstruction of justice, s. 93.4
- privacy legislation, ss. 46, 46.1
- record-keeping, s. 60.1
- reports to Director, s. 44
- search and seizure, s. 42(6)
  - inspection of seized things, s. 42(8)
  - return of seized things, s. 42(9), (10), (11)
- self-incrimination, s. 215
- solicitor-client privilege, *see solicitor-client privilege*

**Investment Dealers’ Association**, *see self-regulatory organizations*

### investment funds, *see also mutual funds*

- advertising during prospectus waiting period, NI 41-101
- annual activities report, CSAN 25-311
- bail-in debt, CSAN 81-331
- continuous disclosure, NI 81-106, CSAN 81-315
  - filing of material, Rule 27
- custodianship of portfolio assets, NI 41-101
- defined, s. 1(bb.1)
- embedded commissions, proposals to prohibit, CSAN 81-322
- exceptions to prohibitions, s. 193.1
- independent review committee, NI 81-107, CSAN 81-317
- investment fund manager, defined, s. 1(bb.2)
- liquidity risk management, CSAN 81-333
- mortgage investment entities, AN 81-701
- non-redeemable investment fund, defined, s. 1(jj.1)
  - designated, s. 10(1)
- oversight body, s. 193.2
- prospectus, NI 41-101

## Index

### issuer

- defined, s. 1(cc)

### issuer bid

- acting jointly or in concert, MI 62-104
- application to direct and indirect offers, MI 62-104
- calculation of holdings, MI 62-104
- circular of offeror
  - disclosure form, Form 62-104F2
  - notice of change in circular, Form 62-104F5
  - rights of beneficial owner, s. 104
  - sending with bid, MI 62-104
  - right of action, for failure, s. 206
- valuation, MI 62-104
- commencement of bid, MI 62-104
- computation of time, MI 62-104
- consents of experts, MI 62-104
- consideration offered, MI 62-104
  - collateral benefits, MI 62-104
- convertible securities, MI 62-104
- date of sending and date of documents, MI 62-104
- defined, s. 158(b), MI 62-104
- disclosure by 5% holders during formal bid, MI 62-104
  - form and content of press release, NI 62-103
- disclosure by 10% holders, MI 62-104
  - form and content of press release, NI 62-103
- exempt issuer bid
  - exemption order, s. 179(2)
  - U.S. multi-jurisdictional disclosure issuers, NI 71-101, Rule 71-801
- exemptions, MI 62-104
  - determination of market price, MI 62-104
  - notice of intention, MI 62-104
- exemption order, s. 179(2)
- formal bids
  - restrictions on acquisitions after bid, MI 62-104
  - restrictions on acquisitions during bid, MI 62-104
  - restrictions on sales during bid, MI 62-104
- general, MI 62-104
- general provisions, s. 159, NP 62-203
  - delivery of bid, MI 62-104
  - effect of market purchases, MI 62-104
  - extension required, MI 62-104
  - extension restricted, MI 62-104
  - minimum deposit period, MI 62-104
  - press release, MI 62-104
  - *pro rata* take-up, MI 62-104
  - when securities must be taken-up and paid for, MI 62-104
  - when taking up prohibited, MI 62-104
  - withdrawal by offeree, MI 62-104
- jurisdictional issues, NP 62-203

- liability for misrepresentation, s. 205, *see also civil liability and civil remedies*
- making a bid, MI 62-104
- non-compliance
  - order of Commission, s. 179(1)
  - order of court, s. 180
- offeror, defined, MI 62-104
  - first trade after securities exchange bid a distribution, NI 45-102, 45-102CP and Forms
- valuation, requirement, disclosure and filing, MI 62-104
- variation in terms of bid, MI 62-104, NP 62-203
  - form and content, MI 62-104F5

## L

### land, interests in as a security

**limited partnership issuer, prospectus certificate**, NI 41-101

**linked notes, under shelf prospectus**, CSAN 44-304

## M

### management company

- defined, s. 1(dd)
- filing by, s. 191(1), (2)
- filing, form of, Rule 18, Form 5

**“management contract”**, s. 1(ee)

**management’s discussion and analysis (“MD&A”)**, 44-101CP, NI 51-102, Form 51-102F1

- defined, s. 211.01(i)
- management reports of investment fund performance, NI 81-106
- non-GAAP earnings measures, CSAN 52-306 (Revised)

### margin, margin agreement, margin deficiency, margin rate, margin requirements

- dealer disclosure on margin contracts, s. 102
- exchange contracts, Rule 13
- omnibus accounts, Rule 14(4)

**marijuana (medical)**, CSAN 51-342

### market disruption

- CSA coordination plan, CSAN 11-338

### market manipulation

- prohibited activities, s. 93
- prohibited representations and statements, s. 92

**marketplace operations**, NI 21-101, 21-101CP and Forms

- confidentiality of filings, ABO 21-501
- information processor for exchange-traded securities other than options, CSAN 21-331
- marketplace systems incidents, CSAN 21-325
- reporting material systems incidents, CSAN 21-326
- trading rules, NI 23-101, 23-101CP, CSAN 23-316
  - fixed income securities, CSAN 21-328
  - order protection, CSANs 23-309, 23-317

**market price**, MI 62-104

## Index

**market stabilization**, NI 41-101, 41-101CP

### **material change**

- defined, s. 1(ff)
- disclosure requirements, s. 146, NIs 51-102, 81-106
- “failure to make timely disclosure”, s. 211.01(e)
- oil and gas disclosures, NI 51-101
- timely disclosure, NP 51-201
- undisclosed, knowledge of, ss. 147, 207, *see also tipping undisclosed material information*
  - civil liability for tipping or trading, s. 207
  - prohibition against tipping or trading, s. 147

**material contracts, filing of**, NIs 41-101, 44-101, 51-102, 81-106

### **material fact**

- defined, s. 1(gg)
- undisclosed, knowledge of
  - civil liability for tipping or trading, s. 207
  - prohibition against tipping or trading, s. 147

### **material information**

- timely disclosure, NP 51-201

### **meetings of security holders**

- proxy solicitation, *see proxy solicitation*
- restricted shares, NI 51-102
- shareholder communication procedures, NI 54-101, CSAN 54-301
- U.S. multi-jurisdictional disclosure issuers, NI 71-101
- voting
  - proxies, s. 157, NIs 51-102, 81-106
  - rights of beneficial holders, s. 104

### **mineral projects**

- standards of disclosure, NI 43-101, 43-101CP and Forms

### **Minister**

- annual report to, s. 20
- defined, s. 1(hh)

**mini-tenders**, CSAN 61-301

### **misrepresentation**

- defined, s. 1(ii)
- liability, for, *see civil liability and civil remedies*
- offence, for, s. 194
- prohibition in making, s. 92(4.1)

**mortgage investment entities**, AN 81-701

### **multi-jurisdictional disclosure system**

- United States, NI 71-101, Rule 71-801, ABO 01/11/1998

“**mutual fund dealer**”, *see dealer*

**mutual funds**, *see also investment funds*

- audit reports, ABO 81-504
- confirmation of trade, s. 90, Rule 9
- conflicts of interest, *see conflicts of interest; insider trading and self-dealing*
- continuous disclosure, NI 81-106

- defined, ss. 1(jj), 181(1)(a)
- designated, s. 10(1)
- exemptions from National Instrument 81-104, ABO 81-508
- financial statements
  - continuous disclosure filings, s. 146, NIs 51-102, 81-106
  - sending to security holders, s. 146
- fees, CSANs 81-323
- general, NI 81-102, 81-102CP
- investing in mortgages, NP 29
- mutual fund prospectus, NI 81-101, 81-101CP
- sales practices, NI 81-105, 81-105CP

### **mutual reliance review system**

- NI 81-102 “Mutual Funds”

## N

**National Registration System**, NI 31-102, NP 11-204

### **natural resource issuer**

- escrow, NP 46-201 and Form
- mineral projects, standards of disclosure, NI 43-101, 43-101CP and Forms
  - oil and gas activities and reserves
    - disclosure of, NI 51-101, CSANs 51-324, 51-327 (Revised)
    - reports on, NIs 43-101, 51-101
      - certificate of expert, CSAN 51-309 (Revised)
      - oil and gas reserves
        - disclosure in AIFs, NIs 43-101, 51-101
        - estimates and reports, NIs 43-101, 51-101
  - preparation of, NIs 43-101, 51-101
  - requirement for, NIs 43-101, 51-101
  - technical definitions, NIs 43-101, 51-101
  - use of information, NIs 43-101, 51-101
- resources and other reserves data, CSAN 51-327 (Revised)
- review of mineral resource estimates in technical reports, CSAN 43-311
- review of website investor presentations, CSAN 43-309

**NEO issuers**, *see exemptions*

**non-GAAP earnings measures**, CSAN 52-306 (Revised)

## O

**Obstruction of justice**, s. 93.4

### **offer to acquire**

- defined, MI 62-104
- direct or indirect, MI 62-104

“**offeree issuer**”, MI 62-104

### **offering memorandum**

- as condition of prospectus exemption, NI 45-106, CSAN 45-308 (Revised)
- defined, s. 1(kk)
- disclosure form, NI 45-106, CSAN 45-308 (Revised)
- exemptions, CSANs 45-323 (Revised), 45-106, ASN 45-705

## Index

### offering memorandum (*cont'd*)

- filing, NI 45-106, CSAN 45-308 (Revised)
- for real estate securities, Rule 45-509, CSAN 52-329
- liability for misrepresentation, ss. 204, 209.1
- defence for forward-looking information, s. 205.1
- restricted representation, Rule 45-511
- right of action, failure to send, s. 206

### offeror

- defined, MI 62-104

### “offeror’s securities”, MI 62-104

### “officer”, s. 1(l)

- insider reporting exemptions, NI 62-103

### “offsetting trade”, Rule 8(1)(d)

### oil and gas activities and reserves

- disclosure of, NI 51-101
- estimates and reports, NI 51-101
- foreign professionals, CSAN 51-309 (Revised)

### ombudsman

- annual report (2018), CSAN 31-355
- Complying with requirements regarding the Ombudsman for Banking Services and Investments, CSAN 31-351
- OBSI joint regulators committee annual report (2023), CSAN 31-365

### options

- backdating issues, CSAN 51-320
- exchange contract, s. 1(s)
- exempt puts and calls
- security, s. 1(ggg)

### order, late filings, s. 33.1

### order requiring compliance, s. 197

- compliance consultants, CSAN 31-356

### order to freeze property, s. 47

- application for directions, s. 47(4)
- effect on financial institutions, clearing agencies, transfer agents, s. 47(3)
- effective on service, s. 47(2)
- grounds for order, by Director, s. 47(1)
- registration against land or mining claims, s. 47(6)
- revocation or modification, s. 47(7)
- revocation or release, s. 47(5)

## P

### “parent company”, Rule 3

### Passport System, MI 11-102

- exemptive relief, for, NP 11-203
- registration, for, NP 11-204

### “person”, s. 1(mm)

### “person or company in a special relationship with a reporting issuer”, s. 9

### personal information form

- form of, NI 41-101
- requirement to file, s. 216, NIs 41-101, 81-101

### Policy Advisory Committee, s. 39

### pooling agreement, *see escrow and pooling agreements*

### “portfolio securities”, s. 1(oo)

### post-receipt pricing prospectus, NI 44-103, 44-103CP

### preliminary prospectus, *see also prospectus*

- activities during waiting period, *see also distribution*
  - cease trade order, s. 126
  - distribution list, NI 41-101
  - obligation to distribute, NI 41-101
  - use of, s. 123
- amendments, NI 41-101
- defective, s. 126
- filing requirement, s. 110(1)
- form and content, s. 111(1), NI 41-101
  - auditor’s report omitted, s. 111(2)
  - certificates, NI 41-101
  - omitted information, s. 111(2)
- receipt of Director, ss. 110(1), 112

### press releases

- filing of, NIs 51-102, 81-106
- material change, s. 146, NIs 51-102, 81-106
- oil and gas disclosures, NI 51-101, CSAN 51-327 (Revised)

### Principal Regulator System

### principal protected notes, CSANs 46-303, 46-304, 46-305

### privacy legislation, ss. 46, 46.1

### private issuer

- defined, NI 45-106
- first trade after ceasing, deemed distribution, NI 45-102, 45-102CP and Form
  - report with respect to outstanding securities, NIs 45-102, 45-102CP and Form, 45-106, 45-308 (Revised)
- registration and prospectus exemptions, NI 45-106, CSAN 45-308 (Revised)

### private placements, *see exemptions*

### prohibited representations, *see also trade and trading*

- future listing or quotation, s. 92(3)
- future value or price, s. 92(3)
- holding out as registered, s. 100(1)
- involving the Commission, s. 101
- misrepresentations, s. 92(4.1), s. 100(2)
- use of registrant’s name, s. 99

### prohibited transactions, misleading trading activity, artificial price or fraud, s. 93

- front-running, s. 93.3
- unfair practices, s. 92(3), (5)

### “promoter”, s. 1(rr)

## Index

### promotional activities

- by issuer, CSAN 51-356

### prospectus, *see also distribution; prospectus, contents of*

- access, NI 41-101
- amendments, NI 41-101
- best efforts distributions, NI 41-101
- cease trade order by Commission, s. 128
- certificates, NI 41-101
- conflict of interest, NI 33-105, 33-105CP
- credit supporter, requirement for certificate, NI 41-101
- determination whether distribution has ceased, s. 144(3)
- distribution by, s. 110(1)
  - material given on, s. 127
  - obligation to deliver prospectus, s. 129
  - right of action, for failure, s. 206
- escrow, s. 120(2)(g), NP 46-201 and Form
- exemptions, *see exemptions*
- exemptions from requirements, NI 41-101, MI 11-102
- experts
  - certificate for natural resource issuer report, NIs 43-101, 51-101
  - consents, NI 41-101
  - disclosure of interest, NI 41-101
  - technical reports filed, CSAN 43-306
- extension of time, NI 41-101
- filing requirement, s. 110(1)
  - Passport System, MI 11-102
  - selective review
  - without distribution, s. 110(2)
- financial statements, reports, s. 113(2)
  - auditors report
    - comfort letter, NI 41-101
    - consent letter, NI 41-101
  - proposed acquisitions, NI 41-101
- form, Form 41-101F1
- general requirements, NI 41-101
- income trusts and other indirect offerings, NP 41-201
- initial public offering share structures, CSAN 41-305
- investment funds, NI 41-101
- lapse date, NI 41-101
- liability for misrepresentation in, s. 203, *see also civil liability and civil remedies*
- material change, NI 41-101
- Passport System, MI 11-102, NP 11-203
- pre-file review, CSAN 43-310
- natural resource issuer report, NIs 43-101, 51-101, CSAN 51-324
  - certificate of expert, NIs 43-101, 51-101
  - mineral projects, standards of disclosure, NI 43-101, 43-101CP and Forms
  - oil and gas activities and reserves
    - disclosure of, NI 51-101, CSANs 51-324, 51-327 (Revised)

- resources and other reserves data, CSAN 51-327 (Revised)
- resources and other reserves data, CSAN 51-327 (Revised)
- preparation of, NIs 43-101, 51-101, CSANs 51-324, 51-327 (Revised)
- requirement for, NIs 43-101, 51-101
- technical definitions, NIs 43-101, 51-101, CSANs 51-324, 51-327 (Revised)
- technical reports filed, CSAN 43-306
- non-fixed price offering, NI 41-101
- over-allotments, NI 41-101
- Passport System, MI 11-102, NPs 11-202, 11-203
- personal information form, NIs 41-101, 44-101
- preliminary, *see preliminary prospectus*
- *pro forma*
- promoter, requirement for certificate, NI 41-101
- probable acquisitions, NI 44-101
- receipt of Director
  - amendment, NI 41-101
  - deemed issuance, MI 11-102
  - prospectus, s. 110(1)
  - refusal to issue
    - Director's discretion, s. 120, NI 41-101
    - revocation of, s. 128(3)
  - reduction of offering price, NI 41-101
  - restricted securities, NIs 41-101, 51-102
  - reverse takeover, NI 41-101
  - revocation of purchase, Rule 46-503
- secondary offering
  - obtaining issuer information, s. 122(1)
  - waiver of signatures, s. 122(2)
- shelf prospectus system, structured notes under, CSAN 44-305
- short form TSXVE offering document, NI 45-106, CSAN 45-308 (Revised)
- short form prospectus, s. 119, NI 44-101, 44-101CP
- special form of prospectus, s. 119
  - mutual fund prospectus, NI 81-101, 81-101CP
  - post-receipt pricing prospectus, NI 44-103, 44-103CP
  - shelf prospectus, NI 44-102, 44-102CP
    - linked notes, CSAN 44-304
  - short form TSXVE offering document, NI 45-106, CSAN 45-308 (Revised)
  - U.S. multi-jurisdictional disclosure issuers, NI 71-101, Rule 71-801
- supplemental material
  - auditor's comfort letter and consent, NI 41-101
  - consents, *see experts*
  - technical reports filed, CSAN 43-306
- underwriters conflict of interest, NI 33-105, 33-105CP
- use of proceeds, s. 120(2)(c)
- withdrawal from purchase, *see civil liability and civil remedies*

## Index

### prospectus, contents of

- certificates, NI 41-101
- compliance with legislation, s. 113(1)
- declarations, NI 41-101
- disclosure form, Form 41-101F1
- investment fund, Form 41-101F2
- conflict of interest, NI 33-105, 33-105CP, CSAN 31-363
- executive compensation, NI 41-101, Forms 51-102F6, 51-102F6V
- financial statements, *see prospectus, financial statements*
- form, Form 41-101F1
- full, true and plain disclosure, s. 113(1)
- general matters
- income trusts and other direct offerings, NP 41-201
- listing representation, s. 92(3)
- market out clauses, NI 41-101
- mineral projects, NI 43-101, 43-101CP and Forms
- mutual funds
- general, NI 81-101, 81-101CP
- investing in mortgages, NP 29
- oil and gas activities and reserves, NI 51-101, CSANs 51-324, 51-327 (Revised)
- prospectus disclosure requirements, NI 41-101
- scholarship or education plans, NP 15, Form 41-101F3
- investment fund, Form 41-101F2
- material facts, s. 113(1)
- mutual fund, NI 81-101
- non-fixed price distributions, NI 41-101
- post-receipt pricing, NI 44-103, 44-103CP
- reduced price distributions, NI 41-101
- shelf, NI 44-102, 44-102CP
- linked notes, CSAN 44-304
- short form, NI 44-101, 44-101CP and Form 44-101F1
- statement of rights, NI 41-101

### proxy

- defined, s. 1(tt)
- filing of, NIs 51-102, 81-106
- form and content, NI 51-102
- form of, defined, s. 1(w)
- rights of beneficial owner, s. 104
- solicitation of, *see also proxy solicitation*
- mandatory by management, s. 157.1, NIs 51-102, 81-106
- voting of, s. 157, CSAN 54-305

### proxy advisory firms, guidance for, NP 25-201

### proxy circular, *see information circular*

### proxy solicitation

- information circular, *see information circular*
- investment funds, NI 81-106
- management solicitation
- mandatory sending of proxy, s. 157.1, NIs 51-102, 81-106

- sending of information circular, s. 157.1, NIs 51-102, 54-101, 81-106
- non-management solicitation
- sending of information circular, s. 157.1, NIs 51-102, 54-101
- proxy and form of proxy, *see proxy*
- shareholder communication procedures, NI 54-101, CSAN 54-301
- U.S. multi-jurisdictional disclosure issuers, NI 71-101, Rule 71-801

“public oral statement”, s. 211.01(j)

## Q

### qualifying central counterparty, CSAN 24-311

### quotation and reporting system

- defined, s. 1(uu)
- hearings, s. 69
- recognized
- by Commission, s. 68
- defined, s. 1(xx)
- records, s. 60.1
- review by Commission, s. 73
- surrender of, s. 72
- suspension or cancellation of, s. 68(3)

## R

### real estate securities, offering memorandum for, Rule 45-509

### receiver, receiver and manager, trustee or liquidator

- appointment of, by court, s. 48(1)
- application by exchange or SRO, s. 70
- appointment of successor, s. 55
- directions from court, s. 54
- *ex parte* application, s. 48(3), (4)
- expenses of Director, s. 56
- fees, s. 53
- grounds for order, s. 48(2)
- powers of receiver, s. 49
- powers of receiver and manager, s. 50
- property covered, s. 48(5)
- term of office, s. 52
- terms of court order, s. 51
- winding-up or management of business, s. 48(6)

record-keeping, s. 60.1

“records”, s. 1(zz), *see also books and records, registrants’*

### registrants

- advertising, *see advertising and sales material*
- audit of by Director, s. 58
- auditor, s. 60
- books and records
- maintenance, s. 60
- categories, s. 75

## Index

### registrants (*cont'd*)

- clients
  - beneficial shareholders, s. 104, NI 54-101
  - use of client brokerage commissions, NI 23-102
- compensation fund, Rule 6
- conflict of interest, NI 33-105, 33-105CP, CSAN 31-363
- defined, s. 1(aaa)
- duty of care, s. 75.2
- exemptions
  - from disclosure of relationships, CSAN 11-334, NI 31-103
- extended meaning, Rule 45-511
- financial reporting
  - members of exchange, s. 59
  - members of SRO, s. 59
  - registrants not members of SRO, s. 60, NI 31-103, CSAN 11-334
  - filing of annual, audited, s. 60
- further information, s. 82
- notice of changes
  - forms and procedure, NIs 31-102, 33-109
- registration, *see registration*
- responsible person, s. 75.1
- suitability obligation, CSAN 33-315
- trade matching and settlement, NI 24-101, CSANs 24-305, 24-306, 24-318, 24-319, ABO 24-505
- use of client brokerage commissions, NI 23-102

### Registrar, *see directors*

### registration, NI 31-103

- adviser, s. 75(1)
- application for, NIs 31-102, 31-103, 33-109, NP 11-204, CSAN 33-320
- application for renewal, ss. 76, 80
- broker-dealer registration in the exempt market dealer category, CSAN 32-301
- categories, s. 75(1)
  - partner, director, officer or advising employee of registered adviser or registered dealer, s. 75(1)
- changes in, NI 33-109
- chief compliance officers, CSAN 31-358
- courses and examinations, s. 50(3)
- conditions
  - compliance with conditions, s. 75
- effective time of, s. 75(2)
- examination under oath, s. 82(c)
  - summons, form of, Rule 5, Form 3
- exempt market dealer, ABO 31-930, NI 31-103, CSANs 11-334, 31-930[1]
- exemptions from, NI 31-103, CSANs 11-334, 32-301, 31-530, 31-531, *see also exemptions*
- further information, s. 82
- general requirements for registrants, NIs 31-102, 33-109, *see also registrants*

- granting of, s. 76(1)
- restrictions imposed, s. 76(2)
- mortgage investment entities, CSAN 31-323
- multiple jurisdictions, NP 11-204
- national registration database, NI 31-102
- national registration system, NP 11-204
- personnel, requirements of
  - dealers
    - non-trading employee, s. 75(6), (7)
- refusal of Director, s. 76(1)
- right to hearing, s. 76(3)
- requirement of, s. 75(1)
- responsible person, s. 75.1
- self-regulatory organization or SRO, *see self-regulatory organizations*
- surrender, s. 78
- suspension, s. 76.1
- United States broker-dealers and agents, conditional exemption from registration, NI 35-101, 35-101CP, CSAN 32-301
- United States resident clients, dealer and adviser registration exemptions, ABO 31-530

### regulations

- authority to make, s. 223
- content, ss. 227, 228, 229
- defined, s. 1(bbb)

### reporting issuer

- audit of by Director, s. 58
- cease to be reporting issuer application, MI 11-102, NP 11-206
- change in status, NI 51-102
- continuous disclosure, *see continuous disclosure*
- declaration as to non-reporting issuer status, s. 153
- declaration by Commission, s. 145
- defaulting reporting issuer, NP 12-203 (Revised)
- defined, s. 1(ccc)
- filing documents affecting rights of security holders, NIs 44-101, 51-102, 81-106
- filing documents sent to security holders or filed elsewhere, NIs 51-102, 81-106
- list of defaulting issuers, s. 141, CSAN 51-322, AP 51-601
  - general, AP 51-601
- prospectus, without distribution, s. 110(2)

### responsible person, s. 75.1

### representations, prohibited, *see prohibited representations*

### restricted shares

- general, NI 51-102
- prospectus requirements, NI 44-101

### rights offerings

- procedure, NI 45-106
- prospectus exemption, NI 45-106, CSAN 45-323 (revised)
  - first trade a distribution, NI 45-102, 45-102CP and Forms
  - restricted shares, NI 51-102

## Index

### rights offerings (*cont'd*)

- rights of beneficial owner, s. 104
- structure of, concerns with, AN 45-322

### rules

- authority to make, ss. 224, 224.1
- content, ss. 227, 228, 229
- publication required, s. 225, Regs. 2, 3
- amendments, Reg. 5
- sunset provision, Reg. 4
- time for representations, Reg. 6
- defined, s. 1(ddd)
- national instruments
- number system, CSAN 11-312 (Revised)
- status of, ss. 224, 226

## S

### Secretary

- appointment, s. 16
- certificate of, s. 18(3)
- defined, s. 1(fff)
- duties, s. 18

### securities

- advising as to, *see also adviser*
- registration requirements, *see registration*
- beneficial ownership of, *see beneficial ownership*
- defined, s. 1(ggg)
- extended meaning for insider trading, ss. 147(1), 207(11)
- interests in land
- offering memorandum for real estate securities, Rule 45-509
- distribution of, *see also distribution*
- control person, by, *see exemptions*
- issuer, by, *see security issuer*
- private placement or exempt trade, by, *see exemptions*
- prospectus, by, *see prospectus*
- over-the-counter trades in derivatives, ABO 91-507
- restricted shares, NI 51-102
- trading in, *see also trade and trading*
- registration requirement, *see registration*

### securitization, CSAN 45-307

### security issuer, *see also dealer*

### security holder selling & purchase arrangements, NI 45-106

### SEDAR+, electronic filings, NI 13-103, CSANs 11-334, 13-317

### SEDI, electronic disclosure reporting system, NI 55-102, CSAN 55-316

- FAQs, CSANs 55-316

### self-incrimination, protection against, s. 215

### self-regulatory organizations

- appeal to Commission, s. 73
- audit of by Director, s. 58

- auditors and audits, *see auditors and audits*

- clearing agency, *see clearing agency*

- councils or committees of, s. 65

- defined, s. 1(hhh)

- delegation of administration of Act to, s. 66

- hearings, s. 69

- member or representative of, s. 61

- appointment of receiver, s. 70

- new self-regulatory organization (2023), CSAN 25-307

- Canadian Investor Protection Fund, CSAN 25-308

- oversight project committee, CSAN 24-303

- recognition by Commission, s. 64

- recognized, defined, s. 1(yy)

- suspension, s. 64(3)

- regulation by Commission, s. 64

- regulation by SRO, s. 64

- service arrangements with dealer members, CSAN 31-347

### sending of documents

- addresses, s. 217(2)

- communications with shareholders, NI 54-101

- deemed receipt from Commission or Director, s. 217(3)

- exemption from paper delivery requirements during postal service disruption, ABO 51-516

- lost addresses, s. 217(4)

- methods, s. 217(1)

- electronic delivery, NP 11-201

### settlement cycle, implementation of T+1, CSAN 24-318

### “settlement price”, Rule 8(1)(f)

### short form prospectus distributions, NI 44-101, 44-101CP

### short position, declaration, s. 103

### short selling, CSANs 23-329, 25-306

### social media

- reporting issuers, by, CSAN 51-348

### solicitor, *see experts*

### solicitor-client privilege

- application to court concerning, s. 57

- not affected, s. 57(1)

### special relationship, *see “person or company in a special relationship with a reporting issuer”*

### special transactions

- protection of minority shareholders, MI 61-101, CSAN 61-302

### special warrants

- prospectus requirements, NIs 41-101, 44-101

### speeches and presentations

- oil and gas disclosures, NI 51-101

### Stock Exchange, *see exchanges*

### strip bonds, AN 91-707

## Index

### T

#### take-over bid

- acting jointly or in concert, MI 62-104
- application to direct and indirect offers, MI 62-104
- circular of offeror, MI 62-104
  - disclosure form, Form 62-104F1
  - notice of change in circular, Form 62-104F5
    - varying terms of bid, CSAN 62-305
  - rights of beneficial owner, s. 104
  - sending with bid, MI 62-104
    - right of action, for failure, s. 206
  - valuation, MI 62-104
- commencement of bid, MI 62-104
  - by advertisement, MI 62-104
- computation of time, MI 62-104
- consents of experts, MI 62-104
- consideration offered, MI 62-104
  - collateral benefits, MI 62-104
  - financing of, MI 62-104
    - varying terms of bid, CSAN 62-305
- convertible securities, MI 62-104
- date of sending and date of documents, MI 62-104
- defensive tactics, NP 62-202
- defined, s. 158(c), MI 62-104
- directors' circular, MI 62-104
  - form and content, Form 62-104F3
  - recommendation, s. 160
- disclosure by 5% holders during formal bid, MI 62-104
  - form and content of press release, NI 62-103
- disclosure by 10% holders, MI 62-104
  - form and content of press release, NI 62-103
- early warning reports, NI 62-103, MI 62-104
- exemption order, s. 179(2)
- exempt take-over bid
  - exemption order, s. 179(2)
    - U.S. multi-jurisdictional disclosure issuers, NI 71-101, Rule 71-801
- exemptions, MI 62-104
  - determination of market price, MI 62-104
  - restrictions on acquisitions after bid, MI 62-104
  - restrictions on acquisitions during bid, MI 62-104
  - restrictions on sales during bid, MI 62-104
  - terms, where pre-bid purchases, MI 62-104
- general, NP 62-203
  - restricted shares, NI 51-102
- general provisions, s. 159, NP 62-203
  - delivery of bid, MI 62-104
  - effect of market purchases, MI 62-104
  - extension required, MI 62-104
  - extension restricted, MI 62-104
  - minimum deposit period, MI 62-104

- press release, MI 62-104
- *pro rata* take-up, MI 62-104
- varying terms of bid, CSAN 62-305
- when securities must be taken-up and paid for, MI 62-104
- when taking up prohibited, MI 62-104
- withdrawal by offeree, MI 62-104
- individual officer's or director's circular, MI 62-104
  - form and content, Form 62-104F4
  - notice of change, MI 62-104
- jurisdictional issues, NP 62-203
- liability for misrepresentation, s. 205, *see also civil liability and civil remedies*
- U.S. multijurisdictional disclosure system, NI 71-101, Rule 71-801
- making a bid, MI 62-104
- mini-tenders, CSAN 61-301
- non-compliance
  - orders of Commission, s. 179(1)
  - orders of court, s. 180
- offeror, defined, MI 62-104
- identification of offeror, NP 62-203
- prospectus exemption, NI 45-106, CSAN 45-308 (Revised)
  - first trade after securities exchange bid a distribution, NI 45-102
- valuation, requirement, disclosure and filing, MI 62-104
- variation in terms of bid, MI 62-104, NP 62-203, CSAN 62-305
- notice of variation, form and content, MI 62-104F5

#### tipping undisclosed material information

- civil liability for, s. 207
- prohibition against, s. 147(3) to (8)
  - penalties for, s. 194(6), (7)
    - calculation of profit, s. 195

#### trade and trading

- advertising, *see advertising and sales material*
- dealer acting as principal, s. 94
- dealer confirmation of trade, s. 90
  - contents, Rule 8
  - offsetting trade in exchange contract, Rule 11
  - option contracts, Rule 10
- defined, s. 1(jjj)
- distribution into Alberta
- distribution to purchasers outside Alberta, Rule 72-501, AP 72-501CP
- direct electronic access to marketplaces, NI 23-103
- exchange contracts
  - omnibus accounts for dealers trading, Rule 14
  - prohibited, unless
    - form approved of, s. 106
    - recognized exchange, ss. 106, 108
  - risk disclosure statement, s. 98
  - statements of outstanding contracts, Rule 12

## Index

### trade and trading (*cont'd*)

- internet and electronic trading, NI 23-103, NP 47-201, CSAN 23-314
- margin, *see margin, margin agreement, margin deficiency, margin rate, margin requirements*
- marketplace operation, NI 21-101, 21-101CP and Forms
  - confidentiality of filings, ABO 21-501
  - over-the-counter
    - binary options, AN 91-708
    - contracts for difference, AN 91-708
    - defined, Rule 8(1)(e)
    - foreign exchange contracts, AN 91-708
    - report to agency, Rule 8
  - prohibited activities, ss. 92, 93, 93.3
  - prohibited representations and statements, ss. 92, 99, 100, 101
  - prohibited, unless registered, s. 75(1)
  - prospectus exemptions, *see exemptions*
  - real-time market data, CSAN 21-334
  - registration exemptions, *see exemptions*
  - restrictions on calls to residences, s. 91
  - SEC market structure proposals and potential impact on Canadian capital markets, CSAN 23-331
  - short position, declaration, s. 103
  - trade matching and settlement, NI 24-101, CSANs 24-305, 24-306, 24-319, ABO 24-505
  - trade repositories and derivatives data reporting, NI 96-101
  - trading rules, CSAN 23-316, NI 23-101, 23-101CP
    - order protection, CSANs 23-309, 23-333
  - unfair practices, ss. 92(3) and (5)

### transitional provisions, s. 231

### trust indenture

- U.S. multi-jurisdictional disclosure issuers, NI 71-101, Rule 71-801

## U

### underwriter

- conflicts of interest, NI 33-105, 33-105CP
- defined, s. 1(kkk)
- general requirements for registrants, *see registrants*
- limitation, re civil liability, s. 203(5)
- prohibited, unless registered, s. 75(1)
  - restrictions during waiting period, s. 75
- registration as, *see registration*

### unfair practice

- defined, s. 92(5)
- prohibition, s. 92(3)(d)

### United States over the counter markets, MI 51-105, 51-105F1, 51-105F2, 51-105F3A, 51-105F3B, 51-105F4, 51-105CP

### United States resident clients, dealer and adviser registration exemptions, ABO 31-530

### unusual effort to prepare market

- defined, Rule 45-511
- registrant, extended meaning, Rule 45-511

## V

### valuation

- requirement, MI 62-104

### “venture issuer”, NI 51-102

- governance and disclosure requirements for venture issuers, CSAN 51-340, ABO 51-514
- report of change of status, NI 51-102

### “vice chair”, s. 13(3)

### voting results, disclosure of, NIs 51-102, 81-106

### voting security

- defined, s. 1(III)
- rights of beneficial owner, s. 104

## W

### waiting period

- distribution of material during, s. 123, NI 41-101

### warrant

- endorsement of extra-provincial, s. 196
  - form of endorsement of, Rule 19, Form 6
- whistleblower, AN 15-602

### witness

- affidavit, Rule 4
- fees, payment and proof of, Rule 4
- form of affidavit, Form 2
- form of summons, Form 1
- summons to on investigation, Rule 4