Index

[References are to section numbers of the commentary found in Volumes 1, 2, and 3.]

AMF

generally, §1.1.2 powers, §1.4.6 regulation-making powers under Québec's *Securities Act*, §24.5.4 Secretary, powers of, §4.7 structure, §1.2.5

ASC

Executive Director — see under Executive Director Secretary — see under Secretary

Accredited Investor Rule, §17.2.3

Advertisements

approval of, §13.12.1 self-dealing and, §13.1.1[g] disclosure in connected issuer, §13.5.2 dealer's interest as principal, §13.5.1 related issuer, §13.5.2 waiting period, during, §16.1.2

Adviser

definition, §INT.1.1 exemptions from registration, §12.2 Affiliated insurance companies, §12.2.7[e] credit unions, §12.3.5 debt securities, §12.3.1 discretionary, §12.2.7 education plans, self-directed, §12.3.6 financial institutions, §12.3.5 financial intermediaries, §12.4.1-§12.4.2 government-sponsored, §12.2.7[d] information distribution, §12.2.7[a] in-house services, §12.2.7[c] international advisers, §12.2.4 international sub-advisers, §12.2.4 investment funds, §12.6.2, §12.6.4 mortgages, §12.3.2 municipality, §12.2.7[g] other, §12.6.11 Pension Fund Administrator, §12.2.7[f] pooling of investment portfolios, §12.9.1

private investment clubs and funds, §12.6.5 professionals, some, §12.2.6 publishers, §12.6.1 registered dealers, §12.6.1 regulations, by, §12.2.7 — see also under **Exemptions:** Registration small security holder, §12.6.10 solely incidental advice, §12.2.1 underwriters, §12.3.3 variable insurance, §12.3.4 volume-based fee, §12.2.7[b] writers, §12.2.1 registration requirements, §11.1.5 adviser activities, §11.1.5[a] categories, §11.1.5[b] exemptions - see exemptions from registration

Affiliate — see under Company

Alberta Securities Commission — see ASC

Amalgamations and Mergers

conflicts of interest and, §11.8.7 exemption from prospectus requirements, §17.2.11 exemptions from NI 33-109, §11.2.2 business combinations must be statutory, §17.2.11[a] case law, §17.2.11[d] control block securities, sale, §17.10.3 pledgee's holdings, §17.9.2 TSX Rule, controlled block shares, §17.9.4

Amendment

to preliminary prospectus delivery of, §15.6.2 generally, §15.6.1 to prospectus delivery of, §15.6.2 generally, §15.6.1

Annual Refiling of Prospectus

generally, §15.11.1 orders to extend lapse dates, §15.11.1[b] renewal prospectus, §15.11.1[a]

IND-1 (Securities Law) (2017 — Rel. 3)

Annual Information Form, §18.4.2

Annual Management Discussion and Analysis, §18.4.3

Annual Reporting

auditors, §18.4.4 change in year end, §18.4.10 CICA standards, §18.4.4 corporate governance disclosure of practices, §18.4.9 disclosure requirements, other, §18.4.7 emerging market issues, §18.4.6[f] environmental reporting, §18.4.6[e] financial statements, §18.4.1 generally, §18.4 generally accepted accounting principles, §18.4.5 International Financial Reporting Standards, §18.4.5[c] OSC advice re, §18.4.6 errors, §18.4.6[c] financial statements, §18.4.6[a] non-GAAP measures, §18.4.6[b] website disclosure, §18.4.6[e]

Anti-avoidance

exceptions, §21.10 provisions, §21.5 restrictions, §21.8

Applications for Registration

amendment, §11.3.1[b] audit, right to, §11.3.1[e] case law, §11.3.1[c.1] changes to information, §11.2.1 competence and, §11.3.1[c.4] false information and, §11.2.1[d.2] director's power, §11.3.1[a] false information and, §11.3.1[c.2] financial responsibility and, §11.3.1[c.3] generally, §11.2.1 non-disclosure and, §11.3.1[c.2] past conduct and, §11.3.1[c.1] registering, §11.3.1[b] reinstatement, §11.3.1[b] reputation and, §11.3.1[c.5] review, right to, §11.3.1[e] self-regulatory organizations and. §11.3.1[c.6] subsequent, §11.2.1

Appeal

court, power of, §5.2.5 case law, §5.2.5[a] Judicial Review Procedure Act, application of, §5.2.6 OSC decision, of, §5.2.1 permissible representation before court, §5.2.4 rights to, §1.7.4 Secretary to certify record, §5.2.3 stay pending, §5.2.2 case law, §5.2.2[a]

Associate definition, §INT.1.2

Annual Report OSC, §1.12.1

Auditors

annual reports, §18.4.4 audit committee — see MI 52-110 Audit Committee members, of, §8.10.1 registrants, of other, §8.11.1 self-regulatory organizations, of, §8.9.1 stock exchanges, of, §8.9.1

Autorité des Marchés Financiers — see AMF

BCSC

Executive Director — see under Executive Director Secretary — see under Secretary

Beneficial Ownership

deemed bids, §20.3.1 insider reporting, §21.4.6 interpretation, §INT.4.1

Bids — see also Issuer Bids; Take-over Bids beneficial ownership, deemed, §20.7.3 bid circular, §20.7.3 certification, §20.11.9 change in information, notice of, §20.7.3 definition, §20.7.3 duty to send, §20.7.3 variation in terms, notice of, §20.7.5 cash offers, financing, §20.10.3 circulars

bid — see bid circular delivery - see delivery of circular director's - see director's circular consideration - see also identical consideration asset sale of target, §20.10.1[b] collateral agreements, §20.10.1 effects, §20.10.1[c] employee retention arrangements, §20.10.1[e] increasing, §20.9.2 rights re target shares, §20.10.1[d] timing, §20.10.1[a] convertible securities, §20.2.7 court, power of, §20.18.1 definitions — see also under Definitions "formal bid", §20.2.5 "issuer bid", §20.1.7, §20.2.6 "take-overbid", §20.1.1, §20.2.12 delivery of circular, §20.7.3 dating, method of, §20.7.9 filing, §20.7.9 sending, method of, §20.7.9 director's circular, §20.8.1 date of documents, §20.8.6 delivery of documents, §20.8.6 duty to update, §20.8.2 expert consent, §20.8.5 individual, of, §20.8.4 mandatory, §20.13.1 timing-related exemptions, §20.13.1[b] update, duty to, §20.13.3 disclosing purchases during, §20.15.1 duplication of reports, avoiding, §20.16 expiry, computation of, §20.2.16 financing, §20.10.3 formal bids change in information, §20.7.4 circulars, §20.7.3 commencing, §20.7.2 date of documents, §20.7.9 delivery of documents, §20.7.9 disclosing purchases during, §20.15.1 duty to make to all shareholders, §20.7.1 expert consent, §20.7.8 filing notice, §20.7.6 financing cash offer, §20.10.3 proportionate take up, §20.10.2 requirements, §20.7

supplementary purchases, §20.15.1 variation in advertised bid, §20.7.7 variation in terms, §20.7.5 going private transactions application, §20.21.1 CBCA, regulated by, §20.21.5[a] exemptions, §20.21.2[b], [c]; §20.22.4[a], [b] legislation, regulated by, §20.21.5 minority approval requirement, §20.21.2 OBCA, regulated by, §20.21.5[a] OSC, regulated by, §20.22.5[b] identical consideration, §20.9.1 accommodating shareholders, §20.9.3[c] dividend timing, §20.11.2[d] exemptions from, §20.9.3 legislation, under other, §20.9.3[b] odd lots, §20.9.3[d] shareholders outside Canada, §20.9.3[a] indirect offers, §20.5.1 insider, §20.19 application, §20.19.1 disclosure, §20.19.2 exemptions, §20.19.3 formal valuation, §20.19.3 joint actors, §20.4.1 joint offers, §20.3.2 market purchases, effect of, §20.11.1 minimum deposit period, §20.11.1 case law, §20.11.1[a] OSC's power re applications, §20.17 compliance with law of other jurisdiction, §20.17.4[d] control, change in, §20.17.4[a] disclosure, whether needed, §20.17.4[c] exemptions, §20.17.4 generally, §20.17.1 interested person, §20.17.2 insiders, re, §20.17.4[g] non-compliance, §20.17.3 remedies, §20.17.3[b] reorganization-related, §20.17.4[b] similar consideration, §20.17.4[f] timing-related, §20.17.4[b] Ontario, outside private purchases, §20.2.13[b] purchases on stock exchange, §20.2.13[c] pro rata requirement, §20.10.2 related party transactions, §20.22

IND-3 (Securities Law) (2017 — Rel. 3)

application, §20.22.1 disclosure, §20.22.3 exemptions, §20.22.1[a]; §20.23.2[b], [c]; §20.22.4[a]-[c] foreign issuer exemption, §20.22.1[b] formal valuation requirement, §20.22.4 minority approval requirement, §20.22.2 reporting purchases alternative monthly system, §20.14.2 concert, acting in, §20.14.4[c] exemptions, §20.14.4 failure to report, §20.14.3 index funds, §20.14.4[b] investment dealer, §20.14.4[c] jointly, acting, §20.14.4[d] mutual funds, §20.14.4[b] supplementary purchases, §20.14.1 take up and payment date, §20.11.5 rules, §20.10.2 time, calculation of, §20.2.16 unissued securities deemed outstanding, §20.3.3 withdrawal of deposited market shares earliest date, §20.11.2 minimum period, §20.11.1 right to, §20.11.3

Bought Deals, §16.1.5

British Columbia Securities Commission — see BCSC

Business Combinations reporting issuer following, §INT.1.39[f]

Business Day definition, §20.2.1

CNQ — see Canadian Trading and Quotation System Inc.

CVMQ

Director — see under **Director** Secretary — see under **Secretary**

Canadian Depository for Securities self-regulation and, §8.3.1

Canadian Unlisted Board self-regulation and, §8.5.1

Canadian Trading and Quotation System Inc.

Recognition of, §8.1.1[d]

Cancellation

court's power re, §22.9.1[c] registration, of, §22.7.4 criminal convictions, §22.7.4[d.2] financial condition, §22.7.4[a.3] high pressure practices, §22.7.4[a.10] improper trading, §22.7.4[d.3] income tax evasion, §22.7.4[a.7] Know-Your-Client rule, §22.7.4[a.7] misappropriation, §22.7.4[a.13] misleading statements, §22.7.4[a.12] misrepresentation, §22.7.4[a.11] non-disclosure, §22.7.4[a.11] receiver, appointment of, §22.7.4[a.17] supervision, improper, §22.7.4[a.8] unregistered trading officer, §22.7.4[a.9]

Cease Distribution Orders, §16.6

Certified Statements

admissibility, §24.1.1 fees re, §24.1.2

Charter of Rights and Freedoms

cease trade orders, §22.7.2[c] investigations and, §6.5.1[d] seizure and, §6.5.1[e]

Circulars

bid, §20.12 board's duty to file and send, §20.8.3 certification, §20.11.9 change in information, notice of, §20.7.4 content, §20.7.3 definition, §20.12.1 duty to prepare and send, §20.7.3 variation in terms, notice of, §20.7.5 delivery of dating, method of, §20.7.2 filing, §20.7.6 sending, method of, §20.7.2 director's, §20.13 individual, of, §20.8.4 mandatory, §20.8.1 update, duty to, §20.8.2 misrepresentation - see Misrepresentation

Clearing Agency

definition, §INT.1.3 recognized, §8.4.1 case law, §8.8.2[d] defined, §INT.1.36 review of decisions, §8.8.2[d]

Closed System

distribution and, §INT.1.12[a] exemption from prospectus requirements, §17.1.1 rationale of, §17.1.5

Commercial Paper case law, §17.2.28[a] generally, §17.2.28

Commission — *see also* OSC; BCSC; ASC; CMVQ definition, §INT.1.4

Commodities Futures Exchange recognized, §INT.1.36

Common Trust Fund

private mutual fund, as, §INT.1.32[b]

Company

affiliated deemed, §INT.2.1 definition, §INT.1.5 private, §INT.1.31 public under OBCA, §INT.1.39[e] reporting issuer and, §INT.1.39[e]

Complaints, §11.8.9

Compliance Reviews generally, §7.2.1 record-keeping and confidentiality, §7.2.1[d]

Continuous Disclosure

conflicts, §18.1.1 exemptions — *see Exemptions: Continuous Disclosure* failure to make, §18.1.8 financial statements to certain securities holders, §18.5.1 insider trading — *see Insider Trading* Investment Funds, §18.5.2 material change complete disclosure, §18.1.7[a] confidential disclosure, §18.1.7[b] proposed, §18.1.4 reports, types of, §18.1.7 scope of, §18.1.2 material facts, §18.1.5 materiality, §18.1.3 obligation for timely, §18.1.1 obligations, related, §18.1.6

Contract

definition, §INT.1.6

Contractual Plan definition, §INT.1.7

Contraventions

enforcement, §22.3.5 defences, §22.3.3[b] disclosure requirements, §22.3.5[c] insider trading, §22.3.5[e] prospectus requirements, §22.3.5[b] registration requirements, §22.3.5[b] TSX requirements, §22.7.4[b.10] take-over bid requirements, §22.3.5[d] types, §22.3.5[a]

Control

block — *see Control Block* deemed, §INT.3.1 definition of, §INT.3.1

Control Block

distributions exempt from prospectus determination of, §17.9.1
pledgee's holdings, §17.9.2
sale of securities, §17.9.3
TSX rule re sales, §17.9.4
pledge, §INT.1.45[b]
vendor exempt from prospectus requirements, §17.1.3

Corporate Governance

annual reporting disclosure of practices, §18.4.9 information circular, in, §19.3.5

Corporate Governance and OSC Rulemaking Authority definition, §21A.2 governance of reporting issuers, §21A.3

investment fund oversight body, §21A.5 MI 52-110 audit committees, §21A.3.2 proxy circular

IND-5 (Securities Law) (2017 — Rel. 3)

annual — *see Annual Reporting* interim — *see Interim Reporting* reporting issuer ceasing to be, §18.9 reviews, §7.3

Costs

enforcement proceedings, §22.8.1

Credit Rating Organizations

designation of, §9.2 application process, §9.2.1 affiliates in foreign jurisdictions, §9.2.2 board of directors, §9.3.1 code of conduct, §9.3.2 commission, non-involvement of, §9.4 compliance officer, §9.2.2 duty to comply with requirements, §9.3 filing requirements,

Crown

application of securities law to, §24.4.1 liability for torts of OSC, for, §24.3.5

Dealer

definition, §INT.1.8 exemptions from registration, §12.3.1 co-operatives, §9.3.5 debt securities, §12.3.1 mortgages, §12.3.2 PPS legislation, §12.3.3 other, §12.3.4 registration requirements, §11.1.2 categories, §11.1.3[a] exempt market dealer, §11.8.1[a.4] investment dealer, §11.1.3[a.1] mutual fund dealer, §11.1.3[a.2] proficiency, §11.8.1 restricted dealer, §11.1.3[a.5] scholarship plan dealer, §11.1.3[a.3]

Decision

definition, §INT.1.9

Defences

non-discretionary trades, \$18.2.9[d] preventive policies/practices, \$18.2.9[e], [f] uninformed persons, \$18.2.9[c]

Definitions

"adviser", §INT.1.1 "alternative trading system, §INT.1.1 .1 "adviser", §INT.1.1 "associate", §INT.1.2 "business day", §20.2.1 "chief compliance officer", §INT.1.2.1 "class of securities", §20.2.2 "clearing agency", §INT.1.3 "Commission", §INT.1.4 "company", §INT.1.5 "contract", §INT.1.6 "contractual plan", §INT.1.7 control, §INT.3.1 "control person", §INT.1.7.1 "credit rating", §INT.1.7.2 "credit rating organization", §INT.1.7.3 "dealer", §INT.1.8 "debt security", §INT.1.8.1 "decision", §INT.1.9 "derivative", §INT.1.9.1 "designated credit rating organization", §INT.1.9.2 "designated derivative", §INT.1.9.3 "designated trade repository", §INT.1.9.4 "Director", §INT.1.10 "director", §INT.1.11 "distribution", §INT.1.12 "distribution company", §INT.1.13, §21.2.3 "distribution contract", §INT.1.13, §21.2.3 "distribution to the public", §INT.1.14 "downstream investment", §21.6.1[d] "economic exposure", §INT 1.14.1 "economic interest in a security", §INT 1.14.2"equity provisions", §20.2.3 "form of proxy", §INT.1.15 "formal bid", §20.2.5 "forward-looking information", §INT.1.15.1 "individual", §INT.1.16 "insider", §INT.1.17 "insider of a reporting issuer", §INT.1.17 "interested person", §20.2.5 "investment", §21.6.1[a]

"investment fund", §INT.1.18[a] "investment fund manager", §INT.1.18[b] "issuer", §INT.1.19 "issuer bid", §20.1.7, §20.2.5 "management company", §INT.1.20, §21.2.2 "management contract", §INT.1.20, §21.2.2 "market participant", §INT.1.21 "material change", §INT.1.22 "material change" (NI 51-102), §18.1.2 "material fact", §INT.1.22 "materiality" (NI 51-102 and NI 81-106), \$18.1.3 "Minister", §INT.1.23 "misrepresentation", §INT.1.24 "mutual fund", §INT.1.25, §21.2.1 "mutual fund in Ontario", §INT.1.25, §21.2.1 "non-redeemable investment fund", §INT.1.25.1 "offer to acquire", §20.2.10 "offeree issuer", §20.2.7 "offering memorandum", §INT.1.26 "offeror", §20.2.8 "offeror's securities", §20.2.9 "officer", §INT.1.27 "Ontario securities law", §INT.1.28 "person", §INT.1.29 "portfolio manager", §21.2.4 "portfolio securities", §INT.1.30, §21.2.4 "private company", §INT.1.31 "private mutual fund", §INT.1.32 "promoter", §INT.1.33 "proxy", §INT.1.34 "published market", §20.2.11 "quotation and trade reporting system", §INT.1.35 "recognized clearing agency", §INT.1.36 "recognized commodity futures exchange", §INT.1.36 "recognized quotation and trade reporting system", §INT.1.36 "recognized self-regulatory organization", §INT.1.36 "recognized stock exchange", §INT.1.36 "registrant", §INT.1.37 "regulated derivative", §INT.1.38.1 "regulations", §INT.1.38 regulations and rules, in, §INT.1.48 "related financial instrument", §INT.1.38.2 "reporting issuer", §INT.1.39

"representative", §INT.1.39.1 "rules", §INT.1.40 "security", §INT.1.42 "self-regulatory organization", §INT.1.43 subsidiary, §INT.3.1 "substantial security holder", §21.6.1[c] "take-overbid", §20.1.1, §20.2.13 "trade", §INT.1.45 trade repository, §INT.1.45.1 "trading", §INT.1.45 "ultimate designated person", §INT.1.45.2 "underwriter", §INT.1.46 "voting security", §INT.1.47, §20.2.13 **Derivatives (National Instrument 55-103)** insider reporting requirements and, §21.4.2 Director — see also Executive Director

Director — see also **Executive Directo** CVMQ, of, §4.7 definition, §INT.1.10

Directors

connected, §INT.1.17[d] definition, §INT.1.11 insiders and, §INT.1.17[c] Disclosure - see also Continuous Disclosure advertising materials, in approving, §13.12.1 application, effect of non-disclosure on, §11.3.1[c.2] bids insiders, of, §20.19.2 purchases during, of, §20.15.1 related party transactions, §20.23.3 Board balance of interests, §6.10.1 cancellation of registration failure to make, §22.7.4[e] confidentiality, §6.10.2 contravention corporate governance practices, §18.4.9 continuous — see Continuous Disclosure defence to insider trading reasonable belief that disclosed. §18.2.9[b] director's circulars and, §19.3.5 documents, production of attendance to provide, compelling, §6.5.1[a]

financial examinations, §6.5.1 inspections, §6.5.1 natural justice and, §5.1.7[i] financial examination generally, §6.10.1 scope of, §6.2.1 forwarding material, §13.11.1 fundamental principle, as, §1.1.1[b] incrimination, protection against, §6.10.6 investigation generally, §6.10.1 scope of, §6.2.1 liability for failure to disclose, §23.6 affiliates, §23.6.4 associates, §23.6.4 damages, §23.6.2[c] insiders, §23.6.4 portfolio information, access to, §23.6.3 Quebec, §23.6.5 special relationship person, §23.6.2 tipping, §23.6.2[b] offering memorandum, in, §17.2.9 prospectus content of, §15.5.1[a] multi-jurisdictional system, §15.5.1[h] release of information defendant, to, §6.10.5 examiner may, §6.10.4 investigator may, §6.10.4 OSC may order, §6.10.3 reviews, §7.3 rights offerings, §17.2.1 securities in street-form, when, §13.11.1

Distribution

action, right of, §16.7.3 bought deals, §16.1.5 cease orders, §16.6 OSC power to halt distribution, §16.6.1 closed system, §INT.1.12[a] company, §INT.1.5, §21.2.3 contract, §INT.1.6, §21.2.3 "cooling off period", §16.7.4 damages, right of action for, §16.7.3 definition extended, §15.2.1 generally, §INT.1.12 delivery of prospectus, required, §16.7.1 *Durham* decision, the, §INT.1.12[b]

final receipt, during, §16.5.1 list, §16.3 record of persons receiving preliminary prospectus, §16.3.1 market stabilization, §16.1.4 mutual fund "cooling off period", §16.7.4 preliminary prospectus, of, §16.2 defective, §16.4 Director to halt trading, §16.4.1 record of persons receiving preliminary prospectus, §16.3.1 unsolicited indications of interest, §16.2.1 prospectus, when applicable to, §15.3.1[a] public, to the, §INT.1.14 rescission, right of action for, §16.7.3 "testing the waters", §16.1.6 waiting period, §16.1 advertising during, §16.1.2 Director to halt trading, §16.4.1 distribution of material during, §16.1.2 sales activity during, §16.1.1 unsolicited indications, §16.2.1 withdrawal, right of, §16.7.2 Enforcement cancellation of registration, §22.7.4 - see also Cancellation cease trading orders - see Cease Trading Orders compliance orders, §22.7.3[b.5] constitutionality of provisions, §22.3.6 contraventions, §22.3.5 defences, §22.3.3[b] disclosure requirements, §22.3.5[c] insider trading, §22.3.5[e] prospectus requirements, §22.3.5[b] registration requirements, §22.3.5[b] TSX requirements, §22.7.4[b.10] take-over bid requirements, §22.3.5[d] types, §22.3.5[a] controlling executive positions, §22.7.3[b.7] costs orders, §22.8.1 court's powers, §22.9.1 cancellation, §22.9.1[c] compensation, §22.9.1[d] compliance orders, §22.9.1[a] damages, §22.9.1[d] directors, §22.9.1[e] limited compliance, §22.9.1[b] officers, §22.9.1[e]

receivers, §22.10.1 rescission, §22.9.1[c] review orders, §22.9.1[b] deemed non-compliance, §22.12.1 defences, §22.3.3 contraventions, for, §22.3.3[b] directors, for, §22.3.3[c] misleading statements, for, §22.3.3[a] officers, §22.3.3[c] disgorgement, §22.7.3[b.9] high pressure practices, §22.7.4[a.10] cancellation of registration, §22.7.4[b] reprimands, §22.7.3[b.6] suspension of registration, §22.7.3[b.1.B] Know-Your-Client rule cancellation of registration, §22.7.4[a.7] reprimands, §22.7.3[b.1.B] suspension of registration, §22.7.3[b.1.B] limitation periods, §22.11.1 misleading statements, §22.3.4 cancellation of registration, §22.7.4[a] defences for, §22.3.3[a] misrepresentation - see also under Misrepresentation cancellation of registration, §22.7.4[a] suspension of registration, §22.7.3[b.1.B] OSC consent to proceedings, §22.3.7 case law, §22.3.8 OSC powers case law, §22.6.2 exemptions, to deny, §22.7.3[b.3] freeze property, to, §22.6.1 public interest discretion, §22.7 - see also Public Interest offences information disclosing multiple, §22.4 penal, §22.3.1 penalties administrative, §22.7.3[b.8] generally, §22.3.2 powers, §22.2 prisoner in transit, §22.5.2 procedural matters, §22.7.2 public interest, §22.7, §22.7.1 - see also under Public Interest registration cancellation, §22.7.4 — see also under Cancellation conditions, imposing, §22.7.3[b.1.C]

suspension, §22.7.3[b.1.A] - see also under Suspension remedies, summary of, §22.1 reprimands, §22.7.3[b.6] - see also Reprimands restraining orders, §22.7.3[b.5] review of practice/procedure, orders re, §22.7.3[b.4] summary conviction proceedings OSC consent to, §22.3.7, §22.3.8 suspension of registration, §22.7.3[b.1.B] see also Suspension warrants, extra-provincial, §22.5.1 **Equity Provisions** definition, §20.2.3 Escrow agreements, §15.10.2[f] shareholders and, §INT.1.17[e.4] Examinations — see Financial Examinations **Executive Director** ASC, of assign powers, to, §4.3.6 assigned powers, §4.3.3 Chief Administrative Officer as, §4.3.1 duties, original, §4.3.2 immunity from action in damages, §4.3.5 non-assignable powers, §4.3.4 powers, original, §4.3.2 BCSC. of Chief Administrative Officer as, §4.5.1 delegate powers, to, §4.5.6 delegated powers, §4.5.3 duties, original, §4.5.2 immunity from action in damages, §4.5.5 non-delegatable powers, §4.5.4 powers, original, §4.5.2

CVMQ — see under Director distribution to halt trading during waiting period, §16.4.1 insurance contract, variable §17.2.32 OSC, of assign powers, to, §4.3.6 assigned powers, §4.1.3

Chief Administrative Officer as, §4.1.1 duties, original, §4.1.2

IND-9 (Securities Law) (2017 — Rel. 3)

immunity from action in damages, §4.1.5 non-assignable powers, §4.1.4 powers, original, §4.1.2 powers re registration, §11.3.1-§11.10.1 review of decision - see under Review prospectus, to refuse receipt of, §15.10 "blue sky" discretion, §15.10.1[a] discretionary, §15.10.1 escrow agreements, §15.10.2[f] financial condition, §15.10.2[d] insufficient proceeds, §15.10.2[c] interpretation issues, §15.10.3 mandatory, §15.10.2 misrepresentation, §15.10.2[a] non-compliance, substantial, §15.10.2[a] past conduct, §15.10.2[d] pooling agreements, §15.10.2[f] public interest, §15.10.1 trust, proceeds in, §15.10.2[f] unacceptable professional, §15.10.2[e] unconscionable consideration, §15.10.2[b] **Exemptions: Continuous Disclosure** discretionary, §18.6.1 affiliated company, §18.6.1[g] alternative means of disclosure, §18.6.1[1] Compulsory Acquisition Process, §18.6.1[m] deadline extension, §18.6.1[h] Flow-through limited partnership, §18.6.1[1] foreign issuer exemptions, §18.6.1[c] foreign offerings, §18.6.1[d] limited activity, §18.6.1[a] limited number of securities holders, §18.6.1[b] multi-jurisdictional disclosure system. §18.6.1[k] mutual funds, §18.6.1[j] parent company, §18.6.1[e] policy exemptions, §18.6.1[e] short time to year-end, §18.6.1[i] similarity to material filed in home jurisdiction, §18.8.1 subsidiary, §18.6.1[f] generally, §18.6 reliance on previous discretionary exemptions, §18.6.2

accredited investor rule, §17.2.3[1] advisory board members, §17.2.22[f.1] beneficially owned amounts, §17.2.3 [b] case law, §17.2.4[1] collective shareholding vehicles, §17.2.22[e.2] customers, §17.25.22[f.2] eligible foreign securities, §17.2.3[i] financial assets, definition of, §17.2.3[c] individuals, status re, §17.2.3[b] issuer due diligence, §17.2.3[f] performance data, §16.5.1 shares for services, §17.2.22[f.3] spousal assets, §17.2.3[b] affiliates, §17.2.8 Alberta only exemptions, §17.4 outside distributions, §17.4.2 Registered Educational Savings Plan, §17.4.1 Rural Utilities Act, corporations and cooperatives under, §17.4.3 alternatives control block vendor's, §17.1.3 issuer's, §17.1.2 restricted securities, of vendor of, §17.1.4 business associates, §17.2.5 business combination and reorganization, §17.2.11 charitable issuer, §17.2.31 closed system, §17.8 default, §17.8.6 exemptions, §17.8.3 extra-ordinary commission, §17.8.7 freely tradable securities, §17.8.1 hold period, §17.8.4 market preparation, §17.8.7 other, §17.8.9 purpose, §17.8.2 restricted securities outside jurisdiction, §17.8.8 seasoning period, §17.8.5 collateral, as, isolated distributions, §17.2.25 control block distributions, §17.9 - see also under Control Block control block securities, pledge of, §17.9.2 conversion, §17.2.35 crowdfunding exemption, §17.7.1 debt securities, exempt, §17.2

Exemptions: Prospectus

debt securities, issuing, §17.2.14 - see also restructurings, financial discretionary rulings, OSC, §17.2.22[e] distributions, §17.2.24 distributions, isolated, §17.2.23 dividends, §17.2.24 dividend reinvestment plans, §17.2.2 - see also under **Dividends** employees, §17.2.2 employess, former, §17.2.22[e.1] exchange, §17.2.35 exempt securities, §17.1.6 exercise, §17.2.35 family, §17.2.5 friends, §17.2.5 fully managed accounts, §17.2.3[e] generally, §17.1 issuer bids, §17.2.16[b] jurisdiction, outside, §17.2.17 mergers — see under Amalgamations and Mergers mortgages, §17.2.29 offering memorandum, §17.2.9 — see also under Offering Memorandum Ontario-only exemptions, §17.3.1 commodity futures option or contract, §17.3.2 co-operative, security of, §17.3.3 credit union, membership share, §17.3.4 credit union, security, §17.3.5 Execution Act, §17.3.7 government incentive securities exemption, §17.3.1 mining, §17.2.13 mutual fund securities, §17.3.8 natural gas, §17.2.13 petroleum, §17.2.13 recognized options, §17.3.9 RESP, self-directed, §17.2.36 Personal Property Security legislation, under, §17.2.30 pledge of control block securities, §17.10.2 private investment club, §17.2.20 private investment fund, §17.2.21 private issuer exemption, §17.2 prospecting expeditions, §14.1.2 syndicates, §14.1.2 public disclosure material, use of, §17.2.8

purchase of assets, §17.2.12 registered retirement plans, §17.2.33 registration exemptions contrasted, §12.3.2 registration requirement, application of, §17.1.7 reporting requirements NI 45-106, §17.7.1 OSC Rule 45-501, §17.7.2 rights offerings, §17.2.1 - see also under **Rights Offerings** securities, exempt, §17.1.6 securities for debt, §17.2.14 short term debt, §17.2.28 short term securitized products, §17.2.28.1 specified debt, §17.2.27 statutory right of action, application of, §17.2.3[h.6] TSX rule re control block sales, §17.9.4 take-over bids - see under Take-over bids types, §17.1.1 underwriters, §17.2.26 **Exemptions: Registration** advisers, §12.2 Affiliated Companies, Insurance §12.2.7[e] discretionary, §12.2.2 financial institutions, §12.2.5 foreign activities, §12.7.8 generally, §12.2.1 government-sponsored, §12.2.7[d] information distribution, §12.2.7[a] in-house services, §12.2.7[c] municipality, §12.2.7[g] Pension Fund Administrator, §12.2.7[f] professionals, some, §12.2.36 publishers, §12.2.1 registered dealers, §12.6.2 regulations, by, §12.2.6 - see also regulations, re volume-based fee, §12.2.7[b] writers, §12.2.1 dealers, §12.6 acquire shares, to, §12.7.4 adviser to investment fund, §12.6.2 application pending, §12.7.1 cash management, for, §12.7.2 directors, outside, §12.7.6

distribution of rights, §12.7.4 exchange privilege, §12.6.9 foreign activities, §12.7.8 foreign exchange contracts, §12.7.10 international dealer, §12.6.8 investment fund, additional investment, §12.6.4 investment fund, reinvestment, §12.6.3 marketing activities, §12.7.5 mutual fund dealers, §12.10 other, §12.6.11 plan administrators, §12.6.6 private investment clubs, §12.6.5 private investment funds, §12.6.5 qualifiers, §12.7.7 real estate sales, §12.6.3 registered dealers, trades to, §12.6.1 reinvestment plan, §12.6.7 small security holder, §12.6.10 financial institutions generally, §12.1.1 Ontario, §12.4.1 Quebec, §12.4.2 generally, §12.1.1 market intermediary, §12.27[d] cash management purposes, §12.7.2 fully managed accounts, §12.1.2[d] registered dealer, through, §12.6.1 prospecting expeditions, §14.1.2[b] syndicates, §12.4.11, §14.1.2[a] qualifiers, §12.7.7 trades, of, §12.3 banks, evidence of deposit, §12.3.5 co-operatives, evidence of deposit, §12.3.5 debt securities, §12.3.1 personal property securities, §12.3.3 RESPs, self-directed, §12.3.6 trust corporation as principal, §12.5.1 unsolicited, §12.3.3[e] variable insurance contract, §12.3.2 underwriters generally, §12.7 non-resident, §12.8 **Experts**

appointment of, §3.1.1 case law, §3.1.1[a]

Filings

certifying documents, rules for, §24.2.7 confidentiality of material change report, §24.2.3, §24.2.4 decision of OSC/Director, §24.2.6 delivery, §24.2.11 executing documents, rules for, §24.2.7 fees, §24.2.9 methods, of, §24.2.8 notification, §24.2.10 public availability of documents required for, §24.2.1 regulation, required by, §24.2.5 statute, required by, §24.2.2

Financial Examinations — see also Investigations

co-operation, §6.1.3 counsel disclosure, §6.6.1[b] protection against incrimination, §6.6.1[a] representing more than one witness, §6.6.1[c] solicitor-client privilege, §6.6.1[d] witness' right to, §6.6.1 disclosure balance of interests, §6.10.1 confidentiality, §6.10.2 generally, §6.10.1 release of information, §6.10.3-§6.10.5 scope, of, §6.6.1[b] incrimination, protection against disclosure and, §6.10.6 witnesses and, §6.6.1[a] inspections - see Inspections OSC power to order, §6.1.1 OSC power to order final examinations, §6.6.1 powers of examiner to inspect, §6.5.1 to release information, §6.10.4 to seize, §6.7.3 public disclosure, §6.1.4 report of examiner, §6.9.1 scope of, §6.2.1 witness' right to counsel, §6.6.1 disclosure, §6.6.1[b] protection against incrimination, §6.6.1[a] sharing counsel, §6.6.1[c]

solicitor-client privilege, §6.6.1[d]

Financial Institutions exemptions from registration, §12.4

Formal Bid definition, §20.2.4

Fund Facts, §18.4.2

Going Private Transactions

application, §20.22.1 CBCA, regulated by, §20.21.5[a]–[c] exemptions, §20.21.1[a], §20.21.2[b], [c] foreign issuer exemption, §20.21.1[b] formal valuation requirement, §20.21.4 legislation, regulated by, §20.21.5[a] minority approval requirement, §20.21.2 OBCA, regulated by, §20.21.5[a] OSC, regulated by, §20.21.5[b]

Give up transactions, §11.8.4[c]

Harmonization

fundamental principle, as, §1.1.1[e]

Hearings

natural justice — *see under Natural Justice* OSC, §1.7.1 public natural justice, §5.1.7[f] self-regulation, §8.6.1

Immunity

acts in compliance with securites law, for, §24.3.4 good faith defence, §24.3.3 statutory, §24.3.1, §24.3.2 Independent review committee for investment funds — *see under Mutual Funds*

Index funds

exemptions, §21.7.1.[d.9] reporting purchases re bids, §20.15.4[a]

Individual

definition, §INT.1.16

Information Circulars

generally, §19.3 content, §19.3.3 deficient, examples of, §19.3.6 delivery method, §19.3.2 disclosure in, level of, §19.3.4 form, §19.3.3 exemptions from requirement to furnish, §19.3.8 failure to furnish, §19.3.9 furnishing upon solicitation, §19.3.1, §19.3.8 governance practices in, §19.3.5 prospectus level of disclosure in, §19.3.4 subsequent communications, §19.3.7

Insider

bids, §20.19 application, §20.19.1 disclosure, §20.19.2 exemptions, §20.19.3 formal valuation, §20.19.3 deemed, re mutual funds, §INT.5.1 definition, §INT.1.17 significance of, §INT.1.17[b] designation as insider by Commission, §INT20.8 directors and, §INT.1.17[c] connected, §INT.1.17[d] issuer as, §INT.1.17[f] debt, purchase of, §INT.1.17[f.1] equity, purchase of, §INT.1.17[f.2] mutual funds, §INT.5.1 provisions re, significance of, §INT.1.17[a] relieving orders, §INT.7.1 reporting issuer, of a, §INT.1.17 senior officers and, §INT.1.17[e] connected, §INT.1.17[d] shareholders of more than 10%, §INT.1.17[e] Ames decision, the, §INT.1.17[e.1] custodial, §INT.1.17[e.5] escrow, §INT.1.17[e.4] pledges, §INT.1.17[e.3] voting trusts, §INT.1.17[e.2] trading — see Insider Trading

Insider Trading continuous disclosure — see Continuous Disclosure; Disclosure constitutionality of provisions, §18.2.12 controlling access to information, §18.2.6 defences, §18.2.9 Chinese walls, §18.2.9[e] equality of undisclosed information, §18.2.9[g] generally, §18.2.9[a] generally disclosed, belief that, §18.2.9[b]

IND-13 (Securities Law) (2017 — Rel. 3)

materiality, mistake of fact re, §18.2.9[h] non-discretionary trades, §18.2.9[d] preventive policies/practices, §18.2.9[e], [f] uninformed persons, §18.2.9[c] "disclose or refrain from trading" rule, §18.2.4 disclosure in necessary course of business, \$18.2.8 "generally disclosed" rule, §18.2.7 included securities, §18.2.10 material changes, §18.2.3 material facts, §18.2.3 material information, §18.2.6 mutual funds generally, §21.1.1 reporting, §21.4.11 remedies, §18.2.11 report, obligation to, §21.4.1 alternative monthly system, §21.4.4 beneficial ownership, §21.4.6 credit support issuers, §21.4.5[b] deeming provisions, §21.4.2, §21.4.8 derivatives (National Instrument 55-103), \$21.4.2 exchangeable security issuers, §21.4.5[b] exemptions, §21.4.12 forms, completion of, §21.4.9 inter-jurisdictional matters, §21.4.12 mutual funds, §21.4.11 remedies for non-compliance, §21.4.10 share redemptions, §21.4.7 similar reports, §21.4.3 termination of, §21.4.5 timing issues, §21.4.6 special relationship persons, §18.2.2 affiliates, §18.2.2[b] associates, §18.2.2[b] business activity, §18.2.2[c] directors, §18.2.2[d] employees, §18.2.2[d] former, §18.2.2[e] generally, §18.2.2[a] insiders, §18.2.2[b] officers, §18.2.2[d] parties in transactions with issuer, §18.2.2[b], [d] proposed business activity, §18.2.2[c] tippees, §18.2.2[f]

tipping prohibitions, §18.2.1, §18.2.5 trading prohibitions, §18.2.1

Inspections

copying and, §6.8.1 generally, §6.7.1 powers availability of, §6.7.2 seizure only with prior judicial approval, §6.7.3 *Southam* decision, §6.7.1

Interested Person

definition, §20.17.2

Interim Reporting

generally, §18.3 mutual funds, §18.3.4 reporting issuers other than mutual funds exemptions from requirements, §18.3.3 financial statements, §18.3.1 interim management discussion and analysis, §18.3.2

Investigations

counsel

disclosure, §6.6.1[b] protection against incrimination, §6.6.1[a] representing more than one witness, §6.6.1[c] solicitor-client privilege, §6.6.1[d] witness' right to, §6.6.1 disclosure balance of interests, §6.10.1 confidentiality, §6.10.2 generally, §6.10.1 release of information, §6.10.3-§6.10.5 scope, of, §6.6.1[b] incrimination, protection against disclosure and, §6.10.6 witnesses and, §6.6.1[a] inspections - see Inspections Minister's power to order, §6.3.1 OSC cooperation, credit for, §6.1.3 power to order, §6.1.1 practice re ordering, §6.1.2 powers of investigator act reasonably, to, §6.5.1[c] attendance, compelling, §6.5.1[a] case law, §6.5.1[d], [e]

Charter, §6.5.1[d], [e] inspect, to, §6.7.2 release information, to, §6.10.4 seize, to, §6.5.1[e], §6.7.3 summoning witnesses, §6.5.1 report of investigator, §6.9.1 scope of, §6.2.1 witness' right to counsel, §6.6.1 disclosure, §6.6.1[b] protection against incrimination, §6.6.1[a] sharing counsel, §6.6.1[c] solicitor-client privilege, §6.6.1[d]

Investment Club

private mutual fund, as, §INT.1.32[a]

Investment Dealer — see also **Investment Dealers Association of Canada** exemptions from registration, §12.2.2 registration requirements, §11.1.3[a.1]

Investment Fund

definition, §INT.1.18[a]
manager, §INT.1.18[b]
Investment fund oversight body — see under
Corporate Governance and OSC Rulemaking Authority

Issuer — see also Issuer Bids; Reporting Issuer actual, §INT.1.19[a] certificate, §15.7.1[a], [b] liability, effect on, §15.7.1[d] waiver of, §15.7.1[b], §15.8.1[b] connected self-dealing and, §13.1.1[b] trades of, §13.7.3 underwritings of, §13.7.3 deemed, §INT.39[g] definition, §INT.1.19 foreign issuers, §INT 7.1 insider, as, §INT.1.17[f] debt, purchase of, §INT.1.17[f.1] equity, purchase of, §INT.1.17[f.2] promoters obligations of. assuming §INT.1.17[b] proposed, §INT.1.19[a] related self-dealing and, §13.1.1[b]

Issuer Bids — see also Bids; Take-over Bids

application, §20.20.1 business combinations, §20.21.1 disclosure requirements, §20.21.3 exemptions, discretionary, §20.21.1[a] exemptions, foreign issuer, §20.21.4 formal valuation requirement, §20.22.4 formal valuation requirement, exemption from, §20.20.2[a], §20.21.4[a], [b] generally, §20.21.1 minority approval, §20.21.2 circular purchases, §20.8.1 defined. §20.2.6 definitions, related - see under Definitions exemptions, §20.13 change of control, no, §20.13.8 contractual purchases, §20.13.1[a] de minimis bids, §20.13.6 discretionary, §20.13.8 employee purchases, §20.13.2 fair to shareholders, §20.13.8[b] foreign bidder, §20.13.5 issuer acquisition, §20.13.1 non-resident bids, §20.13.4 normal course, §20.13.3 regulation, by, §20.13.7 retractable securities, §20.13.1[c] sinking fund purchases, §20.13.1[a] statute, purchases required by, §20.13.1[b] formal valuation requirement, §20.20.3 prior valuation requirement, §20.20.2 purchasing shares after, §20.1.8 before, §20.1.8 during, §20.1.8 valuation requirements formal, §20.20.3 prior, §20.20.2

Joint Hearings

OSC, §1.7.2

Judicial Review Procedure Act application of, §5.2.6

Know-Your-Client Rule enforcement cancellation of registration, §22.7.4[a.7] reprimands, §22.7.3[b.6] suspension of registration, §22.7.3[b.1.B]

Know-Your-Product Rule, §11.8.15

IND-15 (Securities Law) (2017 — Rel. 3)

registrant's obligation, §11.1.5 [a]

Limitation Periods actions, of, §23.10.1 enforcement proceedings, of, §22.11.1

Management Company definition, §INT.1.20, §21.2.2 reports, §21.13

Management Contract definition, §INT.1.20, §21.2.2

Margin Purchases cancellation of, §13.9.1

Market Participant definition, §INT.1.21

Market Regulation Services Inc. self-regulation and, §8.3.2

Marketplace Operation national instrument re, §8.1.2

Material Change

definition, §INT.1.22 disclosure re complete, §18.1.7[a] confidential, §18.1.7[c] incomplete, §18.1.7[b] proposed change, §18.1.4 reports, types of, §18.1.7 scope of, §18.1.2 insider trading, §18.2.3

Material Fact

definition, §INT.1.22 disclosure re, §18.1.5 insider trading, §18.2.3 misrepresentation and, §INT.1.24[a]

Mergers — see Amalgamations and Mergers

MD&A — see Annual Management Discussion and Analysis

Mining Issuers, §18.4.6

Minister

definition, §INT.1.23 investigation, power to order, §6.3.1 permissible representation before court, §5.2.4

request for information, §1.10.1 Misrepresentation action for damages, §23.1.5 defendants, §23.1.4, §23.1.5 plaintiffs, §23.1.3 rescission, for, §23.1.4 cancellation of registration, §22.7.4[a.7] defences circulars, §23.3.3 director's, §23.1.10 due diligence, §23.1.12 expert's, §23.1.11 expertise, §23.1.8 issuer's, §23.1.7 language, §23.1.8 security holder's, selling, §23.1.7 signatory's, §23.1.10 underwriter's, §23.1.9 definition. §INT.1.24 relevance of, §INT.1.24[b] director's circulars, §23.3.2 issuer bid circulars, §23.3.1 liability, civil (secondary markets) application (s. 138.2), §23A.3 burdens of proof, §23A.5 common law rights, §23A.14 costs, §23A.12 damages, §23A.6 damages, limits, §23A.8 defences, §23A.5 definitions, §23A.2 general, §23A.1 judicial leave to proceed, §23A.9 liability, §23A.4 limitation periods, §23A.15 notice of leave to commence action, §23A.10 OSC powers, §23A.13 proportionate liability, §23A.7 settlements, §23A.11 liability, civil amount of, §23.1.6 breach of contract, §23.1.15[c] common law, at, §23.1.15, §23.3.5 deceit, §23.1.15[a] director's circulars, §23.3.2 failure to disclose, §23.6

generally, §23.1.1 issuer bid circulars, §23.3.1 nature of, §23.1.6 negligence, §23.1.15[b] offering memorandum, §23.2.1 prospectus, §23.1.1 reasonableness, standard of, §23.4.1 statutory breaches, §23.5.1, §23.5.2 take-over bid circulars, §23.3.1 liability, criminal, §23.1.14 material fact and, §INT.1.24[a] offering memorandum civil liability for, §23.2.1 prospectus, §23.1.2 civil liability for, §23.1.1, §23.1.15 criminal liability for, §23.1.14 Director must refuse receipt of, §15.10.2[a] short form, §23.1.13 remedies, §23.1.15[d] damages, §23.1.15[d.1], §23.3.4 rescission, §23.1.15[d.2] suspension of registration, §22.7.3[b.1.B] take-over bid circulars, §23.3.1 types of, §INT.1.24[c]

Montreal Exchange

self-regulation and, §8.1.1[c]

Mutual Fund Dealers Association of Canada

exemption from requirement to join, §12.10 self-regulation and, §8.3.3

Mutual Funds — see also Mutual Fund Dealers Association of Canada dealer registration requirements, §11.1.3[a.2] defined, §INT.1.25, §21.2.1 definitions, related — see under Definitions disclosure obligations, exemptions re, §18.6.1[k] distribution, "cooling off period" re, §16.7.4

exempting orders, general, §21.17

exemptions, §21.7.1[d] affiliates of manager, §21.7.1[d.1]

alternative investments, limited market in,

§21.7.1[d.11]

amalgamation, investment in issuers to facilitate, §21.7.1[d.13]

clone funds, §21.7.1[d.5], [d.6] control, change of, §21.7.1[d.10] dealer-managed, §21.7.1[d.2] directors, §21.7.1[d.6] exchange-traded funds, §21.7.1[d.8] fund on fund, §21.7.1[d.4] holders of a significant interest, §21.7.1[d.12] index funds, §21.7.1[d.9] issuers in which directors have significant interest, §21.7.1[d.6] merger of funds, §21.7.1[d.7] related counterparties, §21.7.1[d.5] special purpose trusts, §21.17.1 split-share issuers, §21.7.1[d.3] substantial securityholders, §21.6.1[c] insider trading generally, §21.1.1 reporting, §21.4.11 fees, prohibited, §21.11 interim reporting, §18.3.4 interpretation provisions, §21.3.1 investments, prohibited, §21.7.1 anti-avoidance restrictions, §21.8 - see also under Anti-avoidance divesting, §21.7.1[c] exemptions, §21.7.1[d] - see also exemptions jurisdiction, documents filed in, §21.17 loans, prohibited, §21.7.1 anti-avoidance restrictions, §21.8 - see also under Anti-avoidance divesting, §21.7.1[c] exemptions, §21.7.1[d] - see also exemptions management company reports, §21.13 responsibilities, §21.14 — see also under **Portfolio Manager** National Instrument 55-101, §21.17.2 National Instrument 81-107 Independent Review Committee for Investment, §21.7.1[e] Ontario, in, §INT.1.25, §21.2.1 portfolio managers — see Portfolio Manager portfolio securities - see Portfolio Securities private case law, §INT.1.32[c], §12.4.3[b]

IND-17

(Securities Law) (2017 — Rel. 3)

common trust funds, §INT.1.32[b] definition, §INT.1.32, §12.4.3[a] exempted from registration, §12.4.3 investment clubs, §INT.1.32[a] relieving orders, §21.9 reporting purchases re bids, §20.15.4[a] restrictions on investment, §21.6 definitions, special, §21.6.1 "downstream investment", §21.6.1[d] "investment", §21.6.1[a] "significant interest", §21.6.1[b] "substantial security holder", §21.6.1[c] standard of care, management's, §21.12

Mutual Reliance Review System, §15.4.5

National Instrument 55-101 (insider exemptions), §21.17.2

Natural Justice admissibility, §5.1.7[j] appear, failure to, §5.1.7[d] character, issues of, §5.1.7[e] decision, written, §5.1.7[k] hearing forms of, §5.1.7[b] public, §5.1.7[f] notice, reasonable, §5.1.7[c] parties generally, §5.1.7[a] rights of, §5.1.7[g] reasons, written, §5.1.7[k] record of proceedings, §5.1.7[1] rules of, §5.1.7 witnesses counsel, right to, §5.1.7[h] documents, production of, §5.1.7[i] summoning, §5.1.7[i]

NI 52-110 Audit Committee

application, §21A.3.2[a] authority, §21A.3.2[c.3] charter, §21A.3.2[c.1] composition, §21A.3.2[b] financial literacy, §21A.3.2[b.1] independence, §21A.3.2[b.2] pre-approval of non-audit services, §21A.3.2[c.2] reporting obligations, §21A.3.2[d]

Non-offering Prospectus, §15.3.2

OSC

advice re annual reporting, §18.4.6 annual report, §1.12.1 appeal decision of - see Appeal bids, powers re, §20.18 compliance with law of other jurisdiction, §20.17.4[d] control, change in, §20.17.4[a] disclosure, whether needed, §20.17.4[c] exemptions, §20.17.4 generally, §20.17.1 insiders, re, §20.17.4[g] non-compliance, §20.17.3 remedies, §20.17.3[b] reorganization-related, §20.17.4[b] similar consideration, §20.17.4[f] timing-related, §20.17.4[b] board of directors, §1.3.1 chair, §1.2.3 confidential information, §24.24.1 confidentiality, §24.14.1 consent to proceedings, §22.3.7 case law, §22.3.8 court assistance in actions for costs orders, §23.7.3 front-running, §23.7.2 insider trading, §23.7.1 tipping, §23.7.1 decisions making, 24.22.1 revoking, §24.16.1 varying, §24.16.1 electronic publication, §24.15.1 enforcement powers case law, §22.6.2 exemptions, to deny, §22.7.14 freeze property, to, §22.6.1 public interest discretion, §22.7 - see also Public Interest Executive Director — see under Executive Director fiscal year, §1.11.1 fundamental principles, §1.1.1 balancing purposes, §1.1.1[a] disclosure, §1.1.1[b] efficient regulation, §1.1.1[c] harmonization, §1.1.1[e] proportionate costs of regulation, §1.1.1[f] regulated conduct, §1.1.1[b]

responsible participants, §1.1.1[b] responsible regulation, §1.1.1[c] self-regulatory organization, use of, §1.1.1[d] hearings, §1.7.1 appeal, rights of, §1.7.4 joint hearings, §1.7.2 review of decision, §1.7.5 independent tribunal, §1.4.5 information collection of personal, §1.13.1 Minister's request for, §1.10.1 legal status, §1.4.4 legislation and, other, §1.14.1 legislative review generally, §24.13.1 historically, §24.13.2 memorandum of understanding, §1.9.1, §24.11.1 orders, no general, §24.12.1 organization of, §1.2.1 permissible representation before court, §5.2.4 personnel, §1.2.2 policy-making powers, §24.9.1 powers, §1.4.1 borrowing, §1.5.1 corporate governance — see under Corporate Governance and OSC Rulemaking Authority delegation of, §1.7.3 enquiries, at, §1.4.3 extend lapse date, to, §15.11.1[b] financial examination, to order, §6.4.1 halt distribution, to, §16.6.1 income, re, §1.6.1 investigation, to order, §6.1.1-§6.1.3 non-residents, to obtain evidence from, §24.23.1 primary, §1.4.1[a] rules and regulations, under, §1.4.2 secondary, §1.4.1[b] priorities, annual, §24.10.1 quorum, §1.2.4 records, availability of, §7.1.3 regulation-making powers, §24.5.2, §24.5.3 review of decision — see Review rule-making powers comments, public, §24.7.1

generally, §24.5.1, §24.5.3 Minister's approval, subject to, §24.8.1 Minister's initiation, §24.8.2 notice, §24.7.1 transitional provisions, deemed, §24.6.1 Secretary — see under Secretary staff, §1.8.1 stay decision of, §5.2.2 case law, §5.2.2[a] torts, Crown liability for, §24.3.5 transitional provisions deemed, §24.6.1 prospectuses, for, §24.17.1 registrations, for, §24.17.1 Offences information disclosing multiple, §22.4 penal, §22.3.1 Offer to Acquire definition, §20.2.7 **Offeree Issuer** definition, §20.2.8 **Offering Memorandum** definition, §INT.1.26 delivery to OSC, §17.2.3 exemption from prospectus requirements, §17.2.9 exemptions under Part 2 of NI 45-106, §17.2 **Offeror's Securities** definition, §20.2.9 Officer definition, §INT.1.27 persons who are, §INT.1.27[a] senior officer compared with, §INT.1.27[b] special relationship persons, as, §INT.1.27[b] Ontario Contingency Fund, §11.8.16[a] **Ontario Securities Commission** — see OSC Penalties administrative, §22.7.22 definition, §20.2.8

Person definition, §INT.1.29

Pledges control block, §INT.1.45[b]

IND-19 (Securities Law) (2017 — Rel. 3)

shareholders and, §INT.1.17[e.3]

Pooling Agreements

prospectus, Director must refuse receipt of, §15.10.2

Portfolio Manager

definition, §INT.1.30, §21.2.4 exemptions, §21.14.3 corporate conversions, §21.14.3[b] directors, independent, §21.14.3[c] government debt, §21.14.3[h] illiquidity, §21.14.3[g] inter-fund trading, §21.14.3[f] investment dealers, §21.14.3[d] managers, fund, §21.14.3[d] mortgage funds, §21.14.3[a] non-government debt, §21.14.3[h] redemption in kind, §21.14.3[e] trust conversions, §21.14.3[b] responsibilities, §21.14 "responsible person" defined, §21.14.1 transactions, prohibited, §21.14.2

Portfolio Securities

definition, §INT.1.30, §21.2.4 improper trading of, §21.15

Post-receipt Pricing Prospectus, §15.12.3

Preliminary Prospectus

amendments to, §15.6.1, §15.6.2 content, §15.4.1 defective, §16.4 deficiencies, settling, §15.4.3 delivery of amendments, §15.6.2 distribution of, §16.2 defective, §16.4 Director to halt trading, §16.4.1 record of persons receiving preliminary prospectus, §16.3.1 unsolicited indications of interest, §16.2.1 form, §15.4.1 material filed with, §15.4.2 waiting period, §15.4.3

Private Mutual Fund — see under Mutual Funds

Promoter

case law, §INT.1.33[c] certificate, §15.7.1[c]

liability, effect on, §15.7.1[d] definition, §INT.1.33 relevance of, §INT.1.33[b] initiator, as, §INT.1.33[a] participant, as, §INT.1.33[a]

Prospecting Expeditions — see **Prospecting** Syndicates

Prospecting Syndicates agreements, §14.1.3 exemptions regulation for mining claims, §14.1.1 Prospectus amendments to delivery of, §15.6.3 generally, §15.6.1 annual refiling, §15.11.1 orders to extend lapse dates, §15.11.1[b] renewal, §15.11.1[a] certificate, §15.7.1 issuer, of, §15.7.1[a], [b] liability, effect on, §15.7.1[d] promoter, of, §15.7.1[c] underwriter, of, §15.8.1[a], [b] waiver of, §15.7.1[b], §15.8.1[b] content, §15.5.1 alternate form, §15.5.1[f] disclosure, §15.5.1[a] disclosure, income trusts, §15.5.1[e] financial forecasts, §15.5.1[d] financial statements, §15.5.1[c] forms, §15.5.1[b] material filed with, §15.5.1[f] multi-jurisdictional disclosure system, §15.5.1[h] Director to refuse receipt, §15.10 "blue sky" discretion, §15.10.1 discretionary, §15.10.1 escrow agreements, §15.10.2[f] financial condition, §15.10.2[d] insufficient proceeds, §15.10.2[c] interpretation issues, §15.10.3 mandatory, §15.10.2 misrepresentation, §15.10.2[a] non-compliance, substantial, §15.10.2[a] past conduct, §15.10.2[d] pooling agreements, §15.10.2[f] public interest, §15.10.1

trust, proceeds in, §15.10.2[g] unacceptable professional, §15.10.2[e] unconscionable consideration, §15.10.2[b] distribution — see also Distribution extended definition, §15.2.1 when prospectus required and, §15.3.1[a] form, §15.5.1 — see also content alternate, §15.5.1[f] generally, §15.1, §15.5 lapse dates, order extending, §15.11.1[b] misrepresentation — see under Misrepresentation non-offering, §15.3.2 orders to extend lapse date, §15.11.1[b] to furnish information, §15.13.1 to waive compliance, §15.13.1 post-receipt pricing, §15.12.3 preliminary, §15.4 amendments to, §15.6.1, §15.6.2 content, §15.4.1 deficiencies, settling, §15.4.3 delivery of amendments, §15.6.2 form, §15.4.1 material filed with, §15.4.2 passport system, §15.4.5 waiting period, §15.4.3 purchaser's rights, statement of, §15.9.1 refiling — see annual refiling renewal, of, §15.11.1[a] reporting issuer — see also Reporting Issuer becoming, to, §15.3.2 requirements, §15.3 constitutionality of, §15.3.3 shelf, §15.12.2 short-form, §15.12.1 accelerated procedure, §15.12.1[d] eligibility criteria, §15.12.1[a] liability, §15.12.1[e] purpose, §15.12.1[d] simplified, §15.12.4 summary statements, §15.12.5 when required, §15.3.1 applicable to a distribution, §15.3.1[a] failure to issue, §15.3.1[c] remedy, if not qualified, §15.3.1[b]

Proxy

circular, filing, §18.7

information circulars, filing, §18.7.1 exchange-traded funds and, §20.17.4[i] form of, §INT.1.15 definition, §INT.1.34, §19.1.1 exemptions, §19.5 automatic, §19.5.1 discretionary, §19.5.2 reporting issuer status, relief from, §19.5.4 information circulars, §19.3 content, §19.3.3 deficient, examples of, §19.3.6 delivery method, §19.3.2 disclosure in, level of, §19.3.4 exemptions from requirement to furnish, §19.3.8 failure to furnish, §19.3.9 form, §19.3.3 furnishing upon solicitation, §19.3.1, §19.3.8 governance practices in, §19.3.5 prospectus level of disclosure in, §19.3.4 subsequent communications, §19.3.7 solicitation of exempt activities, §19.1.3 furnishing information circular upon, §19.3.1, §19.3.8, §19.3.9 generally, §19.1.2 management, by, §19.2.1 mandatory, §19.2 voting, §19.4 empty voting, §19.4.3 filing results of vote, §19.4.2 show of hands, by, §19.4.1 **Public Interest** discretion to refuse prospectus, §15.10.1 enforcement, §22.7, §22.7.11

forcement, §22.7, §22.7.11 abuse of exemptions, §22.7.17[a] adequacy of information, §22.7.17[a] fair dealing, §22.7.3[b] generally, §22.7.3, §22.7.17 jurisdictions, events in other, §22.7.11[e] insider trading, §22.7.17[c] issuer bids and, §22.7.17[d] legislation, violation of other, §22.7.11[f], §22.7.17[f] nature of, §22.7.1 qualified for sale, not, §22.7.11[b] recognition and, §22.7.2

registration and, §22.7.2 scope of, §22.7.1 TSX requirements, contravention of, §22.7.4[b.10] take-over bids and, §22.7.11[c], §22.7.17[d] unusual market activity, §22.7.11[d], §22.7.17[g]

Published Market definition, §20.2.11

Purpose of Act, §INT.9.1

Quorum OSC, §1.2.4

Quotation and Trade Reporting System definition, §INT.1.35 recognized, §INT.1.36

Records

available to OSC, §7.1.3 registrant's obligation, §11.8.5[c] requirement to keep, §7.1.1 transactions, of, §7.1.2

Registrant

advisers, §11.1.5[a] categories of registration, §11.1.5[b] specific requirements, §11.1.4[c] auditors of, §8.9.1 dealers specific requirements, §11.1.2[b] definition, §INT.1.37 ongoing obligations, §11.1.3 accounts and trades, §11.8.4[a], [b] capital, §11.8.15 conflicts of interest, §11.8.7 insurance, §11.8.16[b] Know-Your-Client rule, §11.8.14 Know your product rule, §11.8.15 records, §11.8.5[c] referral arrangements, §11.8.8[b] tied selling, §11.8.8[a] orders received by, §INT.1.45[c] proficiency standards, §11.8

Registration

additional information, requiring, \$11.10.1 address for service, \$11.9 adviser requirements, \$11.1.5

adviser activities, §11.1.5[a] categories, §11.1.5[b] proficiency, §11.8.1[b] amendment to, §11.8.1 applications auditors, appointment of, §11.8.10 change to information, §11.2.2 conditions on, §11.2.1[c] generally, §11.2.1 business conduct, §11.8.2 capital and insurance advisers, §11.8.16[b.2] agreements, §11.8.16[a] dealers, §11.8.16[b.1] dealers, exemptions, §11.8.16[c] general, §11.8.16[b.4] investment fund managers, §11.8.16[b.3] controls, §11.8.13 dealer requirements, §11.1.3 broker, §11.1.2[a.1] categories, §11.1.2[a] client complaints, §11.8.9 conflicts of interest, §11.8.7 custody of assets, §11.8.6 investment dealer, §11.1.3[a.1] investment fund manager, §11.1.6 mutual fund dealer, §11.1.3[a.2] opening accounts, §11.8.4[a] proficiency, §11.8.1[a.1] record keeping, §11.8.5 rreferral arrangement, §11.8.8[b] scholarship plan dealer, §11.1.2[a.7] specific for registrants, §11.8.1[b] tied selling, §11.8.8[a] trades, reporting, §11.8.4[c] employment relationships, §11.8.11 enforcement cancellation, §22.7.4 — see also under Cancellation conditions, imposing, §22.7.6 restrictions, imposing, §22.7.6 suspension, §22.7.3[b.1.B] - see also under Suspension Executive Director's power generally, §11.3.1-§11.10.2 historical basis, §11.3.1[a] exemptions from - see Exemptions: Registration full, §11.10.2

granting, §11.2.1[b] illegal trading in securities and, §11.1.7 ongoing obligations, §11.1.5 accounts and trades, §11.8.4[a], [b] capital, §11.8.15 conflicts of interest, §11.8.7 insurance, §11.8.16[b] Know-Your-Client rule, §11.8.14 Know your product rule, §11.8.15 records, §11.8.5[c] referral arrangements, §11.8.8[b] tied selling, §11.8.8[a] "permitted clients", §11.1.6 pre-trade disclosure of changes, §11.8.4[c] prohibited representations, §13.8.1 registrant — see Registrant reinstatement, §11.8.12 requirements generally, §11.1.1 reporting obligations, money laundering and terrorist financing, §11.10.2 service, §11.6.1 supervisory terms, §11.8.13 ultimate designated person, §11.8.17 underwriter requirements, §11.1.3 voluntary surrender of, §11.6.1

Regulations

definition, §INT.1.38 definitions in, §INT.1.48

Remedies — see also Enforcement bids costs, §22.8.1 court's powers re, §22.9.1 cancellation, §22.9.1[c] compensation, §22.9.1[d] compliance orders, §22.9.1[a] damages, §22.9.1[d]

directors, §22.9.1[d] directors, §22.9.1[e] limited compliance, §22.9.1[b] officers, §22.9.1[e] receivers, §22.9.1[c] review orders, §22.9.1[b] damages court's power to award, §22.9.1[d] failure to disclose, §23.6.2[c] misrepresentation, §23.1.5, §23.1.15[d.1], §23.3.4 right of action for, §16.7.3 enforcement, summary of, §22.1 insider trading, §18.2.11 misrepresentation, §23.1.15[d] damages, §23.1.15[d.1], §23.3.4 rescission, §23.1.15[d.2] OSC — see OSC reporting obligations, §21.4.10 rescission court's power to award, §22.9.1[c] misrepresentation, §23.1.15[d.2] registered dealers, against, §23.8.1 purchase of mutual funds, of, §23.9.1 **Renewal Prospectus** annual refiling and, §15.11.1[a] **Reporting Issuer** — see also **Issuer** combinations, business following, §INT.1.39[f] ceasing to be, §INT 7.1 deemed, §INT.1.39[g], §INT.6, § INT 8.1, §18.10.1 definition, §INT.1.39 filing prospectus, §INT.1.39[b] former Act, under, §INT.1.39[a] interim reporting exemptions from requirements, §18.3.3 financial statements, §18.3.1 interim management discussion and analysis, §18.3.2 non-offering prospectus and, §15.3.2 proxy obligations and, §19.5.1, §19.5.2 public companies under OBCA, §INT.1.39[e] qualified, §INT.1.39[a] short-form prospectus and, §15.12.1[b] securities exchange takeover bid, §INT.1.39[c] TSX-listed, §INT.1.39[d]

Representations

prohibited, \$13.4 future price, re, \$13.4.1[b] liability for, \$13.4.2 listing, re, \$13.4.1[c] registration, \$13.8.1 repurchase, to, \$13.4.1[a]

Reprimands

breach of terms of registration, §22.7.20[g] generally, §22.7.20 high pressure practices, §22.7.20[c]

IND-23 (Securities Law) (2017 — Rel. 3)

improper conduct, §22.7.20[i] jurisdiction, violation in other, §22.7.20[b] Know-Your-Client rule, §22.7.20[d] minimum free capital, failure to maintain, §22.7.20[h] supervision, improper, §22.7.20[a] tipping, §22.7.20[e] unregistered agents, §22.7.20[f] Review commissioner's decision, of, §1.7.5 compliance, §7.2.1 continuous disclosure, §7.3 Executive Director's decision, of commissioners, by more than one, §5.1.3 discretion to stay, §5.1.4 natural justice, rules of, §5.1.7 - see also Natural Justice OSC, at instance of, §5.1.1 party directly affected, upon request by, \$5.1.2 powers upon hearing and review, §5.1.8 procedure, §5.1.5 Statutory Powers Procedure Act, §5.1.6 see also Statutory Powers Procedure Act recognized organizations, decisions of §8.8.2 case law: clearing houses, §8.8.2[d] case law: recognized stock exchanges, §8.8.2[b] case law: self-regulatory organizations, §8.8.2[c] party directly affected, right of, §8.8.2[a] **Rights Offerings** generally, §17.2.2 prospectus exemption, §17.2.1[a] Rules definition, §INT.1.40, §INT.1.48 Sales practices liability, §13.4.2 prohibited calls, §13.3 prohibited representations, §13.4 future prices, re, §13.4.1[b] listing, re, §13.4.1[c] repurchase, to, §13.4.1[a]

residences, at, §13.3.1

telephone by, §13.3.1

waiting period, during, §16.1.1

Scholarship Plan dealer registration, §11.8.1[a.3] securities, as, §INT.1.42[0] Secondary Markets, Civil Liability and see Misrepresentation Secretary AMF powers, §4.7 ASC powers, §4.4.1 BCSC powers, §4.6 certify record for court, to, §5.2.3 OSC powers, §4.2.1 Security (Securities) annuity contracts, §INT.1.42[m] associations, interests in, §INT.1.42[h] collateral trust certificates, §INT.1.42[1] commodity futures contracts, §INT.1.42[p] options, §INT.1.42[p] commonly known, §INT.1.42[a] case law, §INT.1.42[a.2] U.S. definition compared, §INT.1.42[a.1] debt securities, §INT.1.42[e.1] deposits, §INT.1.42[e.3] generally, §INT.1.42[e], [e.1] insurance contracts, §INT.1.42[e.3] purchases by insider/issuer, §INT.1.17[f.1] definition, §INT.1.42 equity deposits, §INT.1.42[e.3] generally, §INT.1.42[e], [e.2] insurance contracts, §INT.1.42[e.3] purchases by insider/issuer, §INT.1.17[f.2] estates, interests in, §INT.1.42[h] gas interests, §INT.1.42[j], [k] case law, §INT.1.42[k.1] heirs, interest of association of, §INT.1.42[c] income contracts, §INT.1.42[m] investment contracts, §INT.1.42[n] Canadian authority on, §INT.1.42[n.2] U.S. authority on, §INT.1.42[n.1]

of.

legatees, interest association of §INT.1.42[c] oil interests, §INT.1.42[j], [k] case law, §INT.1.42[k.1] Ontario law re, §INT.1.28 options, §INT.1.42[d] profit sharing agreements, §INT.1.42[i] property interest, §INT.1.42[b] breadth of definition, §INT.1.42[b.1] case law, §INT.1.42[b.2] refunds, §INT.1.42[g] scholarship plans, §INT.1.42[o] subscriptions, §INT.1.42[g] trusts, interests in, §INT.1.42[h] variable interests, §INT.1.42[f] voting, §INT.1.47

Seizure

Charter cases, §6.5.1[e] financial examiner's power, §6.7.3 investigator's power, §6.5.1[e], §6.7.3 judicial approval, prior, §6.7.3

Self-Regulation — see also Self-Regulatory Organization

auditors, §8.7.1-§8.9.1 members, of, §8.10.1 registrants, of other, §8.11.1 self-regulatory organizations, of, §8.9.1 stock exchanges, of, §8.9.1 Canadian Depository for Securities, §8.4.2 Canadian Unlisted Board, §8.5.1 general provisions, §8.7.1 Investment Dealers Association of Canada, §8.3.2 marketplace operation, §8.1.2 Montreal Exchange, §8.1.1[c] Mutual Fund Dealers Association of Canada, **§8.3.3** other exchanges, §8.1.1[e] public hearings, §8.8.1 recognized stock exchanges, §8.1.1 restrictions, §8.10.1 review of decisions of recognized organizations, §8.8.2 case law: clearing houses, §8.8.2[d] case law: recognized stock exchanges, §8.8.2[b] case law: self-regulatory organizations, §8.8.2[c]

party directly affected, right of, §8.8.2[a] shareholdings, restrictions on, §8.12.1 TSX Venture Exchange recognized exchange, as, §8.1.1[b] shareholdings, restrictions on, §8.12.1 Toronto Stock Exchange, §8.1.1[a]

Self-Regulatory Organization

application, involvement with, §11.3.1[c.6] auditors of, §8.9.1 definition, §INT.1.43 recognized, §INT.1.36 review of decisions, §8.8.2[c] case law, §8.8.2[c] use of, principles re, §1.1.1.[d]

Senior Officer — see also Officer connected, §INT.1.17[d] insiders and, §INT.1.17[c] officer compared with, §INT.1.27[b]

Shareholders

holding more than 10%, §INT.1.17[e] — see also insider insiders, as, §INT.1.17[e] Ames decision, the, §INT.1.17[e.1] custodial, §INT.1.17[e.5] escrow, §INT.1.17[e.4] pledges, §INT.1.17[e.3] voting trusts, §INT.1.17[e.2]

Shelf Prospectus, §15.12.2

Short-form Prospectus

accelerated procedure, §15.12.1[b] eligibility criteria, §15.12.1[a] exemptions from, §15.12.1[d] generally, §15.12.1 liability, §15.12.1[c] purpose, §15.12.1[b]

Short Sales

declaration of, §13.10.1

Simplified Prospectus, §15.12.4

Special Relationship Persons

insider trading, §18.2.2 affiliates, §18.2.2[b] associates, §18.2.2[b] business activity, §18.2.2[c] directors, §18.2.2[d] employees, §18.2.2[d]

IND-25

(Securities Law) (2017 — Rel. 3)

former, §18.2.2[e] generally, §18.2.2[a] insiders, §18.2.2[b] officers, §18.2.2[d] parties in transactions with issuer, §18.2.2[b], [d] proposed business activity, §18.2.2[c] tippees, §18.2.2[f] officer as, §INT.1.27[c]

Statutory Powers Procedure Act

application of, §5.1.6
bias, §5.1.6[c]
Executive Director's decision, §5.1.6[a]
OSC's decision, §5.1.6[b]
natural justice, rules of, §5.1.7 — see also
Natural Justice

Staying Decisions

Executive Director pending review, of, §5.1.4 OSC pending appeal, of, §5.2.2 case law, §5.2.2[a]

Stock Exchange

auditors of, §8.7.1 recognized case law, §8.6.2[b] defined, §INT.1.36 marketplace operation, §8.1.2 Montreal Exchange, §8.1.1[c] other exchanges, §8.1.1[d] review of decisions, §8.8.2[b] self-regulation and, §8.1.1 TSX Venture Exchange, §8.1.1[b] Toronto Stock Exchange, §8.1.1[a]

Strip Bonds

exemption from registration, §12.6.11[d]

Subsidiary

deemed, §INT.3.1 definition of, §INT.3.1

Summary Statements, §15.12.5

Suspension

breaching terms of registration, §22.7.4[a.4] ceasing business, §22.7.4[a.5] commission, secret, §22.7.5[b] deception, §22.7.5[n] distribution, illegal, §22.7.5[n] full-time work, §22.7.4[a.6] generally, §22.7.5 high pressure practices, §22.7.4[a.10] inadvertent take-over bid, §22.7.5[m] insider trading, §22.7.4[b.4] Know-Your-Client rule, §22.7.4[a.7] misleading literature, §22.7.4[a.12] misrepresentation, §22.7.4[a.11] qualified officer, absence of, §22.7.4[a.2] statutory breach, §22.7.5[e] supervision, improper, §22.7.4[a.8] unregistered agents, §22.7.4[a.9]

TSX — see Toronto Stock Exchange

TSX Venture Exchange self-regulation and, §8.1.1[b]

Take-over Bids — see also Bids; Issuer Bids circular, §20.1.3, §20.3.11, §20.8.2 control threshold, §20.1.4 defences to, §20.1.14, §20.24 defined, §20.1.1, §20.2.13 definitions, related — see under Definitions exempt bids de minimis non-resident, §20.12.5 foreign takeover, §20.12.4 generally, §20.1.2 non-reporting issuer, §20.12.3 normal course, in, §20.6.2 private agreement, by, §20.12.2 regulation, by, §20.12.6 formal bids generally, §20.1.1 post bid restrictions on acquisition, §20.6.5 pre-bid integration, §20.6.3 pre-bid purchases, §20.6.4 prohibition during, §20.6.4

trading restrictions, §20.6.3

true market exception §20.6.6

inadvertent, §20.2.16 insider reporting, §20.1.5

ownership threshold, §20.1.4 private agreement, by, §20.12.2 brokerage fees, §20.12.2[d] commissions, §20.12.2[d] control, whether involves, §20.12.2[f]

exceeding premium limit, §20.12.2[c] generally, §20.12.2[a]

options, §20.12.2[e] share control premium, §20.12.2[b] purchasing shares after, §20.1.6 before, §20.1.6 during, §20.1.5, §20.8.2 exemptions, §20.1.2 issuer bid, §20.1.8 restrictions on, §20.6.2 selling shares after, §20.6.5 during, §20.6.3 shareholder rights plans, §20.23.3 stock exchange exempt bids, §20.12 exempt trades, §20.8.6 integration before, §20.6.4, §20.6.6 market stabilization for, §20.6.3 restrictions after, §20.6.5 restrictions on purchases during, §20.6.2 TSX, §20.1.8 unfriendly, §20.24

Tipping

prohibitions, §18.2.1, §18.2.5

Toronto Stock Exchange

self-regulation and, §8.1.1[a] shareholdings, restrictions on, §8.12.1

Trade (Trading)

case law, §INT.1.45[d] confirmations, §13.2 disclosure requirements, §13.2.3 mutual funds, §13.2.2 reporting related issues, §13.2.4 self-dealing and, §13.1.1[e] slips required, §13.2.1 conflict of interest rules — see self-dealing control block pledges, §INT.1.45[b] definition, §INT.1.45 disclosure requirements - see under Disclosure exemptions from registration, §12.3 debt securities, §12.3.1 financial institutions, §12.3.3[e] mortgages, §12.3.2 Personal Property Security legislation, §12.3.3 receivers, by, §12.3.3[a]

self-directed RESPs, §12.3.6 variable insurance contracts, §12.3.3 insider trading and, §18.2.1 purchases distinguished, §INT.1.45[a] registrants, orders received by, §INT.1.45[c] sales practices - see Sales Practices self-dealing, §13.1.1 advertisements, §13.1.1[g] confirmations, §13.1.1[e] connected issuers, §13.1.1[a] exempt securities, §13.1.1[i] leverage disclosure, §13.1.1[h] policy, §13.1.1[b] recommendations, §13.1.1[g] related advisors, §13.1.1[f] related issuers, §13.1.1[a], [d] related issues, §13.2.4 related portfolio managers, §13.1.1[f] related underwritings, §13.1.1[c] reports, §13.1.1[e]

Underwriter

certificate, §15.8.1[a] waiver of requirement, §15.8.1[a], [b] definition, §INT.1.46 exemptions from registration generally, §12.8 non-resident, §12.9 registration requirements, §11.1.4

Voting Security

definition, §INT.1.47, §20.2.13

Voting Trusts shareholders and, §INT.1.17[e.2]

Witnesses

bank employees, §24.18.1 documents, production of attendance to provide, compelling, §6.5.1[a] financial examinations, §6.5.1 investigations, §6.5.1 natural justice and, §5.1.7[i] right to counsel, §6.6.1 disclosure, §6.6.1[b] incrimination, protection against, §6.6.1[a] natural justice, §5.1.7[h] sharing counsel, §6.6.1[c] solicitor-client privilege, §6.6.1[d] summoning

IND-27 (Securities Law) (2017 - Rel. 3)

bank employees, §24.18.1 investigator's power, §6.5.1 natural justice, §5.1.7[i]