

## INDEX

Note: OSC Notices (OSCN index entries) and CSA Notices (CSAN index entries) are not reproduced in this edition. See page xiii of Volume 2 for a full list of documents not reproduced and the web address for their location at [www.osc.ca](http://www.osc.ca).

Throughout this Index, the Ontario Securities Commission is referred to as the “OSC”.

### A

#### Accredited investor

- defined, NI 45-106, s. 1.1; NPS 45-106CP, s. 3.5
- exemption from prospectus requirement for, NI 45-106, s. 2.3
- sale of exempt securities to, OSCN 33-735

#### Advertising

- distribution on the Internet, NPS 47-201
- during waiting period between preliminary and final prospectuses, NPS 41-101CP, s. 6.5
- exempt transactions, NPS 45-106CP, s. 3.3
- issuers using mass, CSAN 51-336
- mutual funds, NI 81-102, Part 15
- OSC prior approval, OSA 50
- prospectus offering, NPS 41-101CP, Part 6
- prohibitions
  - OSC endorsement, OSA 46
  - using another registrant’s name, OSA 43
- securities on radio or television, NPS 42

#### Adviser, *see also Registrants*

- categories, OSA 26(6); NI 31-103, s. 7.2
- defined, OSA 1(1)
- exemptions from registration, OSA 34, 35.1; NI 31-103, ss. 8.23–8.26
- international, NI 33-103, s. 8.26; Rule 35-502
- marketing practices, CSAN 31-325; OSCN 33-729
- model portfolios, OSCN 81-708
- national compliance review, OSCN 33-720
- non-resident, OSA 35.2; Rule 35-502
- registration requirement, OSA 25(3), *see also Registration*

#### Alternative trading systems, *see also Marketplace*

- clearing and settlement, NI 21-101, Part 13
- defined, OSA 1(1); NI 21-101, 1.1; NPS 21-101CP, 3.3
- making decision respecting, OSA 21.0.1
- monitoring and enforcement, NI 23-101, Part 8; OSCN 21-704
- participation fees, Rule 13-502, Part 3.1
- process for filing, OSCN 81-705
- requirements, NI 21-101 Part 6; NPS 21-101CP, 3.4

#### Amalgamations

- as business combination, MI 61-101, s. 1.1
- change in financial year end, NI 51-102, s. 4.8
- disclosure in information circular, Form 51-102F5

- eligibility requirement for short form prospectus system, NI 44-101, 2.8
- insider trading reports after, NI 55-101, Part 7
- notice re accounting treatment, NI 51-102, s. 4.9
- prospectus exemption, NI 45-106, s. 2.11; NPS 45-106CP, s. 4.2
- restructuring transaction, NI 51-102
- trading of securities pending, Rule 48-501
- under MJDS, NI 71-101, Part 13

#### Annual information form (AIF)

- AIF defined, Rule 14-501; NI 51-102
- form, Forms 51-102F2, 81-101F2
- investment fund issuers
  - disclosure re soft dollars, OPS 1.9, Part IIIC
  - Form, Form 81-101F2
  - general, NI 81-101, NI 81-106, Part 9
- mineral projects, NI 43-101
- non-investment fund issuers
  - consideration of regulatory burden, CSAN 51-353
  - consideration of regulatory burden., CSAN 51-353
  - form, Form 51-102F2
  - frequently asked questions, CSAN 51-311, Part D
  - requirement to file, NI 51-102, Part 6
  - under the short form prospectus system, NI 44-101, Part 3

#### Applications

- accredited investor recognition, OPS 45-106CP, s. 3.5
- authorization to search, OSA 13(4)
- cease to be reporting issuer, OSA 1(10); OSCN 12-703, MI 11-102
- declaration of non-compliance, OSA 128
- deem to be reporting issuer, OSA 1(11); OPS 12-602
- exemption from, for
  - continuous and timely disclosure obligations, OSA 80; NI 51-102, Part 13; NI 81-106, Part 17
  - discretionary, re insider trading reporting, OSA 121(2); NI 55-104, Part 10
  - MJDS, NI 71-101, Part 21
  - mutual fund sales practices, NPS 81-105CP, Part 11
  - OPS 61-501, OSCN 61-701
  - prospectus requirements, OSA 74; NI 45-106, s. 7.1, OSCN 45-330
  - proxy solicitation, OSA 88
  - registration requirements, OSA 74; NI 31-103, s. 15.1

## Index

### Applications (*cont'd*)

- • SEDAR+, NI 13-103
- • self-dealing restrictions, OSA 113, 115(2), 117(2), 121(2); NI 31-103, s. 13.5
- • take-over bid requirements, OSA 104(2)
- • where application not otherwise provided for, OSA 147
- extension of time to refile prospectus, OSA 62(5)
- letters of request, OSA 152
- Passport System
- • applications under, NPS 11-203
- procedure
- • form and content, OPS 2.1; OSCN 12-704
- • Multiple Jurisdiction, NPS 11-203
- • SEDAR+, NI 13-103
- OSC for remedies for insider trading, tipping, OSA 135
- recognition as
- • clearing agency, OSA 21.2(1)
- • quotation and trade reporting system, OSA 21.2.1(1)
- • self-regulatory organization, OSA 21.1(1)
- • stock exchange, OSA 21(1)
- registration
- • amendment, NI 33-109
- • initial, OSA 27; NI 33-109
- • surrender, OSA 30
- revoke cease trade order, NPS 12-202
- revoke or vary previous order, OSA 144
- take-over bids, OSA 104, 105
- use of US GAAP and GAAS in prospectus, CSAN 42-303

### Audit Committee

- annual financial statements, Rule 52-501, s. 2.1; NI 52-110, s. 2.3
- compliance, CSAN 52-309, 52-312, 52-318
- composition, NI 52-110, Part 3
- interim financial statements, NI 52-110, s. 2.3
- MD&A, NI 52-110, s. 2.3
- member independence, CSAN 52-330, 52-404
- reporting obligation, NI 52-110, Parts 5 and 6
- requirement for, NI 52-110, s. 2.1
- review of disclosure, NI 51-201, s. 6.4
- role and responsibilities, NI 52-110, Part 2

### Auditors

- change in, NI 51-102, s. 4.11; NI 81-106, Part 13
- defined, OSA 78(4)
- involvement with interim financial reports, OSCN 51-718
- oversight, NI 52-108
- parties unacceptable to act as, NI 52-108; NI 81-106, s. 2.8

## B

### Banks, *see also Financial Institutions*

- privilege, OSA 146(1)

### Benchmarks

- designated benchmarks and benchmark administrators, MI 25-102, 25-102CP
- CDOR, matters relating to cessation of, CSAN 25-309

### Bids, *see also Insider bids; Issuer bids; Take-over bids*

- changes in,
- • information, NI 62-104, 2.11
- • notice re, NI 62-104, 2.18
- • terms of bid, NI 62-104, 2.12
- circulars, *see also Take-over bids, circulars; Issuer bids, circulars*
- • certification, NI 62-104, 3.3
- • civil liabilities, OSA 131
- • contents, Form NI 62-104F1, 62-104F2
- • experts' consents, NI 62-104, 2.15, 2.21
- • mineral projects, NI 43-101
- • obligation to deliver, NI 62-104, 2.22
- consideration
- • collateral benefit prohibition, NI 62-104, 2.24
- • identical to all offerees, NI 62-104, 2.23(1)
- • increases in, NI 62-104, 2.23(3)
- Exempt Issue Bids
- • de minimis exemption, NI 62-104, s. 4.11
- • employee, executive officer, director and consultant exemption, NI 62-104, s. 4.7
- • issuer acquisition or redemption exemption, OSA NI 62-104, s. 4.6
- • foreign issuer bid exemption, NI 62-104, s. 4.10
- • non-reporting issuer exemption, NI 62-104, s. 4.9
- • normal course issuer bid exemptions, NI 62-104, s. 4.8
- Exempt Take-Over Bids
- • de minimis exemption, NI 62-104, s. 4.5
- • foreign take-over bid exemption, NI 62-104, s. 4.4
- • non-reporting issuer exemption, NI 62-104, s. 4.3
- • normal course purchase exemption, NI 62-104, s. 4.1
- • Private agreement exemption, NI 62-104, s. 4.2
- fees, Rule 13-502, App. C, Item G
- financing, NI 62-104, 2.27
- joint offerings
- • when deemed to be, NI 62-104, 1.9(1)
- OSC and
- • compliance orders, OSA 104(1)
- • variation orders, OSA 104(2)
- post-bid acquisitions, NI 62-104, s. 2.5
- rules re
- • delivery, NI 62-104, s. 2.22
- • deposit period, NI 62-104, 2.28, 2.28.1
- • extension period, mandatory, NI 62-104, 2.31.1
- • proportionate take-up, NI 62-104, 2.26
- • take-up of deposited securities, NI 62-104, 2.29, 2.29.1, 2.32
- • withdrawal of deposited securities, NI 62-104, 2.30
- sale prohibition during, NI 62-104, 2.7

## Index

### Bids (*cont'd*)

- *Securities Act*, application
- compliance orders provisions, OSA 104(1), OSA 105
- direct and indirect offers, NI 62-104, 1.9
- variation orders provisions, OSA 104(2), OSA 105
- securities and
- beneficial ownership, deemed, NI 62-104, 1.8
- market price, NI 62-104, 1.1
- Superior Court of Justice, application to, OSA 105

### Binary options

- prohibition of, NI 91-102

### Business acquisition reports

- exemptions for foreign issuers, NI 71-102, ss. 4.5 and 4.6, NI 62-104, ss. 4.4, 4.11
- form, Form 51-102F4
- frequently asked questions, CSAN 51-311, Part E
- requirements, NI 51-102, Part 8

### Business combinations

- directors, role in, MPS 61-101CP, Part 6
- disclosure, valuation, review and approval requirements, and recommended procedures re, NI 61-101, Part 4
- minority shareholder approval, NI 61-101, Part 8
- prospectus exemption, NI 45-106, s. 2.11
- valuation, NI 61-101, Part 6

## C

**Canadian Depository for Securities Limited**, *see CDS Clearing and Depository Services Inc.*

**Canadian Over-The-Counter Trading System (COATS)**, *see Canadian Unlisted Board (CUB)*

### Canadian Investor Protection Fund

- approval order, Reg. 110, CSAN 25-308
- memorandum of understanding, IA-8

### Canadian Public Accountability Board

- auditors to be registered, NI 52-108
- memorandum of understanding with Ontario Securities Commission, IA-16

### Canadian Unlisted Board (CUB)

- agreement with OSC, IA-6
- reports re, Reg. 154
- user agreement, IA-6

### Cannabis

- disclosure by issuers, CSAN 51-357, 51-359

### CDS Clearing and Depository Services Inc.

- entitlement payments, CSAN 24-302
- recognition as clearing agency, OSA 21.2

**Cease Trade Orders**, *see Trading in Securities, cease trading orders*

### Chief Compliance Officer

- defined, OSA 1(1)

- registration requirements, NI 31-103, ss. 3.6, 3.8, 3.10, 3.13, 3.14, CSAN 31-358
- requirement to register, OSA 25(6)
- responsibilities, NI 31-103, s. 5.2

### Civil liabilities

- Crown and, OSA 142
  - defences
  - circular, misrepresentations in, re, OSA 131(4)–131(7)
  - forward-looking information, OSA 132.1, 138.4(9), (10); OPS 51-604
  - intended compliance, OSA 141
  - offering memorandum, OSA 130.1(2)–130.1(6)
  - prospectus, misrepresentations in, re, OSA 130(2)–130(5)
  - reasonableness, standard, OSA 132
  - evidence, certified statements, OSA 139
  - joint and several liability re misrepresentations in prospectus, OSA 130(8)
  - limitations on
  - damages, re prospectus misrepresentations, OSA 130(7), OSA 130(9)
  - underwriters, OSA 130(6)
  - misrepresentation
  - circular, OSA 131
  - offering memorandum, OSA 130.1; Rule 45-501, s. 5.2; OPS 45-501CP, s. 5.3; OSCN 45-705
  - prospectus, OSA 130
  - proceedings
  - limitation periods, OSA 138
  - OSC, by, OSA 135
  - prospectus
  - failure to deliver, OSA 133
  - misrepresentations in, OSA 130
  - remedies
  - accountability for gain, insider trading re, OSA 134(4)–134(6)
  - rescission, contract, OSA 136
  - secondary market, OSA, Part XXIII.1; CSAN 53-302
  - securities purchase based on undisclosed material fact, OSA 134; Reg. 175
- ### Clearing agencies
- auditor, OSA 21.8
  - cyber security, CSAN 11-326; CSAN 11-332; CSAN 33-321
  - defined, OSA 1(1)
  - entitlement payments to CDS, CSAN 24-302
  - OSC
  - powers, OSA 21.2
  - recognition by, OSA 21.2
  - regulatory approach to recognition and exemption from recognition, OSCN 24-702
  - participation fees, Rule 13-502, Part 3.1
  - recognition or exemption from recognition, NI 24-102, Part 2
  - requirements, NI 24-102
  - voluntary surrender of recognition, OSA 24.1

## Index

### Clients

- accounts, NI 31-103, Part 14
- allocation of investment opportunities between, NI 31-103, s. 14.10
- complaints, NI 31-103, ss. 13.14–13.16
- dealing with, NI 31-103, Part 13
- disclosure, NI 31-103, ss. 13.6, 14.2–14.5
- duties to, Rule 31-505, Part 2
- holding client assets, NI 31-103, ss. 14.6–14.9
- know your client, NI 31-103, s. 13.2
- lending to, NI 31-103, s. 13.12
- statements, NI 31-103, s. 14.14; CSAN 31-324
- suitability, NI 31-103, s. 13.3

### Climate Change

- Disclosure Project, CSAN 51-354
- reporting risks, CSAN 51-358

### CNSX Markets Inc.

- recognition order, OSA 21

### Commission, *see also Ontario Securities Commission*

- defined, 1(1)

### Commodity Futures Act

- distribution of amounts received by OSC under disgorgement orders and payment of related administrative costs, Rule 13-503
- fees, Rule 13-503, OSCN 13-708
- national registration database, Rule 31-509
- prospectus exemption for exempt exchange contract, Rule 91-503
- registration exemption for exempt exchange contract, Rule 91-503

### Commodity pool programs

- continuous disclosure review program, OSCN 81-705
- form of prospectus, Form 41-101F2

### Company

- affiliated, OSA 1(2)
- controlled, OSA 1(2)
- defined, OSA 1(1)
- holding, Reg. 1(7)
- parent, Reg. 1(7)
- subsidiary, OSA 1(4)

### Compliance and Registrant Regulation Branch

- annual report, OSCN 31-362

### Confidential information

- establishment of procedural guidelines for registrants, OPS 33-601
- tipping, *see Material change, tipping*
- trading on, *see Material change, trading where undisclosed*

### Confirmations

- contents, NI 31-103, s. 14.12; CSAN 31-313
- public availability re salesman codes, OPS 13-601
- requirement to send to customer

- automatic plans, NI 31-103, s. 14.13
- generally, OSA 36

**Conflicts of interest**, *see Registrants, conflict of interest policies, Ontario Securities Commission, conflicts of interest; Independent review committee*

### Connected issuer

- conflict of interest rules under MJDS, NI 71-101, Part 10
- defined, NI 33-105
- disclosing to clients, NPS 31-103CP, s. 13.4, 13.6
- limitations on registrants dealing with
  - confirmation and reporting of trades, NI 31-103, s. 14.12
  - recommendations, NI 31-103, s. 13.6
  - underwriting, NI 33-105

### Continuous disclosure

- cease trade orders for defaults, NPS 12-203
- continuous disclosure reviews, OSA 20.1; CSAN 51-310, 51-312, 51-316, 51-319, 51-328, 51-346, 51-339, 51-344, 51-364, 52-312, 81-709
- emerging markets issuer review, OSCN 51-719
- environmental reporting, CSAN 51-333, OSCN 51-716
- income trusts and other indirect offerings, NPS 41-201, Part 3; CSAN 51-310, 51-319
- investment funds, NI 81-106; CSAN 81-315
- non-investment funds, NI 51-102, 51-311
- review program, CSAN 51-312, CSAN 51-351, CSAN 51-361
- SEC issuers, NI 71-102; CSAN 51-338

### Control Persons

- defined, OSA 1(1)
- exemptions
  - eligible institutional investor, NI 45-106, s. 4.1
  - pledge, NI 45-106, s. 2.32
  - sale by, NI 45-102, s. 2.8
  - trade after take-over bid, NI 45-106, s. 4.2
  - trade to employees, etc., NI 45-106, s. 2.24
- pledge as offer to acquire, OSCN 62-701

### Corporate Governance

- authority for requirements, OSA 121.3
- disclosure compliance review, CSAN 58-303, 58-306
- disclosure of practices, NI 58-101
- guidelines, NPS 58-201
- independent review committees, NI 81-107
- related party transactions, NI 61-101
- review of, NI 58-101 and NPS 58-201
- women on boards, CSAN 52-329, 58-307, 58-308, 58-310, 58-311, 58-313, 58-314

### Costs

- court orders re s. 134, OSCN 135, 149

### COVID-19

- Client focussed reform delays, OSCN 31-511, 31-512
- Registration Requirements (NI 31-103), reform implementation delays, CSAN 31-357

## Index

### COVID-19 (*cont'd*)

- temporary relief
- borrowing limits, investment funds, OSCN 81-504
- corporate finance requirements, OSCN 51-502, 51-505
- filing/sending securityholder materials, OSCN 51-504
- Investment funds, OSCN 81-503, 81-504, 81-505
- financial statements, OSCN 31-510
- late fees
- (*Commodity Futures Act*) fees, OSCN 13-505, 13-507
- general, OSCN 13-504, 13-506
- moratorium relating to outside activities, OPS 13-508
- reporting requirements
- Regulated entities carrying on business in Ontario, OSCN 25-502

### Credit Rating Organization

- cyber security, CSAN 11-326
- defined, OSA 1(1)
- designated, OSA Part IX; NI 25-101
- process for designation, NPS 11-205

### Crowdfunding

- certificates, 45-108, s. 7
- dealer, 45-108, s. 21, 22
- permitted activities, 45-108, s. 41
- disclosure
- time period for providing, 45-108, s. 19, 20
- distribution materials
- generally, 45-108
- filing or delivery of, 45-108, s. 15
- removal, 45-108, s. 31
- distribution requirements, 45-108, Part 1, Div. 1
- non-reporting issuer, 45-108, Part 1, Div. 2; 45-108CP, Part 2, Div. 2
- reporting issuer, 45-108, Part 1, Div. 2; 45-108CP, Div. 1
- financial statements, 45-108, s. 16
- investment limits, confirmation, 45-108F3
- issuer, 45-108, s. 26, 27
- liability, non-reporting issuers, 45-108, s. 10
- liability, reporting issuers, 45-108, s. 9
- offering document, 45-108F1
- personal information form, 45-108F5
- prospectus exemptions, 45-108, s. 5, CSAN 45-324, CSAN 45-329, NI 45-110
- purchaser, 45-108, s. 34
- registration requirements
- exemptions, NI 45-110
- generally, 45-108, Part 3, Div. 2
- reporting requirements, 45-108, s. 38, CSAN 45-324
- risk acknowledgement, 45-108F2
- specified key events, notice of, 45-108F4

### Crypto-currency

- entities facilitating trading of crypto assets, CSAN 21-327

- guidance for crypto investing reporting issuers, CSAN 81-336
- offerings, CSAN 46-307
- tokens, CSAN 46-308
- trading platforms, advertising, marketing and social media use, CSAN 21-330
- trading platforms, pre-registration undertakings, CSAN 21-332

### Cyber-security incidents

- summary of responses to, CSAN 11-336

## D

### Dealers, *see also Registrants*

- categories of, OSA, s. 26(2); NI 31-103, s. 7.1
- defined, OSA 1(1), 1(1.2)
- exempt market dealers, CSAN 31-324; OSCN 11-752, 11-758
- exemptions from registration, OSA 35; NI 31-103, ss. 8.1–8.22.1, Rule 45-501, Part 4
- mutual fund dealers
- business arrangements with investment dealers, OSCN 31-712
- membership in the MFDA, NI 31-103, s. 9.2
- non-trading designation of employees, OSA 25(3)
- notice of changes in information, NI 33-109, Part 3
- rebates of trailing commissions, NI 81-510
- registration requirement, OSA 25(1), *see also Registration*
- scholarship plan dealers, industry report, OSCN 33-725
- self-regulatory organization membership, NI 31-103, Part 9
- use of brokerage commissions as payment for goods or services, NI 23-102; CSAN 23-303

### Derivatives

- binary options prohibited, NI 91-102
- business conduct, MI 93-101
- collateral, treatment of, NI 94-102, Part 2, Part 5
- commodity futures contracts, options, Rule 91-503
- contracts for differences, OSCN 91-702
- customer clearing, NI 94-102
- data reporting, Rule 91-507, 96-303, OSC Blanket Order 96-933
- debt-like derivatives, OSCN 91-701
- defined, OSA 1(1); Rule 14-501, 1.1(3)
- designated derivatives, OSA 1(11)
- disclosure in prospectus, Form 41-101F1, 10.4, Form 41-101F2, 21.3, Form 44-101F3, 8.4
- foreign exchange contracts, OSCN 91-702
- generally, Rule 91-501 to OSCN 91-701
- MJDS, NI 71-101, 3.3
- mandatory central counterparty clearing of, NI 94-101
- mutual funds investment in, NI 81-102, 2.7-2.10
- novation, OSA 1(1.1.1)
- options, Rule 91-502
- order that contract not a, OSA 1(10)
- product determination, Rule 91-506
- protection of customer collateral/positions, NI 94-102
- purchases, OSA 1(1.1.1)

## Index

### Derivatives (*cont'd*)

- related derivative defined, OSA 1(1)
- sale, OSA 1(1.1.1)
- short form prospectus, NI 44-101, 2.4, NPS 44-101CP, 1.7
- shelf prospectus, NI 44-102, Part 4, NPS 44-102CP, 2.4
- strip bonds, Rule 91-501
- trade repositories, Rule 91-507
- compliance review, CSAN 91-507
- trading in, OSA Part XIII

### Director (of OSC)

- delegation of authority to, BOR 1.2
- delegation of powers to IIROC, BOR 2.3
- designation by Executive Director, BOR 1.3
- guidelines for the approval of settlement of enforcement matters, 15-902
- review of decisions made by
  - OSC powers on, OSA 8(3)–8(4)
  - request for, OSA 8(2)
  - stay pending, OSA 8(4)

### Directors

- liability for general offences, OSA 122(3)
- non-corporate issuers, NPS 41-106CP, s. 2.3; OPS 45-501CP, s. 4.3
- publication of decisions, OSCN 34-701
- role of directors in issuer bids, insider bids, business combinations and related party transactions, MI 61-101, Part 7; MPS 61-101CP, Part 6

### Distribution of securities, *see also Trading in securities*

- agreements of purchase and sale re
  - delivery of prospectus after execution, OSA 71(1)
  - withdrawal from by purchaser, OSA 71(2)–71(8)
- defined, OSA 1(1)
- eligible foreign securities to permitted clients, OSCN 13-512
- first trade after prospectus-exempt acquisition, NI 45-102 Part 2; CSAN 45-302
- materials to be distributed, OSA 69
- outside Canada, OSCN 72-503
- outside Ontario, OPS 1.5
- shelf distributions, NI 44-102
- short form prospectus system, NI 44-101
- status of, determination by OSC, OSA 74(2)
- trading during, Rule 48-501
- waiting period prior to
  - activities permitted during, OSA 65(2), NPS 44-101CP, s. 6.5
  - defined, OSA 65(1)
  - delivery of preliminary prospectus to purchasers during, OSA 66

### Dividends

- in kind, prospectus exemption, NI 45-106, s. 2.31
- reinvestment plans
  - exemption from insider trading, Reg. 175(2)(b); NI 55-101, Part 5

- exemption from sale during issuer bid, NI 62-104, s. 2.7
- prospectus exemption, NI 45-106, s. 2.2, CSAN 45-305, Part B, E, G
- stock
  - exemption from sale during issuer bid, NI 62-104, s. 2.7
  - insider reporting requirements, NI 55-101, Part 7
  - prospectus exemption, NI 45-106, s. 2.31

## E

### Early warning reporting

- aggregation relief, NI 62-103, Part 5
- alternative monthly reporting, NI 62-103, Part 4
- contents of reports, etc., NI 62-103, Part 3
- exemption for foreign issuers, NI 71-102, ss. 4.11 and 5.12
- moratorium relief, NI 62-103, Part 10
- pledgees, NI 62-103, Part 8
- underwriters, NI 62-103, Part 7

### Escrow agreements

- form, Form 46-201F1
- generally, NPS 46-201
- receipt for prospectus, OSA 61(2)(f)
- share structure issues, CSAN 41-305

### ESG

- related investment fund disclosure, CSAN 81-334

### Exchanges, *see also Marketplace*

- application for recognition, NI 21-101, Part 3
- assignment by OSC of powers, OSA 21.5
- auditors for
  - examinations by, OSA 21.8
- CIRO
  - appointment of investigators, OSA 21.14
  - disclosure information, OSA 21.17
  - disclosure to police, OSA 21.18
  - investigative powers, OSA 21.12
  - liability, OSA 21.20
  - order prohibiting disclosure of investigation, OSA 21.16
  - power of hearing panel, OSA 21.19
  - power of investigators, OSA 21.15
  - proceedings barred, OSA 21.21
- cyber security, CSAN 11-326, 11-332, 33-321
- defined, NPS 21-101CP, 3.1
- exclusions from reporting requirements for trades executed on, BOR 2.1
- exemptions from recognition, OSA 21
- multilateral trading facilities, OSCN 21-711
  - generally, NI 21-101 to BOR 21-901
- market data, access to, CSA Consultation Paper 21-403
- monitoring and enforcement, NI 23-101, Part 7
- MOU re oversight, IA-5
- OSC
  - hearing and review by, OSA 21.7

## Index

### Exchanges (*cont'd*)

- powers over, OSA 21(5)
- recognition by, OSA 21(2)
- participation fees, Rule 13-502, Part 3.1
- process for filing, OSCN 21-705
- recognized, OSA 21
- registration exemption for extra-provincial members of the TSE, Rule 35-503
- requirements for recognized, NI 21-101, Part 5
- swap execution facilities, exemption for, OSCN 21-707
- Toronto Stock Exchange, restrictions of shareholdings, OSA 21.11; O. Reg. 261/02
- voluntary surrender of recognition, OSA 24.1

### Executive compensation

- options backdating, CSAN 51-320
- requirements, Form 51-102F6
- staff review, CSAN 51-304, 51-331; OSCN 51-706
- women on boards, CSAN 58-307, 58-310, 58-311

### Exempt Market

- capital raised in Ontario since 2017, OSCN 45-717
- in Ontario, OSCN 45-718

### Experts

- appointed by OSC, OSA 5(1)
- civil liability
- for misrepresentation in circular, OSA 131
- for misrepresentation in prospectus, OSA 130
- for misrepresentation in secondary market disclosure, OSA 138.3
- filing consents of, NI 41-101, 10.1; NI 44-101, 4.4; NI 43-101, Part 8

## F

### Fees

- activity fees, Rule 13-502, Part 4, OSCN 13-708
- capital markets participation fees, Rule 13-502, Part 3; OSCN 33-741
- corporate finance participation fees, Rule 13-502, Part 2
- designated rating organizations, participation fees for, Rule 13-502, Part 3.2
- electronic payment, NI 13-103; CSAN 13-306
- generally, Rule 13-502
- payable to OSC, Rule 13-501
- power to collect and enforce, OSA 3.4(0.1)
- prospectuses, Rule 13-502, App. C, Part A
- refundability, materials rejected for filing, Reg. 162(3)
- SEDAR+ fees, MI 13-103
- specified regulated entities, participation fees for, Rule 13-502, Part 3.1
- temporary exemption from late fee for filing, Form 33-109F5, OSCN 13-510
- under OSC Rule 13-502 and OSC Rule 13-503, OSCN 13-707

### Filings, *see also* Forms, System for Electronic Data Analysis and Retrieval + (SEDAR+)

- bids, *see* Bids, filing
- certification of annual and interim, NI 52-109
- change of status, NI 51-102, s. 11.2
- continuous disclosure document, NI 51-102, 81-106
- documents affecting securityholders, NI 51-102, s. 12.1; CSAN 51-311, Part G
- electronic, Rule 11-501, NI 13-103
- exemption from requirements, filing done in other jurisdictions, OSA 82; NI 71-102
- expert's consent, NI 41-101, 10.1; NI 44-101, 4.4; NI 43-101, Part 8
- financial statements, *see* Financial statements, Filings
- fund investment in related issuers, NI 81-107, s. 6.2
- fund manager notification of decision contrary to IRC's recommendation, NI 81-107, s. 5.3
- independent review committee report, NI 81-107, s. 4.4
- information circular, OSA 81; NI 51-102, s. 9.3; NI 81-106, s. 12.4
- insider reports, OSA 107-109; NI 55-102; Rule 55-502
- issuer bids, *see* Issuer bids, filing; Filings, bids
- management reports of fund performance, NI 81-106, Part 4
- material change report, OSA 75; NI 51-102, Part 7; NI 81-106, Part 11
- material contracts, NI 51-102, s. 12.2; NI 81-106, s. 16.4; CSAN 51-311, Part G
- mutual fund transactions, reports re
  - compliance by filing in other jurisdictions, OSA 121(1)
  - publication of, OSA 120
  - when required, OSA 117; NI 81-102, s. 4.1(4)
- natural resource companies, *see* Natural resource companies
- news release re financial information, NI 51-102, s. 11.4
- prospecting syndicate agreements, OSA 51
- prospectuses, *see* Prospectus, Filings
- public inspection of, OSA 140; OPS 13-601
- refilings and corrections, OSCN 51-709
- related issuers, dealings with by registrants, Reg. 231
- SEC documents filed with, NI 51-102, s. 11.1; CSAN 51-311, Part I
- SEDAR+, NI 13-103; CSAN 13-306, 13-307, OSCN 13-512, 13-931, CSAN 13-932, BOR 13-933
- take-over bids, *see* Take-over bids, filing; Filings, bids
- voting results, NI 51-102, s. 11.3; NI 81-106, s. 16.3

### Finance company

- refusal of receipt for prospectus of, OSA 61(2)(h)

### Financial Institutions, *see also* Financial intermediary

- African Development Bank, NI 45-106, s. 2.34; NI 31-103, s. 8.21
- Asian Development Bank, NI 45-106, s. 2.34; NI 31-103, s. 8.21
- Canadian financial institution defined, NI 45-106, s. 1.1; Rule 45-501, s. 1.1

## Index

### Financial Institutions, *see also Financial intermediary (cont'd)*

- Caribbean Development Bank, NI 45-106, s. 2.34; NI 31-103, s. 8.21
- European Bank for Reconstruction and Development, NI 45-106, s. 2.34; NI 31-103, s. 8.21
- Inter-American Development Bank, NI 45-106, s. 2.34; NI 31-103, s. 8.21
- International Bank for Reconstruction and Development, NI 45-106, s. 2.34; NI 31-103, s. 8.21
- International Finance Corporation, NI 45-106, s. 2.34; NI 31-103, s. 8.21
- exemptions
  - clients that are, NI 31-103, ss. 13.2(5), 13.3(3)
  - dealer registration re debt of, NI 31-103, s. 8.21(2)(e)
  - filing private placement report, NI 45-106, s. 6.2
  - prospectus exemption for sales of RESP by, NI 45-106, s. 2.43
  - registration of, OSA 35.1; Rule 45-501, s. 4.1
  - registered firm with relationship, NI 31-103, s. 14.4; NPS 31-103CP, s. 14.4
- permitted clients, as, NI 31-103, s. 1.1; Rule 35-502, 1.1

### Financial intermediary, *see also Financial Institutions*

- exemptions from registration, Rule 45-501, s. 4.1
- defined, Rule 14-501
- unsolicited trades, OSCN 32-701, 33-712

### Financial statements

- annual
  - application for exemption from preparing, NI 51-102, Part 13
  - approval, NI 51-102, s. 4.5; NI 81-106, s. 2.5
  - auditor's report re, OSA 78(2)–78(4); NI 51-102, s. 4.1(2)
  - contents, NI 51-102, s. 4.1; NI 81-106, s. 2.1, Part 3
  - reservations in auditor's report, NI 52-107
- approval
  - by directors, NI 51-102, s. 4.5
  - of investment fund, NI 81-106, s. 2.5
- business combinations, OSCN 52-720
- certification by CEO and CFO, NI 52-109; CSAN 52-315, 52-325, 52-327
- critical judgement and sources of estimation uncertainty, OSCN 52-720
- currencies used in, NI 52-107
- delivery to security holders, NI 51-102, s. 4.6; NI 81-106, Part 5
- defaults, OPS 57-603
- exemptions from filing, OSA 80; NI 51-102, Part 13; NI 81-106, s. 2.11
- filing
  - annual, OSA 78; NI 51-102, s. 4.2; NI 81-106, s. 2.2
  - by registrant, OSA 21.10
  - electronic, NI 13-103
  - interim, OSA 79; NI 51-102, s. 4.4; NI 81-106, s. 2.4
- frequently asked questions, CSAN 51-311, Part B
- generally accepted accounting principles, *see Generally accepted accounting principles*

- generally accepted auditing standards, *see Generally accepted auditing standards*
- going concern review, OSCN 52-719, 52-720
- impairment, 52-720
- interim
  - application for exemption from preparing, NI 51-102, Part 13
  - auditor's involvement, OSCN 51-718
  - contents, NI 51-102, s. 4.3; NI 81-106, s. 2.3, Part 3
  - reporting issuer, NI 51-102, s. 4.3, 4.4; NI 81-106, s. 2.3, 2.4
- mutual funds, *see Mutual funds, Financial statements*
- OSC review of, OSCN 51-703, 52-713
- pre-filing consultation, OSCN 52-703
- prospectus requirements, NI 41-101, Part 4
- registrants
  - annual financial statements, NI 31-103, s. 12.10
  - delivery to regulators, NI 31-103, ss. 12.12–12.14
  - interim financial information, NI 31-103, s. 12.11
- revenue recognition, report on, OSCN 52-701
- review program, OSCN 51-703, 51-706, 51-708, 51-712
- segment reporting, OSCN 52-721
- share data, disclosure of outstanding, NI 51-102, s. 5.4
- unusual financial reporting, pre-filing consultation, OSCN 52-703
- year end change in, NI 51-102, s. 4.8; NI 81-106, s. 2.9

### Forms

- annual information form, mutual fund, Form 81-101F2
- annual information form, other issuer, Form 51-102F2
- business acquisition report, Form 51-102F4
- business location other than head office, Form 33-109F3
- certification of financial statements, Form 52-109F1, F2, FT1, FT2; CSAN 52-311
- change of individual categories, Form 33-109F2
- change of registration information, Form 33-109F5
- circular, director's or officer's, Form 62-104F4
- circular, directors', Form 62-104F3
- circular, issuer bid, Form 62-104F2
- circular, take-over bid, Form 62-104F1
- circular, notice of change or variation, Form 62-104F5
- control block, notice of sale, Form 45-102F1
- credit rating organization, application for designation and annual filing, Form 25-101F1
- dealer, adviser or underwriter, registration application, Form 33-109F6
- escrow agreement, Form 46-201F1
- executive compensation, statement of, Form 51-102F6
- fee calculation form
  - capital markets fee, Form 13-502F2
  - corporate finance fee, Form 13-502F1
- firm registration, Form 33-109F6
- fund facts document, Form 81-101F3
- information circular, Form 51-102F5
- insider report, Form 55-102F2, F6

## Index

### Forms (*cont'd*)

- material change report, Form 51-102F3
- MD&A, Form 51-102F1
- personal information form, NI 41-101, App. A; OSCN 41-702
- portfolio manager's annual questionnaire for auditor, Reg. Form 10
- private placement, Form 45-106F1, CSAN 45-325
- prospectus
  - investment fund (long form), Form 41-101F2
  - non-investment fund (long form), Form 41-101F1
  - short form, Form 44-101F1
  - simplified, Form 81-101F1
- registration
  - application for, Form 33-109F6
  - business locations, Form 33-109F3
  - change of registration information, Form 33-109F5
  - change or surrender of individual categories, Form 33-109F2
  - notice of termination, Form 33-109F1
  - registration information for an individual, Form 33-109F4
  - reinstatement, Form 33-109F7
  - reinstatement of registered individuals and permitted individuals, Form 33-109F7
- report of fund performance, Form 81-106F1
- securities distribution, notice of intention to, Form 45-102F1
- short form prospectus, Form 44-101F1
- simplified prospectus of a mutual fund, Form 81-101F1
- submission to jurisdiction
  - designated credit rating organization, Form 25-101F2
  - issuer filing prospectus, NI 41-101, App. B
  - non-issuer in connection with prospectus, NI 41-101, App. C
  - non-resident advisers, Rule 35-502, App. A
  - partners, officers and representatives of non-resident adviser, Rule 35-502, App. B
  - U.S. agents, Form 35-101F2
  - U.S. broker-dealers, Form 35-101F1
- surrender of individual categories, Form 31-103F2

### Forward-looking information

- defence, re, OSA 132.1, 138.4(9), (10); OPS 51-604
- defined, OSA 1(1)
- disclosure, NI 51-102, 4A.3, 4B.3
- future-oriented financial information
  - assumptions, NI 51-102, 4B.2
  - defined, NI 51-102, 1.1
  - disclosure, NI 51-102, 4B.3
  - selective disclosure, NPS 51-201, Part V
- guidance, CSAN 51-330
- reasonable basis, NI 51-102, 4A.2
- updating, NI 51-102, 5.8
- valuations, not applicable to, MPS 61-101CP, s. 5.1(7)

### Fund facts documents

- defined, NI 81-101, s. 1.1

- form of, Form 81-101F3
- lapse date, Form 81-101, s. 2.5
- lapse date — Ontario, Form 81-101, s. 2.5.1
- requirement to file, NI 81-101, s. 2.1
- supporting documents, NI 81-101, s. 2.3
- website, posting to, NI 81-101, s. 2.3.1

## G

### Generally accepted accounting principles

- changeover to IFRS
  - disclosure, CSAN 52-320
  - issues, CSAN 52-324
  - transition disclosure review, CSAN 52-326; OSCN 52-718
- defined, Reg. 1(3); NI 14-101
- early adoption of IFRS, CSAN 52-321, 52-324
- exception at discretion of Director and OSC, Reg. 2(4)
- financial statements to be prepared in accordance with, Reg. 2(1); NI 52-107; NI 81-106, s. 2.6
- non-Canadian GAAP, NI 52-107, NI 52-112, CSAN 42-303, 52-321
  - exemption, interim class order, OSP 52-502, OSC Rule 52-503
- non-Canadian issuers, Reg. 1(4), 57; NI 52-107; NI 71-102
- non-GAAP earnings measures, CSAN 52-306, 52-329; OSCN 52-720, NPS 41-201
- reservation in auditor's report, NI 52-107; NI 81-106, s. 2.7

### Generally accepted auditing standards

- defined, Reg. 1(3); NI 14-101
- non-Canadian GAAS, NI 52-107; CSAN 42-303
- requirement to use, Reg. 2(2), NI 52-107; NI 81-106, s. 2.7

### Going private transactions, *see Business combinations*

## I

### Income trusts and other indirect offerings

- continuous disclosure review, CSAN 51-310, 51-319
- conversion to, CSAN 51-301
- national policy, NPS 41-201

### Independent review committee

- disclosure
  - annual information form, Form 81-101F2, Item 4
  - prospectus, Form 41-101F2, Item 19.4
  - simplified prospectus, Form 81-101F1, A.5(3.1) and B.4(3.1)
  - function, NI 81-107, Part 4
  - generally, NI 81-107
  - report to securityholders, NI 81-107, s. 4.4
- frequently asked questions, CSAN 81-317

### Information circular

- availability to public, OPS 13-601
- business combinations under MJDS, NI 71-101, Part 13
- change of auditor, NI 51-102, s. 4.11; NI 81-106, Part 13
- contents

## Index

### Information circular (*cont'd*)

- business combinations, Rule 61-501, s. 4.2
- corporate governance, OSCN 51-712
- general, Form 51-102F5
- related party transactions, Rule 61-501, s. 5.3
- reorganization re restricted shares, Rule 56-501, s. 3.2
- restricted shares, NI 51-102, Part 10; Rule 56-501, s. 2.3
- defined, OSA 84
- distribution to unregistered shareholders, NI 54-101
- filing, NI 13-103; NI 51-102, s. 9.3; NI 81-106, s. 12.4
- foreign issuers, NI 71-102, ss. 4.6 and 5.7
- form, Form 51-102F5
- forwarding by registrant, OSA 49
- frequently asked questions, CSAN 51-311, Part F
- mineral projects, NI 43-101
- offence re misleading or untrue statement, OSA 122
- order re provision or amendment
  - by OSC, OSA 127(1)5
  - by court, OSA 128(3)3
- other jurisdictions, NI 71-102
- requirement to deliver, OSA 86; NI 51-102, s. 9.1; NI 81-106, s. 12.2
- requirement to file by reporting issuer, OSA 81, 82; NI 51-102, s. 9.3; NI 81-106, s. 12.4

### Information processor

- defined, NI 21-101, s. 1.1
- filing requirements, NI 21-101, Part 14
- transparency of corporate debt securities, CSAN 21-316

### Insider bids

- defined, MI 61-101, s. 1.1
- directors, role in, MPS 61-101CP, Part 7
- disclosure, valuation, review and approval requirements, and recommended procedures re, MI 61-101, Part 2

### Insider reports, *see Insiders, reporting requirements*

### Insider trading, *see Material change, trading where undisclosed*

### Insiders

- deemed
  - issuer, officers and directors, NI 55-104, s. 1.2(2)
  - reporting issuer mutual fund, distribution company of, OSA 1(7)
  - reporting issuer mutual fund, management company of, OSA 1(7)
  - reporting issuer, officers and directors of, NI 55-104, s. 1.2(3)
- definition, OSA 1(1)
- mutual funds, *see Mutual funds, Insiders*
- questions on, CSAN 55-310, 55-312, 55-315, 55-316
- reporting insider, NI 55-104, s. 1.1
- reporting requirements
  - automatic disposition plans, CSAN 55-317, OSCN 55-701
  - automatic purchase plans, NI 55-104, Part 5; OSCN 55-701; CSAN 55-315

- derivatives, NI 55-104; CSAN 55-312
- electronic, NI 55-102, Part 2
- execution, Reg. 174
- exemption for certain issuer events, NI 55-104, Part 8
- exemption for certain issuer grants, NI 55-104, Part 6
- exemption for eligible institutional investors, NI 62-103, Part 9
- exemption for insiders of investment issuers, NI 55-104, Part 9
- form of report, Form 55-102F2, F6; CSAN 55-307
- frequently asked questions, CSAN 55-315, 55-316
- general exemptions, NI 55-104, Part 9
- generally, NI 55-102 to Rule 55-502
- issuer grant reports, NI 55-104, Part 6; CSAN 55-315
- normal course issuer bids, NI 55-104, Part 7
- obligations, OSA 107; Reg. 173; NI 55-104, Parts 3 and 4
- publicly disclosed transactions, NI 55-104, Part 7
- related financial instruments, NI 55-104, Part 3; CSAN 55-315
- System for Electronic Disclosure by Insiders, NI 55-102; CSAN 55-310, 55-312

### Insurance

- companies, *see Financial Institutions*
- not a security, OSA 1(1)“security”
- variable insurance contract prospectus and registration exemption, NI 45-106, s. 2.39

### Insurance companies, *see Financial Institutions*

### International Financial Reporting Standards, *see Generally accepted accounting principles*

### Internet

- delivery of documents, NPS 11-201
- trading securities using, NPS 47-201

### Investigation

- credit for cooperation, OSCN 15-702
- disclosure, OSA 16, 17; OSCN 15-703
- documents
  - orders to produce, OSA 13(1), OSCN 15-708
  - seizure and inspection, OSA 13(3), (6)
- enforcement guidance, OSCN 15-707
- evidence obtained during, confidential nature of, OSA 16
- financial examination order, OSA 12
- grounds, OSA 11(1)–11(2)
- Minister ordering, OSA 11(5)
- order, OSA 11
- order to pay costs of, OSA 127.1
- power of investigator or examiner, OSA 13
- report of, OSA 15
- report on
  - delivery to Minister, OSA 15(2)
  - delivery to OSC, OSA 15(1)
- scope, OSA 11(3)

## Index

### Investigation (*cont'd*)

- witness
- counsel, right to, OSA 13(2)
- summoning of, OSA 13(1)

### Investigation and examination

- forms, Reg. 163.2
- service of summons
- individuals, Reg. 163
- persons who are not Individuals and on Companies, Reg. 163.1

### Investment fund manager

- approvals for change of control, NI 81-102
- defined, OSA 1(1)
- exemption from registration, OSA 35.1; NI 31-103, ss. 8.26.2–8.29
- non-resident, MI 32-102
- registration requirement, OSA 26(4), *see also Registration, investment fund manager*

### Investment funds, *see also Mutual funds*

- amendments to an ETF prospectus or an ETF facts document, NPS 41-101CP, s. 5A.7
- annual information form, NI 81-101; NI 81-106, Part 9; Rule 51-501
- bail-in debt, CSAN 81-331
- Branch annual report, OSCN 81-712, 81-716
- character conversion transactions, OSCN 81-719
- continuous disclosure requirements, NI 81-106; CSAN 81-315
- continuous disclosure review program, OSCN 81-705, 81-709, 81-718, 33-733
- conversion from closed-end to open-end, OSCN 81-711
- deferred sales charges, OSCN 81-730
- defined, OSA 1(1); NI 51-102, s. 1.1; NI 81-106, s. 1.1; NPS 45-106CP, s. 2.5; OPS 45-501CP, s. 4.4
- delivery of ETF facts document for, NI 41-101, Part 3C
- disclosure re changeover to IFRS, CSAN 52-320
- documents requested by, NI 41-101, s. 15.3
- embedded commissions, CSAN 81-332
- ETF facts document requirements, NI 41-101, Part 3B
- expense allocation practices, OSCN 11-763
- filing of ETF facts documents without a prospectus, NI 41-101, Part 3D, NPS 41-101CP, s. 5A.6
- financial statements, *see also Financial statements*
  - annual, OSA 78; NI 81-106, s. 2.1
  - approval, NI 81-106, s. 2.5
  - contents, NI 81-106, Part 3
  - FAQ, CSAN 81-315, Part 8
  - interim, NI 81-106, s. 2.3
- foreign ETFs, cross-listing, OSCN 81-715
- hedge funds, CSAN 81-316
- independent review committee for, NI 81-107; CSAN 81-317
- information required in a prospectus, OSCN 81-714

- management reports on fund performance, NI 81-106, Part 4; CSAN 81-315, Part B, 52-320
- material change reports, NI 81-106, Part 11
- non-redeemable, OSA 1(1); Rule 14-501, s. 1.1(3); NI 51-102, s. 1.1; NI 81-106, s. 1.1
- oversight body, OSA 121.4; NI 81-107
- prospectus exemptions, NI 45-106, s. 2.18–2.21
- prospectus form, Form 41-101F2, 81-101F1; OSCN 81-714
- proxy voting disclosure, NI 81-106, Part 10; CSAN 81-315, Part G
- quarterly portfolio disclosure, NI 81-106, Part 6; CSAN 81-315, Part F
- re exemptions from certain repurchase transactions requirements for, OSC Blanket Order 81-930
- securities valuation practices, OSCN 11-763
- standard of care for manager, OSA 116

### Issuer, *see also Reporting issuer*

- defined, OSA 1(1)

### Issuer bids, *see also Bids*

- acquisition restrictions during, NI 62-104, s. 2.3
- circulars, *see also Bids, circulars*
  - form, Form 62-104F2
- defined, OSA 89; Rule 14-501
- directors, role in, MPS 61-101CP, Part 7
- disclosure, valuation, review and approval requirements, and recommended procedures re, MI 61-101, Part 3
- exempt bids, NI 45-106, s. 2.29
- making bid, OSA 90
- securities exchange
  - prospectus exemption, NI 45-106, s. 2.16; NPS 45-106CP, s. 4.5
  - short form disclosure, NI 44-101, 13.1

## L

### Labour Sponsored Investment Fund corporation (LSIF)

- continuous disclosure review program, OSCN 81-705
- course, Rule 31-502, s. 2.6
- exemptions from
  - cease distribution order, Reg. 239
  - mutual fund requirements, Reg. 244
- insider trading reporting, Reg. 241
- investments by not resulting in designation as a substantial security holder, Reg. 242
- LSIF defined, Rule 14-501
- policies and practices not applying to, Reg. 240
- promoters, employee organization deemed not to be, Reg. 235
- prospectus
  - form, Form 41-101F2
  - receipts re, Reg. 238
  - requirements, NI 41-101
- regulations, Reg. 255
- trading by mutual fund dealers, NI 31-103, s. 7.1

## Index

- Labour Sponsored Investment Fund corporation (LSIF) (*cont'd*)
- valuation report, Reg. 243; NI 81-106, Part 8

### Letters of request

- applications, OSA 152

### Liabilities

- civil, *see Civil liabilities*
- offences, *see Offences*

## M

### Management's discussion and analysis (MD&A)

- annual MD&A
- audit committee review, NI 52-110, s. 2.3
- content, Form 51-102F1; CSAN 51-308
- delivery, NI 51-102, s. 5.6; Rule 51-501, Part 3
- current economic conditions, CSAN 51-328
- disclosure re changeover to IFRS, CSAN 52-320, 52-328
- environmental reporting, CSAN 51-333; OSCN 51-716, 51-717
- frequently asked questions, CSAN 51-311, Part C
- interim MD&A, NI 51-102, Part 5; OSCN 51-708, 52-713
- MD&A defined, NI 51-102, s. 1.1; Rule 14-501
- OSC staff review, OSCN 51-713, 51-706

### Margin contracts

- dealer buying in competition with customer, OSA 47

### Marijuana-related activities (U.S.)

- issuers with, CSAN 51-352

### Market clearing corporation

- recognized, Rule 91-502

### Market intermediary

- compliance function, OSCN 33-726
- defined, Rule 14-501
- issuer as, OPS 45-501CP, s. 3.6
- registration exemptions, Rule 45-501, s. 3.0.1

### Market Regulation Branch

- 2010 annual report, OSCN 21-704

### Market Regulation Services Inc. (RS), *see Investment Industry Regulatory Organization of Canada (IIROC)*

### Marketplace

- business continuity planning, OSCN 11-764; CSAN 11-321
- dark liquidity, CSAN 23-308, 23-311
- defined, OSA 1(1); NI 21-101 1.1, 1.2; NPS 21-101CP, Part 2
- disclosure of transaction fees, NI 21-101, Part 10
- Foreign Marketplaces Trading Fixed Income Securities, CSAN 21-328
- information transparency requirements, NI 21-101, Parts 7, 8
- recordkeeping requirements for marketplaces, NI 21-101, Part 11
- systems Incidents, CSAN 21-325, 21-326

### Material change

- amendment to preliminary prospectus or prospectus, OSA 57
- default, OPS 51-601

- defined, OSA 1(1); NI 51-102, s. 1.1; NI 81-106, s. 1.1
- disclosure standards, NPS 51-201
- publication, OSA 75(1); NI 51-102, Part 7
- report
- availability to public, OPS 13-601
- confidential, OSA 75(3)-(4); NI 51-102, s. 7.1(2)-(7); NI 81-106, s. 11.2(2)-(5)
- disclosure of related party transactions, MI 61-101, s. 5.2
- form, Form 51-102F3
- other jurisdictions, NI 71-102, ss. 4.2 and 5.3
- requirement to file, OSA 75(2); NI 51-102, Part 7; NI 81-106, Part 11
- under MJDS, NI 71-101, Part 14
- tipping
- accountability to reporting issuer, OSA 134(4)
- civil liability, OSA 134(2), (6)
- defence, OSA 76(4)
- fine, OSA 122(6)
- offence, OSA 76(2)-(3.1)
- trading where undisclosed
- accountability to reporting issuer, OSA 134(4)
- civil liability, OSA 134(1), (6)
- defence, OSA 76(4); Reg. 175
- fine, OSA 122(6)
- guidelines for registrants to prevent, OPS 33-601
- offence, OSA 76(1)

### Material fact

- certificate in prospectus, OSA 58, 59
- defined, OSA 1(1)
- disclosure standards, NPS 51-201
- requirements for prospectus, OSA 56
- tipping, *see Material change, tipping*
- trading where undisclosed, *see Material change, trading where undisclosed*

### MFDA Investor Protection Fund

- approval order, Reg. 110

### Mining companies, *see Natural resource companies*

### Misrepresentation

- circulars
- defences, OSA 131(4)-(7), 132.1
- civil liability for, OSA 131(1)-(3)
- continuous disclosure documents, OSA Part XXIII.1
- defined, OSA 1(1)
- offering memorandum
- right of action, OSA 130.1, OSCN 45-705
- prospectus
- civil liability for, OSA 130
- refusal to issue receipt, OSA 61(2)(a)

### Multijurisdictional Disclosure System

- described, NI 71-101, NPS 71-101CP
- implemented, Rule 71-801

## Index

### Multijurisdictional Disclosure System (*cont'd*)

- notice re lapse of SEC no-action letter, OSCN 48-701

### Multiple Jurisdictions

- applications, re, NPS 11-203; NI 81-102
- exemptive relief applications, NPS 11-203
- failure-to-file cease trade orders, MI 11-103; NP 11-207
- prospectuses, NPS 11-202
- registration, NPS 11-204

### Mutual funds, *see also Investment funds*

- capital accumulation plans, CSAN 81-312
- confirmation of trade, OSA 36; NI 31-103, s. 14.12, 14.13
- corporate sponsored plans, Rule 45-501, 2.8
- continuous disclosure obligations, NI 81-106
- continuous disclosure review program, OSCN 81-705
- custodian, NI 81-102, Part 6
- dealers, *see Dealers, Mutual Fund Dealers Association (MFDA)*
- definitions
  - general, OSA 1(1)
  - “mutual fund in Ontario”, OSA 1(1)
- FAQs on Stage 2 of Point of Sale Disclosure, OSCN 81-721
- filings re
  - electronic, NI 13-103
  - relieving orders re, OSA 117(2)
  - when required, OSA 117(1)
- financial statements, *see also Financial statements*
  - additional disclosure, NI 81-102, s. 17.2
  - annual, OSA 78; NI 81-106, s. 2.1
  - approval, NI 81-106, s. 2.5
  - contents, NI 81-106, Part 3
  - interim, OSA 77(2); NI 81-106, s. 2.3
  - prospectus requirements, NI 41-101, Part 4
- foreign ETFs, cross-listing of, OSCN 81-715
- fundamental changes, NI 81-102, Part 5
- general, NI 81-102; BOR 81-902
- independent review committee, NI 81-107; CSAN 81-317
- insiders
  - application for exemption, OSA 121(2)
  - trade prohibitions, OSA 119
- investments by
  - fees payable on, OSA 115
  - mortgages, in, NPS 29
  - permitted, NI 81-102, Part 2
  - prohibited, *see Mutual funds, prohibited investments*
- labour sponsored investment fund corporation, *see Labour Sponsored Investment Fund Corporation*
- letters of authorization, OSCN 81-704
- management, standard of care, OSA 116; NI 81-107, s. 3.9
- management expense ratio, NI 81-106, Part 15
- management reports on fund performance, NI 81-106, Part 4
- material change reports, NI 81-106, Part 11

- Mutual Fund Dealers Association, *see Mutual Fund Dealers Association (MFDA)*
- mutual funds, investments in other, NI 81-102, s. 2.5
- mortgage investment entities, OSCN 81-722
- powers of attorney, limited, OSCN 81-704
- prohibited investments
  - conflicts of interest, NI 81-102, Part 4
  - exemptions, NI 81-107, Part 6
  - loans, OSA 111(1), OSA 112, 114
  - relieving orders re, OSA 113
  - responsible persons, in, OSA 118, NI 81-107, s. 6.2
  - substantial security holders, in 111(2), OSA 112
- prospectus contents, *see also Prospectuses*
  - financial statements, NI 41-101, Part 4
  - requirements, NI 41-101, 81-101
  - simplified, NI 81-101; Form 81-101F1
- proxy voting disclosure, NI 81-106, Part 10
- reinvestment plans, prospectus exemptions, NI 45-106, s. 2.18
- related person or company re
  - definition, OSA 106(1)
  - issuers, when deemed to be, OSA 106(2)(a)
- rescission of security purchase, OSA 137
- sales practices, NI 81-105
- sales communications, NI 81-102, Part 15
- significant interest in issuer, OSA 110(2)(a)
- substantial security holder of issuer, OSA 110(2)(b)

### Mutual Fund Dealers Association (MFDA)

- recognition as a self-regulatory organization, OSA 21.1
- requirement to join, NI 31-103, s. 9.2
- mystery shopping for advice, OSCN 31-715

## N

### National Registration Database (NRD)

- general, NI 31-102
- National Registration System, *see Registration, National Registration System*

### Natural resource companies

- annual filings re oil and gas activities, NI 51-101; CSAN 51-313
- disclosure of abandonment and reclamation costs, CSAN 51-345
- investor presentations, CSAN 43-309
- glossary, CSAN 41-324
- management’s discussion & analysis for mining issuers, OSCN 51-722
- mineral brine projects, OSCN 43-704
- mining technical disclosure, pre-filing review, OSCN 43-706
- property report, requirements to file with prospectus, NI 43-101, 4.2; OSCN 43-306
- oil and gas reports, NI 51-101; CSAN 51-310
- preliminary economic assessment, CSAN 43-307
- professional organizations, additional, CSAN 43-308, 51-309
- reports on mining properties, NI 43-101, Parts 4-6

## Index

### Natural resource companies (*cont'd*)

- resource estimates in technical reports, CSAN 43-311
- resources other than reserves data, CSAN 51-327
- obligation to file a technical report, NI 43-101, Part 4
- prospectus disclosure
  - mineral projects, Form 41-101F1, 5.4
  - oil and gas activities, Form 41-101F1, 5.5; NI 51-101
- standards of disclosure for mineral projects, NI 43-101; CSAN 43-302; OSCN 43-704, 43-705, 51-712

## O

### Offences

- defence of intended compliance, OSA 140(2)
- evidence, certified statements, OSA 139
- fraud, OSA 126.1
- general offences
  - contravention of *Securities Act* or Regulations, OSA 122(1)(c)
  - misleading statements, OSA 122(1)(a)–122(1)(b), 126.2
- market manipulation, OSA 126.1
- misleading or untrue statements, OSA 126.2
- penalties re
  - compliance order, OSA 127(1)5
  - general offences, for, OSA 122(1)
- proceedings re
  - evidence, *see Offences, evidence*
  - information re, OSA 124
  - limitation period, OSA 129.1
  - Commission's consent re, OSA 122(7)

### Offering memorandum

- availability, OPS 45-501CP, s. 5.7
- content, OPS 45-501CP, s. 5.4
- defined, OSA 1(1); Rule 14-501; OPS 45-501CP, s. 5.1
- mineral projects, NI 43-101
- preliminary, OPS 45-501CP, 5.6
- requirement to deliver, Rule 45-501, Part 5; OPS 45-501CP, Part 5
- requirement to deliver to OSC, Rule 45-501, 5.4
- review, OPS 45-501CP, s. 5.5
- right of action, OSA 130.1; Rule 45-501, s. 5.2; OPS 45-501CP, s. 5.3; OSCN 45-705

### Officer

- certification of financial statements, MI 52-109; CSAN 52-315
- defined, OSA 1(1)
- executive officer
  - disclosure of compensation, NI 51-102F6
  - review of executive compensation disclosure, OSCN 51-706
- information provided with preliminary prospectus, NI 41-101, 9.1
- insider, as, OSA 1(1), 1(8), 1(9); CSAN 55-314
- non-corporate issuers, NPS 41-106CP, s. 2.3
- offences, OSA 122(3)
- order prohibiting acting as, OSA 128(3)7

- past conduct or financial condition of, OSA 61(2)
- person in a special relationship, OSA 76(5)
- registered, duty to customers, Rule 31-505, s. 2.1(2)
- registration information, Form 33-109F4
- required to sign prospectus certificate, OSA 58

### Oil and gas companies, *see Natural resource companies*

### Ontario Securities Commission

- closed dates, CSAN 13-315 (Revised)
- continuation of, OSA 3(1)
- delegation of authority, OSA 3(2)
- distribution of amounts received by OSC under disgorgement orders and payment of related administrative costs, Rule 11-502
- exemption from underwriting conflicts disclosure requirements, OSCN 33-509
- experts
  - appointment, OSA 5(1)
  - duties, OSA 5(2)
  - payment, OSA 5(3)
- hearings by, *see also Investigation*
  - commencement, Rules of Procedure and Forms
  - cost awards, Rules of Procedure and Forms
  - decisions, Rules of Procedure and Forms
  - member who ordered disqualified from sitting on, OSA 3(3)
  - procedures, Rules of Procedure and Forms
- immunity from damages, OSA 141
- members
  - composition, OSA 3(2)
  - Director, *see Director (of OSC)*
  - powers of
    - administrative penalties, OSA 127(1)9
    - advertising restrictions, OSA 50
    - audit orders, OSA 21.8, 21.9, 21.10
    - cease trading orders, OSA 127(1)2; OPS 57-602, 57-603
    - cost awards, OSA 127.1; Rules of Procedure and Forms
    - clearing agencies, *see Clearing agencies*
    - compliance orders re *Securities Act* bid provisions, OSA 104
    - disgorgement orders, OSA 127(1)10
    - extraordinary circumstances, OSA 2.2
    - investigation orders, *see Investigation*
    - order to pay costs, OSA 127.1
    - property freeze orders, *see Property freeze orders*
    - prospectuses, issuance of receipts re, OSA 61(4)–61(8)
    - registrants' audit by-laws, approval of, OSA 21.8
    - required audit or review, OSA 27(4); NI 31-103, s. 12.8
    - restitution order, OSA 122.1
    - self-regulatory organization, OSA 21.1, CSAN 25-307
    - status of distribution of securities, OSA 74(2)–74(3)
    - stock exchanges, *see Stock exchanges*
    - suspend trading, OSA 2.2(3)
    - varying own decisions, OSA 144
- procedures

## Index

### Ontario Securities Commission (*cont'd*)

- applications, OPS 2.1; NPS 11-203; NPS 12-201 to OSCN 12-703
- generally, Rules of Procedure and Forms
- joint hearings with other securities administrators, Rules of Procedure and Forms
- public availability of filed materials, OPS 13-601
- review of decisions, OSA 8, 21.7
- Securities Advisory Committee to, OPS 11-601; OSCN 11-737, 11-742 (Revised)
- Small Business Advisory Committee to, OPS 11-601
- statement of priorities for financial year to end March 31, 2024, OSCN 11-797

## P

### Passport System, *see also* Multiple Jurisdictions

- designated rating organization, application to become, MI 11-102
- discretionary exemptions, MI 11-102
- prospectus, MI 11-102
- registration, MI 11-102
- reporting issuer, application to cease to be, MI 11-102

### Preservation of property, *see* Property freeze orders

### Principal protected notes

- concerns of the CSA, CSAN 46-303, 46-304, 46-305, 46-306

### Private issuer

- first trade in securities of former, NI 45-102, s. 2.6
- prospectus exemption, NI 45-106, s. 2.4; NPS 45-106CP, s. 3.6
- trade under the *Execution Act*, Rule 45-501, 2.7

### Private mutual fund

- defined, OSA 1(1)
- exemption
  - prospectus, Rule 45-106, s. 2.20, 2.21
  - registration, NI 31-103, ss. 8.10, 8.11

### Private placements, *see* Prospectuses, exemptions from

### Promoter

- certificate in prospectus, OSA 58
- defined, OSA 1(1)
- labour sponsored investment fund corporation, Reg. 235
- mutual funds
  - initial investments, NI 81-102, 3.1
  - prohibition against reimbursement of organization costs, NI 81-102, 3.3
- order prohibiting acting as, OSA 128(3)7
- refusal to issue receipt for prospectus
  - financial condition, OSA 61(2)(d)
  - past conduct, OSA 61(2)(e)

### Prompt Offering Qualification System (POP System), *see* Short form prospectus system

### Property freeze orders

- grounds, OSA 126(1)

- notice to land registry offices, OSA 126(4)
- review of order, OSA 126(5)

### Prospecting syndicates

- filing
  - *Business Names Act*, non-application upon, OSA 51(3)
  - limited liability of members upon, OSA 51(1)
  - receipt re, OSA 51(2), OSA 51(5)
- registered dealers prohibited from trading, OSA 51(4)

### Prospectuses

- access, NI 41-101, Part 2A
- advertising and marketing, NI 41-101, Parts 13 and 13A, NI 44-101, Part 7, NI 41-102, Part 9A, NI 44-103, Part 4A
- amendments, OSA 57; NI 41-101, Part 6; NPS 11-202, Part 10
- capital pool companies, OPS 41-601
- contents, *see also* Prospectuses, form
  - financial matters, NI 41-101, Part 4; NPS 41-101CP, Part 5; CSAN 42-301a
  - general requirements, OSA 56; NI 41-101
  - income trusts and other indirect offerings, NPS 41-201
  - issuer's certificate, OSA 58
  - mutual fund, *see* Mutual funds, prospectus contents
  - preliminary prospectus, OSA 54
  - statement of rights, purchaser's, OSA 60; NI 41-101, Part 18
  - underwriter's certificate, OSA 59
- defects in, trading halted pending revisions, OSA 68
- delivery to purchaser, *see also* Distribution of securities
  - after entering into agreement of purchase and sale, OSA 71(1)
  - by electronic means, NPS 11-201, 47-201
  - distribution list, OSA 67
  - fund facts document, NI 81-101, s. 3.2
  - on request by purchaser in receipt of summary statement, OSA 63(6)
  - waiting period, during, OSA 66
- escrow agreements and, OSA 61(2)(f); NPS 46-201
- exemption for new reporting issuers, OSC Blanket Order 45-930
- exemptions from, *see also* Prospectuses, filing
  - accredited investor, NI 45-106, s. 2.3; NPS 45-106CP 3.5
  - affiliates, NI 45-106, s. 2.8
  - asset acquisition, NI 45-106, s. 2.12; NPS 45-106CP, s. 4.3
  - business combination, NI 45-106, s. 2.11; NPS 45-106CP, s. 4.2
  - certain conditions of listed issuer financing exemption, OSC Blanket Order 45-935
  - certain prospectus and disclosure requirements, OSC Blanket Order 41-930
  - control block sales, NI 45-102, s. 2.8; Form 45-102F1; NI 45-106, Part 4
  - control person pledge, NI 45-106, s. 2.32
  - conversion, exchange or exercise, NI 45-106, s. 2.42
  - co-operative, Rule 45-501, s. 2.4

## Index

### Prospectuses (*cont'd*)

- corporate sponsored plan, Rule 45-501, s. 2.8
- credit union, Rule 45-501, s. 2.5, 2.6
- debt, in exchange for, NI 45-106, s. 2.14; NPS 45-106CP, s. 4.4
- dividends and distributions, NI 45-106, s. 2.31
- employees, senior officers, directors, consultants, NI 45-106, ss. 2.22–2.29
- evidence of deposit, NI 45-106, s. 2.41
- Execution Act, Rule 45-501, s. 2.7
- first trades after, NI 45-102
- generally, NI 45-106; Rule 45-501
- government incentive security, Rule 45-105, ss. 2.1, 2.2
- guaranteed debt, NI 45-106, s. 2.34
- indebtedness under security agreement, NI 45-106, s. 2.37
- investment funds, NI 45-106, ss. 2.18–2.21
- investment limit under offering memorandum prospectus exemption to exclude reinvestment amounts, OSC Blanket Order 45-933
- isolated trades, NI 45-106, s. 2.30; NPS 45-106CP, s. 4.6
- issuer acquisition or redemption, NI 45-106, s. 2.15
- listed issuers, NI 45-106, OSCN 45-330
- local, CSAN 45-304
- minimum investment, NI 45-106, s. 2.10; NPS 45-106CP, s. 3.9
- mortgages, NI 45-106, s. 2.36; NPS 45-106CP, s. 4.7
- not for profit issuer, NI 45-106, s. 2.38; NPS 45-106CP, s. 4.8
- Ontario financing authorities, O.Reg. 85/05 generally
- order re, OSA 74
- petroleum, natural gas and mining properties, NI 45-106, s. 2.13
- pre-filing confidential review, OSCN 43-310
- principal protected notes, CSAN 46-303, 46-304, 46-305, 46-306
- private issuer, NI 45-106, s. 2.4; NPS 45-106CP, s. 3.6
- recognized options, Rule 91-502, Rule 91-505
- registered plans, NI 45-106, s. 2.40
- reinvestment plans, NI 45-106, s. 2.2
- reorganization, NI 45-106, s. 2.11; NPS 45-106CP, s. 4.2
- reports re exempt trades, NI 45-106, Part 6; Rule 45-501, Part 6; Form 45-106F1; NPS 45-106CP, s. 5.1; CSAN 45-308; CSAN 45-325; OPS 45-501CP, s. 6.1
- self-certified investors, OSCN 45-507, Rule 45-508
- short term debt, NI 45-106, s. 2.35
- short-term securitized products, NI 45-106, ss. 2.35.1–2.35.4
- underwriter, NI 45-106, s. 2.33
- variable insurance contract, NI 45-106, s. 2.39
- well-known seasoned issuers, OPS 44-501, OPS 44-502
- exemptions from certain requirements evidenced by a receipt, OSCN 41-703
- fees, Rule 13-502, App. C, Item A
- filing, *see also Prospectuses, refiling*
- electronic, NI 13-103
- experts' consent, NI 41-101, 10.1; NI 44-101, 4.4; NI 43-101, Part 8
- lapse date, OSA 62(1)
- mandatory prior to trading, OSA 53(1)
- materials, NPS 11-202, Part 4
- technical report re mineral projects, NI 43-101, Part 4
- forms, *see also Prospectuses, contents*
- ETF facts document, information required, Form 41-101F4
- exempt trade reports, Form 45-106F1, CSAN 45-325
- long form, Form 41-101F1, Form 41-101F2
- investment fund, Form 41-101F2
- non-investment fund, Form 41-101F1
- mutual fund, Form 81-101F1
- scholarship plan, Form 41-101F3
- short form, Form 44-101F1
- IPO share structure issues, CSAN 41-305
- Labour Sponsored Investment Fund corporation, re, *see Labour Sponsored Investment Fund corporation (LSIF)*
- linked notes distributed under shelf prospectus, CSAN 44-304
- marketing materials
- after final receipt, NI 41-101, s. 13.8
- defined, NI 41-101, s. 1.1
- during waiting period, NI 41-101, s. 13.7
- Mortgage and Real Estate Investment Trusts and Partnerships, OPS 5.3
- mineral projects
- disclosure, NI 43-101, Part 2, 3; CSAN 43-302
- filing requirements, NI 43-101, Part 4
- multiple jurisdictions, NPS 11-202
- mutual funds, NI 81-101
- post-receipt pricing, NI 44-103
- pre-file review, CSAN 43-310
- preliminary prospectus
- amendments to re material adverse changes, OSA 57
- contents requirements, OSA 54
- receipt for filing, OSA 55
- receipt
- distributions permitted after, OSA 69
- decision document for multiple jurisdictions, NPS 11-202, Part 7
- evidencing exemptions, OSCN 41-703
- escrow agreement requirement, OSA 61(2)(f); NPS 46-201
- issuance, OSA 61(1); OSCN 41-701
- OSC hearing re, OSA 61(4)–61(8)
- preliminary prospectus, OSA 55
- refusal, grounds for, OSA 61(2), CSAN 41-307 (Revised)
- refusal, notice of, OSA 8(1)
- refiling
- effect of failure to do so, OSA 62(4)
- extension of time re, OSA 62(5)
- generally, OSCN 51-711
- when required, OSA 62

## Index

### Prospectuses (*cont'd*)

- reporting issuers, filing to become, OSA 53(2)
- review, NPS 11-202, Part 5
- road shows
  - after final receipt, NI 41-101, s. 13.10, NPS 47-201, s. 3.7
  - defined, NI 41-101, s. 1.1
  - during waiting period, NI 41-101, s. 13.09
- scholarship or educational plan prospectuses, NPS 15
- securities previously issued, re
  - information required by distributor, orders to provide, OSA 64(1)
  - waiver of requirements, OSA 64(2)
- Shelf Prospectus system, NI 44-102, CSAN 44-305
- short form prospectus
  - equity line, OSCN 43-702
  - general, OSA 63(1)–63(2)
  - issuer's and dealer's certificates re, OSA 63(2)
  - requirements, NI 44-101
  - special warrants, NI 41-101, 2.4
  - standard term sheets
    - after final receipt, NI 41-101, s. 13.6
    - defined, NI 41-101, s. 1.1
    - during waiting period, NI 41-101, s. 13.5
  - summary statement, OSA 63

### Proxies

- discretionary authority
  - prohibitions, NI 51-102, s. 9.4(9)
  - what may be granted, NI 51-102, s. 9.4
- electronic delivery, NPS 11-201
- filing, NI 51-102, s. 9.3; NI 81-106, s. 12.4
- form
  - contents, NI 51-102, s. 9.4
- solicitation
  - beneficial owners, NI 54-101; CSAN 54-301
  - information circular requirement, OSA 86; Form 51-102F5
  - mandatory, OSA 85; NI 51-102, s. 9.1; NI 81-106, s. 12.2
  - notice-and-access, NI 51-102, s. 9.1.1; NI 54-101, s. 2.7.1
  - voting by ballot, OSA 87
- voting disclosure for portfolio securities held, NI 81-106, Part 12

### Purposes

- defined, OSA 1.1
- principles to consider, OSA 2.1

## Q

### Quotation and trade reporting system, *see also Marketplace*

- cyber security, CSAN 11-326, 11-332
- defined, OSA 1(1); NPS 21-101CP, s. 3.2
- monitoring and enforcement, NI 23-101, Part 7
- MOU re oversight, IA-5, IA-17
- recognition of, OSA 21.2.1; NI 21-101, Part 4

- recognized defined, OSA 1(1)
- requirements, NI 21-101, Part 5
- voluntary surrender of recognition, OSA 24.1

## R

### Real Estate Investment Trusts

- Real Estate Investment Trusts, OSCN 51-724

### Receiver

- appointment
  - court order, by, OSA 129(1)
  - ex parte application for, OSA 129(3)
  - grounds, OSA 129(2)
  - powers, OSA 129(5)

### Registrants, *see also Registration; Dealers; Adviser*

- acquisition of other registered firm, NI 31-103, s. 11.9
- allocation of investment opportunities, NI 31-103, ss. 14.3, 14.10
- assigning client accounts, NI 31-103, s. 14.11
- best execution, CSAN 23-303
- broker-dealer registration as exempt market dealer, CSAN 31-327, 31-331, 31-333
- business continuity planning, OSCN 11-759, 11-764; CSAN 11-321
- capital requirements, NI 31-103, s. 12.1
- client statements, NI 31-103, s. 14.14; CSAN 31-313
- communication with, OSCN 33-737
- complaints, NI 31-103, ss. 13.14–13.16
- compliance reviews, OSA 20; OSCN 33-724, 33-725, 33-728, 33-730, 33-731, 33-732, 33-734, 33-736, 33-738, 33-742
- confidential information, NI 33-102, Part 3
- conflict of interest
  - acting as corporate directors, NPS 34-202
  - dealing with clients, NI 31-103, s. 13.4–13.6; CSAN 31-313
- cyber security, CSAN 11-326, 11-332
- dispute resolution, NI 31-103, s. 13.16
- duties, OSA 32; Rule 31-505, 2.1
- financial condition, NI 31-103, Part 12; CSAN 31-313, 31-314
- financial records
  - acceptable accounting principles and auditing standards, NI 52-107
  - delivery to regulators, OSA 21; NI 31-103, ss. 12.10–12.14; CSAN 31-313, 31-314
  - grandfathering exemptions, NI 31-103, Part 16; CSAN 31-315
- internal controls and systems, NI 31-103, Part 11
- know your client and suitability, NI 31-103, s. 13.2, 13.3, CSAN 31-336
- lending to clients, NI 31-103, s. 13.12
- leverage disclosure, NI 31-103, s. 13.13
- non-resident, OSA 35.2; NI 35-101 to Rule 35-503; NI 31-103, ss. 8.18, 8.26, 8.26.1, 14.5, 14.7; CSAN 31-313
- registered firm acquiring securities, NI 31-103, s. 11.10
- referral arrangements, NI 31-103, s. 13.7–13.11; CSAN 31-313

## Index

### Registrants (*cont'd*)

- relationship disclosure, NI 31-103, s. 14.2; CSAN 31-313, 31-319, 31-334, 31-335, 31-337
- representations, OSA 44
- revocation, NI 31-103, Part 6
- right to be heard, OSA 31
- selling client accounts, NI 31-103, s. 14.11
- soft dollars, CSAN 23-303
- straight-through processing, OSCN 33-721; CSAN 24-301
- subordination, agreement, NI 31-103, s. 12.2
- suitability, NI 31-103, s.13.3
- suspension, OSA 127(1); NI 31-103, Part 6
- terrorist financing, reporting obligations re, CSAN 31-352
- tied selling, NI 31-103, ss. 11.7, 11.8, OSCN 33-753
- transitional exemptions, NI 31-103, Part 16; CSAN 31-315

### Registration, *see also Registrants*

- adviser
  - bonding requirements, *see Registration, bonding requirements*
  - capital requirements, *see Registration, capital requirements*
  - categories, OSA 26(6); NI 31-103, s. 7.2
  - international, NI 31-103, s. 8.26; Rule 35-502
  - non-resident, Rule 35-502
- application
  - form, NI 33-109, Part 2
  - information required, Form 33-109F4, 33-109F6
- bonding requirements
  - advisers, NI 31-103, s. 12.4; CSAN 31-313
  - changes, NI 31-103, s. 12.7
  - dealers, general, NI 31-103, s. 12.3; CSAN 31-313
  - global, NI 31-103, s. 12.6
  - investment fund manager, NI 31-103, s. 12.5; CSAN 31-313
  - notice of claims re, NI 31-103, s. 12.7
- cancellation or suspension, OSA 28, 29, 127(1)1; NI 31-103, Parts 6, 10
- capital requirements, NI 31-103, s. 12.1; CSAN 31-313
- changes to information, *see also Registration, amendments to*
  - firm, NI 33-109, Part 3
  - individual, NI 33-109, Part 4
- continuation of, OSA 145
- dealer
  - bonding requirements, *see Registration, bonding requirements*
  - capital requirements, *see Registration, capital requirements*
  - categories, OSA 26(2); NI 31-103, s. 7.1
  - compensation fund participation, Reg. 110
  - non-resident, NI 35-101, NI 31-103, s. 8.18
  - representatives of, *see Registration, representative of dealers*
- education requirements, NI 31-103, ss. 3.4–3.14
- exemptions from
  - advisers, OSA 34; NI 31-103, ss. 8.23–8.26.1
  - advising generally, OSA 34(1); NI 31-103, s. 8.25
  - angel investor group registration exemption, not-for-profit, OSC Rule 32-508

- application for, OSA 74(1), OSA 74(3)
- capital accumulation plan, NI 31-103, s. 8.28
- client mobility, NI 31-103, ss. 2.2, 8.30; CSAN 31-313
- dealer providing advice, NI 31-103, ss. 8.23, 8.24
- derivatives, temporary exemptions when transacting with certain investment funds and for senior derivatives managers, Blanket Order 93-930
- direct purchase plans, Rule 32-501
- director election form of proxy requirement, CSA Blanket Order 51-930
- early-stage business registration exemption, OSC Rule 32-509
- evidence of deposit, NI 31-103, s. 8.15
- financial intermediaries, Rule 45-501, s. 4.1
- generally, OSA Part XVII; NI 31-103, Part 8; Rule 32-501 to OSCN 32-701; Rule 45-501
- international adviser, NI 31-103, s. 8.26; Rule 35-502; CSAN 31-313, 31-352, 31-346
- international dealer, NI 31-103, s. 8.18; CSAN 31-313
- investment fund, non-qualified by adviser, NI 31-103, s. 8.6
- investment funds, NI 31-103, s. 8.7–8.11
- local, CSAN 45-304
- mortgages, NI 31-103, s. 8.12
- mortgage investment entities, CSAN 31-323
- Ontario financing authorities, O.Reg. 85/05 generally
- order re, OSA 74(1)
- plan administrator, NI 31-103, s. 8.16
- private investment club, NI 31-103, s. 8.27
- private investment fund, NI 31-103, s. 8.11
- registered dealer, trade through, NI 31-103, s. 8.5; CSAN 31-313
- reinvestment plans, NI 31-103, s. 8.17
- securities not requiring, O.Reg. 85/05 generally; NI 31-103
- self-certified investor prospectus exemption, report of distributions, OSCN 45-509
- self-directed RESP, NI 31-103, s. 8.19
- selling groups in offerings of securities under a prospectus, exempt market dealer participation, OSC Blanket Order 31-930
- small securityholder selling and purchase arrangements, NI 31-103, s. 8.22; CSAN 31-313
- U.S. broker-dealers and agents, NI 35-101
- variable insurance contract, NI 31-103, s. 8.14
- fees
  - annual, Rule 13-502, Part 3; OSCN 33-741
  - NRD system, MI 13-102, Part 3
- granting by Director, OSA 27
- individuals, NI 31-103, Parts 2–6
  - application for registration and review, NI 33-109, Part 2
  - categories, NI 31-103, Part 2
  - chief compliance officer, NI 31-103, Part 5, CSAN 31-358
  - registration requirements, NI 31-103, Part 3
  - restrictions, NI 31-103, Part 4
  - suspension or revocation, NI 31-103, Part 6

## Index

### Registration (*cont'd*)

- ultimate designated person, NI 31-103, Part 5
- frequently asked questions, CSAN 31-313, 31-314
- insurance requirements, *see Registration, bonding requirements*
- internal controls and systems, NI 31-103, Part 11
- investment fund managers
  - bonding requirements, *see Registration, bonding requirements*
  - capital requirements, *see Registration, capital requirements*
  - category, NI 31-103, s. 7.3
  - exemptions, NI 31-103, ss. 8.26.1–8.29; CSAN 31-323
- national database (NRD), NI 31-102, 33-109; Rule 31-509, OSCN 33-719
- national registration system, NI 31-103; NPS 11-204
- opportunity to be heard, OSA 31; Procedures for Opportunities to be Heard
- portfolio managers, NI 31-103, s. 7.2
- proficiency requirements, NI 31-102, ss. 3.1–3.14; CSAN 31-313, 31-332
- refusal of, notice of decision, OSA 8(1)
- requirements, NI 31-103; NPS 31-103CP; CSAN 31-313
- representative of dealer
  - defined, OSA 1(1)
- surrender, OSA 30
- suspension or cancellation, OSA 28, 29, 127(1)1; NI 31-103, Parts 6, 10
- terms and conditions re
  - bonding requirements, *see Registration, bonding requirements*
  - capital requirements, *see Registration, capital requirements*
  - imposed by Director, OSA 27(3)
  - registration requirements, NI 31-103, Part 3
- terrorist financing, reporting obligations re, CSAN 31-352

### Regulations, *see also Rules*

- Lieutenant Governor in Council and power to make, OSA 2.2(17), 143(2)

### Related issuers

- conflict of interest rules under MJDS, NI 71-101, Part 10
- defined, NI 33-105
- limitations on registrants dealing with
  - advising, NI 81-107, s. 6.1
  - confirmation and reporting of trades, NI 31-103, s. 14.12
  - disclosing to clients, NPS 31-103CP, ss. 13.4, 13.6
  - recommendations, NI 31-103, s. 13.6
  - underwriting, NI 33-105

### Related party transactions

- defined, MI 61-101, s. 1.1
- Disclosure, OSCN 51-723
- disclosure, valuation, review and approval requirements, and recommended procedures re, MI 61-101, Part 5
- minority shareholder approval, MI 61-101, Part 8
- valuations, MI 61-101, Part 6

### Reporting issuer

- application to be designated, OSA 1(11); OPS 12-602

- application to cease to be, OSA 1(10); OSCN 12-703; MI 11-102; NP 11-206
- cyber security, CSAN 11-326, 11-332, 33-321
- defaulting
  - certificate of status, OPS 51-601
  - determination of status, OSA 72(8); OPS 51-601
  - list of, OSA 83
- defined, OSA 1(1)
- emerging markets, OSCN 51-720
- exemption from status, OSA 1(10)
- financial statements, *see Financial statements*
- material change in affairs of
  - confidentiality, request for, OSA 75(3)–75(4); NI 51-102, ss. 7.1(2)–(7); NI 81-106, ss. 11.2(2)–(5)
  - press release re, OSA 75(1); NI 51-102, s. 7.1; NI 81-106, s. 11.2
  - report re, OSA 75(2); NI 51-102, Part 7; NI 81-106, Part 11
  - reporting obligations, *see Continuous disclosure*
- trading based on undisclosed material change, OSA 76

### Reprisals, protection from

- no reprisals, OSA 121.5(1), (2)
- prohibition re agreements, OSA 121.5(3)

### Resale restrictions

- first trade after prospectus-exempt distributions, generally, NI 45-102, Part 2

### RESP

- defined, Rule 14-501
- exemption from prospectus requirements, NI 45-106, s. 2.43
- exemption from registration requirements, NI 31-103, s. 8.19

### Rights offering

- exemption, use of, CSAN 45-323 (Revised)
- exemption from related party transaction requirements, MI 61-101, s. 5.1(k)
- mineral projects, NI 43-101
- prospectus exemption, NI 45-106, s. 2.1
- restricted voting shares, disclosure, Rule 56-501, s. 2.3
- structure of, potential concerns with, CSAN 45-322
- use of MJDS, NI 71-101, 3.1(b)

### Rules

- definition, OSA 1(1)
- power to make, OSA 2.2, 143

## S

### Secretary to the Commission

- acting in absence, BOR 1.5
- powers and duties, BOR 1.1

### Securities

- beneficial owner, deemed
  - deemed change in, for purposes of insider trading provisions, OSA 106(2)(b)
  - company, if shares owned by affiliate, OSA 1(6)

## Index

### Securities (*cont'd*)

- disclosure, sufficiency of, Reg. 1(5)–1(6)
- person, if controlling nominal corporate owner, OSA 1(5)
- securities in issuer deemed proportionately owned, OSA 110(2)(c)
- eligible foreign securities to permitted clients, OSCN 13-512
- non-registered holders, information rights, NI 54-101
- restricted shares, Rule 56-501; NI 51-102, Part 10
- valuation, MI 61-101, Part 6; NI 51-102, Part 10
- voting rights and restrictions
  - non-registered holders, NI 54-101
  - registrant not having beneficial ownership, OSA 9

**The Securities Advisory Committee to the OSC**, *see OSC; The Securities Advisory Committee to the OSC*

### Securities Law

- hierarchy of regulatory instruments, OSCN 11-793
- instrument numbering system, CSAN 11-312 (Revised)
- policy reformulation table of concordance and list of new instruments, OSCN 11-739

### Self-regulatory organization

- cyber security, CSAN 11-326, 11-332, 33-321
- defined, OSA 1(1)
- framework, CSAN 25-404
- monitoring procedures re confidential information, OPS 33-601
- oversight, annual report, CSAN 25-303
- recognition of, OSA 21.1
- recognized
  - assignment of powers or duties, OSA 21.5
  - auditors, OSA 21.8(2)
  - auditors of members, OSA 21.9
  - council, committee or ancillary body, OSA 21.3
  - decisions of OSC re, OSA 21.1(4)
  - defined, OSA 1(1)
  - review of decisions, OSA 21.7
  - standards of, OSA 21.1(3)
  - voluntary surrender, OSA 21.4
- requirement to be a member, NI 31-103, Part 9
- review of oversight report, CSAN 24-303
- voluntary surrender of recognition, OSA 24.1

### Senior citizens

- seniors strategy, OSCN 11-779

**Shelf Prospectus system**, *see Prospectus; Shelf Prospectus system*

### Short form prospectus system

- bought deal agreements, NI 44-101, Part 7
- described, NI 44-101
- documents incorporated by reference, NI 44-101, Part 3
- form of prospectus, Form 44-101F1
- implementing rule, Rule 44-801
- pre-marketing of underwriters' options on bought deals, CSAN 47-302
- qualification, NI 44-101, Part 2

- SEC issuers, CSAN 51-338

### Short position

- declaration re, OSA 48

**Stock exchanges**, *see Exchanges*

### Strip bonds

- OSC Policy Statement re, Rule 91-501

### System for Electronic Data on Insiders (SEDI)

- derivative transactions, NI 55-103; CSAN 55-312
- described, NI 55-102
- questions and answers, CSAN 55-310

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

- described, NI 13-103
- eligible foreign securities to permitted clients, OSCN 13-512
- fees, MI 13-102
- filer manual, OSCN 13-706

## T

**Take-over bids**, *see also Bids; Insider Bid*

- acquiror, NI 62-104
- acquisition restrictions
  - after bid, NI 62-104, s. 2.5
  - before take-over bid, NI 62-104, s. 2.4
  - during issuer bid, NI 62-104, s. 2.3
  - during take-over bid, NI 62-104, s. 2.2
- advertisement, commencing bid by, NI 62-104, s. 2.10(1)(a)
- circulars, *see also Bids, circulars*
  - changes to information, NI 62-104, s. 2.11
  - directors' circular, NI 62-104, s. 2.17, 2.20; Form 62-104F3
  - issuer bid circular, Form 62-104F2
  - offeror's circular, NI 62-104, s. 2.10
  - take-over bid circular, Form 62-104F1
- collateral agreement, prohibition against, NI 62-104, s. 2.24
- control person, distribution by, NI 45-106, s. 4.2
- defensive tactics, NPS 62-202
- defined
  - general, OSA 89; Rule 14-501
  - joint offers, NI 62-104, s. 1.9(1)
- delivery of documents re, NI 62-104, s. 2.2
- effect of market purchases on, NI 62-104, s. 2.31
- exempt bids, *see Bids, Exempt Issuer Bids*
- filings re
  - bid, the, NI 62-104, s. 3.2
  - director's and officer's circulars, NI 62-104, ss. 2.17, 2.20
  - notice of change or variation, NI 62-104, s. 2.13
  - generally, NI 62-104; NI 62-101 to OSCN 62-701
  - joint actors, deemed, NI 62-104, s. 1.9
  - making bid, OSA 90
  - mini-tender, CSAN 61-301
  - offer not made in all jurisdictions, NPS 62-203, s. 2.3
  - offeror, identifying, NPS 62-203, 2.2

## Index

### Take-over bids (*cont'd*)

- pre-bid purchases, effect on bidder's price offer, NI 62-104, s. 2.4
- pledge as offer to acquire, OSCN 62-701
- press releases re acquisition of securities
  - acquiror's, when required, NI 62-104, s. 5.4
  - contents, NI 62-104, s. 5.4(3)
- prospectus exemption, NI 45-106, ss. 2.16, 2.17; NPS 45-106CP, s. 4.5
- recommendations, OSA 91
- registration exemption, NPS 45-106CP, s. 4.5
- reports re
  - acquiror acquiring 10 per cent, NI 62-104, s. 5.2(1)
  - acquiror acquiring additional 2 per cent, NI 62-104, s. 5.2(2)
  - acquisition restrictions after filing, NI 62-104, s. 5.3
- reverse take-over reporting requirements, NI 51-102, s. 4.10
- sales, restrictions on during bid, NI 62-104, s. 2.7
- trades in offeror's securities, Rule 48-501
- varying the terms, NI 62-104, s. 2.12

### Toronto Stock Exchange, *see Exchanges*

### Trade repository

- Commission decisions respecting, OSA 21.2.2(3)
- cyber security, CSAN 11-326, 11-332, 33-321
- defined, OSA 1(1)
- designated, OSA 21.2.2(1)
- designation and ongoing requirements, Rule 91-507
- participation fees, Rule 13-502, Part 3.1
- voluntary surrender of recognition, OSA 24.1

### Trading in securities, *see also Distribution of securities*

- best execution, NI 23-101, Part 4; NPS 23-101CP, Part 4; CSAN 23-303
- business of trading, NPS 31-103CP, s. 1.3
- Canadian Over-The-Counter Trading System (COATS) securities, *see Canadian Unlisted Board (CUB)*
- CDN (Canadian Dealing Network) securities, *see Canadian Unlisted Board (CUB)*
- cease trading orders
  - application for revocation, NPS 12-202
  - continuous disclosure defaults, NPS 12-203
  - database, CSAN 11-318
  - failure to certify annual and interim filings, OSCN 57-302
  - grounds, OSA 70(1)
  - hearings re, OSA 70(2)
  - management, NPS 12-203
  - notice and effect thereof, OSA 70(3)
  - OSC power to order, OSA 127
  - pending correction of defective preliminary prospectus, OSA 68
  - reciprocal enforcement, OPS 1.4
  - take-over bids, NPS 62-203, 2.3
- confirmation, *see Confirmations*
- disclosure requirements

- non-ownership of securities being sold, OSA 48
- short position declaration, OSA 48
- underwriting liability re, OSA 41, Rule 33-507
- during distributions, formal bids and share exchange transactions, Rule 48-501
- electronic, NI 23-103; NPS 23-103CP; OSCN 23-701
- escrow agreements, NPS 46-201
- institutional trade matching and settlement, NI 24-101; NP 24-101CP; CSAN 24-304, 24-305, 24-306, 24-318, 24-930
- locked or crossed markets, CSAN 23-309
- manipulation and fraud, NI 23-101, Part 3; NPS 23-101CP, Part 3
- order protection rule, NI 23-101, Part 6; CSAN 23-307, 23-309, 23-328, CSAN 23-330
- prohibited sales techniques
  - phone calls to residences, OSA 37
  - prohibited representations, OSA 38
- prohibitions
  - acquisitions during take-over or issuer bid, NI 62-104, s. 2.2
  - dealer selling prospecting syndicate securities, OSA 51(4)
  - mutual fund insiders, OSA 119
  - reporting issuer trades based on undisclosed change, OSA 76; Reg. 175
- prospectus requirement, *see also Prospectuses*
- registration requirement, *see Registration*
- rules, NI 23-101
- short sales, OSA 48
  - activist short selling, CSAN 25-306, CSAN 25-403
  - in Canada, CSAN 23-329

### Trust corporations, *see Financial Institutions*

### TSX Venture Exchange, *see Stock exchanges*

## U

### Ultimate designated person

- defined, OSA 1(1)
- designating, NI 31-103, s. 11.2; CSAN 31-313
- requirement to register, OSA 25(5)
- responsibilities, NI 31-103, s. 5.1

### Underwriter

- exemption from registration requirement, NI 31-103, s. 8.3
- permitted underwritings, OSA 26(3)–(5)
- prospectus exemption for sale to, NI 45-106, s. 2.33; NPS 45-106CP, s. 1.7
- registration exemption for sale to, NPS 45-106CP, s. 1.7
- registration requirement, OSA 25(2), *see also Registration*

## V

### Valuations

- in connection with insider bids, issuer bids, business combinations, related party transactions, MI 61-101, Part 6; MPS 61-101CP, Part 5

## Index

### **Voting**

- ballot, OSA 87
- disclosure for portfolio securities held, NI 81-106, Part 10
- filing of results, NI 51-102, s. 11.3; NI 81-106, s. 16.3
- registrant not beneficial owner, OSA 49; NI 54-101

### **W**

### **Whistleblower**

- protection program, OSCN 15-601