



## **Delegation by Saskatchewan Financial Services Commission of Powers under *The Securities Act, 1988***

WHEREAS the Saskatchewan Securities Commission (“SSC”) had certain responsibilities and powers under *The Securities Act, 1988* as set out on Appendix A;

AND WHEREAS all of the SSC’s responsibilities and powers have been assigned to the Saskatchewan Financial Services Commission (“SFSC”) under *The Saskatchewan Financial Services Commission Assignment Regulations*;

WHEREAS under *The Securities Act, 1988*, the former Director of the SSC had certain responsibilities and powers as set out on Appendix B;

AND WHEREAS all of the former Director’s responsibilities and powers have also been assigned to the SFSC under *The Saskatchewan Financial Services Commission Assignment Regulations*;

AND WHEREAS pursuant to clause 18(2)(b) of *The Saskatchewan Financial Services Act* (the “SFSC Act”), the SFSC may delegate its responsibilities and powers to the Executive Director of the SFSC;

AND WHEREAS pursuant to clause 2(b) of the SFSC Act, Executive Director includes any deputy to the Executive Director;

AND WHEREAS the following have been appointed as deputies to the Executive Director of the SFSC:

Director of the Securities Division  
Deputy Director, Corporate Finance, Securities Division;  
Deputy Director, Registration, Securities Division;  
Deputy Director, Legal, Securities Division; and  
Deputy Director, Enforcement, Securities Division;  
(collectively the “Directors of the Securities Division”)

AND WHEREAS in order to maintain operational efficiencies, the SFSC chooses to delegate:

- (a) some of the powers of the SSC to the Directors of the Securities Division; and the powers of the former Director of the SSC to the Directors of the Securities Division;

NOW THEREFORE the SFSC hereby delegates to the Directors of the Securities Division those responsibilities and powers under *The Securities Act, 1988* that are listed on attached Appendices A and B.

Dated February 1, 2003

*“Dave Wild”*

Dave Wild

Chair, Saskatchewan Financial Services Commission

## **Appendix A**

### **Exemptions from Registration**

### ***The Securities Act, 1988***

|                                      |           |
|--------------------------------------|-----------|
| Object to dividend in specie         | 39(1)(m)  |
| Object to rights offering            | 39(1)(o)  |
| Approve offering memoranda           | 39(1)(y)  |
| Agree to escrow or pooling agreement | 39(1)(z)  |
| Approve offering memoranda           | 39(1)(bb) |
| Approve offering memoranda           | 39(1)(dd) |

### **Trading in Securities Generally**

|   |          |
|---|----------|
| Approve dealer providing its financial information to its customers | 48(1)(b) |
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### **Prospectuses- Distributions**

|                                      |       |
|--------------------------------------|-------|
| Permit alternate form of certificate | 68(1) |
|--------------------------------------|-------|

### **Mineral Lease Brokers**

|                        |           |
|------------------------|-----------|
| Prescribe form of bond | 149(4)(a) |
|------------------------|-----------|

### **Registration**

### ***The Securities Regulations***

|  |       |
|--|-------|
| Prescribe conditions of registration in lieu of some or all of the conditions prescribed in enumerated sections of the Act | 16    |
| Approve manager of business office   | 18(2) |
| Require that certain conditions for registration be met as a securities dealer   | 19(5) |
| Approve designation of branch manager  | 36(1) |

|  |           |
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| Approve scholarship trust fund course  | 37(3)     |
| Accept applicant's research experience   | 38(1)(b)  |
| Approve auditor  | 54        |
| Consent to transfer in escrow  | 58(2)(b)  |
| Approve course for mineral lease salespersons  | 59(5)(a)  |
| <b>Exemptions from Prospectus Requirements</b>   |           |
| Prescribe form of report pursuant to subsection 81(4) of the Act   | 103(2)    |
| Exempt statement of material facts from requirements of the Act  | 115       |
| <b>Continuous Disclosure</b>   |           |
| Accept financial statements not prepared in accordance with GAAP is satisfied that the variation is supported or justified by considerations that outweigh uniform adherence | 117(4)(b) |
| Publish reasons for decision pursuant to 117(4)(b)   | 117(5)    |
| Approve bylaws of the Association of Canadian Financial Corporations regarding continuous disclosure   | 127(3)    |
| Vary continuous disclosure requirements for financial companies and financial statements   | 127(5)    |
| Recognize ratings service for short-term debt instruments  | 132(2)(b) |
| <b>Take-Over Bids and Issuer Bids</b>  |           |
| Determine qualifications and independence of valuer  | 145(a)(i) |
| <b>Insider Trading</b>   |           |
| Designate agent for acceptance of insider trading reports  | 172       |

Designate a securities commission for filing of manually signed reports

173

## Appendix B

### Registration

### *The Securities Act, 1988*

|   |          |
|---|----------|
| Approve reinstatement of registration                             | 27(3)(b) |
| Designate an employee as non-trading                              | 27(4)    |
| Grant registration, renewal of registration, etc.                 | 28(1)    |
| Restrict an initial registration by imposing terms and conditions | 28(2)    |
| Give a new applicant an opportunity to be heard                   | 28(3)    |
| Accept voluntary surrender of registration of:                    | 29(4)    |
| ? salespersons of a dealer  |          |
| ? partners and officers of a dealer                               |          |
| ? salespersons of an adviser                                      |          |
| ? partners and officers of an adviser                             |          |
| ? security issuer   |          |
| ? mineral lease broker  |          |
| Require a bond  | 33(1)    |
| Require the filing of a new bond                                  | 33(2)    |
| Require further information from an applicant                     | 34       |
| Refuse registration to non-Saskatchewan residents                 | 35(2)    |

### Exemptions from Registration

|                                 |          |
|---------------------------------|----------|
| Designate non-trading employees | 39(1)(h) |
|---------------------------------|----------|

### Trading in Securities Generally

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| Permit representation that a security will be listed on stock exchange   | 44(3) |
| Prohibit the use of advertising material or require that changes be made | 56(3) |

### Prospecting Syndicates

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| Issue receipt for prospecting syndicate agreement                                     | 57(2)       |
| Consent to release of escrowed units  | 57(2)(b)(X) |
| Refuse to issue a receipt for prospecting syndicate agreement after hearing           | 57(4)       |
| <b>Prospectuses – Distribution</b>  |             |
| Issue a receipt for preliminary prospectus and prospectus                             | 58(1)       |
| Issue receipt for amendment to preliminary prospectus                                 | 62(2)       |
| Issue receipt for amendment to prospectus   | 64(1)       |
| Waive certain requirements regarding certificate by issuer                            | 66(6)       |
| Require certain persons to sign certificate   | 66(7)       |
| Exempt promoter from signing certificate or authorize an agent to sign for a promoter | 66(8)       |
| Agree to underwriter signing certificate by agent                                     | 67(3)       |
| Require escrow or pooling agreement   | 70(2)(f)    |
| Require trust agreement   | 70(2)(g)    |
| Grant hearing to person or company where a prospectus receipt will not issue          | 70(3)       |
| Refer question to Commission for determination  | 70(4)       |
| Issue receipt for renewal prospectus  | 71(2)       |
| Order an issuer to furnish information  | 72(1)       |
| Make order exempting secondary distribution from any requirement of Part XI           | 72(3)       |
| <b>General Provisions</b>   |             |
| Make statement as to certain facts  | 151         |

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| Recommend to the Board of Revenue Commissioners a refund of fees | 162 |
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***The Securities Regulations***

|                                      |           |
|--------------------------------------|-----------|
| Designate "natural resource company" | 2((1)(g)) |
|--------------------------------------|-----------|

**Registration**

|   |      |
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| Value securities not listed on a stock exchange | 9(3) |
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| Agree to assignment of a market value other than zero | 9(4) |
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| Approve interests held in other registrants | 15 |
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| Increase minimum free capital for advisers exercising control over clients funds or securities | 19(2) |
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| Exempt certain dealers from bonding and insurance requirements | 20(1) |
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| Approve contingency fund | 20(2) |
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| Exempt mutual fund dealers or real estate securities dealers from bonding requirements | 20(3) |
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| Exempt scholarship plan dealers from bonding requirements | 20(4) |
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|   |       |
|---|-------|
| Exempt securities issuers from bonding requirements | 20(5) |
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|   |       |
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| Exempt advisers from bonding requirements | 20(6) |
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| Exempt from filing requirements if member of Investment Dealers Association or a stock exchange | 20(8) |
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| Exempt from securing additional bond coverage where a claim may be made | 22(11) |
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| Determine appropriateness of books and records to be kept | 25(3) |
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| Accept alternate forms and procedures for obtaining new client |  |
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| information   | 26(6)                          |
| Exempt members of Investment Dealers Association or stock exchange from compliance with section 28 to 32        | 33                             |
| Vary statement requirements of account for dealer   | 34(3)                          |
| Approve form of letter for a confirmation of trade made in a security of a mutual fund under a contractual plan | 35(2)(b)(ii) &<br>35(2)(c)(ii) |
| Accept applicant's research experience  | 37(5)(b)                       |
| Exempt applicant from meeting proficiency requirements  | 39                             |
| Accept alternate forms of applications for registration   | 41                             |
| Accept alternate forms of applications for renewal of registration  | 43                             |
| Accept alternate forms of renewal of registration of individuals  | 44                             |
| Require application for amendment   | 47(2)                          |
| Request audit   | 56(1)(a)                       |
| Vary requirement for registration of mineral lease brokers  | 59(1)                          |
| Vary formal application for renewal of registration of mineral lease brokers                                    | 59(3)                          |
| Vary formal application for renewal of registration as a mineral lease salesperson                              | 59(4)                          |
| Vary terms for granting registration as mineral lease broker or mineral lease salesperson                       | 59(5)                          |
| Prescribe or approve form of lease to be used by mineral lease brokers or salesperson                           | 59(6)                          |
| Prescribe terms for bonding of a mineral lease broker   | 59(7)                          |

### **Prospectus Distribution**

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|--|--------------|
| Deny receipt for prospectus where issuer is default  | 65(2)(a)     |
| Determine fair market of tangible assets for the purpose of determining promoters shares which are free from escrow                        | 65(2)(c)(ii) |
| Extend time period for "best efforts" offering   | 65(2)(g)     |
| Vary general rules under 65(2)   | 65(3)        |
| Require issuer to comply with a prospectus form or item  | 67           |
| Vary prospectus format   | 68(1)        |
| Require that graphs, photographs or maps be excluded from prospectus   | 68(2)        |
| Permit exclusion of immaterial information in prospectus   | 71           |
| Exempt issuer from filing of consent   | 76(2)        |
| Require filing of further consent  | 77           |
| Accept report and approve qualifications of mining engineer or geologist or other qualified individual                                     | 78(2)        |
| Permit exemption from requirement for five-year financial  | 79(1)(a)(i)  |
| Determine date for balance sheet   | 79(1)(d)(i)  |
| Permit omission of any financial statement required  | 79(6)        |
| Determine time periods for financial required in mutual fund prospectus  | (80)(1)      |
| Permit or require pro forma balance sheets   | 81           |
| Permit or require inclusion of financial statements of an acquired business and a pro forma balance sheet combining assets and liabilities | 82(1)        |
| Permit or require inclusion of a pro forma statement of prior years  | 82(2)        |
| Consent to exercise of option regarding generally accepted   |              |

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| accounting principals  | 84        |
| Accept form of statement of assets coverage and earnings coverage  | 85(1)     |
| Exempt issuer from requirements respecting statements of asset and earnings coverage                           | 85(2)     |
| Permit inclusion of a forecast in prospectus   | 86(2)     |
| Require inclusion of separate financial statements of subsidiary   | 88        |
| Permit inclusion of unconsolidated financial statements  | 89        |
| Require further advice where a financial statement contained in a prospectus is not reported on by the auditor | 91(3)(b)  |
| Accept content of auditor's comfort letter   | 92(2)     |
| Vary prospectus requirements   | 95        |
| <b>Exemptions from Prospectus Requirements</b>   |           |
| Permit variation of form 24  | 109(3)    |
| Determine date of balance sheet for statement of material facts  | 111(1)(d) |
| Permit omission of any financial statement required statement of material facts                                | 111(5)    |
| Permit alternate signatures on certificate in statement of material facts                                      | 112(4)    |
| Consent to promoter not signing or to signing by agent in statement of material facts                          | 112(5)    |
| Permit agent of underwriter to sign certificate in statement of material facts                                 | 113(3)    |
| Require filing of other documents with statement of material facts   | 116       |

### **Continuous Disclosure**

Accept financial statement not prepared in accordance with GAAP  
where not practical to revise or previously accepted 117(4)(a)

**Take-Over Bids and Issuer Bids**

Grant exemption from requirement for valuation in take-over bid  
where offeror lacks access to information 146(1)

Grant exemption from information requirements of valuation in  
take-over bid where information detrimental 146(4)

Grant exemption from filing requirements respecting valuation 146(5)

Permit signing of certificate under Part XVI of the Act by  
alternate officer or director 162

**General Provisions**

Permit filing of document without power of attorney or document  
of authority 175(d)

Return filed material that doesn't comply with Act or regulations 176(2)

