

**CSA Multilateral Notice and Request for Comment**

**Proposed Amendments to Certain National, Multilateral  
and Local Instruments**

**and**

**Proposed Changes to Companion Policy 31-103 *Registration  
Requirements, Exemptions and Ongoing Registrant Obligations***

**Related to Derivatives Regulation in Alberta, New Brunswick and  
Saskatchewan**

**May 19, 2016**

**Introduction**

The securities regulatory authorities in Alberta, New Brunswick and Saskatchewan (the **Participating Jurisdictions** or **we**) are publishing the following for a 60-day comment period expiring on July 18, 2016:

proposed amendments (the **Proposed Amendments**) to:

- Multilateral Instrument 11-102 *Passport System*,
- National Instrument 14-101 *Definitions*,
- National Instrument 21-101 *Marketplace Operation*,
- National Instrument 23-102 *Use of Client Brokerage Commissions*,
- National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*,
- National Instrument 55-104 *Insider Reporting Requirements and Exemptions*,
- In New Brunswick, Financial and Consumer Services Commission (New Brunswick) Local Rule 31-502 *Supplementary Registration Requirements*, and

proposed changes (the **Proposed Changes**) to:

- Companion Policy 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*.

The text of the Proposed Amendments and Proposed Changes is contained in Annexes A through H of this notice and will also be available on the websites of the Participating Jurisdictions:

[www.albertasecurities.com](http://www.albertasecurities.com)

[www.fcaa.gov.sk.ca](http://www.fcaa.gov.sk.ca)

[www.fcnb.ca](http://www.fcnb.ca)

## **Substance and Purpose**

The Proposed Amendments and Proposed Changes are intended to address local amendments to legislation in Alberta, New Brunswick and Saskatchewan that were introduced to provide a platform for the regulation of derivatives. The Participating Jurisdictions are issuing this Notice to identify the sections of certain national, multilateral and local instruments and policies affected by the Proposed Amendments and Proposed Changes in Alberta, New Brunswick and Saskatchewan. For public convenience, CSA members in other jurisdictions will update the text of the applicable consolidated instruments on their websites to reflect these local amendments when implemented.

## **Background**

On December 13, 2013, amendments to the *Securities Act* (New Brunswick) (the **NB Act**) were proclaimed to create a framework for derivatives regulation. Among other things, the NB Act was amended to add a definition of “derivative” and to replace throughout the NB Act, where necessary, the terms “exchange contract” and “futures contract” with the term “derivative”.

On October 31, 2014 amendments to the *Securities Act* (Alberta) (the **AB Act**) were proclaimed to create a similar framework for derivatives regulation. Among other things, the AB Act was amended to add a definition of “derivative” and to replace throughout the AB Act, where necessary, the term “exchange contract” with the term “derivative”. Consequential amendments to certain national, multilateral and provincial rules were made, effective October 31, 2014. The consequential amendments proposed in Alberta are intended to harmonize language in the various instruments with the language proposed to apply in the other Participating Jurisdictions.

On February 10, 2016, amendments to *The Securities Act, 1988* (the **SK Act**) were proclaimed to provide a similar platform for regulation of derivatives. The overall effect of the amendments is to add a definition of “derivative” into the SK Act and to make consequential changes throughout the Act to reflect this such as replacing the word “exchange contract” with the word “derivative”.

As a result of the amendments to the AB Act, the NB Act and the SK Act, certain national, multilateral and local instruments and policies need to be amended to reflect changes to terminology.

## **Request for comments**

Please provide your comments in writing on or before July 18, 2016.

Please note that we do not intend to keep submissions confidential. You should not include personal information directly in comments. It is important that you state on whose behalf you are making the submission.

Thank you in advance for your comments. Please address your submission to the following:

Alberta Securities Commission  
Financial and Consumer Services Commission (New Brunswick)  
Financial and Consumer Affairs Authority of Saskatchewan

Please send your comments **only** to the following addresses:

Martin McGregor  
Legal Counsel  
Alberta Securities Commission  
Suite 600, 250 – 5<sup>th</sup> Street SW  
Calgary, AB T2P 0R4  
Fax: 403-297-2082  
Email: [martin.mcgregor@asc.ca](mailto:martin.mcgregor@asc.ca)

Wendy Morgan  
Senior Legal Counsel  
Financial and Consumer Services Commission (New Brunswick)  
85 Charlotte Street, Suite 300  
Saint John, New Brunswick, E2L 2J2  
Fax: 506-658-3059  
Email: [wendy.morgan@fcnb.ca](mailto:wendy.morgan@fcnb.ca)

Liz Kutarna  
Deputy Director, Capital Markets  
Securities Division  
Financial and Consumer Affairs Authority of Saskatchewan  
Suite 601, 1919 Saskatchewan Drive  
Regina, Saskatchewan S4P 4H2  
Fax: 306-787-5899  
Email: [liz.kutarna@gov.sk.ca](mailto:liz.kutarna@gov.sk.ca)

### **Contents of Annexes**

The following annexes form part of this CSA Multilateral Notice:

Annex A	Proposed amendments to Multilateral Instrument 11-102 <i>Passport System</i>
Annex B	Proposed amendments to National Instrument 14-101 <i>Definitions</i>
Annex C	Proposed amendments to National Instrument 21-101 <i>Marketplace Operation</i>
Annex D	Proposed amendments to National Instrument 23-102 <i>Use of Client Brokerage</i>

	<i>Commissions</i>
Annex E	Proposed amendments to National Instrument 31-103 <i>Registration Requirements, Exemptions and Ongoing Registrant Obligations</i>
Annex F	Proposed changes to Companion Policy 31-103 <i>Registration Requirements, Exemptions and Ongoing Registrant Obligations</i>
Annex G	Proposed amendments to National Instrument 55-104 <i>Insider Reporting Requirements and Exemptions</i>
Annex H	Local Matters

## **Questions**

Please refer your questions to any of the following:

Martin McGregor  
Legal Counsel  
Alberta Securities Commission  
Phone: 403-355-2804  
Email: [martin.mcgregor@asc.ca](mailto:martin.mcgregor@asc.ca)

Wendy Morgan  
Senior Legal Counsel  
Financial and Consumer Services Commission (New Brunswick)  
Phone: 506-643-7202  
Email: [wendy.morgan@fcnb.ca](mailto:wendy.morgan@fcnb.ca)

Liz Kutarna  
Deputy Director, Capital Markets  
Securities Division  
Financial and Consumer Affairs Authority of Saskatchewan  
Phone: 306-787-5871  
Email: [liz.kutarna@gov.sk.ca](mailto:liz.kutarna@gov.sk.ca)