

## **CSA Notice and Request for Comment Proposed Amendments Facilitating CSA Information Technology Arrangements**

**January 24, 2013**

### *Introduction*

The Canadian Securities Administrators (the CSA or we) are publishing for a 90 day comment period the following material (the Proposed Material):

- proposed National Instrument 13-102 *System Fees for SEDAR and NRD* (NI 13-102), as set out in Annex A,
- proposed amendments to National Instrument 13-101 *System for Electronic Document Analysis and Retrieval (SEDAR)* (NI 13-101), as set out in Annex C,
- proposed amendments to National Instrument 31-102 *National Registration Database* (NI 31-102), as set out in Annex D, and
- proposed amendments to National Instrument 55-102 *System for Electronic Disclosure by Insiders (SEDI)*, as set out in Annex E.

The Proposed Material reflects the amendments necessary in connection with the scheduled expiry of existing agreements with CDS Inc. to operate the System for Electronic Documents Analysis and Retrieval (SEDAR), the System for Electronic Disclosure by Insiders (SEDI) and the National Registration Database (NRD) (collectively, the CSA National Systems) on behalf of the CSA. NI 13-102 will consolidate and replace the existing filing service charge schedules under the SEDAR Filer Manual and NRD User Guide. As well, we have taken advantage of cost saving opportunities under the new arrangements to reduce fees. Based on recent filing patterns, we expect system fees to decline in approximately 40% of SEDAR filing situations and in approximately 24% of NRD filing situations.

The text of NI 13-102 is contained in Annex A of this notice. Annex B of this notice compares the fees in the existing filing service charge schedules to the fees in NI 13-102. Other related proposed amendments are contained in Annexes C, D and E of this notice. This material is also available on websites of CSA jurisdictions, including:

[www.lautorite.qc.ca](http://www.lautorite.qc.ca)  
[www.albertasecurities.com](http://www.albertasecurities.com)  
[www.bcsc.bc.ca](http://www.bcsc.bc.ca)  
[www.gov.ns.ca/nssc](http://www.gov.ns.ca/nssc)  
[www.nbsc-cvmnb.ca](http://www.nbsc-cvmnb.ca)  
[www.osc.gov.on.ca](http://www.osc.gov.on.ca)  
[www.sfsc.gov.sk.ca](http://www.sfsc.gov.sk.ca)  
[www.msc.gov.mb.ca](http://www.msc.gov.mb.ca)

## *Background*

CDS Inc. currently operates the CSA National Systems for the benefit of the CSA. The agreements with CDS Inc. to operate the CSA National Systems are scheduled to expire in October 2013 and a new service provider is being secured to take over operations. In this regard, a number of minor changes to the existing rules governing the CSA National Systems are required. In addition, we are consolidating the existing filing service charge schedules under the SEDAR Filer Manual and NRD User Guide into NI 13-102.

The proposed system fees in NI 13-102 are structured in a substantially similar way to the fees in the existing filing service charge schedules. “First jurisdiction” filing fees have been replaced with filing fees payable to the applicable filer’s principal regulator, with the amounts unchanged. Fees payable for filings in additional jurisdictions have been substantially reduced. Maximum fees for filing in all jurisdictions will not increase, but fewer filers will be subject to the maximum fee due to the reduction in additional jurisdiction fees and the way in which these fees will be applied under the proposed system.

From a user perspective, we do not expect any significant changes to the current payment process. The system fees will continue to be collected on-line through the CSA National Systems and paid into a special purpose pool of funds, managed by one or more designated CSA members, for the payment of costs and expenses associated with the operation and development of the CSA National Systems (including any new or updated national information technology systems that may be developed for the CSA).

## *Substance and Purpose*

NI 13-102 sets out system fees payable to Canadian securities regulatory authorities, largely in connection with specified filings. It consolidates and replaces the existing system fee schedules found in the SEDAR Filer Manual and NRD User Guide. The proposed system fees result in a reduction to the overall fees charged under the current arrangements. System fees would continue, with the exception of NRD enrolment fees, to be paid on-line through SEDAR and NRD.

The other proposed amendments reflect the changes necessary as a result of the change of the SEDAR filing service contractor, SEDI operator and NRD administrator from CDS Inc. to a new vendor.

## *Summary of the Proposed Material*

*Part 1 of NI 13-102 sets out definitions used in the proposed Instrument. It also ensures that the proposed Instrument prevails over any conflicting provision in NI 13-101 or NI 31-102.*

*Part 2 of NI 13-102, in conjunction with Appendices A and B of the proposed Instrument, sets out the SEDAR system fees payable to each Canadian securities regulatory authority.*

*Part 3 of NI 13-102 sets out the NRD system fees payable to each Canadian securities regulatory authority.*

*Part 4 of NI 13-102 provides that the fees in section 3, 4, 6 or 7 of the proposed Instrument are all paid through SEDAR or NRD, as the case may be.*

*Part 5 of NI 13-102 allows exemptions to be granted under the Instrument.*

### **Anticipated Costs and Benefits**

The proposed system fees, when implemented, will yield benefits in the form of lower system costs for many filers. Based on recent filing patterns, we expect system fees to decline in approximately 40% of SEDAR filing situations and in approximately 24% of NRD filing situations. In all remaining filing situations, there will be no change in system fee costs. We expect system fee costs to decline by 6.5% on average for SEDAR filings and by 6.6% on average for NRD filings based on recent filing patterns.<sup>1</sup> We have also eliminated the subscription fees that are currently required to be paid for SEDAR filer software licences.

The CSA believes the proposed system operation and fee changes will have no impact on service levels or the general operation and development of the CSA National Systems.

### *Request for Comments*

We welcome your comments on the Proposed Materials.

Please submit your comments in writing on or before April 24, 2013. If you are not sending your comments by email, please send a CD containing the submissions (in Microsoft Word format).

Address your submission to all of the CSA as follows:

British Columbia Securities Commission  
Alberta Securities Commission  
Saskatchewan Financial and Consumer Affairs Authority  
Manitoba Securities Commission  
Ontario Securities Commission  
Autorité des marchés financiers  
Nova Scotia Securities Commission  
New Brunswick Securities Commission  
Prince Edward Island Securities Office  
Office of the Superintendent of Securities, Government of Newfoundland and Labrador  
Department of Community Services, Government of Yukon  
Office of the Superintendent of Securities, Government of the Northwest Territories  
Legal Registries Division, Department of Justice, Government of Nunavut

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<sup>1</sup> Averages calculated by weighting the fee changes for each filing type by that filing type's share of all filings made over the last 12 months. For further information on the fee changes, see Annex B.

Deliver your comments **only** to the addresses below. Your comments will be distributed to the other participating CSA members.

The Secretary  
Ontario Securities Commission  
20 Queen Street West  
19th Floor, Box 55  
Toronto, Ontario M5H 3S8  
Fax: 416-593-2318  
[comments@osc.gov.on.ca](mailto:comments@osc.gov.on.ca)

M<sup>e</sup> Anne-Marie Beaudoin  
Corporate Secretary  
Autorité des marchés financiers  
800, square Victoria, 22e étage  
C.P. 246, tour de la Bourse  
Montréal (Québec) H4Z 1G3  
Fax : 514-864-6381  
[consultation-en-cours@lautorite.qc.ca](mailto:consultation-en-cours@lautorite.qc.ca)

We cannot keep submissions confidential because securities legislation in certain provinces requires publication of a summary of the written comments received during the comment period.

### **Contents of Annexes**

As described above, Annexes A, C and D contain the Proposed Material. Annex B compares the existing filing service charge schedules to the fees in NI 13-102.

Where applicable, Annex F contains local material.

### *Questions*

*Autorité des marchés financiers*  
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Legal Affairs  
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**ANNEX A**

**PROPOSED NATIONAL INSTRUMENT 13-102  
SYSTEM FEES FOR SEDAR AND NRD**

**PART 1  
DEFINITIONS AND INTERPRETATION**

**Definitions**

**1. (1)** In this Instrument,

“annual information form” means an “AIF” as defined by National Instrument 51-102 *Continuous Disclosure Obligations* or an annual information form for the purposes of Part 9 of National Instrument 81-106 *Investment Fund Continuous Disclosure*;

“issuer bid”

(a) except in Ontario, means an issuer bid to which Part 2 of Multilateral Instrument 62-104 *Take-Over Bids and Issuer Bids* applies, and

(b) in Ontario, means a “formal issuer bid” as defined by subsection 89(1) of the *Securities Act* (Ontario);

“shelf prospectus” means a prospectus filed under National Instrument 44-102 *Shelf Distributions*;

“take-over bid”

(a) except in Ontario, means a take-over bid to which Part 2 of Multilateral Instrument 62-104 applies, and

(b) in Ontario, means a “formal take-over bid” as defined by subsection 89(1) of the *Securities Act* (Ontario).

(2) In this Instrument, each term appearing in Column 1 of the Table below has the meaning ascribed to it in the Instrument or Form shown in the same row in Column 2 of the Table.

| <b>Column 1<br/>Term Defined</b> | <b>Column 2<br/>Specified Instrument or Form</b>  |
|----------------------------------|---|
| CPC instrument                   | National Instrument 45-106 <i>Prospectus and Registration Exemptions</i>                        |
| firm filer                       | National Instrument 31-102 <i>National Registration Database</i>                                |
| individual filer                 | National Instrument 31-102 <i>National Registration Database</i>                                |
| long form prospectus             | National Instrument 41-101 <i>General Prospectus Requirements</i>                               |
| MJDS prospectus                  | National Instrument 71-101 <i>The Multijurisdictional Disclosure System</i>                     |
| NRD                              | National Instrument 31-102 <i>National Registration Database</i>                                |
| principal jurisdiction           | Multilateral Instrument 11-102 <i>Passport System</i>   |
| principal regulator              | Multilateral Instrument 11-102 <i>Passport System</i>   |
| rights offering                  | National Instrument 45-101 <i>Rights Offerings</i>  |
| SEDAR                            | National Instrument 13-101 <i>System for Electronic Document Analysis and Retrieval (SEDAR)</i> |
| short form prospectus            | National Instrument 41-101 <i>General Prospectus Requirements</i>                               |
| sponsoring firm                  | Form 33-109F4 <i>Registration of Individuals and Review of Permitted Individuals</i>            |

### **Inconsistency with other instruments**

2. If there is any conflict or inconsistency between this Instrument and National Instrument 13-101 *System for Electronic Document Analysis and Retrieval (SEDAR)* or National Instrument 31-102 *National Registration Database*, this Instrument prevails.

## **PART 2 SEDAR SYSTEM FEES**

### **Local system fees**

3. In Québec, a person or company making the type of filing described in Column C of Appendix A with the Autorité des marchés financiers must pay to the Autorité des marchés financiers the system fee specified in Column D of that Appendix.

### **System fees**

4. A person or company making the type of filing described in Column B of Appendix B of the category in Column A of that Appendix must pay to the securities regulatory authority with which the filing was made the system fee specified in Column C or D of that Appendix, as the case may be.

**PART 3**  
**NRD SYSTEM FEES**

**Enrolment Fee**

**5.** A firm filer must pay to the securities regulatory authority of its principal jurisdiction an enrolment fee of \$500 upon enrolment in NRD.

**NRD submission fee**

**6. (1)** A firm filer must pay an NRD system fee in respect of an individual filer to each securities regulatory authority if

(a) it is the sponsoring firm for the individual filer, and

(b) through the filing of a Form 33-109F4, the individual filer registers or reactivates their registration with the securities regulatory authority.

**(2)** The fee under subsection (1) payable to each securities regulatory authority by a sponsoring firm in respect of an individual filer is,

(a) if the securities regulatory authority is the principal regulator of the individual filer, \$75.00, and

(b) in any other case, \$20.50.

**Annual NRD system fee**

**7.** On December 31 of each year, a firm filer must pay an annual NRD system fee to a securities regulatory authority equal to the total of:

(a) if the securities regulatory authority in a jurisdiction is the principal regulator of one or more individuals who are individual filers on that date and for which the firm filer is the sponsoring firm in that jurisdiction, the product of \$75.00 and the number of those individuals, and

(b) if there are individual filers on that date for which the securities regulatory authority in a jurisdiction is not the principal regulator and for which the firm filer is the sponsoring firm in that jurisdiction, the product of \$20.50 and the number of those individuals.

**PART 4**  
**PAYMENT OF FEES**

**Means of payment**

**8.** A fee under section 3, 4, 6 or 7 must be paid through SEDAR or NRD, as the case may be.



**PART 5  
EXEMPTION**

**Exemption**

**9. (1)** The regulator or the securities regulatory authority may grant an exemption from this Instrument, in whole or in part, subject to such conditions or restrictions as may be imposed in the exemption.

**(2)** Despite subsection (1), in Ontario, only the regulator may grant such an exemption.

**PART 6  
EFFECTIVE DATE**

**Effective Date**

**10.** This Instrument comes into force on ●, 2013.

## Appendix A – Local SEDAR System Fees

### Section 3

| <b>Column A<br/>Local<br/>Jurisdiction</b> | <b>Column B<br/>Category of<br/>Filing</b> | <b>Column C<br/>Type of Filing</b>   | <b>Column D<br/>System Filing<br/>Fee</b> |
|--|--|--|---|
| Québec                                     | Securities Offerings                       | Prospectus distribution to person outside Québec, if made from Québec (section 12 of <i>Securities Act</i> (Québec)) | \$130.00                                  |

## Appendix B – Other SEDAR System Fees

### Section 4

| Row | Column A<br>Category of Filing   | Column B<br>Type of Filing   | Column C<br>System Fee Payable to Principal Regulator  | Column D<br>System Fee Payable to Each Other Securities Regulatory Authority |
|-----|--|--|--|--|
| 1   | Annual filing service fee for continuous disclosure - investment funds<br><i>Note: Excludes the Annual Information Form and all other filings listed separately in Rows 3 to 21.</i> | Investment funds (continuous disclosure)   | \$495.00   | N/A  |
| 2   | Annual filing service fee for continuous disclosure<br><i>Note: Excludes the Annual Information Form and all other filings listed separately in Rows 3 to 21.</i>                    | Continuous disclosure for reporting issuers (other than investment funds)  | \$705.00   | \$74.00  |
| 3   | Investment fund issuers / securities offerings   | Simplified prospectus, annual information form and Fund Facts (National Instrument 81-101 <i>Mutual Fund Prospectus Disclosure</i> )                         | \$585.00, which applies in total to a combined filing, if one annual information form and one simplified prospectus are used to qualify the investment fund securities of more than one investment fund for distribution | \$162.50, subject to the application provision described in Column C         |
| 4   |  | Long form prospectus   | \$715.00   | \$212.50   |
| 5   | Investment fund issuers / continuous disclosure  | Annual information form (National Instrument 81-106 <i>Investment Fund Continuous Disclosure</i> ) for investment fund if not a short form prospectus issuer | \$455.00   | N/A  |
| 6   | Investment fund issuers / continuous disclosure  | Annual information form (National Instrument 81-106 <i>Investment Fund Continuous Disclosure</i> ) for investment fund if short form prospectus issuer       | \$2,655.00   | N/A  |
| 7   | Investment fund issuers / exemptions and other applications  | Applications (National Instrument 81-102 <i>Mutual Funds</i> )   | \$195.00   | \$40.00  |
| 8   |  | Exemptions and other applications in connection with a prospectus filing   | \$195.00   | \$82.50  |

| <b>Row</b> | <b>Column A<br/>Category of Filing</b>   | <b>Column B<br/>Type of Filing</b>   | <b>Column C<br/>System Fee<br/>Payable to<br/>Principal<br/>Regulator</b>                 | <b>Column D<br/>System Fee<br/>Payable to Each<br/>Other Securities<br/>Regulatory<br/>Authority</b> |
|------------|--|--|---|--|
| 9          | Other issuers / securities offerings   | Short form prospectus (National Instrument 44-101 <i>Short Form Prospectus Distributions</i> ) | \$390.00  | \$115.00   |
| 10         |  | Shelf prospectus (National Instrument 44-102 <i>Shelf Distributions</i> )                      | \$390.00  | \$115.00   |
| 11         |  | MJDS Prospectus (National Instrument 71-101 <i>The Multijurisdictional Disclosure System</i> ) | \$390.00  | \$115.00   |
| 12         |  | Long form prospectus   | \$715.00  | \$212.50   |
| 13         |  | Rights offering material   | \$325.00  | \$115.00   |
| 14         |  | Prospectus governed by CPC instrument (TSX Venture Exchange)                                   | \$715.00  | \$212.50   |
| 15         |  | Other issuers / continuous disclosure  | Annual information form, if neither an investment fund nor a short form prospectus issuer | \$455.00   |
| 16         | Annual information form, if a short form prospectus issuer (other than an investment fund) |  | \$2,655.00  | N/A  |
| 17         | Exemptions and other applications (if not an investment fund)                              | Exemptions and other applications in connection with prospectus filing                         | \$195.00  | \$82.50  |
| 18         | Other issuers / Going Private / Related Party Transactions                                 | Going private transaction filings  | \$325.00  | \$115.00   |
| 19         |  | Related party transaction filings  | \$325.00  | \$115.00   |
| 20         | Other issuers/securities acquisitions  | Issuer bid filings   | \$195.00  | \$82.50  |
| 21         | Third party filers/third party filings   | Take-over bid filings  | \$195.00  | \$82.50  |

**ANNEX B**

**COMPARISON OF EXISTING CHARGES TO PROPOSED FEES IN NI 13-102**

**SEDAR filing service subscriber fees**

| Category  | Existing Charge | Proposed Fee   |
|---|-----------------|----------------|
| Initial licensing fee                               | \$390.00        | Fee eliminated |
| Charge for additional SEDAR filer software licenses | \$260.00        | Fee eliminated |
| Annual subscription fee                             | \$390.00        | Fee eliminated |

**SEDAR local system fees  
(Appendix A of NI 13-102)**

| Reference in NI 13-102 | Category                                   | Existing Charge | Proposed Fee |
|------------------------|--|-----------------|--------------|
| Appendix A             | Québec fee for distribution outside Québec | \$130.00        | No change    |

**Annual filing service fee for continuous disclosure  
(Appendix B of NI 13-102)**

| Reference in NI 13-102 | Category  | Existing Charge | Proposed Fee  |
|------------------------|---|-----------------|---|
| Row 1                  | Investment Fund   | \$495.00        | No change   |
| Row 2                  | Single Jurisdiction Issuer (issuer which is a reporting issuer in only one jurisdiction)        | \$705.00        | No change   |
| Row 2                  | Multi-Jurisdiction Issuer (an issuer which is a reporting issuer in more than one jurisdiction) | \$1,595.00      | \$705.00, plus \$74.00 for each additional jurisdiction in which the issuer is a reporting issuer, to a maximum of \$1,593.00 |

**Other SEDAR system fees  
(Appendix B of NI 13-102)**

| Reference in NI 13-102 | Category   | Existing Charge              | Proposed Fee |           |
|------------------------|--|------------------------------|--------------|-----------|
| Row 3                  | Simplified prospectus, AIF and Fund Facts (investment funds) | First/local jurisdiction fee | \$585.00     | No change |
|                        |  | Fee per add'l jurisdiction   | \$325.00     | \$162.50  |
|                        |  | Maximum Fee                  | \$2,535.00   | No change |
| Row 4                  | Long form prospectus (investment funds)                      | First/local jurisdiction fee | \$715.00     | No change |
|                        |  | Fee per add'l jurisdiction   | \$425.00     | \$212.50  |
|                        |  | Maximum Fee                  | \$3,265.00   | No change |
| Row 5                  | Investment funds AIF (not a short form prospectus issuer)    | First/local jurisdiction fee | \$455.00     | No change |
| Row 6                  | Investment funds AIF (if short form prospectus issuer)       | First/local jurisdiction fee | \$2,655.00   | No change |

| <b>Reference in<br/>NI 13-102</b> | <b>Category</b>  |                              | <b>Existing<br/>Charge</b> | <b>Proposed<br/>Fee</b> |
|-----------------------------------|--|------------------------------|----------------------------|-------------------------|
| Row 7                             | Investment fund exemptions and other applications (NI 81-102)  | First/local jurisdiction fee | \$195.00                   | No change               |
|                                   |  | Fee per add'l jurisdiction   | \$80.00                    | \$40.00                 |
|                                   |  | Maximum Fee                  | \$675.00                   | No change               |
| Rows 8, 17,<br>20 and 21          | Exemptions and other applications in connection with a prospectus filing; issuer bid filings and take-over bid filings | First/local jurisdiction fee | \$195.00                   | No change               |
|                                   |  | Fee per add'l jurisdiction   | \$165.00                   | \$ 82.50                |
|                                   |  | Maximum Fee                  | \$1,185.00                 | No change               |
| Rows 9 to 11                      | Other short form prospectuses, shelf prospectuses and MJDS prospectus  | First/local jurisdiction fee | \$390.00                   | No change               |
|                                   |  | Fee per add'l jurisdiction   | \$230.00                   | \$115.00                |
|                                   |  | Maximum Fee                  | \$1,770.00                 | No change               |
| Rows 12 and<br>14                 | Long form prospectus or prospectus governed by CPC instrument  | First/local jurisdiction fee | \$715.00                   | No change               |
|                                   |  | Fee per add'l jurisdiction   | \$425.00                   | \$212.50                |
|                                   |  | Maximum Fee                  | \$3,265.00                 | No change               |
| Rows 13, 19<br>and 20             | Rights offering material, going private transaction filings and related party transaction filings                      | First/local jurisdiction fee | \$325.00                   | No change               |
|                                   |  | Fee per add'l jurisdiction   | \$230.00                   | \$ 115.00               |
|                                   |  | Maximum Fee                  | \$1,705.00                 | No change               |
| Row 15                            | AIF if neither an investment fund nor a short form prospectus issuer   | First/local jurisdiction fee | \$455.00                   | No change               |
| Row 16                            | AIF, if a short form prospectus issuer (other than an investment fund)   | First/local jurisdiction fee | \$2,655.00                 | No change               |

### NRD system fees

| <b>Reference in<br/>NI 13-102</b> | <b>Category</b>                       |                              | <b>Existing<br/>Charge</b> | <b>Proposed<br/>Fee</b> |
|-----------------------------------|---------------------------------------|------------------------------|----------------------------|-------------------------|
| s. 5                              | NRD enrolment fee                     |                              | \$500.00                   | No change               |
| s. 6(2) and 7                     | NRD submission and annual systems fee | First/local jurisdiction fee | \$75.00                    | No change               |
|                                   |                                       | Fee per add'l jurisdiction   | \$50.00                    | \$20.50                 |
|                                   |                                       | Maximum Fee                  | \$325.00                   | \$321.00                |

ANNEX C

**PROPOSED AMENDMENTS TO NATIONAL INSTRUMENT 13-101  
SYSTEM FOR ELECTRONIC DOCUMENT ANALYSIS AND RETRIEVAL (SEDAR)**

1. *National Instrument 13-101 System for Electronic Document Analysis and Retrieval (SEDAR) is amended by this Instrument.*
2. *Section 1.1 is amended by, in the definition of “SEDAR filing service contractor”, replacing “CDS INC.” with “\_\_\_\_\_”.*
3. This Instrument comes into force on ●.

## ANNEX D

### **PROPOSED AMENDMENTS TO NATIONAL INSTRUMENT 31-102 NATIONAL REGISTRATION DATABASE**

1. *National Instrument 31-102 National Registration Database is amended by this Instrument.*
2. *Section 1.1 is amended by, in the definition of “NRD administrator”, replacing “CDS INC.” with “\_\_\_\_\_”.*
3. *Paragraph 4.5(e) is amended by replacing “payable to CDS INC. in Canadian funds, to the firm’s principal regulator” with “payable to \_\_\_\_\_ in Canadian currency, made payable to \_\_\_\_\_”.*
4. This Instrument comes into force on ●.



**ANNEX E**

**PROPOSED AMENDMENTS TO NATIONAL INSTRUMENT 55-102  
SYSTEM FOR ELECTRONIC DISCLOSURE BY INSIDERS (SEDI)**

1. *National Instrument 55-102 System for Electronic Disclosure by Insiders (SEDI) is amended by this Instrument.*
2. *Section 1.1 is amended by, in the definition of “SEDI operator”, replacing “CDS INC.” with “\_\_\_\_\_”.*
3. *Form 55-102F5 – SEDI User Registration Form is amended by*

*(a) replacing the section titled “Delivery of Signed Copy to SEDI Operator” with the following:*

***Delivery of Signed Copy to SEDI Operator***

Before you may make a valid SEDI filing, you must deliver a manually signed paper copy of the completed user registration form to the SEDI operator for verification purposes. To satisfy this requirement, it is preferred that you print a copy of the online user registration form once you have certified and submitted it. You must deliver a manually signed and dated copy of the completed user registration form via prepaid mail, personal delivery or facsimile to the SEDI operator at the following address or fax number, as applicable:

*[Insert appropriate address - to be determined]*

or, if you are resident in the province of Quebec, to the SEDI operator at the address above, or to:

*[Insert appropriate address - to be determined]*

or at such other address(es) or fax number(s) as may be provided on the SEDI web site ([www.sedi.ca](http://www.sedi.ca)).

***(b) replacing the section titled “Questions” with the following:***

***Questions***

Questions may be directed to the SEDI operator at 1-800-219-5381 or such other number as may be provided on the SEDI web site.

***(c) in the section titled “Notice – Collection and Use of Personal Information”,***

***(i) replacing “CDS INC. (the SEDI operator) is retained by CDS INC.” with “the***

SEDI operator is retained by the SEDI operator”; *and*

*(ii) replacing “the CDS SEDI Administrator” with “the SEDI operator”;*

*(d) replacing the first paragraph in the section titled “SEDI User Registration Form” with the following:*

Note: Before an individual registering as a SEDI user may make a valid SEDI filing, the registering individual must deliver a manually signed paper copy of the completed user registration form to the SEDI operator for verification purposes. It is preferred that the registering individual print a copy of the online version using the “Print” function provided for this purpose in SEDI. The signed paper copy must be delivered by prepaid mail, personal delivery or facsimile to:

*[Insert appropriate address - to be determined]*

or, if you are resident in the province of Quebec, to the SEDI operator at the address above, or to

*[Insert appropriate address - to be determined]*

*(e) replacing, in the section titled “SEDI User Registration Form”, the portion titled “Section 3 – Certification of SEDI User” with the following:*

### **Section 3 Certification of SEDI User**

I certify that the foregoing information is true in all material respects. I agree to update the information submitted on this form in SEDI as soon as practicable following any material change in the information. I agree that an executed copy of Form 55-102F5, if delivered to the SEDI operator by facsimile, shall have the same effect as an originally executed copy delivered to the SEDI operator.

4. This Instrument comes into force on ●.

## **ANNEX F**

### *Local Ontario Annex*

#### *Alternatives Considered*

No alternatives to rule-making were considered.

#### **Authority for Proposed Materials**

The statutory rule-making authority in Ontario for the Proposed Materials is provided under subsection 143(1) of the *Securities Act*:

- Paragraph 1 of that subsection provides the Ontario Securities Commission with authority to prescribe requirements in respect of registration.
- Paragraph 39 of that subsection provides the Commission with authority in connection the “media, format, preparation, form content, execution, certification, dissemination and other use, filing and review” of documents required under or governed by the *Securities Act*.
- Paragraph 43 of that subsection provides the Commission with authority to prescribe fees payable to the Commission in connection with the administration of Ontario securities law.
- Paragraph 44 of that subsection provides the Commission with authority to vary the *Securities Act* to permit or require the use of an electronic or computer-based system for the filing, delivery or deposit of specified documents.
- Paragraph 45 of that subsection provides the Commission with authority to establish requirements for and procedures in respect of the use of an electronic or computer-based systems for the filing, delivery or deposit of documents or information.
- Paragraph 49 of that subsection provides the Commission with authority to permit or require, including through variations to the *Securities Act*, methods of filing or delivery by specified persons of specified material required under or governed by Ontario securities law.

#### **Unpublished Materials**

The Commission relies on no significant unpublished study, report or other written materials in proposing NI 13-102 or the other amendments described in Annexes C, D or E.