

ALBERTA SECURITIES COMMISSION

NOTICE AND REQUEST FOR COMMENT

PROPOSED REPEAL AND REPLACEMENT OF *ALBERTA SECURITIES COMMISSION RULES* (GENERAL) AND CONSEQUENTIAL AMENDMENTS

April 23, 2010

Introduction

The Alberta Securities Commission (ASC) is publishing this notice and request for comment regarding the intention of the ASC to repeal and replace the *Alberta Securities Commission Rules* (General) (the **Rules**). The text of the proposed replacement version of the Rules is set out in **Appendix A**, a Table of Concordance is attached as **Appendix B**, and consequential amendments are included in **Appendix C** to this Notice.

Background

The repeal and replacement is largely aimed at streamlining and updating. The Rules have been in place since June 1, 1995 and since that time many provisions of the Rules have been repealed, largely due to the inclusion of similar provisions in national or multilateral instruments adopted by the Canadian Securities Administrators (the **CSA**). Other provisions are being relocated to a separate local rule, numbered using the CSA instrument numbering system to be more readily accessible when related national or multilateral instruments are consulted. Further, some provisions have become somewhat archaic and require updating. Various other issues have been identified over time; we are proposing corrections of outdated or erroneous numbering, internal cross references and references to the *Securities Act* (Alberta) (the **Act**) and the removal of unnecessary or redundant provisions. It is for these reasons that the ASC is intending to repeal and replace the Rules, in their entirety, rather than adding further individual amendments.

The work and steps taken to create the replacement version of the Rules include: assessing the usage of each definition, including how often it is used or whether it is used only in respect of one Part of the Rules; checking all cross references in the Rules to other provisions of the Rules, the Act or other enactments; assessing each section of the Rules to determine whether it is still required or whether it has become redundant or archaic; reviewing all references to national or multilateral instruments to identify any inconsistencies; noting Parts that are slated for significant change as a result of pending projects; and addressing any other issues that have come to light over time.

Summary of Proposed Changes

While many of the proposed changes are minor and more housekeeping in nature, there are a few more significant changes as well. The following is a summary of the types of changes being proposed and which sections are affected, as well as a listing of those sections which will be retained and remain unchanged:

1. Provisions being removed as unnecessary, not used or no longer required:

- (a) s.1(1) *Definitions* – “aggregate acquisition cost”, “contract”, “group insurance”, “life insurance”, “policy”, “Form”, and “variable insurance contract” – no longer required
- (b) s.1(2) *Terms used in these Rules* – unnecessary as there is no need to state an established principle of statutory interpretation
- (c) s.2 *Determining aggregate acquisition cost* – no longer required
- (d) s.3 *Registrant; foreign jurisdiction* – addressed in proposed ASC Rule 45-511 *Local Prospectus Exemptions and Related Requirements (Rule 45-511)*
- (e) s.4 *Unusual effort to prepare market* – addressed in Rule 45-511
- (f) s.5 *Extraordinary commission or consideration* – addressed in Rule 45-511
- (g) s.9 *Record of proceedings* – contents will be added to s.29(h) of the Act
- (h) Part 3 Audits – no longer required due to pending repeal of s.60(1) to (5) of the Act, including:
 - (i) s.11 *Audits under s. 60 of the Act* – addressed in NI 52-107 *Acceptable Accounting Principles, Auditing Standards and Reporting Currency* and National Instrument 31-103 *Registration Requirements and Exemptions (NI 31-103)* as consequence of International Financial Reporting Standards
 - (ii) s.12 *Filing of financial statements under section 60 of the Act* – addressed in NI 31-103
- (i) s.13 *Recognition* – not used and repeal is harmonizing as there is no equivalent provision in securities laws of other Canadian jurisdictions
- (j) s.57 *Report required* – unnecessary as the related Form 9A was repealed on June 15, 2000
- (k) s.121 *Where underwriter or issuer is not a registrant* – no longer applicable due to s.75 of the Act and NI 31-103
- (l) s.127.03 *Prospectus exemptions for cooperatives and corporations under the Rural Utilities Act* – addressed in Rule 45-511
- (m) s.127.04 *Transitional: exemption of trades* – no longer required
- (n) s.127.1 *Offering memorandum required for exempt purchaser* – addressed in Rule 45-511
- (o) s.127.2 *Offering memorandum filing requirements* – addressed in Rule 45-511
- (p) s.128 *No representations by the Commission* – addressed in Rule 45-511
- (q) s.129.2 *Transitional provision re report of trade* – no longer required
- (r) s.142 *Options* – unnecessary as the relevant section of the Act (s.143) has been repealed

- (s) s.182 *Report under section 182 of the Act* – addressed in National Instrument 55-104 *Insider Reporting Requirements and Exemptions* (**NI 55-104**) and National Instrument 55-102 *System for Electronic Disclosure by Insiders* (*SEDI*).
- (t) s.183 *Exception to section 182(1) of the Act* – addressed in NI 55-104
- (u) s.188 *Reports under section 182 of the Act* – addressed in NI 55-104
- (v) s.189 *Reports by personal representatives etc.* – addressed in NI 55-104
- (w) s.190 *Prescribed time periods* – addressed in NI 55-104
- (x) s.197.1 *Electronic signature of material* - unnecessary
- (y) s.197.2 *Electronic filing of material* - unnecessary
- (z) Form 25 *Put Option Contract* – unnecessary (see item (r) above)
- (aa) Form 26 *Call Option Contract* – unnecessary (see item (r) above)

2. Provisions being relocated to a particular Part:

- (a) s.1(1) *Definitions* – including, “exercise price”, “expiry date”, “offsetting trade” and “settlement price” - all to (new) s.8 *Trading in securities*
- (b) s.52 *Summons for an examination* – moved to (new) s. 5 in Part 2

3. Provisions being amended, updated or harmonized (including correction of section references and renumbering):

- (a) s.1(1) *Definitions* – preamble removed and the only definition remaining is for the term “Act”
- (b) s.7 *Disclosure of securities beneficially owned* – minor amendments to wording and addition of a subsection to address the adoption of NI 55-104
- (c) s.8 *Deemed to be a holding company or parent company* – reference to “holding company” removed as not required
- (d) s.10 *Practices and procedures applying to investigations* – heading amended and section amended to include summons under section 28, 29 or 42 of the Act and to incorporate terminology changes to accord with the pending new *Alberta Rules of Court*
- (e) s.28 *Compensation fund or contingency trust fund* – amended to correct awkward wording and to update
- (f) s.71 *Trading in securities* – minor amendments to wording and inclusion of certain definitions (see item 2(a))
- (g) s.71.1 *Confirmation under section 90(1) of the Act* - minor amendments to wording
- (h) s.71.3 *Confirmation re offsetting trade* - minor amendments to wording
- (i) s.71.4 *Outstanding exchange contract* - minor amendments to wording
- (j) s.74 *Compliance with section 97(1)(c) of the Act* - minor amendments to wording

- (k) s.74.1 *Risk disclosure statement under section 98 of the Act* - minor amendments to wording
- (l) s.186.1 *Filing by facsimile* – will be repealed and incorporated into (new) s.28, along with s.197
- (m) s.186.2 *Sending of report* – will be repealed and incorporated into (new) s.28, along with s.197
- (n) s.186.3 *Deemed filing and delivery* – will be repealed and incorporated into (new) s.28, along with s. 197
- (o) s.191.1 *Costs re investigations* – will be repealed and replaced with (new) s.20 to correspond with the pending amendment to s.202 of the Act
- (p) s.191.2 *Costs re hearing* – will be repealed and replaced with (new) s.20 to correspond with the pending amendment to s.202 of the Act
- (q) s.192.5 *Application of part 17.01 of the Act* – minor formatting amendments
- (r) s.196 *Filing of material filed in other jurisdictions* – amending heading as now limited to investment funds
- (s) s.197 *Filing of materials by individuals, companies and other persons* – to be repealed and replaced with (new) s.28, along with ss.186.1, 186.2 and 186.3
- (t) s.203 *Commencement* – heading changed to “*Effective Date*” and a new in force date will be determined
- (u) Form 1 *Summons to a Witness before a Person Appointed under Section 28 of the Securities Act* – amendments to heading (to include reference to ss. 28, 29 and 42 of the Act), wording and formatting
- (v) Form 2 *Affidavit of Service* – minor amendments to wording, including changes to accord with the pending new *Alberta Rules of Court*
- (w) Form 8 *Summons to a Witness before a Person Designated under Section 61 of the Securities Act* – amendments to heading and wording, minor formatting amendments, removal of end Note and renumbered as “Form 3”
- (x) Form 37 *Report by a Registered Owner of Securities Beneficially Owned by an Insider* – heading changed to reference relevant section of the Act, amendments to wording, a minor formatting amendment and renumbered as “Form 4”
- (y) Form 38 *Report under Section 158 of the Act* – heading changed to refer to “Management Company”, amendments to wording, a minor formatting amendment and renumbered as “Form 5”
- (z) Form 39 *Endorsement of Warrant* – heading changed to reference relevant section of the Act and renumbered as “Form 6”

4. Provisions remaining unchanged (other than renumbering):

- (a) s.58 *Registrant audit costs*
- (b) s.71.2 *Confirmation of a trade in an option contract*

- (c) s.73 *Minimum margin required*
- (d) s.73.1 *Omnibus account*
- (e) s.186 *Report under section 183 of the Act*
- (f) s.187 *Report under section 191 of the Act*
- (g) s.191 *Warrant*
- (h) s.191.3 *Payment to Commission*
- (i) s.192.1 *Meaning of equity security*
- (j) s.192.2 *Meaning of market capitalization*
- (k) s.192.3 *Meaning of principal market*
- (l) s.192.4 *Meaning of trading price*

Related Consequential Amendments

The ASC plans to effect consequential amendments to the following rule and policies, largely to ensure all references to the Rules are correct and incorporate any renumbering of the Rules caused by the repeal and replacement:

- i. Multilateral Instrument 11-102 *Passport System*, Appendix D;
- ii. ASC Policy 12-601 *Applications to the ASC*, Appendix 1;
- iii. The Companion Policy to National Instrument 45-102 *Resale of Securities*, s.1.9;
- iv. ASC Policy 45-601 *Distribution Outside Alberta*, s.2.5;

The proposed consequential amendments are included in Appendix C to this Notice.

Request for Comments

We invite your comments on the proposed repeal and replacement of the Rules. Please deliver or e-mail your written comments on or before June 23, 2010. Comments will be published on the Commission website at www.albertasecurities.com.

Please direct your comments to, and send any questions or requests for additional information to:

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APPENDIX A

ALBERTA SECURITIES COMMISSION RULES (GENERAL)

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**PART 1
INTERPRETATION**

Definition	1	In these Rules, “Act” means the <i>Securities Act</i> .
Disclosure of securities beneficially owned	2 (1)	<p>If Alberta securities laws require the disclosure of the number or percentage of securities beneficially owned by a person and, by virtue of section 5 of the Act, one or more companies will also have to be shown as beneficially owning the securities, a statement disclosing</p> <ul style="list-style-type: none">(a) all securities beneficially owned or deemed to be beneficially owned by the person,(b) the name of the controlled company or the company affiliated with the controlled company through which the securities are indirectly owned, and(c) the number or percentage of the securities so owned by the company, <p>is deemed to be sufficient disclosure without disclosing the name of any other company that is deemed to beneficially own the same securities.</p>
	(2)	<p>If Alberta securities laws require the disclosure of the number or percentage of securities beneficially owned by a company and, by virtue of section 6 of the Act, one or more other companies will also have to be shown as beneficially owning the securities, a statement</p> <ul style="list-style-type: none">(a) disclosing all securities beneficially owned or deemed to be beneficially owned by the parent company, and(b) indicating whether the ownership is direct or indirect and, if indirect, indicating<ul style="list-style-type: none">(i) the name of the subsidiary through which the securities are indirectly owned, and(ii) the number or percentage of the securities so owned, <p>is deemed to be sufficient disclosure without disclosing the name of any other company that is deemed to beneficially own the same securities.</p>
	(3)	Despite subsections (1) and (2), an insider that is a company required to report under National Instrument 55-104 <i>Insider Reporting Requirements and Exemptions</i> must report in accordance with that instrument.
Deemed to be a parent company	3	A company is deemed to be another company's parent company if that other company is its subsidiary.

PART 2 SUMMONS

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| Summons to a witness | 4 | The following apply to the issuance of a summons under any of sections 28, 29 or 42 of the Act: <ul style="list-style-type: none">(a) every summons issued to a witness shall be completed in accordance with Form 1;(b) the service of a summons on a witness, the payment of conduct money, fees, expenses or allowances to a witness and the service of a notice on a witness may be proved by an affidavit completed in accordance with Form 2;(c) the provisions of the <i>Alberta Rules of Court</i> compelling the attendance of witnesses, including provisions relating to the payment of conduct money, fees, expenses or allowances. |
| Summons for an examination | 5 | A summons for an examination under section 82 of the Act shall be completed in accordance with Form 3. |

PART 3 REGISTRATION

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| Compensation fund or contingency trust fund | 6 | <p>(1) The Executive Director may</p> <ul style="list-style-type: none">(a) establish a compensation fund or contingency trust fund with a trust company, or(b) approve a compensation fund or contingency trust fund established by<ul style="list-style-type: none">(i) a recognized self-regulatory organization,(ii) a recognized exchange, or(iii) a trust company. <p>(2) Every investment dealer and mutual fund dealer must participate in and contribute to a fund established or approved under subsection (1).</p> <p>(3) The Executive Director may require any of the following persons or companies to participate in a fund established or approved under subsection (1):</p> <ul style="list-style-type: none">(a) a scholarship plan dealer;(b) an exempt market dealer;(c) a restricted dealer;(d) a portfolio manager;(e) a restricted portfolio manager. <p>(4) Every person or company required pursuant to subsection (2) or (3) to participate in a fund established or approved under subsection (1) must contribute an amount of money to the fund as</p> |
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required by the recognized self-regulatory organization, by the recognized exchange, or, in the case of a fund established by a trust company or by the Executive Director, by the Executive Director.

- (5) The Executive Director may exempt an investment dealer or mutual fund dealer from the requirements of subsection (2).
- Registrant audit costs 7 If the Executive Director requests an auditor to conduct an audit of the financial affairs of a registrant in accordance with a direction given under Alberta securities laws, all costs relating to the audit shall be paid by the registrant.

**PART 4
TRADING IN SECURITIES AND
EXCHANGE CONTRACTS GENERALLY**

- Trading in securities 8 (1) In this section,
- (a) “agency” means a person or company that is
 - (i) recognized by the Commission for the purposes of this section, and
 - (ii) established for the purpose of receiving, assembling and publishing information collected from registrants concerning the details of trades in securities specified by the Commission and executed through negotiation or otherwise in the over-the-counter market;
 - (b) “exercise price” means the price at which a purchaser of an option contract has the right to assume a purchase or sell position in a futures contract or an underlying asset that is the subject of the option contract;
 - (c) “expiry date” means the date on which a futures contract or option contract expires;
 - (d) “offsetting trade” means assuming an equal and opposite position in a futures contract or an option contract
 - (i) on the originating exchange, or
 - (ii) on a different exchange that employs the clearing facilities of the originating exchange;
 - (e) “over-the-counter market” includes all trading in securities other than trades in securities that are listed and posted for trading on any exchange recognized by the Commission for the purposes of this section if the securities are traded pursuant to the by-laws, rules, or other regulatory instruments of that exchange;
 - (f) “settlement price” means the price used by an exchange or its clearing agency to determine, on a daily basis, the net gain or loss in the value of a futures contract or an

option contract.

- (2) The Executive Director may require any class of registrants, as a condition of registration,
 - (a) to report all trades in the over-the-counter market to an agency in accordance with the requirements of the agency, and
 - (b) to pay to the agency the fees of the agency that are approved by the Commission.
- (3) The forms, fees and other requirements of an agency are subject to the approval of the Commission and the Commission shall publish those forms, fees and other requirements, and any amendment to any of them, in the month immediately following their approval.
- (4) The Executive Director may inspect all books, documents, correspondence and other records of any description maintained by an agency.
- (5) If the information received by an agency under this section is recorded by means of a mechanical, electronic or other device, the agency shall
 - (a) take adequate precautions that are appropriate to the means used to guard against the falsification of the information recorded, and
 - (b) provide means for making the information available to the Executive Director in an accurate and intelligible form within a reasonable time.

Confirmation under
section 90(1) of the Act

- 9 (1) Where a trade is made in an exchange contract, the written confirmation required under section 90(1) of the Act shall set out the following:
 - (a) the exchange contract and quantity bought or sold;
 - (b) the delivery month and year;
 - (c) the expiry date of the exchange contract;
 - (d) the name of the exchange on which the trade took place;
 - (e) the date on which the trade took place;
 - (f) the price at which the exchange contract was traded;
 - (g) the commission and fees, if any, charged in respect of the trade;
 - (h) the names of the dealer and representative, if any, in the trade.
- (2) For purposes of subsections (1)(d) and (h), a person, company or representative may be identified in a written confirmation by means of a code or symbol, if the written confirmation also contains a statement that the name of the person, company or

		representative will be furnished to the customer on request.
	(3)	If a dealer uses a code or symbol for identification in a confirmation under subsection (1)(d) or (h), the dealer shall <ol style="list-style-type: none">promptly file with the Executive Director the code or symbol and its meaning, andnotify the Executive Director within 5 days of any change in or addition to the code or symbol or its meaning.
Confirmation of a trade in an option contract	10	Where a dealer acts as an agent for a customer in connection with a trade in an option contract, in addition to meeting the requirements of section 9(1), the confirmation must set out <ol style="list-style-type: none">the premium,the exercise price, andthe underlying asset or exchange contract that is the subject of the option contract.
Confirmation re offsetting trade	11	Where a dealer acts as an agent in connection with an offsetting trade in an exchange contract, in addition to providing the written confirmation and authorization that is required under section 90 of the Act, the dealer shall promptly send to the customer a written statement of purchase and sale setting out all of the following: <ol style="list-style-type: none">the exchange contract and quantity bought and sold;the delivery month and year;the expiry date of the exchange contract;the name of the exchange on which the trade took place;the dates of the initial and offsetting trades;the prices on the initial trade and on the offsetting trades;the gross profit or loss on the trade;the commission and fees, if any, charged in respect of the trade;the net profit or loss on the trade;the names of the dealer and representative , if any, in the trade.
Outstanding exchange contract	12	Where a customer's account contains an outstanding exchange contract, the dealer shall promptly send to the customer a written statement setting out all of the following: <ol style="list-style-type: none">the opening cash balance in the customer's account;all deposits, credits, withdrawals and debits to or from the customer's account;the closing cash balance in the customer's account;

		<ul style="list-style-type: none"> (d) each open exchange contract; (e) the exercise price of each open option contract; (f) the settlement price of the underlying asset or exchange contract that is the subject of an open option contract; (g) the price at which each open exchange contract was traded.
Minimum margin required	13	Where a dealer acts as agent in connection with a trade in an exchange contract, the dealer shall require from a customer a margin of not less than the minimum required under the by-laws, rules or other regulatory instruments of the exchange on which the exchange contract is traded.
Omnibus accounts	14 (1)	For the purposes of this section, “omnibus account” means an account for trading in exchange contracts carried by a dealer for another dealer in which the transactions of 2 or more persons or companies are combined and made in the name of the second dealer without disclosure of the identity of those persons or companies.
	(2)	No dealer trading in exchange contracts shall make trades made on its own behalf or on behalf of any partner, officer, director or employee of the dealer or any associate of those persons through an omnibus account maintained by the dealer for trades in exchange contracts by customers.
	(3)	No dealer shall make trades in exchange contracts made on behalf of its customers through an omnibus account maintained by the dealer for trades made on its own behalf.
	(4)	Every dealer shall require from each of its customers for whom trades in exchange contracts are made through an omnibus account no less than that amount of margin that would be required of those customers if their trades were made through fully disclosed accounts.
Compliance with section 97(1)(c) of the Act	15 (1)	A dealer that is a member of a self-regulatory organization may comply with section 97(1)(c) of the Act by complying with the requirements of the self-regulatory organization respecting the disclosure to clients of the dealer's financial condition.
	(2)	A dealer that is not a member of a self-regulatory organization may comply with section 97(1)(c) of the Act by complying with the requirements as established by the Executive Director for the dealer respecting the disclosure to clients of the dealer's financial condition.
Risk disclosure statement under section 98 of the Act	16 (1)	Every risk disclosure statement provided to a prospective customer by a registered dealer or adviser pursuant to section 98 of the Act must be in a format satisfactory to the Executive Director and must <ul style="list-style-type: none"> (a) explain the nature of and risk inherent in trading in exchange contracts and the obligations assumed by the

- customer on entering into an exchange contract,
 - (b) advise the customer to request and study the terms and conditions of the contract, and
 - (c) give details concerning commissions and other charges levied by the dealer or adviser.
- (2) Where a registered dealer or adviser provides to a prospective customer a statement under subsection (1), the registered dealer or adviser, as the case may be, must obtain from the customer an acknowledgement signed and dated by the customer stating that the customer has received and understood the statement.
- (3) On request, a dealer or adviser shall
- (a) provide a customer with a summary of the terms and conditions of an exchange contract traded by the dealer or recommended by the adviser, and
 - (b) inform the customer where a copy of the terms and conditions of the exchange contract may be obtained and viewed.

PART 5 INSIDER TRADING AND SELF-DEALING

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| Report under section 183 of the Act | 17 | Every report required to be filed under section 183 of the Act shall be completed in accordance with Form 4. |
| Report under section 191 of the Act | 18 | Every report required to be filed under section 191 of the Act shall be completed in accordance with Form 5. |

PART 6 ENFORCEMENT

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| Warrant | 19 | The endorsement of a warrant by a provincial judge or justice of the Court of Queen's Bench provided for by section 196 of the Act shall be completed in accordance with Form 6. |
| Costs re investigation and hearing | 20 | <p>When the Commission or the Executive Director, as the case may be, makes an order under section 202(1) of the Act for the payment of costs of or related to the hearing or the investigation that led to the hearing, or both, the costs ordered may include one or more of the following, if the Commission or the Executive Director, as the case may be, is satisfied that such costs are reasonable in all the circumstances:</p> <ul style="list-style-type: none"> (a) costs of Commission staff involved in the investigation or the hearing, or both, based on the time expended for purposes of or related to the investigation or the hearing, or both, and the applicable hourly rates; (b) costs paid or payable to a person or company, other than Commission staff, appointed or engaged by the Commission or the Executive Director for purposes of or related to the investigation or the hearing, or both; |

- (c) costs paid or payable in respect of witnesses, other than costs referred to in clauses (a) and (b), for purposes of or related to the investigation or the hearing, or both; and
 - (d) any other costs paid or payable for purposes of or related to the investigation or the hearing, or both.
- Payment to Commission **21** Money paid by a person or company pursuant to an agreement with the Executive Director shall be paid to the Commission.

PART 7
CIVIL LIABILITY FOR SECONDARY MARKET DISCLOSURE

- Meaning of equity security **22** In this Part, “equity security” means any security of an issuer that carries the residual right to participate in
- (a) the earnings of the issuer, and
 - (b) the assets of the issuer on the liquidation or the winding-up of the issuer.
- Meaning of market capitalization **23** For the purposes of Part 17.01 of the Act, “market capitalization” means, in respect of an issuer, the amount determined as follows:
- (a) for each class of equity securities for which there is a published market, determine the sum of the number of outstanding securities of the class at the close of trading on each of the 10 trading days before the day on which the misrepresentation was made or the failure to make timely disclosure first occurred;
 - (b) divide the sum determined under clause (a) by 10;
 - (c) multiply the quotient determined under clause (b) for each class by the trading price of the securities of the class on the principal market for the securities for the 10 trading days before the day on which the misrepresentation was made or the failure to make timely disclosure first occurred;
 - (d) add the amounts determined under clause (c) for each class of equity securities for which there is a published market;
 - (e) for each class of equity securities not traded on a published market, determine the fair market value of the outstanding securities of that class as of the day on which the misrepresentation was made or the failure to make timely disclosure first occurred;
 - (f) add the amounts determined under clause (e) for each class of equity securities not traded on a published market; and
 - (g) add the amount determined under clause (d) to the amount determined under clause (f) to determine the market capitalization of the issuer.

Meaning of principal
market

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For the purposes of Part 17.01 of the Act, “principal market” means, in respect of a class of securities of a responsible issuer,

- (a) the published market in Canada on which the greatest volume of trading in securities of that class occurred during the 10 trading days before the day on which the misrepresentation was made or the failure to make timely disclosure first occurred, or
- (b) the published market on which the greatest volume of trading in securities of that class occurred during the 10 trading days before the day on which the misrepresentation was made or the failure to make timely disclosure first occurred, if securities of that class are not traded during those 10 trading days on a published market in Canada.

Meaning of trading price

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For the purposes of Part 17.01 of the Act, “trading price” means, in respect of a security of a class of securities for which there is a published market, the amount determined under the following rules:

- (a) subject to clauses (b) and (c), the trading price of the security is the volume weighted average price of securities of that class on the published market during the period for which the trading price is to be determined;
- (b) subject to clause (c), if there was trading in the securities of that class in the published market on fewer than half of the trading days during the period for which the trading price of the securities is to be determined, the trading price of the security is determined as follows:
 - (i) calculate the sum of the average of the highest bid and lowest ask prices for each trading day in the period on which there were no trades in securities of that class in the published market,
 - (ii) divide the amount determined under subclause (i) by the number of trading days on which there were no trades in securities of that class in the published market,
 - (iii) add to the amount determined under subclause (ii) the volume weighted average price of securities of that class on the published market for those trading days on which securities of that class were traded,
 - (iv) divide by two the amount determined under subclause (iii);
- (c) if there were no trades of securities of that class in the published market during the period for which the trading price is to be determined, the trading price of the security is the fair market value of the security.

Application of Part 17.01
of the Act

- 26 (1)** Part 17.01 of the Act applies to the acquisition of an issuer's security pursuant to an exemption from section 110 of the Act that is set out in section 2.8 of National Instrument 45-102 *Resale of Securities*, which exemption is prescribed for the purposes of section 211.02(b) of the Act.
- (2)** Part 17.01 of the Act applies to the acquisition or disposition of an issuer's security in connection with or pursuant to a take-over bid described in section 4.1, 4.4 or 4.5 of Multilateral Instrument 62-104 *Take-Over Bids and Issuer Bids* or an issuer bid described in section 4.8, 4.10 or 4.11 of Multilateral Instrument 62-104 *Take-Over Bids and Issuer Bids*, which bids are prescribed for the purposes of section 211.02(c) of the Act.

PART 8 GENERAL PROVISIONS

Filing of material filed in
other jurisdictions –
investment funds

- 27** An investment fund that is a reporting issuer shall file, concurrently with the Executive Director, all information not already filed with the Executive Director whether in the same or a different form, that it files with
- (a) a government of another jurisdiction
 - (b) an agency of a government of another jurisdiction, or
 - (c) an exchange wherever situate,
- under the securities or corporation law of that jurisdiction or under the by-laws, rules, or other regulatory instruments of the exchange, if it is material to purchasers of securities notwithstanding that the information is not specifically required to be filed by the terms of the applicable statute or regulation of that jurisdiction, or of the applicable by-laws, rules or other regulatory instruments of the exchange.

Filing of material
generally

- 28 (1)** Except as otherwise provided under Alberta securities laws,
- (a) every document that is required or permitted to be filed with the Commission or the Executive Director by an individual and that is required to be signed or certified shall
 - (i) be manually signed, and
 - (ii) include, below the signature, the name of the individual in typewritten or printed form,
 - (b) subject to clause (c), every document that is required or permitted to be filed with the Commission or the Executive Director by a company or person, other than an individual, and that is required to be signed or certified shall
 - (i) be manually signed by
 - (A) an officer or director of the person or company, or an individual acting in a

capacity similar to that of an officer or director, or

(B) subject to clause (d), the attorney or agent of the person or company, and

- (ii) include, below the signature, the name of the officer, director, attorney, agent or individual acting in a capacity similar to that of an officer or director in typewritten or printed form,
- (c) if a partner signs or certifies on behalf of a professional partnership, the partner is not required to sign his name, but, if an individual other than a partner signs or certifies,
 - (i) the individual shall manually sign his name, and
 - (ii) the name of the individual shall be included below his signature in typewritten or printed form,
- and
- (d) if a document required or permitted to be filed with the Commission or the Executive Director by an individual, company or person has been executed by an attorney or agent, a completed power of attorney or document of authority authorizing the signing of the document shall be filed with the document unless the Commission or the Executive Director, as the case may be, otherwise permits.

- (2) Any document that is required or permitted to be filed with the Commission or the Executive Director and that is required to be signed or certified may be filed by electronic means if it is otherwise in accordance with the relevant requirements of this section.
- (3) Any document that is required or permitted to be filed with the Commission or the Executive Director and is not required to be signed or certified may be filed by electronic means.
- (4) Any document filed pursuant to subsections (2) or (3) is deemed to have been filed on the day upon which it was received by the Commission or the Executive Director, as the case may be.

Effective date

29

These Rules come into force on •, 2010.

FORM 1

Securities Act

**SUMMONS TO A WITNESS PURSUANT TO
SECTION 28, 29 OR 42 OF THE SECURITIES ACT**

RE: _____

TO: _____

You are hereby summoned and required to attend before _____
at an examination to be held at _____ in the _____ of _____ on _____
day the _____ day of _____, 20____ at the hour of _____ o'clock in the _____
noon (local time), and so from day to day until the examination is concluded to give evidence on oath in
connection with an investigation ordered by _____ and to bring with you and
produce at such time and place _____.

Dated this _____ day of _____, 20____.

ALBERTA SECURITIES COMMISSION

(Signature)

Name:

Title:

NOTE: You are entitled to be paid the same personal allowances for your attendance at the examination as are paid for the attendance of a witness summoned to attend before the Court of Queen's Bench. You are entitled to be represented by counsel when you attend for your examination.

If you fail to attend and give evidence at the examination, or to produce the documents or things specified at the time and place specified, without lawful excuse, you are liable to punishment by the Court of Queen's Bench in the same manner as for contempt of that court for disobedience to a subpoena.

FORM 2

Securities Act

AFFIDAVIT OF SERVICE

Province of Alberta) THE MATTER OF THE
) SECURITIES ACT
____ of _____)
) AND
)
) IN THE MATTER OF _____
) _____
) _____

I, _____ of the _____ of _____
in the _____ of _____, make oath and say that:

1 I did on the ____ day of _____, 20____ personally serve _____
at about _____ o'clock with a true copy of the _____ [*specify "summons" or "notice"*]
annexed hereto by delivering the same to and leaving the same with _____
at the _____ of _____ in the _____ of _____.

2 I did at the same time and place produce and pay the sum of _____
Dollars, being the requisite amount of conduct money or allowance.

3 To effect such service I necessarily travelled _____ kilometres.

SWORN before me at the _____)
_____ of _____)
in the _____ of _____,)
this ____ day of _____, 20____.) _____
) (Signature)

(A commissioner, etc.)

FORM 3

Securities Act

**SUMMONS FOR EXAMINATION
BEFORE A PERSON DESIGNATED UNDER
SECTION 82 OF THE SECURITIES ACT**

RE: _____

TO: _____

You are hereby summoned and required by the Executive Director to attend before _____
at an examination to be held at _____ in the _____ of _____
on _____ the ____ day of _____, 20____ at the hour of _____ o'clock in the
_____ noon (local time), and so from day to day until the examination is concluded, to give
evidence on oath and to bring with you and produce at such time and place _____.

Dated this ____ day of _____, 20____.

ALBERTA SECURITIES COMMISSION

(Signature)

Name:

Title:

FORM 4

Securities Act

**REPORT BY A REGISTERED OWNER OF SECURITIES
BENEFICIALLY OWNED BY AN INSIDER
UNDER SECTION 183 OF THE SECURITIES ACT**

NOTE: THIS REPORT IS ONLY REQUIRED WHERE:

- 1 VOTING SECURITIES ARE REGISTERED IN THE NAME OF A PERSON OR COMPANY OTHER THAN THE BENEFICIAL OWNER;*
- 2 THE PERSON OR COMPANY KNOWS THAT:*
 - (a) THEY ARE BENEFICIALLY OWNED BY AN INSIDER, AND*
 - (b) THE INSIDER HAS FAILED TO FILE A REPORT OF THE OWNERSHIP WITH THE EXECUTIVE DIRECTOR AS REQUIRED BY PART 15 OF THE SECURITIES ACT; AND*
- 3 THE TRANSFER TO THE PERSON OR COMPANY WAS NOT FOR THE PURPOSE OF GIVING COLLATERAL FOR A BONA FIDE DEBT.*

1 State the relationship between the undersigned and the insider.

2 Certificate (Instruction 1):

The undersigned hereby certifies that:

- (a) attached as an exhibit is an unexecuted insider trading report in respect of voting securities that are registered in the name of the undersigned but beneficially owned by the insider named in the report, and
- (b) the report has, in respect of such voting securities, been completed to the best of my information and belief.

Date of Report

Signature (Instruction 2)

INSTRUCTIONS

- 1 Use as the exhibit the form of report the insider has failed as required by Part 15 of the Act. Complete the report only in respect of voting securities. If required information is not known by the person or company completing the attached report mark "Not known" or "Complete information not known".*
- 2 Please print the name and office of the person or company executing this report or on whose behalf this report is executed.*

IT IS AN OFFENCE UNDER THE *SECURITIES ACT* FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE PROVIDED TO THE COMMISSION, THAT, IN A MATERIAL RESPECT AND AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS MISLEADING OR UNTRUE, OR DOES NOT STATE A FACT THAT IS REQUIRED TO BE STATED OR THAT IS NECESSARY TO MAKE THE STATEMENT NOT MISLEADING.

FORM 5

Securities Act

**REPORT BY MANAGEMENT COMPANY
UNDER SECTION 191 OF THE SECURITIES ACT**

NAME OF THE MUTUAL FUND FOR WHICH THE MANAGEMENT COMPANY PROVIDES SERVICES AND ADVICE:

NAME OF THE MANAGEMENT COMPANY:

DATE OF THE TRANSACTION:

CATEGORY OF THE TRANSACTION (INSTRUCTION 1):

PARTIES TO THE TRANSACTION:

NATURE OF THE TRANSACTION (INSTRUCTION 2):

The undersigned hereby certifies that the information given in this report is true and complete in every respect

Date of the Report

Name of Management Company

By _____
Signature

Official Capacity

INSTRUCTIONS:

1 Categorize each transaction as being

- (a) a transaction or purchase and sale of securities between the mutual fund and a related person or company,*
- (b) a transaction or purchase and sale of securities resulting in a related person or company receiving a fee,*
- (c) a loan between the mutual fund and a related person or company, or*
- (d) a transaction to which the mutual fund and a related person or company of the mutual fund are joint participants.*

2 Where the transaction is categorized as a purchase or sale of securities between the mutual fund and a related person or company, state

- (a) the issuer of the securities purchased or sold,*
- (b) the class or designation of the securities,*

- (c) *the amount or number of securities, and*
 - (d) *the consideration.*
- 3 *Where the transaction is categorized as a purchase or sale of securities resulting in a related person or company receiving a fee, state*
- (a) *the issuer of the securities purchased or sold,*
 - (b) *the class or designation of the securities,*
 - (c) *the amount or number of the securities,*
 - (d) *the consideration,*
 - (e) *the name of the related person or company receiving a fee,*
 - (f) *the name of the person or company that paid the fee to the related person or company, and*
 - (g) *the amount of the fee received by the related person or company.*
- 4 *Where the transaction is categorized as a loan between the mutual fund and a related person or company, state*
- (a) *the name of the lender,*
 - (b) *the name of the borrower,*
 - (c) *the amount of money loaned,*
 - (d) *the terms of the loan, and*
 - (e) *the purpose of the loan.*
- 5 *Where the transaction is categorized as one to which the mutual fund and 1 or more of its related persons or companies are joint participants, state terms of participation and the purpose of the transaction.*

IT IS AN OFFENCE UNDER THE *SECURITIES ACT* FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE PROVIDED TO THE COMMISSION, THAT, IN A MATERIAL RESPECT AND AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS MISLEADING OR UNTRUE, OR DOES NOT STATE A FACT THAT IS REQUIRED TO BE STATED OR THAT IS NECESSARY TO MAKE THE STATEMENT NOT MISLEADING.

FORM 6

Securities Act

**ENDORSEMENT OF WARRANT
UNDER SECTION 196(1) OF THE SECURITIES ACT**

Province of Alberta)	
)	
)	
_____)	_____
(territorial jurisdiction))	(a Provincial Judge or Justice in and for
)	the Province of Alberta)
)	

Pursuant to section 196(1) of the *Securities Act* and pursuant to application this day made to me, I hereby authorize the execution of this warrant within the said territorial jurisdiction.

Dated this ____ day of _____ 20____, at _____

APPENDIX B

Table of Concordance

Proposed Repeal and Replacement of *Alberta Securities Commission Rules (General)*

Description	Existing Reference*	New Reference, Replacement Reference or other Treatment
		PART 1 INTERPRETATION
Definitions: “Act”	1(1)(a)	1
“aggregate acquisition cost”	1(1)(b)	<i>Repeal</i>
“contract”, “group insurance”, “life insurance” and “policy”	1(1)(c)	<i>Repeal</i>
“exercise price”	1(1)(e.1)	8(1)(b)
“expiry date”	1(1)(e.2)	8(1)(c)
“Form”	1(1)(g)	<i>Repeal</i>
“offsetting trade”	1(1)(i.1)	8(1)(d)
“settlement price”	1(1)(i.2)	8(1)(f)
“variable insurance contract”	1(1)(k)	<i>Repeal</i>
	1(2)	<i>Repeal</i>
Determining aggregate acquisition cost	2	<i>Repeal</i>
Registrant; foreign jurisdiction	3	3.3 of Rule 45-511
Unusual effort to prepare market	4	3.1 of Rule 45-511
Extraordinary commission or consideration	5	3.2 of Rule 45-511
Disclosure of securities beneficially owned	7	2
Deemed to be a parent company	8	3
	PART 1 THE COMMISSION	<i>Repeal</i>
Record of proceedings	9	29(h) of the Act
	PART 2 INVESTIGATIONS	PART 2 SUMMONS
Issuance of summons	10	4
	PART 3 AUDITS	<i>Repeal</i>
Audits under section 60 of the Act	11	12.9 and 12.10 of NI 31-103 3.2 of NI 52-107 (and 3.3 of proposed post IFRS NI 52- 107)

Description	Existing Reference*	New Reference, Replacement Reference or other Treatment
Filing of financial statements under section 60 of the Act	12	12.12 – 12.14 of NI 31-103
	PART 4 EXCHANGES, SELF-REGULATORY ORGANIZATION, QUOTATATION AND TRADE REPORTING SYSTEMS AND CLEARING AGENCIES	<i>Repeal</i>
Recognition	13	<i>Repeal</i>
	PART 5 REGISTRATION	PART 3 REGISTRATION
Compensation fund or contingency trust fund	28	6
Summons for an examination	52	5
Registrant audit costs	58	7
	PART 7 TRADING IN SECURITIES AND EXCHANGE CONTRACTS GENERALLY	PART 4 TRADING IN SECURITIES AND EXCHANGE CONTRACTS GENERALLY
Trading in securities	71	8
Confirmation under section 90(1) of the Act	71.1	9
Confirmation of a trade in an option contract	71.2	10
Confirmation re offsetting trade	71.3	11
Outstanding exchange contract	71.4	12
Minimum margin required	73	13
Omnibus accounts	73.1	14
Compliance with section 97(1) of the Act	74	15
Risk disclosure statement under section 98 of the Act	74.1	16
	PART 9 DISTRIBUTION GENERALLY	<i>Repeal</i>
Where underwriter or issuer is not a registrant	121	75 of the Act

Description	Existing Reference*	New Reference, Replacement Reference or other Treatment
	PART 10 EXEMPTIONS FROM PROSPECTUS REQUIREMENTS	<i>Repeal</i>
Prospectus exemptions re <i>Rural Utilities Act</i> and <i>Cooperatives Act</i>	127.03	2.1 of ASC Rule 45-511
Transitional: exemption of trades	127.04	<i>Repeal</i>
Offering memorandum required for minimum amount investment exemption	127.1	3.4 of ASC Rule 45-511
Offering memorandum filing requirements	127.2	3.4 of ASC Rule 45-511
No representations by the Commission	128	3.5 of ASC Rule 45-511
Transitional provision re report of exempt distribution	129.2	<i>Repeal</i>
Options	142	<i>Repeal</i>
	PART 14 INSIDER TRADING AND SELF-DEALING	PART 5 INSIDER TRADING AND SELF-DEALING
Report under section 182 of the Act	182	NI 55-104 and NI 55-102
Exception to section 182(1) of the Act	183	9.4 of NI 55-104
Report under section 183 of the Act	186	17
Filing by facsimile	186.1	28
Sending of report	186.2	28
Deemed filing and delivery	186.3	28
Report under section 191 of the Act	187	18
Reports under section 182 of the Act	188	9.5 of NI 55-104
Reports by personal representatives etc.	189	9.6 of NI 55-104
Prescribed time periods	190	3.2, 3.3, 3.4, 3.5, 4.2, and 11.2 of NI 55-104
	PART 15 ENFORCEMENT	PART 6 ENFORCEMENT
Warrant	191	19
Costs re investigation	191.1	20
Costs re hearing	191.2	20
Payment to Commission	191.3	21

Description	Existing Reference*	New Reference, Replacement Reference or other Treatment
	PART 16.1 CIVIL LIABILITY FOR SECONDARY MARKET DISCLOSURE	PART 7 CIVIL LIABILITY FOR SECONDARY MARKET DISCLOSURE
Meaning of equity security	192.1	22
Meaning of market capitalization	192.2	23
Meaning of principal market	192.3	24
Meaning of trading price	192.4	25
Application of Part 17.01 of the Act	192.5	26
	PART 18 GENERAL PROVISIONS	PART 8 GENERAL PROVISIONS
Filing of material filed in other jurisdictions – investment funds	196	27
Filing of material generally	197	28
Electronic signing of material	197.1	<i>Repeal</i>
Electronic filing of material	197.2	<i>Repeal</i>
Effective date	203	29
	SCHEDULE FORMS	SCHEDULE FORMS
Summons to a Witness pursuant to Section 28, 29 or 42 of the Securities Act	1	1
Affidavit of Service	2	2
Summons for Examination a Person Designated under Section 82 of the Securities Act	8	3
Put Option Contract	25	<i>Repeal</i>
Call Option Contract	26	<i>Repeal</i>
Report by a Registered Owner of Securities Beneficially Owned by an Insider under Section 183 of the Securities Act	37	4
Report by Management Company under Section 191 of the Securities Act	38	5
Endorsement of Warrant under section 196(1) of the Securities Act	39	6

*Only provisions that existed as at October 15, 2009 are included in this table of concordance. Prior repeals are not reflected.

APPENDIX C

Schedule 1

PROPOSED AMENDMENTS TO MULTILATERAL INSTRUMENT 11-102 PASSPORT SYSTEM

1. *Multilateral Instrument 11-102 Passport System is amended by this Instrument.*
2. *Appendix D is amended by*
 - a. *repealing “s. 28 of the ASC Rules (General)” in the row entitled “Compensation or contingency trust fund” under the subheading “Registration” and substituting “s. 6 of the ASC Rules (General)”;* *and*
 - b. *repealing “s. 129.1 of the ASC Rules (General) and” in the row entitled “Filing report of exempt distribution” under the subheading “Requirements when using prospectus exemptions”.*
3. *This Instrument comes into force on •, 2010.*

Schedule 2

PROPOSED AMENDMENTS TO ALBERTA SECURITIES COMMISSION POLICY 12-601 APPLICATIONS TO THE ASC

- 1. *Appendix 1 to Alberta Securities Commission Policy 12-601 Applications to the ASC is amended as follows:***

by removing the row containing the heading “ASC Rules (General)” and the rows addressing applications under sections 92(2)(i), 105(7), and 171(2) of the ASC Rules (General);

under the heading “National and Multilateral Instruments”, in the row dealing with section 5.1 of NI 41-101 Prospectus Disclosure Requirements, the reference to section “5.1” is changed to “19.1”.

Schedule 3

PROPOSED AMENDMENTS TO COMPANION POLICY 45-102 *RESALE OF SECURITIES*

- 1. *Companion Policy 45-102 Resale of Securities is amended in section 1.9 by removing the reference to “Section 4 of the Alberta Securities Commission Rules” and replacing it with “Section 3.1 of Alberta Securities Commission Rule 45-511 Local Prospectus Exemptions and Related Requirements”.***

Schedule 4

PROPOSED AMENDMENTS TO ALBERTA SECURITIES COMMISSION POLICY 45-601 DISTRIBUTIONS OUTSIDE ALBERTA

- 1. Alberta Securities Commission Policy 45-601 Distributions outside Alberta is amended by removing the fourth paragraph of section 2.5 and replacing it with the following:***

“Investment funds that are reporting issuers are reminded that section 27 of the rules requires that they file all information not already filed with the Executive Director whether in the same or a different form, that they file with a government of another jurisdiction, an agency of a government of another jurisdiction, or an exchange wherever situate, if it is material to purchasers and required to be filed by that other jurisdiction or exchange”.