

CMRA Regulation 11-501
Definitions, Procedure, Civil Liability and Related Matters

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PART 1 DEFINITIONS AND INTERPRETATION

1. Definitions

(1) In the Act,

“business day” has the same meaning as in section 1.1 of National Instrument 14-101 *Definitions*; and

“solicit” has the same meaning as in section 1.1 of National Instrument 51-102 *Continuous Disclosure Obligations*.

(2) In a Regulation,

“Act” means the *Capital Markets Act*;

“OTC derivative” means a derivative that is not an exchange contract; and

“private mutual fund” has the same meaning as in section 1.1 of National Instrument 81-106 *Investment Fund Continuous Disclosure*.

(3) Every term used in a Regulation that is defined in subsection 1.1(3) of National Instrument 14-101 *Definitions* has the same meaning as in that subsection unless it is otherwise defined or interpreted in the Regulation or the context otherwise requires.

2. Person prescribed not to be a clearing agency

(1) For the purposes of paragraph (a) of the definition of “clearing agency” in section 2 of the Act, a person is prescribed not to be a clearing agency if that person is

(a) the Canadian Payments Association or its successors;

(b) an exchange;

(c) a registered dealer; or

(d) a bank, trust company, loan corporation, insurance company, treasury branch, credit union or caisse populaire that, in the normal course of its authorized business in Canada, engages in an activity described in subparagraph (a)(i) of the definition of clearing agency, but does not also engage in an activity described in subparagraph (a)(ii) or (iii) of the definition of clearing agency.

(2) For the purposes of paragraph (b) of the definition of “clearing agency” in section 2 of the Act, a person is prescribed not to be a clearing agency if that person solely arranges or provides for

- (a) settlement, netting or novation of obligations resulting from agreements, contracts or transactions on a bilateral basis and without a central counterparty;
- (b) settlement or netting of cash payments through the Automated Clearing Settlement System or the Large Value Transfer System; or
- (c) settlement, netting or novation of obligations resulting from a sale of a commodity in a transaction in the spot market.

3. Person prescribed to be a market participant

For the purposes of paragraph (s) of the definition of “market participant” in section 2 of the Act, a DRO affiliate as defined in National Instrument 25-101 *Designated Rating Organizations* is prescribed to be a market participant.

4. Person prescribed not to be a market place

For the purposes of the definition of “market place” in section 2 of the Act, an inter-dealer bond broker as defined in National Instrument 21-101 *Marketplace Operation* is prescribed not to be a market place.

5. Person prescribed to be a reporting issuer

For the purposes of paragraph (e) of the definition of “reporting issuer” in section 2 of the Act, an issuer that has any securities that have been at any time listed and posted for trading on any recognized exchange on or after the CMR launch date, regardless of when the listing and posting began, is prescribed to be a reporting issuer.

PART 2 PROCEDURES

6. Disclosure of securities beneficially owned

- (1) If the Act or the Regulations require the disclosure of the number or percentage of securities beneficially owned by a person that is not an issuer 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
 - (a) disclosing all the securities beneficially owned by the person or deemed to be beneficially owned; and
 - (b) indicating whether the ownership is direct or indirect and, if indirect, indicating
 - (i) the name of the controlled company or company affiliated with the person or with that controlled company through which the securities are indirectly owned, and
 - (ii) the number or percentage of the securities so owned by the issuer,

is sufficient disclosure without disclosing the name of any other company which is deemed to beneficially own the same securities.

- (2) If capital markets law requires the disclosure of the number or percentage of securities beneficially owned by a company and, by virtue of section 5 of the Act, one or more other companies will also have to be shown as beneficially owning the securities, a statement:
 - (a) disclosing all the 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
 - (i) the name of the subsidiary through which the securities are indirectly owned, and
 - (ii) the number or percentage of the securities so owned,

is deemed sufficient disclosure without disclosing the name of any other company which is deemed to beneficially own the same securities.

- (3) Despite subsections (1) and (2), an insider that is a company that is required to report under National Instrument 55-104 *Insider Reporting Requirements and Exemptions* must report in accordance with that Instrument.
- (4) For the purposes of subsection (2), an issuer is another's parent issuer if that other issuer is its subsidiary.

7. Voluntary surrender of reporting issuer status

Definitions

- (1) In this section,

“closely held reporting issuer” means a reporting issuer whose outstanding securities are beneficially owned, directly or indirectly, by not more than 50 persons and are not traded through or quoted on any exchange or quotation system; and

“notice” means a written notice entitled “Voluntary Surrender of Reporting Issuer Status” filed by a closely held reporting issuer stating that the issuer is a closely held reporting issuer and will cease to be a reporting issuer as of a date specified in the notice that is at least 10 days from the date the notice is filed.

Application

- (2) This section does not apply to an issuer that is an OTC reporting issuer under Multilateral Instrument 51-105 *Issuers Quoted in the U.S. Over-the-Counter Markets*.

Exemption

- (3) A closely held reporting issuer that has filed a notice ceases to be a reporting issuer on the date specified in the notice.

8. Electronic delivery of documents

Interpretation

- (1) In this section,

“form filer” means a person required or permitted by capital markets law to file or deliver a required document with the Chief Regulator or the Authority;

“NRD” has the same meaning as in section 1.1 of National Instrument 31-102 *National Registration Database*;

“required document” means

- (a) a document listed in Appendix A; or
- (b) any other document required to be filed with or delivered to the Chief Regulator or the Authority under capital markets law by
 - (i) a market participant, or
 - (ii) another person exempted from a requirement of capital markets law by reason of section 94 of the Act or an application otherwise provided for in capital markets law;

“SEDAR” has the same meaning as in section 1.1 of National Instrument 13-101 *System for Electronic Document Analysis and Retrieval (SEDAR)*; and

“SEDI” has the same meaning as in section 1.1 of National Instrument 55-102 *System for Electronic Disclosure by Insiders (SEDI)*.

- (2) In this section, “document” includes “information”, “material” and “notice” as those words are used in capital markets law, unless the context otherwise requires.
- (3) In this section, a reference to a document that is required or permitted to be delivered includes a document that is required or permitted to be deposited with, or delivered, furnished, sent, provided or submitted to, the Chief Regulator or the Authority under capital markets law.
- (4) The transmission of a document in electronic format to the Authority under subsection (5) constitutes,
 - (a) if the document is required or permitted to be filed under capital markets law, the filing of that document under capital markets law; and

- (b) if the document is required or permitted to be delivered to the Chief Regulator or the Authority under capital markets law, the delivery of that document.

Electronic filing

- (5) Each required document of a person must be transmitted to the Authority electronically by the person following the steps set out at •.
- (6) Subsection (5) does not apply to any required document that is
 - (a) filed or delivered through SEDAR, SEDI or NRD;
 - (b) filed or delivered under subsection 15(3) or 54(3), section 10, 18, 24, 45 or 187 or Part 11, 12 or 13 of the Act; or
 - (c) filed or delivered to the Tribunal.

Temporary technical difficulties exemption

- (7) If unanticipated technical difficulties prevent the timely transmission of a required document, the form filer may transmit the document by e-mail as soon as practical and in any event no later than 2 business days after the day on which the filing was required.
- (8) A filing under subsection (7) must include the following legend at the top of the first page:

THIS REPORT IS BEING FILED UNDER A TEMPORARY TECHNICAL
DIFFICULTIES EXEMPTION

- (9) In addition to filing or delivery under subsection (7), a copy of each completed required document of a form filer must be transmitted under subsection (5) as soon as practical after the unanticipated technical difficulty has been resolved and in any event no later than 3 business days after resolution of the technical difficulties.
- (10) If a document is filed or delivered as required under subsection (7), the date by which the document is required to be filed or delivered under capital markets law is deemed to be the date on which the document is filed electronically under subsection (5).

9. Execution and certification of documents

Except as otherwise provided in capital markets laws,

- (a) if a record is required or permitted to be filed by an individual and required to be signed or certified, it must be manually signed by the individual immediately above the individual's typewritten or printed name;
- (b) subject to paragraphs (c) and (d), if a record is required or permitted to be filed by a person other than an individual and required to be signed or certified, it must be manually signed by an officer or director of that person or, subject to paragraph (e), by the attorney or agent of that person, immediately above the typewritten or printed name of the officer, director, attorney or agent signing it;

- (c) if a partner signs or certifies a record on behalf of a professional partnership, the partner is not required to sign the partner's name;
- (d) if an individual other than a partner signs or certifies a record on behalf of a professional partnership, the individual must manually sign the individual's name immediately above the individual's typewritten or printed name; and
- (e) if a record required or permitted to be filed by a person has been executed, or signed according to all the required formalities by an attorney or agent of that person, a duly completed power of attorney or record of authority authorizing the signing of the record must be filed with the record.

PART 3 ADMINISTRATION AND ENFORCEMENT

10. Reactivation of dormant issuer

If the Chief Regulator has ordered under subsection 88(1) of the Act that all persons cease trading in or acquiring a specified security or class of securities and that order has been in effect for more than 90 days, the issuer or person, concurrently with filing the required record referred to in the order, must file additional records that the Chief Regulator considers necessary to determine whether trading in or acquiring the specified security or class of securities, as the case may be, is prejudicial to the public interest.

11. Reactivation of dormant derivative

If the Chief Regulator has ordered under subsection 88(2) of the Act that all persons cease trading in a specified derivative or class of derivatives and that order has been in effect for more than 90 days, the person required to file a record under capital markets law, concurrently with filing the required record referred to in the order, must file additional records about the derivative that the Chief Regulator considers necessary to determine whether trading in the specified derivative or class of derivatives, as the case may be, is prejudicial to the public interest.

12. Profit made and loss avoided

- (1) For the purposes of subsection 115(3) of the Act, "profit made" is to be determined as follows:
 - (a) for a purchase of securities on a published market in contravention of subsection 66(1) of the Act, the profit made is the aggregate of the gains associated with all securities purchased in contravention of that subsection where, for the purposes of the calculation, the gain per security purchased is determined by the formula

A - B

where

A is

- (i) if the security was subsequently traded before the 10th trading day immediately following general disclosure of the material fact or material change, the price at which the security was traded, or
- (ii) if the security was not subsequently traded before the 10th trading day immediately following general disclosure of the material fact or material change, the volume-weighted average market price of the security for the 10 trading days immediately following general disclosure of the material fact or material change, and

B is the amount paid for the security by the person who contravened subsection 66(1);

- (b) for a trade of securities in contravention of subsection 66(1) of the Act, the profit made on a published market is the aggregate of the gains associated with all securities traded in contravention of that subsection where, for the purposes of the calculation, the gain per security traded is determined by the formula

$A - B$

where

A is the proceeds from the trade of the security, and

B is

- (i) if the contravention was a short sale and the short sale has been covered, the price at which the purchase covering the short sale was made,
- (ii) if the contravention was a short sale and the short sale has not been covered, the volume-weighted average market price of the security for the 10 trading days immediately following general disclosure of the material fact or material change, or
- (iii) if the contravention was not a short sale, the volume-weighted average market price of the security over the 10 trading days immediately following general disclosure of the material fact or material change;

- (c) for a purchase of securities on a published market in contravention of subsection 67(3) of the Act, the profit made is the aggregate of the gains associated with all securities purchased in contravention of that subsection where, for the purposes of the calculation, the gain per security purchased is determined by the formula

$A - B$

where

A is

- (i) if the security was subsequently traded before the execution of the last trade that was the subject of the material order information, the price at which the security was traded, or
- (ii) if the security was not subsequently traded before the execution of the last trade that was the subject of the material order information, the last price paid in the execution of the order that is the subject of the material order information, and

B equals the amount paid for the security by the person who contravened subsection 67(3);

- (d) for a trade of securities on a published market in contravention of subsection 67(3) of the Act, the profit made is the aggregate of the gains associated with all securities traded in contravention of that subsection where, for the purposes of the calculation, the gain per security purchased is determined by the formula

$A - B$

where

A is the proceeds from the trade of the security, and

B is

- (i) if the contravention was a short sale, and the short sale has been covered, the price at which the purchase covering the short sale was made,
- (ii) if the contravention was a short sale, and the short sale has not been covered, the last price paid in the execution of the order that is the subject of the material order information, or
- (iii) if the contravention was not a short sale, the last price paid in the execution of the order that was the subject of the material order information;

- (e) for a contravention of any of subsections 66(2) to (4), 67(4), or 67(5) of the Act, the profit made is determined by the formula

$A + B$

where

A is the value of the consideration received by the person for providing the information or recommendation, and

B is the aggregate profit made by all persons who received the information or recommendation, calculated under paragraph (a), (b), (c), (d), or (f) as applicable;

(f) for any other contravention of sections 62 to 67 of the Act, the amount determined by the court.

(2) For the purposes of subsection 115(3) of the Act, "loss avoided" is to be determined as follows:

(a) for a trade of securities on a published market in contravention of subsection 66(1) of the Act, the loss avoided is the aggregate of the losses avoided associated with all securities traded in contravention of that subsection where, for the purposes of the calculation, the losses avoided per security traded is determined by the formula

$A - B$

where

A is the proceeds from the trade of the security, and

B is, if the contravention was not a short sale, the volume-weighted average market price of the security over the 10 trading days immediately following general disclosure of the material fact or material change;

(b) for a trade of securities on a published market in contravention of subsection 67(3) of the Act, the loss avoided is the aggregate of the losses avoided associated with all securities traded in contravention of that subsection where, for the purposes of the calculation, the losses avoided per security traded is determined by the formula

$A - B$

where

A is the proceeds from the trade of the security, and

B is, if the contravention was not a short sale, the last price paid in the execution of the order that is the subject of the material order information;

(c) for a contravention of any of subsections 66(2) to (4), 67(4), or 67(5) of the Act, the loss avoided is determined by the formula

$A + B$

where

A is the value of the consideration received by the person for providing the information or recommendation, and

B is the aggregate loss avoided by all persons who received the information or recommendation, calculated under paragraph (a), (b), or (d) as applicable;

- (d) for any other contravention of sections 62 to 67 of the Act, the amount determined by the court.
- (3) For the purposes of calculating
- (a) profit made under subsections 1(a) to (d) and 1(f); or
 - (b) loss avoided under subsections 2(a) to (b) and 2(d),
- the court may take into account the commissions paid by the person who contravened the Act in respect of the securities purchased or traded in relation to the contravention.

PART 4 TRADING IN SECURITIES GENERALLY

13. Prohibited representations – exceptions

For the purposes of subsections 60(1) and 60(5) of the Act, the prescribed circumstances are if the representation is contained in a written agreement and the security involved has an aggregate acquisition cost of more than \$50,000.

PART 5 CIVIL LIABILITY

14. Converting security prescribed for Part 12 of the Act

For the purposes of Part 12 of the Act, the prescribed converting security is a security acquired in a distribution made in reliance on an exemption from the prospectus requirement, including any instrument or unit commonly known as a special warrant and a subscription receipt that, by its terms or the terms of an accompanying contractual obligation,

- (a) entitles or requires the holder to acquire an underlying security without payment of material additional consideration and obliges the issuer of either security to undertake efforts to file a prospectus to qualify the distribution of the underlying security, or
- (b) entitles or requires the holder to acquire an underlying security without payment of material additional consideration and the issuer files a prospectus to qualify the distribution of the underlying security.

15. Disclosure document prescribed for subsection 122(1) of the Act

For the purposes of subsection 122(1) of the Act, the prescribed disclosure document is a document that provides information, including information about the business or affairs of an issuer, and that has been prepared primarily for sending to and review by a prospective purchaser to assist the prospective purchaser in making an investment decision about securities being sold in a distribution for which a prospectus would be required but for the availability of an exemption from that requirement under capital markets law.

16. Disclosure document prescribed for paragraph 128(c) of the Act

For the purposes of paragraph 128(c) of the Act,

- (a) the prescribed disclosure document is the offering memorandum required to be delivered to a purchaser of a security under section 2.9 of National Instrument 45-106 *Prospectus Exemptions*; and
- (b) the prescribed disclosure document must be sent within 2 business days after the agreement of purchase and sale for a security is entered into.

17. Investment fund prescribed for subsection 130(3) of the Act

For the purposes of subsection 130(3) of the Act, a prescribed investment fund is a private mutual fund.

18. Rescission of purchase – prospectus

“intermediary” defined

- (1) For the purposes of this section, “intermediary” means a person that trades in securities.

Written notice

- (2) For the purposes of rescinding a purchase of a security to which paragraph 27(1)(a) of the Act applies, the written notice required under subsection 138(1) of the Act must evidence the intention of the purchaser not to be bound by the agreement of purchase and sale referred to in paragraph 5(1)(a) of CMRA Regulation 41-501 *Prospectus Requirements and Exemptions* and must be received by the intermediary from whom the purchaser purchased the security not later than midnight on the second business day after the purchaser received the latest prospectus, any amendment to the prospectus or any other prescribed disclosure document under paragraph 37(1)(c) of the Act.

Receipt of prospectus by agent

- (3) The receipt of the latest prospectus, any amendment to the prospectus or any other prescribed disclosure document under paragraph 37(1)(c) of the Act by an intermediary who is acting as agent of the purchaser or after receipt begins to act as agent of the purchaser for the purchase of the security is, for the purposes of this section, receipt by the purchaser on the date on which the intermediary received the latest prospectus, any amendment to the prospectus or any other prescribed disclosure document under paragraph 37(1)(c) of the Act.

Receipt of written notice by agent

- (4) The receipt of the written notice by an intermediary who acted as agent of the vendor for the sale of the security is, for the purposes of this section, receipt by the vendor as of the date on which the agent received notice.

Intermediary as agent

- (5) For the purposes of subsection 37(1) of the Act and subsection (3), an intermediary does not act as agent of the purchaser unless the intermediary is acting solely as agent of the purchaser with respect to the purchase and sale in question and has not received and has no agreement to receive compensation from or on behalf of the vendor with respect to the purchase and sale.

18.1 Rescission of purchase – continuous distribution

For the purposes of subsection 139(1) of the Act,

- (a) the prescribed period for the distribution is:
- (i) for a distribution of securities for which a prospectus was filed other than a prospectus filed in accordance with National Instrument 81-101 *Mutual Fund Prospectus Disclosure*, the period ending on the lapse date referred to in subsection 17.2(2) of National Instrument 41-101 *General Prospectus Requirements*, and
 - (ii) for a distribution of securities for which a prospectus was filed in accordance with National Instrument 81-101 *Mutual Fund Prospectus Disclosure*, the period ending on the lapse date referred to in subsection 2.5(2) of National Instrument 81-101 *Mutual Fund Prospectus Disclosure*; and
- (b) the prescribed conditions to continue the distribution are:
- (i) for a distribution of securities for which a prospectus was filed other than a prospectus filed in accordance with National Instrument 81-101 *Mutual Fund Prospectus Disclosure*, the conditions referred to in subsection 17.2(4) of National Instrument 41-101 *General Prospectus Requirements*, subject to any extension granted under section 97 of the Act, and
 - (ii) for a distribution of securities for which a prospectus was filed in accordance with National Instrument 81-101 *Mutual Fund Prospectus Disclosure*, the conditions referred to in subsection 2.5 (4) of National Instrument 81-101 *Mutual Fund Prospectus Disclosure*, subject to any extension granted under section 97 of the Act.

19. Rescission of purchase – mutual fund security

For the purposes of subsection 140(1) of the Act,

- (a) a prescribed mutual fund is a mutual fund that is
- (i) a reporting issuer, or

- (ii) organized under the laws of a CMR Jurisdiction,
but does not include a private mutual fund;
- (b) the prescribed amount is \$50,000; and
- (c) the written notice must be sent within 2 business days after receipt of the purchase confirmation.

20. Rescission of purchase – scholarship plan, etc.

For the purposes of section 141 of the Act, the written notice must be sent within 60 days after the purchaser signs the subscription agreement.

21. Disclosure document and circumstances prescribed for section 142 of the Act

For the purposes of section 142 of the Act,

- (a) the prescribed disclosure document is the offering memorandum required to be delivered to a purchaser of a security under section 2.9 of National Instrument 45-106 *Prospectus Exemptions*;
- (b) the prescribed circumstances are that the purchaser has purchased a security distributed in reliance on the prospectus exemption in section 2.9 of National Instrument 45-106 *Prospectus Exemptions*; and
- (c) the written notice must be sent by midnight on the second business day after the purchaser signs the agreement to purchase the security.

22. Liability in margin contracts

- (1) If a registered dealer makes a contract with a client to buy and carry on margin the securities of any issuer, and
 - (a) while the contract continues, the dealer sells securities of the same issuer for any account in which the dealer or a partner or director of the dealer has a direct or indirect interest; and
 - (b) the effect of the sale is to reduce the amount of those securities in the hands of the dealer or under the dealer's control in the ordinary course of business to below the amount of those securities that the dealer should be carrying for all the dealer's clients,

the dealer must immediately disclose those facts to the client, and the contract with the client is voidable at the election of the client.

- (2) If a client elects under subsection (1) to void the contract, the client may, in respect of that contract, recover from the dealer
 - (a) all money paid by the client to the dealer with interest; and
 - (b) any securities deposited by the client with the dealer.
- (3) If a client elects under subsection (1), the client must send written notice to the registered dealer within 30 days after the disclosure made to the client under that subsection.
- (4) A dealer is not liable under subsection (1) if the dealer proves that the reduction of the amount of securities to below the amount the dealer should be carrying was unintentional.

PART 6 CIVIL LIABILITY FOR SECONDARY MARKET DISCLOSURE

23. Definitions

- (1) In this Part,

“equity security” means any security of an issuer that carries a residual right to participate in the earnings of the issuer and, on the liquidation or winding up of the issuer, in its assets; and

“principal market” has the same meaning as in subsection 163(4) of the Act.

- (2) For the purposes of Part 13 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
 - (i) 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,
 - (ii) divide the sum determined under subparagraph (a)(i) by 10,
 - (iii) multiply the quotient determined under subparagraph (a)(ii) 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,
 - (iv) add the amounts determined under subparagraph (a)(iii) for each class of equity securities for which there is a published market;
 - (b) for each class of equity securities not traded on a published market

- (i) 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,
 - (ii) add the amounts determined under subparagraph (b)(i) for each class of equity securities not traded on a published market,
 - (iii) add the amount determined under subparagraph (a)(iv) to the amount determined under subparagraph (b)(ii) to determine the "market capitalization" of the issuer,
- (3) For the purposes of Part 13 of the Act and this Part, "trading price" means, in respect of a security of a class of securities for which there is a published market, the amount determined as follows:
- (a) subject to paragraphs (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 paragraph (c), if there was trading in the securities of that class on 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 subparagraph (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 subparagraph (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 subparagraph (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.

24. Prescribed trades subject to civil liability remedy

- (1) For the purposes of this section, "responsible issuer's security" has the same meaning as in section 147 of the Act.

Acquisitions prescribed for paragraph 148(b) of the Act

- (2) Part 13 of the Act applies to an acquisition of a responsible issuer's security pursuant to an exemption from section 27 of the Act that is set out in section 2.8 of National Instrument 45-102 *Resale of Securities* and, for greater certainty, the class of acquisitions described in this subsection is prescribed for purposes of paragraph 148(b) of the Act.

Acquisitions and dispositions prescribed for paragraph 148(c) of the Act

- (3) Part 13 of the Act applies to the acquisition or disposition of a responsible issuer's security in connection with or pursuant to a take-over bid that is exempt under section 4.1, 4.4 or 4.5 of Multilateral Instrument 62-104 *Take-Over Bids and Issuer Bids* or an issuer bid that is exempt under section 4.8, 4.10 or 4.11 of Multilateral Instrument 62-104 *Take-Over Bids and Issuer Bids* and, for greater certainty, the class of acquisitions and the class of dispositions described in this subsection are prescribed for purposes of paragraph 148(c) of the Act.

Appendix A

Document Reference	Description of Document
Act, s. 95(1)	Applications to the Authority under subsection 95(1) of the Act
Act, s. 95(2)	Applications to the Authority under subsection 95(2) of the Act
Act, Part 2 or 3	Applications to the Authority for recognition or designation under Part 2 or 3 of the Act
Act, s. 9(3) or 17(3)	Applications to the Authority for the voluntary surrender of a recognition or designation under subsection 9(3) or 17(3) of the Act
Act, s. 172(2)	Applications to the Authority to vary or revoke a recognition or designation granted under Part 2 or 3 of the Act
[11-202	Pre-filings or waiver applications within the meaning of National Policy 11-202 <i>Process for Prospectus Reviews in Multiple Jurisdictions</i>
11-203	Pre-filings, as defined in National Policy 11-203 <i>Process for Exemptive Relief Applications in Multiple Jurisdictions</i>
11-203	Applications, as defined in National Policy 11-203 <i>Process for Exemptive Relief Applications in Multiple Jurisdictions</i>
11-205	Applications to become Designated Rating Organization, under the process set out in National Policy 11-205 <i>Process for Designation of Credit Rating Organizations in Multiple Jurisdictions</i> [These references will be considered when determining the interface to be established between the CMR Jurisdictions and other jurisdictions.]
12-202	Applications to vary or revoke a CTO as defined in National Policy 12-202 <i>Revocation of a Compliance-related Cease Trade Order</i>
13-101 s. 2.1	Documents to be filed by issuers not required to comply with National Instrument 13-101 <i>System for Electronic Document Analysis and Retrieval</i> in accordance with section 2.1 of that Instrument
13-101 s. 2.3	Documents to be filed in paper format under section 2.3 of National Instrument 13-101 <i>System for Electronic Document Analysis and Retrieval</i>
[13-502F4	Form 13-502F4 <i>Capital Markets Participation Fee Calculation</i>
13-502F5	Form 13-502F5 <i>Adjustment of Fee for Registrant Firms and Unregistered Exempt International Firms</i>
13-503F1	Form 13-503F1 <i>Capital Markets Participation Fee Calculation (Firms registered only under the Commodity Futures Act)</i>
13-503F2	Form 13-503F2 <i>Adjustment of Fee for Registrant Firms registered only under the Commodity Futures Act</i>
13-502F8	Form 13-502F8 <i>Designated Rating Organizations – Participation Fee</i> [These references will be considered as part of the fee project.]

Document Reference	Description of Document
21-101F1	Form 21-101F1 <i>Information Statement Exchange or Quotation and Trade Reporting System</i>
21-101F2	Form 21-101F2 <i>Initial Operation Report Alternative Trading System</i>
21-101F3	Form 21-101F3 <i>Quarterly Report of Alternative Trading System Activities</i>
21-101F4	Form 21-101F4 <i>Cessation of Operations Report for Alternative Trading System</i>
21-101F5	Form 21-101F5 <i>Initial Operation Report for Information Processor</i>
21-101F6	Form 21-101F6 <i>Cessation of Operations Report for Information Processor</i>
24-101F1	Form 24-101F1 <i>Registered Firm Exception Report of DAP/RAP Trade Reporting and Matching</i>
24-101F2	Form 24-101F2 <i>Clearing Agency - Quarterly Operations Report of Institutional Trade Reporting and Matching</i>
24-101F3	Form 24-101F3 <i>Matching Service Utility - Notice of Operations</i>
24-101F4	Form 24-101F4 <i>Matching Service Utility - Notice of Cessation of Operations</i>
24-101F5	Form 24-101F5 <i>Matching Service Utility - Quarterly Operations Report of Institutional Trade Reporting and Matching</i>
25-101F1	Form 25-101F1 <i>Designated Rating Organization Application and Annual Filing</i>
25-101F2	Form 25-101F2 <i>Submission to Jurisdiction and Appointment of Agent for Service of Process</i>
31-103 s. 11.9	Notice of acquisition pursuant to section 11.9 of National Instrument 31-103 <i>Registration Requirements, Exemptions and Ongoing Registrant Obligations</i>
31-103 s. 11.10	Notice of acquisition pursuant to section 11.10 of National Instrument 31-103 <i>Registration Requirements, Exemptions and Ongoing Registrant Obligations</i>
31-103 s. 12.2	Notice of repayment or termination of subordination agreement pursuant to section 12.2 of National Instrument 31-103 <i>Registration Requirements, Exemptions and Ongoing Registrant Obligations</i>
31-103 s. 12.7	Notice of change, claim or cancellation of insurance policy pursuant to section 12.7 of National Instrument 31-103 <i>Registration Requirements, Exemptions and Ongoing Registrant Obligations</i>
31-103F1	Form 31-103F1 <i>Calculation of Excess Working Capital</i> , together with associated financial information as required by sections 12.12, 12.13 and 12.14 of National Instrument 31-103 <i>Registration Requirements, Exemptions and Ongoing Registrant Obligations</i>

Document Reference	Description of Document
31-103F2	Form 31-103F2 <i>Submission to Jurisdiction and Appointment of Agent for Service</i>
31-103F3	Form 31-103F3 <i>Use of Mobility Exemption</i>
31-317	CSA Staff Notice: 31-317 (Revised) <i>Reporting Obligations Related to Terrorist Financing</i>
32-102F1	Form 32-102F1 <i>Submission to Jurisdiction and Appointment of Agent for Service for International Investment Fund Manager</i>
32-102F2	Form 32-102F2 <i>Notice of Regulatory Action</i>
33-109F5	Form 33-109F5 <i>Change of Registration Information</i>
33-109F6	Form 33-109F6 <i>Firm Registration</i>
33-506F5	Form 33-506F5 <i>Change of Registration Information (Commodity Futures Act)</i>
33-506F6	Form 33-506F6 <i>Firm Registration (Commodity Futures Act)</i>
35-101F1	Form 35-101F1 <i>Form of Submission to Jurisdiction and Appointment of Agent for Service of Process by Broker-Dealer</i>
35-101F2	Form 35-101F2 <i>Form of Submission to Jurisdiction and Appointment of Agent for Service of Process by Agents of the Broker-Dealer</i>
43-101 s. 8.3	Consent of a qualified person that is required to be filed with a technical report pursuant to section 8.3 of National Instrument 43-101 <i>Standards of Disclosure of Mineral Projects</i>
43-101F1	Form 43-101F1 <i>Technical Report</i>
45-101F	Form 45-101F <i>Information Required in a Rights Offering Circular</i>
45-101 s. 3.1(1)2	A statement of the issuer sent pursuant to paragraph 2 of subsection 3.1(1) of National Instrument 45-101 <i>Rights Offerings</i>
45-101 s. 10.1	Notice and materials sent pursuant to subsection 10.1 of National Instrument 45-101 <i>Rights Offerings</i>
45-106F6	Form 45-106F6 <i>Report of Exempt Distribution (CMR Jurisdictions)</i>
45-106 s.2.9	Delivery of an offering memorandum, or any amendment to a previously delivered offering memorandum, in accordance with section 2.9 of National Instrument 45-106 <i>Prospectus Exemptions</i>
45-106 s. 2.42(2)(a)	Notice given pursuant to paragraph 2.42(2)(a) of National Instrument 45-106 <i>Prospectus Exemptions</i>
45-106 s. 4.1(4)	Letters filed pursuant to subsection 4.1(4) of National Instrument 45-106 <i>Prospectus Exemptions</i>
51-102, s. 7.1(2)	Confidential material change reports permitted to be filed under subsection 7.1(2) of National Instrument 51-102 <i>Continuous Disclosure Obligations</i>

Document Reference	Description of Document
51-102, s. 7.1(5)	The notification required under subsection 7.1(5) of NI 51-102 <i>Continuous Disclosure Obligations</i>
71-101F1	Form 71-101F1 <i>Forms of Submission to Jurisdiction and Appointment of Agent for Service of Process</i>
81-102 s. 5.8(3)	Notice by a manager under subsection 5.8(3) of National Instrument 81-102 <i>Mutual Funds</i>
81-102 s. 6.7(3)	Delivery of custodian compliance reports under subsection 6.7(3) of National Instrument 81-102 <i>Mutual Funds</i>
81-102 s. 12.1(2), 12.1(3)	Compliance reports under subsection 12.1(2) or 12.1(3) of National Instrument 81-102 <i>Mutual Funds</i>
81-106 s. 2.11(c)	Notice that a mutual fund is relying on the exemption not to file its financial statements in section 2.11 of National Instrument 81-106 <i>Investment Fund Continuous Disclosure</i>
81-106, s. 11.2(2)	Confidential material change reports permitted to be filed under subsection 11.2(2) of NI 81-106 <i>Investment Fund Continuous Disclosure</i>
81-106, s. 11.2(4)	The notification required under subsection 11.2(4) of NI 81-106 <i>Investment Fund Continuous Disclosure</i>
CMRA Regulation 11-501, s. 7	Notice to be sent to the Authority under section 7 of CMRA Regulation 11-501 <i>Definitions, Procedure, Civil Liability and Related Matters</i>
CMRA Regulation 31-501, Form F1	Form 31-501F1 <i>Undertaking to the Authority</i>
CMRA Regulation 31-501, Form F2	Form 31-501F2 <i>Investment Dealer Trading in OTC Issuer Securities</i>
CMRA Regulation 41-501, s. 18	Delivery of an offering memorandum, or any amendment to a previously delivered offering memorandum, in accordance with section 18 of CMRA Regulation 41-501 <i>Prospectus Requirements and Exemptions</i>
CMRA Regulation 51-501, s. 3(2)	Any filing required to be made under subsection 3(2) of CMRA Regulation 51-501 <i>Disclosure and Proxies</i>
CMRA Regulation 91-502, Part 4	OTC Derivative Trade Reporting (not already reported to repository) pursuant to Part 4 of CMRA Regulation 91-502 <i>Trade Repositories and Derivatives Data Reporting</i>
<i>Business Corporations Act</i> (Ontario), s. 1(6)	Applications under subsection 1(6) of the <i>Business Corporations Act</i> (Ontario)
<i>Business Corporations Act</i> (Ontario), s. 113	Applications under section 113 of the <i>Business Corporations Act</i> (Ontario)
<i>Business Corporations Act</i> (Ontario), s. 158(1.1)	Applications under subsection 158(1.1) of the <i>Business Corporations Act</i> (Ontario)

Document Reference	Description of Document
<i>Business Corporations Act</i> (Ontario), s. 190(6)	Applications under subsection 190(6) of the <i>Business Corporations Act</i> (Ontario)
Ont. Reg. 289/00 made under the <i>Business Corporations Act</i> (Ontario), s. 4(b)	Applications for consents under paragraph 4(b) of Ont. Reg. 289/00 made under the <i>Business Corporations Act</i> (Ontario)
<i>Loan and Trust Corporations Act</i> (Ontario), s. 213(3)(b)	Applications for approvals under paragraph 213(3)(b) of the <i>Loan and Trust Corporations Act</i> (Ontario)