

National Instrument 14-101
Definitions

PART 1 DEFINITIONS AND INTERPRETATION

1.1 Definitions and interpretation

PART 2 EFFECTIVE DATE

APPENDIX A Provincial and Territorial Securities Directions/Canadian Securities Directions

APPENDIX B Provincial and Territorial Securities Legislation/Canadian Securities Legislation

APPENDIX C Provincial and Territorial Securities Regulatory Authorities/Canadian Securities Regulatory Authorities

APPENDIX D Regulator

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Definitions

PART 1 DEFINITIONS AND INTERPRETATION

1.1 Definitions and interpretation

- (1) Every term that is defined or interpreted in the statute of the local jurisdiction referred to in Appendix B, the definition or interpretation of which is not restricted to a specific portion of the statute, has, if used in a national instrument or multilateral instrument, the meaning ascribed to it in that statute unless the context otherwise requires.
- (2) A provision or reference within a provision of a national instrument or multilateral instrument that specifically refers by name to one or more jurisdictions other than the local jurisdiction shall not have any effect in the local jurisdiction, unless otherwise stated in the national instrument or multilateral instrument.
- (3) In a national instrument or multilateral instrument

“1933 Act” means the *Securities Act of 1933* of the United States of America, as amended from time to time;

“1934 Act” means the *Securities Exchange Act of 1934* of the United States of America, as amended from time to time;

“adviser registration requirement” means the requirement in securities legislation that prohibits a person or company from acting as an adviser unless the person or company is registered in the appropriate category of registration under securities legislation;

“blanket rulings and orders” means rulings and orders issued under Canadian securities legislation in certain jurisdictions that are applicable to a class of persons, trades, intended trades, securities, exchange contracts or transactions, and in a CMR Jurisdiction, derivatives;

“business day” means, in a CMR Jurisdiction, any day excluding a Saturday, a Sunday, New Year’s Day, Good Friday, Victoria Day, Canada Day, Labour Day, Thanksgiving Day, Christmas Day or Boxing Day, provided that:

- (a) when New Year’s Day or Canada Day falls on a Saturday or Sunday, the following Monday is not a business day;
- (b) when Christmas Day falls on a Saturday or Sunday, the following Monday and Tuesday are not business days; and
- (c) when Boxing Day falls on a Saturday, the following Monday is not a business day;

“Canadian financial institution” means, except in a CMR Jurisdiction, a bank, loan corporation, trust company, insurance company, treasury branch, credit union or caisse populaire that, in each case, is authorized to carry on business in Canada or a jurisdiction, or the Confédération des caisses populaires et d’économie Desjardins du Québec;

[Note: In a CMR Jurisdiction, “Canadian financial institution” has the same meaning as in section 2 [Definitions] of the *Capital Markets Act*.]

“Canadian GAAP” means generally accepted accounting principles determined with reference to the Handbook;

“Canadian GAAS” means generally accepted auditing standards determined with reference to the Handbook;

“Canadian securities directions” means the instruments listed in Appendix A;

“Canadian securities legislation” means the statutes and the other instruments listed in Appendix B;

“Canadian securities regulatory authorities” means the securities commissions and similar regulatory authorities listed in Appendix C;

“*Capital Markets Act*” means the *Capital Markets Act* in force in the CMR Jurisdiction;

“CIPF” means the Canadian Investor Protection Fund;

“CMR Jurisdiction” means British Columbia, Ontario, Saskatchewan, New Brunswick, Prince Edward Island or Yukon Territory;

“CMR launch date” means, in a CMR Jurisdiction, [●];

“CSA” means the Canadian Securities Administrators;

“dealer registration requirement” means:

- (a) in every jurisdiction except ~~British Columbia, Manitoba and New Brunswick~~, the requirement in securities legislation that prohibits a person or company from acting as a dealer unless that person or company is registered in the appropriate category of registration under securities legislation, and
- (b) in ~~British Columbia, Manitoba and New Brunswick~~, the requirement in securities legislation that prohibits a person or company from trading in a security unless that person or company is registered in the appropriate category of registration under securities legislation;

“equity security” has the meaning ascribed to that term in securities legislation;

“exchange contract” means, in a CMR Jurisdiction, a derivative:

- (a) that is traded on an exchange;
- (b) that has standardized terms and conditions determined by that exchange; and
- (c) for which a clearing agency substitutes, through novation or otherwise, the credit of the clearing agency for the credit of the parties to the derivative;

“foreign jurisdiction” means a country other than Canada or a political subdivision of a country other than Canada;

“Handbook” means the Handbook of the Canadian Institute of Chartered Accountants, as amended from time to time;

“IFRS” means the standards and interpretations adopted by the International Accounting Standards Board, as amended from time to time;

“implementing law of a jurisdiction” means, for a local jurisdiction, a regulation, rule, ruling or order of the Canadian securities regulatory authority that implements a national instrument or multilateral instrument in the local jurisdiction;

“insider reporting requirement” means

- (a) a requirement to file insider reports under Parts 3 and 4 of National Instrument 55-104 *Insider Reporting Requirements and Exemptions*;
- (b) a requirement to file insider reports under any provisions of Canadian securities legislation substantially similar to Parts 3 and 4 of National Instrument 55-104 *Insider Reporting Requirements and Exemptions*; and
- (c) a requirement to file an insider profile under National Instrument 55-102 *System for Electronic Disclosure by Insiders (SEDI)*.

“International Standards on Auditing” means auditing standards set by the International Auditing and Assurance Standards Board, as amended from time to time;

“investment fund manager registration requirement” means the requirement in securities legislation that prohibits a person or company from acting as an investment fund manager unless the person or company is registered in the appropriate category of registration under securities legislation;

“issuer bid” has the meaning ascribed to that term in securities legislation;

“ITA” means the *Income Tax Act* (Canada);

“jurisdiction” or “jurisdiction of Canada” means a province or territory of Canada except when used in the term foreign jurisdiction;

“local jurisdiction” means,

- (a) except in a CMR Jurisdiction, in a national instrument or multilateral instrument adopted or made by a Canadian securities regulatory authority, the jurisdiction in which the Canadian securities regulatory authority is situate; and
- (b) in a CMR Jurisdiction, in a national instrument or multilateral instrument adopted or made under the *Capital Markets Act*, the CMR Jurisdiction for which that national or multilateral instrument was adopted or made;

“networking notice requirement” means the requirement in securities legislation that a registrant give written notice to the securities regulatory authority or regulator before entering into a networking arrangement;

“opportunity to be heard” means, in a CMR Jurisdiction, an opportunity to make representations;

“person or company”, for the purpose of a national instrument or multilateral instrument, means,

- (a) in a CMR Jurisdiction~~British Columbia~~, a “person” as defined in section 4(1)~~2~~ of the Capital Markets Act~~Securities Act (British Columbia)~~;
- (b) ~~in New Brunswick, a “person” as defined in section 1(1) of the Securities Act (New Brunswick);~~[Intentionally Blank]
- (c) in the Northwest Territories, a “person” as defined in section 1 of the *Securities Act* (Northwest Territories);
- (c.1) in Nunavut, a “person” as defined in section 1 of the *Securities Act* (Nunavut);
- (d) ~~in Prince Edward Island, a “person” as defined in section 1 of the Securities Act (Prince Edward Island);~~[Intentionally Blank]
- (e) in Québec, a “person” as defined in section 5.1 of the *Securities Act* (Québec); and
- (f) ~~in Yukon Territory, a “person” as defined in section 1 of the Securities Act (Yukon Territory);~~[Intentionally Blank]

“prospectus requirement” means the requirement in securities legislation that prohibits a person or company from distributing a security unless a preliminary prospectus and prospectus for the security have been filed and the regulator has issued receipts for them;

“provincial and territorial securities directions” means the instruments listed in Appendix A;

“provincial and territorial securities legislation” means the statutes and the other instruments listed in Appendix B;

“provincial and territorial securities regulatory authorities” means the securities commissions and similar regulatory authorities listed in Appendix C;

“registration requirement” means all of the following:

- (a) the adviser registration requirement,
- (b) the dealer registration requirement,
- (c) the investment fund manager registration requirement, and
- (d) the underwriter registration requirement;

“regulator” means, for the local jurisdiction, the person referred to in Appendix D opposite the name of the local jurisdiction;

“SEC” means the Securities and Exchange Commission of the United States of America;

“securities directions” means, for the local jurisdiction, the instruments listed in Appendix A opposite the name of the local jurisdiction;

“securities legislation” means, for the local jurisdiction, the statute and other instruments listed in Appendix B opposite the name of the local jurisdiction;

“securities regulatory authority” means, for the local jurisdiction, the securities commission or similar regulatory authority listed in Appendix C opposite the name of the local jurisdiction;

“SRO” means a self-regulatory organization, a self-regulatory body or an exchange.

“take-over bid” has the meaning ascribed to that term in securities legislation;

“underwriter registration requirement” means the requirement in securities legislation that prohibits a person or company from acting as an underwriter unless the person or company is registered in the appropriate category of registration under securities legislation; and

“U.S. federal securities law” means the federal statutes of the United States of America concerning the regulation of securities markets and trading in securities and the regulations, rules, forms and schedules under those statutes, all as amended from time to time;

PART 2 EFFECTIVE DATE

~~[Note: This unofficial consolidation does not include PART 2, which contains the original historical coming-into-force provision for this Instrument.][Intentionally Blank]~~

Appendix A
Provincial and Territorial Securities Directions/Canadian Securities Directions

Local Jurisdiction	Instruments
CMR Jurisdiction British Columbia	The policy statements and the written interpretations issued by the securities regulatory authority. <u>None.</u>
Alberta	The policy statements and the written interpretations issued by the securities regulatory authority.
Manitoba	The policy statements and the written interpretations issued by the securities regulatory authority.
New Brunswick	The policy statements and the written interpretations issued by the securities regulatory authority.
Newfoundland	The policy statements and the written interpretations issued by the securities regulatory authority.
Northwest Territories	The policy statements and the written interpretations issued by the securities regulatory authority.
Nova Scotia	The policy statements and the written interpretations issued by the securities regulatory authority.
Nunavut	The policy statements and the written interpretations issued by the securities regulatory authority.
Ontario	None.
Prince Edward Island	The policy statements and the written interpretations issued by the securities regulatory authority.
Quebec	The policy statements and the written interpretations issued by the securities regulatory authority.
Saskatchewan	The policy statements and the written interpretations issued by the securities regulatory authority.
Yukon Territory	The policy statements and the written interpretations issued by the securities regulatory authority.

Appendix B
Provincial and Territorial Securities Legislation/Canadian Securities Legislation

Local Jurisdiction

Statute and Other Instruments

~~CMR Jurisdiction~~ British Columbia

~~*Capital Markets Act*~~ ~~*Securities Act*~~ and the regulations, rules and forms under that Act and the blanket rulings and orders issued by the securities regulatory authority.

Alberta

Securities Act and the regulations and rules under that Act and the blanket rulings and orders issued by the securities regulatory authority.

Manitoba

The Securities Act and the regulations under that Act and the blanket rulings and orders issued by the securities regulatory authority.

~~New Brunswick~~

~~*Securities Act* and the regulations under that Act and the orders issued by the securities regulatory authority.~~

Newfoundland

Securities Act and the regulations under that Act and the blanket rulings and orders issued by the securities regulatory authority.

Northwest Territories

Securities Act and the regulations under that Act and the blanket rulings and orders issued by the securities regulatory authority.

Nova Scotia

Securities Act and the regulations under that Act and the blanket rulings and orders issued by the securities regulatory authority.

Nunavut

Securities Act and the regulations under that Act and the blanket rulings and orders issued by the securities regulatory authority.

~~Ontario~~

~~*Securities Act* and the regulations and rules under that Act.~~

~~Prince Edward Island~~

~~*Securities Act* and the regulations under that Act and the blanket rulings and orders issued by the securities regulatory authority.~~

Quebec

Securities Act, An Act respecting the Autorité des marchés financiers (R.S.Q., c. A-33.2), *Derivatives Act* (S.Q. 2008, c. 24), the regulations under those Acts, and the blanket rulings and orders issued by the securities regulatory authority.

Saskatchewan — ~~The Securities Act, 1988 and the regulations and rules under that Act and the blanket rulings and orders issued by the securities regulatory authority.~~

Yukon Territory — ~~Securities Act and the regulations under that Act and the blanket rulings and orders issued by the securities regulatory authority.~~

Appendix C
Provincial and Territorial Securities Regulatory Authorities/Canadian Securities Regulatory Authorities

Local Jurisdiction

Securities Regulatory Authority

~~CMR Jurisdiction British Columbia~~

~~Capital Markets Regulatory Authority British Columbia Securities Commission~~

Alberta

Alberta Securities Commission

Manitoba

The Manitoba Securities Commission

~~New Brunswick~~

~~New Brunswick Securities Commission~~

Newfoundland

Securities Commission of Newfoundland

Northwest Territories

Superintendent of Securities, Northwest Territories

Nova Scotia

Nova Scotia Securities Commission

Nunavut

Registrar of Securities, Nunavut

~~Ontario~~

~~Ontario Securities Commission~~

~~Prince Edward Island~~

~~Superintendent of Securities, Prince Edward Island~~

Quebec

Autorité des marchés financiers or, where applicable, the Bureau de décision et de révision en valeurs mobilières

~~Saskatchewan~~

~~Saskatchewan Securities Commission~~

~~Yukon Territory~~

~~Superintendent of Securities, Yukon Territory~~

Appendix D Regulator

Local Jurisdiction	Regulator
CMR Jurisdiction British Columbia	Chief Regulator Executive Director, as defined under section 42 of the Capital Markets Act <i>Securities Act</i> (British Columbia).
Alberta	Executive Director, as defined under section 1 of the <i>Securities Act</i> (Alberta).
Manitoba	Director, as defined under subsection 1(1) of <i>The Securities Act</i> (Manitoba).
New Brunswick	Executive Director as defined in section 1 of the <i>Securities Act</i> (New Brunswick).
Newfoundland	Director of Securities, designated under section 7 of the <i>Securities Act</i> (Newfoundland).
Northwest Territories	Superintendent, as defined under section 1 of the <i>Securities Act</i> (Northwest Territories).
Nova Scotia	Director, as defined under section 1 of the <i>Securities Act</i> (Nova Scotia).
Nunavut	Registrar, as defined under section 1 of the <i>Securities Act</i> (Nunavut)
Ontario	Director, as defined under section 1 of the <i>Securities Act</i> (Ontario).
Prince Edward Island	Superintendent, as defined in section 1 of the <i>Securities Act</i> (Prince Edward Island).
Quebec	Autorité des marchés financiers.
Saskatchewan	Director, as defined in section 1 of <i>The Securities Act, 1988</i> (Saskatchewan).
Yukon Territory	Superintendent, as defined in section 1 of the <i>Securities Act</i> (Yukon Territory)