

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

January 24, 2013

Introduction

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

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

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

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

www.lautorite.qc.ca
www.albertasecurities.com
www.bcsc.bc.ca
www.gov.ns.ca/nssc
www.nbsc-cvmnb.ca
www.osc.gov.on.ca
www.sfsc.gov.sk.ca
www.msc.gov.mb.ca

Background

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

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

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

Substance and Purpose

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

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

Summary of the Proposed Material

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

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

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

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

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

Anticipated Costs and Benefits

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

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

Request for Comments

We welcome your comments on the Proposed Materials.

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

Address your submission to all of the CSA as follows:

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

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

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

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

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

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

Contents of Annexes

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

Where applicable, Annex F contains local material.

Questions

Autorité des marchés financiers
Mathieu Laberge
Legal Counsel
Legal Affairs
514-395-0337 ext.2537
1-877-525-0337 ext. 2537
mathieu.laberge@lautorite.qc.ca

Alberta Securities Commission
Samir Sabharwal
Associate General Counsel
Office of the General Counsel
403-297-7389

samir.sabharwal@asc.ca

British Columbia Securities Commission

David M. Thompson

General Counsel

604-899-6537

DThompson@bcsc.bc.ca

Manitoba Securities Commission

Chris Besko

Legal Counsel – Deputy Director

204-945-2561

Chris.Besko@gov.mb.ca

Ontario Securities Commission

Simon Thompson

Senior Legal Counsel

General Counsel's Office

416-593-8261

sthompson@osc.gov.on.ca

Robert Galea

Legal Counsel

General Counsel's Office

416-593-2321

rgalea@osc.gov.on.ca

ANNEX A

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

**PART 1
DEFINITIONS AND INTERPRETATION**

Definitions

1. (1) In this Instrument,

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

“issuer bid”

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

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

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

“take-over bid”

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

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

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

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

Inconsistency with other instruments

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

PART 2 SEDAR SYSTEM FEES

Local system fees

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

System fees

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

PART 3
NRD SYSTEM FEES

Enrolment Fee

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

NRD submission fee

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

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

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

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

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

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

Annual NRD system fee

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

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

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

PART 4
PAYMENT OF FEES

Means of payment

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

**PART 5
EXEMPTION**

Exemption

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

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

**PART 6
EFFECTIVE DATE**

Effective Date

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

Appendix A – Local SEDAR System Fees

Section 3

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

Appendix B – Other SEDAR System Fees

Section 4

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

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

ANNEX B

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

SEDAR filing service subscriber fees

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

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

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

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

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

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

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

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

NRD system fees

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

ANNEX C

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

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

ANNEX D

PROPOSED AMENDMENTS TO NATIONAL INSTRUMENT 31-102 NATIONAL REGISTRATION DATABASE

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

ANNEX E

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

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

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

Delivery of Signed Copy to SEDI Operator

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

[Insert appropriate address - to be determined]

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

[Insert appropriate address - to be determined]

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

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

Questions

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

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

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

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

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

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

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

[Insert appropriate address - to be determined]

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

[Insert appropriate address - to be determined]

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

Section 3 Certification of SEDI User

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

4. This Instrument comes into force on ●.

ANNEX F

Local Manitoba Annex

The Commission does not currently have specific rule making power which would allow for the adoption of Proposed National Instrument 13-102 *System Fees for SEDAR and NRD* as a rule with respect to setting prescribed fees. Setting fees is done by way a regulation promulgated under *The Securities Act*, R.S.M. 1988, c.S50. Proposed National Instrument 13-102 *System Fees for SEDAR and NRD* is being published as a proposed rule for comment and consultation purposes, but may instead be adopted as a regulation at a later date.