

**IN THE MATTER OF  
THE SECURITIES LEGISLATION  
OF BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN, MANITOBA, Québec,  
NOVA SCOTIA, PRINCE EDWARD ISLAND, NEW BRUNSWICK,  
NEWFOUNDLAND, YUKON, NORTHWEST TERRITORIES AND NUNAVUT**

**AND**

**IN THE MATTER OF  
THE MUTUAL RELIANCE REVIEW SYSTEM  
FOR EXEMPTIVE RELIEF APPLICATIONS**

**AND**

**IN THE MATTER OF  
ADP INDEPENDENT INVESTOR COMMUNICATIONS CORPORATION**

**MRRS DECISION DOCUMENT**

1. WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of British Columbia, Alberta, Saskatchewan, Manitoba, Québec, Nova Scotia, Prince Edward Island, New Brunswick, Newfoundland, Yukon, Northwest Territories and Nunavut (collectively, the "Jurisdictions") has received an application from ADP Independent Investor Communications Corporation ("IICC"), as an interested company, for a decision pursuant to the securities legislation, regulations, rules and/or policies of the Jurisdictions (the "Legislation") exempting:

1.1 a reporting issuer, or equivalent, under the Legislation (the "Issuer") from the requirement of the Legislation, that the form of proxy be executed where a proxy is delivered by the Issuer's registered holders to the Issuer, or to IICC on the Issuer's behalf, pursuant to the IICC Electronic Voting Procedures (as defined below); and,

1.2 intermediaries (as defined in National Policy Statement No. 41-"NP41") ("Intermediaries") on whose behalf IICC receives voting instructions delivered to IICC by the Issuer's non-registered holders pursuant to the IICC Electronic Voting Procedures, from the requirement of the Legislation, that such instructions be written instructions;

2. AND WHEREAS pursuant to the Mutual Reliance Review System for Exemptive Relief Applications (the "System"), the Alberta Securities Commission is the principal regulator for this application;

3. AND WHEREAS IICC has represented to the Decision Makers that:

3.1 IICC, a corporation incorporated under the laws of Ontario in 1987, is an indirect wholly-owned subsidiary of Automatic Data Processing, Inc. ("ADP"), a corporation incorporated under the laws of the State of Delaware, United States of America (the "U.S.");

3.2 IICC is a "service company" for the purposes of NP 41 that provides shareholder communication services as agent for other persons and companies that are Intermediaries;

3.3 in connection with a meeting of the Issuer's security holders (the "Meeting"), the Issuer and Intermediaries are subject to the requirements provided in the Legislation with respect to the delivery to the Issuer's registered and non-registered holders of certain proxy-related materials (the "Proxy-Related Materials") in connection with the Meeting;

3.4 the Issuer and Intermediaries are also subject to the requirements provided in the Legislation that the form of proxy shall be executed and that voting instructions provided by the Issuer's non-registered holders to Intermediaries be in written form;

3.5 IICC proposes to offer the Issuer's registered and non-registered security holders the option of delivering to IICC, by electronic means, proxies and voting instructions pursuant to IICC's electronic voting service procedures (the "IICC Electronic Voting Procedures") in connection with the Meeting. The IICC Electronic Voting Procedures are based on the Internet-based voting procedures developed by ADP first implemented for U.S. issuer companies in the U.S. in 1997. The material provisions of the IICC Electronic Voting Procedures may be described as follows:

3.5.1 the IICC Electronic Voting Procedures will be offered as an alternative to the current system of reporting security holder votes. Security holders who wish to communicate their proxies and voting instructions in paper form may do so;

3.5.2 instructions to use the IICC Electronic Voting Procedures will be delivered to all security holders of the Issuer. A security holder that receives the Proxy-Related Materials under the IICC electronic delivery procedures (the "IICC Electronic Delivery Procedures") will receive an e-mail notification that will direct the security holder to the appropriate voting Web site link which the security holder can proceed to, or, with software support, simply click to. If the security holder receives the Proxy-Related Materials in paper form via mail, the voting instruction form enclosed with the materials will show the address of IICC's voting Web site;

3.5.3 security holders of the Issuer that wish to use the IICC Electronic Voting Procedures for the Meeting will be able to access IICC's voting Web site at [WWW.PROXYVOTECANADA.COM](http://WWW.PROXYVOTECANADA.COM). The screen-based instructions are in the English and French language and the Web site will be available 24 hours a day during the period from the date that the Proxy-Related Materials are mailed to the Issuer's registered holders in accordance with the Legislation (the "Mailing Date"), to the date of the Meeting (the "Meeting Date");

3.5.4 to use the IICC Electronic Voting Procedures, a security holder must initially enter a control number and a self-determined confidential personal identification number ("PIN") (if the security holder enrolled for electronic delivery of the Proxy-Related Materials using the IICC Electronic Delivery Procedures). System-generated validity checks are made of the security holder's e-mail address, control number and a PIN, if applicable. The agenda and ballot for the Meeting is then displayed;

3.5.5 the security holder completes the screen-based ballot and, after verification of each voting instruction, presses the "submit" function. The security holder's vote is recorded on IICC's mainframe, and an e-mail confirmation message, if requested, is sent to the security holder;

3.5.6 subsequent to casting their vote, a security holder may review or change their voting instructions for the Meeting by accessing the same IICC Web site. Changes will be permitted in accordance with the time periods set out in applicable corporate law and as disclosed in the Proxy-Related Materials;

3.5.7 each successful transaction using the IICC Electronic Voting Procedures will result in a record of voting (including such details as the name of the security holder, voting instructions received, time and date of receipt of instructions, control number and PIN, if applicable). The voting data for the Meeting, in electronic format, will be retained and may be used to generate a written copy in paper format on demand;

4. AND WHEREAS pursuant to the System, this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");

5. AND WHEREAS each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the Decision has been met;

6. THE DECISION of the Decision Makers pursuant to the Legislation is that, with respect to a Meeting:

6.1 the Issuer be exempted from the requirement of the Legislation that the form of proxy be executed where a proxy is delivered by the Issuer's registered holders to the Issuer, or to IICC on the Issuer's behalf, pursuant to the IICC Electronic Voting Procedures; and

6.2 Intermediaries on whose behalf IICC receives voting instructions delivered to IICC by the Issuer's non-registered holders pursuant to the IICC Electronic Voting Procedures be exempted from the requirement of the Legislation that such instructions be written instructions;

provided that this MRRS Decision Document shall terminate on the day that is three years after the date hereof.

DATED at Calgary, Alberta this 14<sup>TH</sup> day of December, 2000.

"original signed by"  
Glenda A. Campbell, Vice-Chair

"original signed by"  
Stephen P. Sibold, Q.C., Chair

#### Headnote

Mutual Reliance Review System for Exemptive Relief Applications - relief granted to an interested company from the requirement that a form of proxy be executed by registered security holders, and from the requirement that voting instructions delivered by non-registered security holders to Intermediaries, as defined in National Policy Statement No. 41, be "written", where certain electronic voting procedures are used in connection with a meeting of security holders.

#### Applicable Alberta Statutory Provisions

Securities Act, S.A., 1981, c.S-6.1, as amended, s. 185 and National Policy Statement No. 41