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Laws and Regulations

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Summary

Table of Contents
Regulations and other Acts
Draft Regulations
Index

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Table of Contents

Page

Regulations and other Acts

430-2013 Service contracts of public bodies (Amend.) 1087
431-2013 Construction contracts of public bodies (Amend.) 1093
432-2013 Supply contracts of public bodies (Amend.) 1097
436-2013 Professional Code — Certain professional activities which may be engaged in by nursing assistants (Amend.) 1102
439-2013 Reciprocal Agreement on Driver's Licence Recognition between the gouvernement du Québec and the Republic of Austria, signed at Vienna, on 5 May 2009, and at Québec, on 30 July 2009 — Ratification and enactment of the Regulation giving effect to the Agreement 1102
442-2013 Industrie de l'automobile – Saguenay–Lac-St-Jean — Levy of the Comité paritaire and amendment various regulations (Amend.) 1106
Securities Act — Concordant regulations to Regulation 41-101 respecting general prospectus requirements (Amend.) 1152
Securities Act — Regulation 41-101 respecting general prospectus requirements (Amend.) 1108
Securities Act — Regulation 44-101 respecting short form prospectus distribution (Amend.) 1159
Securities Act — Regulation 44-102 respecting shelf distributions (Amend.) 1174
Securities Act — Regulation 81-101 respecting mutual fund prospectus disclosure (Amend.) 1176

Draft Regulations

Parental insurance, An Act respecting… — Regulation (Amend.) 1185
Professional Code — Notaries — Professional activities that may be engaged in by persons other than notaries 1186
Professional code — Psychoeducators — Code of ethics 1186

Regulations and other Acts

Gouvernement du Québec

O.C. 430-2013, 24 April 2013

An Act respecting contracting by public bodies (chapter C-65.1)

Service contracts of public bodies — Amendment

Regulation to amend the Regulation respecting service contracts of public bodies

WHEREAS, under paragraphs 1, 3 and 5 to 7 of section 23 of the Act respecting contracting by public bodies (chapter C-65.1), the Government may make regulations on the matters set forth therein with respect to service contracts of public bodies;

WHEREAS the Government made the Regulation respecting service contracts of public bodies (chapter C-65.1, r. 4) which includes provisions concerning public calls for tenders and the publication of information in the electronic tendering system approved by the Government;

WHEREAS it is expedient to amend the Regulation;

WHEREAS, in accordance with sections 10 and 11 of the Regulations Act (chapter R-18.1), a draft of the Regulation to amend the Regulation respecting service contracts of public bodies was published in Part 2 of the *Gazette officielle du Québec* of 18 July 2012 with a notice that it could be made by the Government on the expiry of a 45 days following that publication;

WHEREAS the 45-day period has expired;

WHEREAS, in accordance with section 23 of the Act respecting contracting by public bodies, the Conseil du trésor recommends that it be made;

WHEREAS it is expedient to make the Regulation with amendments;

IT IS ORDERED, therefore, on the recommendation of the Minister responsible for Government Administration and Chair of the Conseil du trésor:

THAT the Regulation to amend the Regulation respecting service contracts of public bodies, attached to this Order in Council, be made.

JEAN ST-GELAIS,
Clerk of the Conseil exécutif

Regulation to amend the Regulation respecting service contracts of public bodies

An Act respecting contracting by public bodies (chapter C-65.1, s. 23, pars. 1, 3 and 5 to 7)

1. The Regulation respecting service contracts of public bodies (chapter C-65.1, r. 4) is amended in section 4

(1) by inserting the following after subparagraph 2 of the second paragraph:

"(2.1) if applicable, a brief description of the options;";

(2) by adding the following paragraph at the end:

"For the purposes of this Regulation, "option" means an option to renew or an option concerning additional services of the same nature as those initially required, at the same price and intended to fulfil the needs referred to in subparagraph 2 of the second paragraph.".

2. Section 5 is amended

(1) by inserting the following after subparagraph 1 of the first paragraph:

"(1.1) if applicable, the description of the options;";

(2) by adding "or that have expressed in writing their intent to be parties to it and the identification of their procurement requirements" at the end of subparagraph 2 of the first paragraph.

3. Section 7 is amended by adding the following paragraph at the end:

"Compliance requirements must also specify that the filing by a service provider of several tenders for the same call for tenders entails automatic rejection of all the service provider's tenders.".

4. The following is inserted after section 7:

"**7.1.** Compliance requirements must also specify that a tender with an unusually low price is non-compliant and must be rejected, after authorization from the chief executive officer of the public body pursuant to Division IV.1 of this Chapter.".

5. The following is inserted after section 15:

"**15.1.** The contract is awarded when the tenderer is chosen by the public body or, as the case may be, when the drawing of lots takes place.".

6. Section 17 is amended by adding the following paragraph at the end:

"Where the public body makes a call for tenders in 2 stages, the first paragraph does not apply with respect to tenders submitted during the second stage.".

7. Section 25 is amended

(1) by inserting the following paragraphs after the second paragraph:

"The public body opens the tenders only in the presence of the secretary of the selection committee or its representative at the designated place and on the date and time fixed in the tender documents.

The public body evaluates the tenders received, ensuring that the service providers are eligible and their tenders are compliant.";

(2) by inserting the following paragraphs after the third paragraph:

"If the public body rejects a tender because the service provider is ineligible or the tender is non-compliant, the public body so informs the service provider and gives the reason for the rejection at the time of sending selected service providers their invitation to take part in the second stage.

The public body publishes in the electronic tendering system the names of the service providers who took part in the first stage within 4 business days following the public opening of the tenders filed during the second stage.";

(3) by replacing "10 to 15" in the fifth paragraph by "10 to 15.1".

8. Section 27 is amended by replacing "14 and 15" by "14 to 15.1".

9. The following is inserted after section 29:

"**DIVISION IV.1**
TENDERS WITH AN UNUSUALLY LOW PRICE

29.1. The price of a tender is unusually low if an extensive and documented analysis by the committee referred to in section 29.3 shows that the submitted price cannot enable the service provider to carry out the contract on the conditions set in the tender documents without jeopardizing the performance of the contract.

29.2. Where a public body observes that the price of a tender is unusually low, the public body requests to the service provider that it exposes in writing, within 5 days of receiving such request, the reasons warranting such price.

29.3. If the service provider fails to submit explanations within the time set in section 29.2 or if, despite the explanations provided, the public body still considers the price to seem unusually low, the public body forwards the tender to a committee set up for that purpose for analysis.

The committee is composed of the contract rules compliance monitor of the public body and at least 3 members designated by the chief executive officer of the public body who are not involved in the awarding process.

The contract rules compliance monitor supervises the committee's work.

29.4. In analyzing the tender, the committee takes the following factors into account:

(1) the gap between the tendered price and the public body's estimate of the expenditure, which is confirmed by an adequate and rigorous audit;

(2) the gap between the tendered price and the price tendered by the other service providers that have submitted a compliant tender;

(3) the gap between the tendered price and the price paid by the public body, or by another public body, under a similar contract, taking into account the economic context; and

(4) the representations made by the service provider concerning the existence of particular facts that have an influence on the tendered price, such as

(a) the conditions for the carrying out of the services covered by the call for tenders;

(b) the exceptionally favorable circumstances helping the service provider in the performance of the contract;

(c) the innovative character of the tender;

(d) the working conditions of the service provider's employees or, if applicable, subcontractors; and

(e) the government financial assistance received by the service provider.

29.5. The committee states in a report its conclusions and the reasons in support of the committee's conclusions.

If the conclusions are that the tendered price is not unusually low, the contract rules compliance monitor sends a copy of the report to the chief executive officer of the public body.

If the conclusions are that the tendered price is unusually low, the contract rules compliance monitor sends a copy of the report to the service provider.

29.6. The service provider may, within 10 days of receiving the report referred to in section 29.5, send written comments to the contract rules compliance monitor of the public body.

29.7. Having taken cognizance of the comments, if any, the committee decides whether it upholds the conclusions of its report or not.

If the committee does not uphold the conclusions of its report, the contract rules compliance monitor sends a copy of the updated report to the chief executive officer of the public body.

If the committee upholds the conclusions of its report, the contract rules compliance monitor sends a copy of the updated report, if applicable, to the chief executive officer of the public body, who authorizes the rejection of the tender not later than before the expiry of the period of validity of tenders.

29.8. The public body informs the Conseil du trésor of the tenders rejected pursuant to this Division.".

10. Section 32.1 is revoked.

11. The following is inserted after section 42:

"**DIVISION VI.1**
CONTRACT RESPECTING THE PRODUCTION OF FOREST PLANTS

42.0.1. A contract respecting the production of forest plants may be entered into by mutual agreement with a forest plant producer covered by a joint plan established in accordance with the Act respecting the marketing of agricultural, food and fish products (chapter M-35.1).

DIVISION VI.2
DAMAGE INSURANCE CONTRACT

42.0.2. The premium of a damage insurance contract that involves an option to renew may be amended at the time of renewal if the tender documents set the terms and conditions allowing to determine the premium.

DIVISION VI.3
CONTRACT FOR THE REPAIR OF AN AIRCRAFT

42.0.3. A contract for the repair of an aircraft including the rental of spare components required during the repair may be entered into by mutual agreement where the evaluation of the work to be performed cannot be carried out before the beginning of the repair services.".

12. Section 43 is amended

(1) by adding "indicating, with the necessary modifications, the information provided for in subparagraphs 1, 2 and 4 to 6 of the second paragraph of section 4, except the period for receiving qualification applications that may not be under 25 days following the date of publication of the public notice of qualification" at the end of paragraph 1;

(2) by replacing paragraph 3 by the following:

"(3) a public notice of qualification is published again at least once a year so as to allow the qualification of other service providers during the period of validity of the list, which may not exceed 3 years;

(4) the public notice of qualification must remain accessible in the electronic tendering system for the entire period of validity of the list.".

13. Section 45 is amended by adding "only open to those providers" at the end.

14. Section 46 is amended by replacing "a contract" in the English version of the first paragraph by "a task order contract".

15. Section 48 is amended by replacing the second paragraph by the following:

"If such a contract or subcontract is to be entered into with a service provider or subcontractor of another province or territory of Canada in respect of which an employment equity program is applicable, and that service provider or subcontractor employs more than 100 persons, the service provider or subcontractor must provide an attestation to the effect that the service provider or subcontractor has made a commitment to implement an employment equity program complying with the program of its province or territory.

If such a contract or subcontract must be entered into with a service provider or a subcontractor of Québec or of another province or territory of Canada, that is governed by the federal legislation, that employs more than 100 persons and in respect of which a federal employment equity program is applicable, the service provider or subcontractor must provide an attestation to the effect that the service provider or subcontractor has made a commitment to implement an employment equity program complying with the federal program.".

16. Section 49 is replaced by the following:

"**49.** The Chair of the Conseil du trésor cancels the attestation issued to a service provider referred to in the first paragraph of section 48 who does not fulfill a commitment to implement an employment equity program.

Any service provider whose attestation referred to in section 48 has been cancelled may not enter into a service contract with a body referred to in section 47 or a service subcontract related to such contract as long as a new attestation has not been issued.".

17. Section 50 is amended by replacing "the ISO 9001: 2000 standard" in the first paragraph by "an ISO standard".

18. Sections 51 to 53 are replaced by the following:

"**DIVISION I**
CONTRACTS ENTERED INTO FOLLLOWING A PUBLIC CALL FOR TENDERS

51. Following a public call for tenders, the public body publishes in the electronic tendering system, within 15 days of the conclusion of the contract, the initial description of the contract. That description contains at least

(1) the name of the service provider or, in the case of a task order contract involving several service providers, the name of the selected service providers;

(2) the nature of the services covered by the contract;

(3) the date of conclusion of the contract;

(4) one of the following amounts, as applicable:

(a) the amount of the contract;

(b) if a tariff is applicable, the estimated amount of the contract in relation to the payment method selected, that is, a lump sum, on a percentage basis or according to an hourly rate;

(c) in the case of a task order contract, the estimated amount of the expenditure;

(d) in the case of a task order contract involving several service providers, the price submitted by each, respectively;

(5) in the case of a contract that involves options, their description and the total amount of the expenditure that will be incurred if all options are exercised.

51.1. The public body publishes in the electronic tendering system any additional expenditure resulting from an amendment to the contract, within 60 days of the amendment, if the initial amount of the contract referred to in section 51 is increased by more than 10%.

The public body then publishes the amount of the additional expenditure, including the expenditures accumulated prior to the expenditure exceeding 10% of the initial amount of the contract and publishes thereafter each additional expenditure.

51.2. The public body also publishes in the electronic tendering system, within 90 days of the end of a contract referred to in section 51, the final description of the contract. That period is extended to 120 days for a contract entered into following a joint call for tenders referred to in section 15 of the Act.

The final description of the contract contains at least

(1) the name of the service provider, the date of the end of the contract and the total amount paid;

(2) in the case of a task order contract involving several service providers, their respective name and the total amount paid to each of them;

(3) in the case of a contract that involves options, the type and number of options exercised and the total amount paid following their exercise.

51.3. If a task order contract involving several service providers involves a price list whose scope or layout does not make it possible to publish the results in accordance with sections 51 to 51.2, the public body indicates in the electronic tendering system how to obtain the information related to the results.

DIVISION II
CONTRACTS ENTERED INTO BY MUTUAL AGREEMENT OR FOLLOWING AN INVITATION TO TENDER

52. The public body publishes, in the electronic tendering system, within 30 days of entering into a contract involving an expenditure equal to or greater than $25,000 and entered into by mutual agreement or following an invitation to tender, an initial description of the contract. That description contains at least

(1) the method for awarding the contract;

(2) the name of the service provider or, in the case of a task order contract involving several service providers, the name of those that were retained;

(3) the nature of the goods covered by the contract;

(4) the date of conclusion of the contract;

(5) one of the following amounts, as applicable:

(a) the amount of the contract;

(b) if a tariff is applicable, the estimated amount of the contract in relation to the payment method selected, that is, a lump sum, on a percentage basis or according to an hourly rate;

(c) in the case of a task order contract, the estimated amount of the expenditure;

(d) in the case of a task order contract involving several service providers, the price submitted by each, respectively;

(6) in the case of a contract that involves options, their description and the total amount of the expenditure that will be incurred if all options are exercised; and

(7) in the case of a contract entered into by mutual agreement and involving an expenditure equal to or above the public tender threshold, the provision of the Act or of this Regulation under which the contract was awarded and, in the case of a contract awarded pursuant to subparagraph 4 of the first paragraph of section 13 of the Act, a statement of the reasons invoked in support of excluding the contract from the public call for tenders.

52.1. The public body publishes in the electronic tendering system any additional expenditure resulting from an amendment to the contract, within 60 days of the amendment, if the initial amount of the contract referred to in section 52 is increased by more than 10%.

The public body then publishes the amount of the additional expenditure, including the expenditures accumulated prior to the expenditure exceeding 10% of the initial amount of the contract and publishes thereafter each additional expenditure.

52.2. The public body also publishes, in the electronic tendering system, within 90 days of the end of a contract referred to in section 52, a final description of the contract. That period is increased to 120 days for a contract entered into for the benefit of joint public bodies referred to in section 15 of the Act.

The body also publishes, within the same time, the final description of any contract that, at the time of its conclusion, was to involve an expenditure lower than $25,000, but for which the total amount paid is equal to or greater than $25,000.

The final description of a contract must contain at least

(1) the name of the service provider, the date of the end of the contract and the total amount paid;

(2) in the case of a task order contract involving several service providers, their respective name and the total amount paid to each of them;

(3) in the case of a contract that involves options, the type and number of options exercised and the total amount paid following their exercise; and

(4) in the case of a contract referred to in the second paragraph, the other information provided for in paragraphs 1 to 6 of section 52 and in section 52.1.

52.3. If a delivery order contract involving several service providers involves a price list whose scope or layout does not make it possible to publish the results in accordance with sections 52 to 52.2, the public body indicates in the electronic tendering system how to obtain the information related to the results

53. Despite sections 52 to 52.3, no publication is required in the case of a contract involving confidential or protected information within the meaning of subparagraph 3 of the first paragraph of section 13 of the Act or a contract for which no waiver of professional secrecy has been obtained.".

19. Section 59 is revoked.

TRANSITIONAL AND FINAL

20. Section 32.1 of the Regulation respecting service contracts of public bodies (chapter C-65.1, r. 4), as they read on 22 May 2013, continues to apply to task order

contracts entered into with several service providers before 23 May 2013 and whose object is the rental of heavy machinery with operator.

21. Despite sections 9.1, 15.1 and 32 of the Regulation respecting service contracts of public bodies (chapter C-65.1, r. 4), the following rules apply to calls for tenders concerning a task order contract with several service providers whose object is the rental of heavy machinery with operator and to the resulting contract:

(1) tender documents and, if applicable, any addendum amending them, may be obtained free of charge from the public body making the call for tenders. The documents must contain clauses relating to the management of the contract to be entered into;

(2) the registered machines are attached to an establishment of the service provider situated in Québec in one of the administrative subdivisions determined in the tender documents or, if there is no such establishment in Québec, in the administrative subdivision situated the nearest to their establishment outside Québec;

(3) a service provider that has not taken part in the call for tenders may, on the conditions provided in the tender documents, register his or her machinery after the date on which the contract is entered into;

(4) a service provider that has registered his or her machinery may, on the conditions provided for in the tender documents, register a new machine after the date on which the contract is entered into;

(5) a service provider may, on the conditions provided for in the tender documents, replace registered machinery by a machine of another class or subclass;

(6) a service provider may, on the conditions provided for in the tender documents, replace a registered machine without changing its class or subclass but by indicating lease conditions different from the conditions applicable to the machine replaced;

(7) the registration of a machine may be transferred to the name of another service provider where the transferor has replaced it by a new machine;

(8) a registered machine may be attached to another establishment of the service provider situated in another administrative subdivision;

(9) where any of the situations described in subparagraphs 3 to 8 of this paragraph occurs, the machinery involved is registered with a "late" notation;

(10) the public body may, to determine the lowest tenderer, take into account, in addition to the hourly rate submitted for the machine, the machine's age and hourly transportation cost and the operator's travelling and boarding expenses and thus the performance requests are made on the basis of the weighted coefficient determined for each machine;

(11) in the administrative subdivision where the service is required, the performance requests are made to the service provider that has a machine registered therein according to paragraph 2 and whose machine has obtained the lowest weighted coefficient, unless the provider cannot perform the service, in which case the other providers that have a similar machine registered according to paragraph 2 and situated in that same administrative subdivision are solicited according to their respective rank;

(12) if no machine referred to in subparagraph 11 is available, the machines registered with a "late" notation and situated in the administrative subdivision where the service is required may then be considered. The public body makes the performance request to the service provider whose machine has obtained the lowest weighted coefficient, unless the service provider is unable to perform the service, in which case the other service providers that have a similar machine are solicited according to their respective rank.

For the purposes of this section,

(1) "weighted coefficient" means the quotient obtained by dividing the sum of the hourly rate submitted for the machine, the machine's hourly transportation cost, the operator's hourly travelling expenses and boarding expenses, where applicable, by the maximum total hourly rental rate in effect, as indicated in the booklet *Taux de location de machinerie lourde*, published by the Centre de services partagés du Québec;

(2) "hourly rate submitted for the machine" means the hourly rate indicated by the service provider or, if that rate is higher than the maximum total hourly rental rate in effect or if the machine is registered with a "late" notation, the maximum total hourly rate.

This section applies only to call for tenders issued within 3 years of 23 May 2013 and to contracts entered into following those calls for tenders.

22. Sections 1 to 4, 6, 7, 9 and 11, to the extent that that section concerns section 42.0.2 of the Regulation respecting service contracts of public bodies, apply only to calls for tenders issued as of 23 May 2013.

Section 12 applies only to qualification proceedings issued as of that date.

Section 18, insofar as it concerns sections 51, 51.2, 51.3, 52, 52.2, 52.3 and 53 of the Regulation respecting service contracts of public bodies, applies to contracts in progress on 15 September 2013, regardless of the periods indicated therein, and to contracts entered into from that date.

Section 18, insofar as it concerns sections 51.1 and 52.1 of the Regulation respecting service contracts of public bodies, applies to any additional expenditure resulting from an amendment to the contract made as of 15 September 2013.

23. This Regulation comes into force on the fifteenth day following the date of its publication in the *Gazette officielle du Québec*, except section 18, which comes into force on 15 September 2013.

2656

Gouvernement du Québec

O.C. 431-2013, 24 April 2013

An Act respecting contracting by public bodies (chapter C-65.1)

Construction contracts of public bodies — Amendment

Regulation to amend the Regulation respecting construction contracts of public bodies

WHEREAS, under paragraphs 1, 3 and 5 to 7 of section 23 of the Act respecting contracting by public bodies (chapter C-65.1), the Government may make regulations on the matters set forth therein with respect to construction contracts of public bodies;

WHEREAS the Government made the Regulation respecting construction contracts of public bodies (chapter C-65.1, r. 5) which includes provisions concerning public calls for tenders and the publication of information in the electronic tendering system approved by the Government;

WHEREAS it is expedient to amend the Regulation;

WHEREAS, in accordance with sections 10 and 11 of the Regulations Act (chapter R-18.1), a draft of the Regulation to amend the Regulation respecting construction contracts of public bodies was published in Part 2 of the *Gazette officielle du Québec* of 18 July 2012 with a notice that it could be made by the Government on the expiry of a 45 days following that publication;

WHEREAS the 45-day period has expired;

WHEREAS, in accordance with section 23 of the Act respecting contracting by public bodies, the Conseil du trésor recommends that it be made;

WHEREAS it is expedient to make the Regulation with amendments;

IT IS ORDERED, therefore, on the recommendation of the Minister responsible for Government Administration and Chair of the Conseil du trésor:

THAT the Regulation to amend the Regulation respecting construction contracts of public bodies, attached to this Order in Council, be made.

JEAN ST-GELAIS,
Clerk of the Conseil exécutif

Regulation to amend the Regulation respecting construction contracts of public bodies

An Act respecting contracting by public bodies (chapter C-65.1, s. 23, pars. 1, 3 and 5 to 7)

1. The Regulation respecting construction contracts of public bodies (chapter C-65.1, r. 5) is amended in section 4

(1) by inserting the following after subparagraph 2 of the second paragraph:

"(2.1) if applicable, a brief description of the options;";

(2) by adding the following paragraph at the end:

"For the purposes of this Regulation, "option" means an option to renew or an option concerning the performance of additional construction work of the same nature as the work initially required, at the same price and intended to fulfil the needs referred to in subparagraph 2 of the second paragraph.".

2. Section 5 is amended

(1) by inserting the following after subparagraph 1 of the first paragraph:

"(1.1) if applicable, the description of the options;";

(2) by adding "or that have expressed in writing their intent to be parties to it and the identification of their procurement requirements" at the end of subparagraph 2 of the first paragraph.

3. Section 7 is amended by adding the following paragraph at the end:

"Compliance requirements must also specify that the filing by a contractor of several tenders for the same call for tenders entails automatic rejection of all the contractor's tenders.".

4. The following is inserted after section 7:

"**7.1.** Compliance requirements must also specify that a tender with an unusually low price is non-compliant and must be rejected, after authorization from the chief executive officer of the public body pursuant to Division IV.1 of this Chapter.".

5. The following is inserted after section 18:

"**18.1.** The contract is awarded when the tenderer is chosen by the public body or, as the case may be, when the drawing of lots takes place.

DIVISION IV.1
TENDERS WITH AN UNUSUALLY LOW PRICE

18.2. The price of a tender is unusually low if an extensive and documented analysis by the committee referred to in section 18.4 shows that the submitted price cannot enable the contractor to carry out the contract on the conditions set in the tender documents without jeopardizing the performance of the contract.

18.3. Where a public body observes that the price of a tender seems unusually low, the public body requests the contractor to explain in writing, within 5 days of receiving the request, the reasons warranting such price.

18.4. If the contractor fails to submit explanations within the time set in section 18.3 or if, despite the explanations provided, the public body still considers the price to seem unusually low, the public body forwards the tender to a committee set up for that purpose for analysis.

The committee is composed of the contract rules compliance monitor in the public body and at least 3 members designated by the chief executive officer of the public body who are not involved in the awarding process.

The contract rules compliance monitor supervises the committee's work.

18.5. In analyzing the tender, the committee takes the following factors into account:

(1) the gap between the tendered price and the public body's estimate of the expenditure, which is confirmed by an adequate and rigorous audit;

(2) the gap between the tendered price and the price tendered by the other contractors that have submitted a compliant tender;

(3) the gap between the tendered price and the price paid by the public body, or by another public body, under a similar contract, taking into account the economic context; and

(4) the representations made by the contractor concerning the existence of particular facts that have an influence on the tendered price, such as

(a) the conditions for the carrying out of the construction work covered by the call for tenders;

(b) the exceptionally favorable circumstances helping the contractor in the performance of the contract;

(c) the innovative character of the tender;

(d) the working conditions of the contractor's employees or, if applicable, subcontractors; and

(e) the government financial assistance received by the contractor.

18.6. The committee states in a report its conclusions and the reasons in support of the committee's conclusions.

If the conclusions are that the tendered price is not unusually low, the contract rules compliance monitor sends a copy of the report to the chief executive officer of the public body.

If the conclusions are that the tendered price is unusually low, the person responsible for compliance with contractual rules sends a copy of the report to the contractor.

18.7. The contractor may, within 10 days of receiving the report referred to in section 18.6, send written comments to the contract rules compliance monitor in the public body.

18.8. Having taken cognizance of the comments, if any, the committee decides whether it upholds the conclusions of its report or not.

If the committee does not uphold the conclusions of its report, the contract rules compliance monitor sends a copy of the updated report to the chief executive officer of the public body.

If the committee upholds the conclusions of its report, the contract rules compliance monitor sends a copy of the updated report, if applicable, to the chief executive

officer of the public body, who authorizes the rejection of the tender not later than before the expiry of the period of validity of tenders.

18.9. The public body informs the Conseil du trésor of the tenders rejected pursuant to section 18.8.".

6. Section 19 is amended by inserting "with one supplier or more" after "contract".

7. The following is inserted after section 20:

"**20.1.** If the task order contract is entered into with several contractors, the performance requests are made to the contractor who submitted the lowest price, unless the contractor cannot perform the contract, in which case the other contractors are solicited according to their respective rank.".

8. Section 22 is amended by replacing the second and third paragraphs by the following:

"The first stage consists in selecting contractors by soliciting only a quality demonstration in accordance with the evaluation conditions provided for in Schedule 4.

The public body must specify in the tender documents the rules to be used to evaluate the quality of tenders, including the evaluation criteria.

The public body opens the tenders only in the presence of the secretary of the selection committee or his or her representative at the designated place and on the date and time fixed in the tender documents.

The secretary evaluates the tenders received, ensuring that the contractors are eligible and their tenders are compliant.

If the secretary rejects a tender because the contractor is ineligible or the tender is non-compliant, the secretary so informs the contractor and gives the reason for the rejection at the time of sending selected contractors their invitation to take part in the second stage.

The public body publishes in the electronic tendering system the names of the contractors who took part in the first stage within 4 business days following the opening of the tenders filed during the second stage.

The second stage consists in inviting selected contractors to submit a tender including only a price.".

9. Section 26 is amended

(1) by inserting the following paragraphs after the second paragraph:

"The public body opens the tenders only in the presence of the secretary of the selection committee or his or her representative at the designated place and on the date and time fixed in the tender documents.

The secretary evaluates the tenders received by ensuring the contractors are eligible and their tenders are compliant.";

(2) by inserting the following paragraphs after the third paragraph:

"If the secretary rejects a tender because the contractor is ineligible or the tender is non-compliant, the secretary so informs the contractor and gives the reason for the rejection at the time of sending selected contractors their invitation to take part in the second stage.

The public body publishes in the electronic tendering system the names of the contractors who took part in the first stage within 4 business days following the opening of the tenders filed during the second stage.".

10. Section 30 is amended by adding the following paragraph at the end:

"Where a public body makes a call for tenders in 2 stages, the first paragraph applies only with respect to tenders submitted during the second stage.".

11. Section 36 is amended

(1) by adding "indicating, with the necessary modifications, the information provided for in subparagraphs 1, 2 and 4 to 6 of the second paragraph of section 4, except the period for receiving qualification applications that may not be under 25 days following the date of publication of the public notice of qualification" at the end of paragraph 1;

(2) by replacing paragraph 3 by the following:

"(3) a public notice of qualification is published again at least once a year so as to allow the qualification of other contractors during the period of validity of the list, which may not exceed 3 years;

(4) the public notice of qualification must remain accessible in the electronic tendering system for the entire period of validity of the list.".

12. Section 38 is amended by adding "open only to those contractors" at the end.

13. Section 40 is amended by replacing "the ISO 9001: 2000 standard" in the first paragraph by "an ISO standard".

14. Sections 41 to 43 are replaced by the following:

"**DIVISION 1**
CONTRACTS ENTERED INTO FOLLOWING A PUBLIC CALL FOR TENDERS

41. Following a public call for tenders, the public body publishes in the electronic tendering system, within 15 days of the conclusion of the contract, the initial description of the contract. That description contains at least

(1) the name of the contractor or, in the case of a task order contract involving several contractors, the name of the selected contractors;

(2) the nature of the construction work covered by the contract;

(3) the date of conclusion of the contract

(4) the amount of the contract or, in the case of a task order contract, the estimated amount of the expenditure or, in the case of a task order contract involving several contractors, the price submitted by each, respectively; and

(5) in the case of a contract that involves options, their description and the total amount of the expenditure that would be incurred if all options are exercised.

41.1. The public body publishes in the electronic tendering system any additional expenditure resulting from an amendment to the contract, within 60 days of the amendment, if the initial amount of the contract referred to in section 41 is increased by more than 10%.

The public body then publishes the amount of the additional expenditure, including the expenditures accumulated prior to the expenditure exceeding 10% of the initial amount of the contract and publishes thereafter each additional expenditure.

41.2. The public body also publishes in the electronic tendering system, within 90 days of the end of a contract referred to in section 41, the final description of the contract. The period is extended to 120 days for a contract entered into following a joint call for tenders referred to in section 15 of the Act.

The final description of the contract contains at least

(1) the name of the contractor, the date of the end of the contract and the total amount paid;

(2) in the case of a task order contract involving several contractors, their respective name and the total amount paid to each of them; and

(3) in the case of a contract that involves options, the type and number of options exercised and the total amount paid following their exercise.

41.3. If a task order contract involving several contractors involves a price list whose scope or layout does not make it possible to publish the results in accordance with sections 41 to 41.2, the public body indicates in the electronic tendering system how to obtain the information related to the results.

DIVISION II
CONTRACTS ENTERED INTO BY MUTUAL AGREEMENT OR FOLLOWING AN INVITATION TO TENDER

42. The public body publishes, in the electronic tendering system, within 30 days of entering into a contract involving an expenditure equal to or greater than $25,000 and entered into by mutual agreement or following an invitation to tender, the initial description of the contract. That description contains at least

(1) the method for awarding the contract;

(2) the name of the contractor or, in the case of a task order contract involving several contractors, the name of those that were retained;

(3) the nature of the construction work covered by the contract;

(4) the date of conclusion of the contract;

(5) the amount of the contract or, in the case of a task order contract, the estimated amount of the expenditure or, in the case of a task order contract involving several contractors, the price submitted by each, respectively;

(6) in the case of a contract that involves options, their description and the total amount of the expenditure that will be incurred if all options are exercised; and

(7) in the case of a contract entered into by mutual agreement and involving an expenditure equal to or above the public tender threshold, the provision of the Act or of this Regulation under which the contract was awarded and, in the case of a contract awarded pursuant to subparagraph 4 of the first paragraph of section 13 of the Act, a statement of the reasons invoked in support of exempting the contract from the public call for tenders.

42.1. The public body publishes in the electronic tendering system any additional expenditure resulting from an amendment to the contract, within 60 days of the amendment, if the initial amount of the contract referred to in section 42 is increased by more than 10%.

The public body then publishes the amount of the additional expenditure, including the expenditures accumulated prior to the expenditure exceeding 10% of the initial amount of the contract and publishes thereafter each additional expenditure.

42.2. The public body also publishes, in the electronic tendering system, within 90 days of the end of a contract referred to in section 42, the final description of the contract. That period is extended to 120 days for a contract entered into for the benefit of joint public bodies referred to in section 15 of the Act.

The body also publishes, within the same time, the final description of any contract that, at the time of its conclusion, was to involve an expenditure lower than $25,000, but for which the total amount paid is equal to or greater than $25,000.

The final description of a contract must contain at least

(1) the name of the contractor, the date of the end of the contract and the total amount paid;

(2) in the case of a task order contract involving several contractors, their respective name and the total amount paid to each of them;

(3) in the case of a contract that involves options, the type and number of options exercised and the total amount paid following their exercise; and

(4) in the case of a contract referred to in the second paragraph, the other information provided for in paragraphs 1 to 6 of section 42 and section 42.1.

42.3. If a task order contract involving several contractors involves a price list whose scope or layout does not make it possible to publish the results in accordance with sections 42 to 42.2, the public body indicates on the electronic tendering system how to obtain the information related to the results.

43. Despite sections 42 to 42.3, no publication is required in the case of a contract involving confidential or protected information within the meaning of subparagraph 3 of the first paragraph of section 13 of the Act.".

15. Section 59 is revoked.

16. Section 60 is amended by replacing "minister responsible" by "Conseil du trésor".

FINAL

17. Sections 1 to 4, 5, to the extent that that section concerns the provisions of sections 18.2 to 18.9 of the Regulation respecting construction contracts of public bodies, and sections 8 to 10 apply only to calls for tenders issued as of 23 May 2013.

Section 11 applies only to qualification proceedings started as of 23 May 2013.

Section 14, insofar as it concerns sections 41, 41.2, 41.3, 42, 42.2, 42.3 and 43 of the Regulation respecting construction contracts of public bodies, applies to contracts in progress on 15 September 2013, regardless of the periods indicated therein, and to contracts entered into from that date.

Section 14, insofar as it concerns sections 41.1 and 42.1 of the Regulation respecting construction contracts of public bodies, applies to any additional expenditure resulting from an amendment to the contract made as of 15 September 2013.

18. This Regulation comes into force on the fifteenth day following the date of its publication in the *Gazette officielle du Québec*, except section 14, which comes into force on 15 September 2013.

2657

Gouvernement du Québec

O.C. 432-2013, 24 April 2013

An Act respecting contracting by public bodies (chapter C-65.1)

Supply contracts of public bodies — Amendment

Regulation to amend the Regulation respecting supply contracts of public bodies

WHEREAS, under paragraphs 1, 3 and 5 to 7 of section 23 of the Act respecting contracting by public bodies (chapter C-65.1), the Government may make regulations on the matters set forth therein with respect to supply contracts of public bodies;

WHEREAS the Government made the Regulation respecting supply contracts of public bodies (chapter C-65.1, r. 2) which includes provisions concerning public calls for tenders and the publication of information in the electronic tendering system approved by the Government;

WHEREAS it is expedient to amend the Regulation;

WHEREAS, in accordance with sections 10 and 11 of the Regulations Act (chapter R-18.1), a draft of the Regulation to amend the Regulation respecting supply contracts of public bodies was published in Part 2 of the *Gazette officielle du Québec* of 18 July 2012 with a notice that it could be made by the Government on the expiry of a 45 days following that publication;

WHEREAS the 45-day period has expired;

WHEREAS, in accordance with section 23 of the Act respecting contracting by public bodies, the Conseil du trésor recommends that it be made;

WHEREAS it is expedient to make the Regulation with amendments;

IT IS ORDERED, therefore, on the recommendation of the Minister responsible for Government Administration and Chair of the Conseil du trésor:

THAT the Regulation to amend the Regulation respecting supply contracts of public bodies, attached to this Order in Council, be made.

JEAN ST-GELAIS,
Clerk of the Conseil exécutif

Regulation to amend the Regulation respecting supply contracts of public bodies

An Act respecting contracting by public bodies
(chapter C-65.1, s. 23, pars. 1, 3 and 5 to 7)

1. The Regulation respecting supply contracts of public bodies (chapter C-65.1, r. 2) is amended in section 4

(1) by inserting the following after subparagraph 2 of the second paragraph:

"(2.1) if applicable, a brief description of the options;";

(2) by adding the following paragraph at the end.

"For the purposes of this Regulation, "option" means an option to renew or an option to acquire additional goods identical to those initially acquired, at the same price and intended to fulfil the procurement requirements referred to in subparagraph 2 of the second paragraph.".

2. Section 5 is amended

(1) by inserting the following after subparagraph 1 of the first paragraph:

"(1.1) if applicable, the description of the options;";

(2) by adding "or that have expressed in writing their intent to be parties to it and the identification of their procurement requirements" at the end of subparagraph 2 of the first paragraph.

3. Section 7 is amended by adding the following paragraph at the end:

"Compliance requirements must also specify that the filing by a supplier of several tenders for the same call for tenders entails automatic rejection of all the supplier's tenders.".

4. The following is inserted after section 7:

"**7.1.** Compliance requirements must also specify that a tender with an unusually low price is non-compliant and must be rejected, after authorization from the chief executive officer of the public body pursuant to Division IV.1 of this Chapter.".

5. The following is inserted after section 15:

"**15.1.** The contract is awarded when the successful tenderer is chosen by the public body or, as the case may be, when the drawing of lots takes place.".

DIVISION IV.1
TENDERS WITH AN UNUSUALLY LOW PRICE

15.2. The price of a tender is unusually low if an extensive and documented analysis by the committee referred to in section 15.4 shows that the submitted price cannot enable the supplier to carry out the contract on the conditions set in the tender documents without jeopardizing the performance of the contract.

15.3. Where a public body observes that the price of a tender is unusually low, the public body requests to the supplier that it exposes in writing, within 5 days of receiving such request, the reasons warranting such price.

15.4. If the supplier fails to submit explanations within the time set in section 15.3 or if, despite the explanations provided, the public body still considers the price to seem unusually low, the public body forwards the tender to a committee set up for that purpose for analysis.

The committee is composed of the contract rules compliance monitor of the public body and at least 3 members designated by the chief executive officer of the public body who are not involved in the awarding process.

The contract rules compliance monitor supervises the committee's work.

15.5. In analyzing the tender, the committee takes the following factors into account:

(1) the gap between the tendered price and the public body's estimate of the expenditure, which is confirmed by an adequate and rigorous audit;

(2) the gap between the tendered price and the price tendered by the other suppliers that have submitted a compliant tender;

(3) the gap between the tendered price and the price paid by the public body, or by another public body, under a similar contract, taking into account the economic context; and

(4) the representations made by the supplier concerning the existence of particular facts that have an influence on the tendered price, such as

(a) the method of manufacturing the goods covered by the call for tenders, or the components forming the goods;

(b) the exceptionally favorable circumstances that would help the supplier in the performance of the contract;

(c) the innovative character of the tender;

(d) the working conditions of the supplier's employees or, if applicable, subcontractors; and

(e) the government financial assistance received by the supplier.

15.6. The committee states in a report its conclusions and the reasons in support of the committee's conclusions.

If the conclusions are that the tendered price is not unusually low, the contract rules compliance monitor sends a copy of the report to the chief executive officer of the public body.

If the conclusions are that the tendered price is unusually low, the contract rules compliance monitor sends a copy of the report to the supplier.

15.7. The supplier may, within 10 days of receiving the report referred to in section 15.6, send written comments to the contract rules compliance monitor of the public body.

15.8. Having taken cognizance of the comments, if any, the committee decides whether it upholds the conclusions of its report or not.

If the committee does not uphold the conclusions of its report, the contract rules compliance monitor sends a copy of the updated report to the chief executive officer of the public body.

If the committee upholds the conclusions of its report, the contract rules compliance monitor sends a copy of the updated report, if applicable, to the chief executive officer of the public body, who authorizes the rejection of the tender not later than before the expiry of the period of validity of tenders.

15.9. The public body informs the Conseil du trésor of the tenders rejected pursuant to section 15.8.".

6. The following is inserted after section 16:

"**16.1.** Despite section 10, a public body may evaluate the quality of a tender in order to award a delivery order contract by applying the provisions of Division II of this Chapter respecting an evaluation based on a minimum level of quality.".

7. Section 29.1 is amended

(1) by striking out "and section 46" in the second paragraph;

(2) by replacing "minister responsible" in the fourth paragraph by "Conseil du trésor";

(3) by inserting "equal to or" before "above" in the fourth paragraph.

8. Section 35 is amended by replacing the second paragraph by the following:

"If such a contract or subcontract is to be entered into with a supplier or subcontractor of another province or territory of Canada in respect of which an employment equity program is applicable, and that supplier or subcontractor employs more than 100 persons, the supplier or subcontractor must provide an attestation to the effect that the supplier or subcontractor has made a commitment to implement an employment equity program complying with the program of its province or territory.

If such a contract or subcontract must be entered into with a supplier or a subcontractor of Québec or of another province or territory of Canada, that is governed by the federal legislation, that employs more than 100 persons and in respect of which a federal employment equity program is applicable, the supplier or subcontractor must provide an attestation to the effect that the supplier or subcontractor has made a commitment to implement an employment equity program complying with the federal program.".

9. Section 36 is replaced by the following:

"**36.** The Chair of the Conseil du trésor cancels the attestation issued to a supplier referred to in the first paragraph of section 35 who does not fulfil a commitment to implement an employment equity program.

Any supplier whose attestation referred to in section 35 has been cancelled may not enter into a supply contract with a body referred to in section 34 or a supply subcontract related to such contract as long as a new attestation has not been issued.".

10. Section 37 is amended by replacing "the ISO 9001: 2000 standard" in the first paragraph by "an ISO standard".

11. Sections 38 to 40 are replaced by the following:

"**DIVISION I**
CONTRACTS ENTERED INTO FOLLOWING A PUBLIC CALL FOR TENDERS

38. Following a public call for tenders, the public body publishes in the electronic tendering system, within 15 days of the conclusion of the contract, the initial description of the contract. That description contains at least

(1) the name of the supplier or, in the case of a delivery order contract involving several suppliers, the name of the suppliers selected;

(2) the nature of the goods covered by the contract;

(3) the date of conclusion of the contract;

(4) the amount of the contract or, in the case of a delivery order contract, the estimated amount of the expenditure or, in the case of a delivery order contract involving several suppliers, the price submitted by each, respectively; and

(5) in the case of a contract that involves options, the description of the options and the total amount of the expenditure that will be incurred if all options are exercised.

38.1. The public body publishes in the electronic tendering system any additional expenditure resulting from an amendment to the contract, within 60 days of the amendment, if the initial amount of the contract referred to in section 38 is increased by more than 10%.

The public body then publishes the amount of the additional expenditure, including the expenditures accumulated prior to the expenditure exceeding 10% of the initial amount of the contract and publishes thereafter each additional expenditure.

38.2. The public body also publishes in the electronic tendering system, within 90 days of the end of a contract referred to in section 38, the final description of the contract. That period is extended to 120 days for a contract entered into following a joint call for tenders referred to in section 15 of the Act.

The final description of the contract contains at least

(1) the name of the supplier, the date of the end of the contract and the total amount paid;

(2) in the case of a task order contract involving several suppliers, their respective name and the total amount paid to each supplier; and

(3) in the case of a contract involving options, the type and number of options exercised and the total amount paid following their exercise.

38.3. If a delivery order contract involving several suppliers involves a price list whose scope or layout does not make it possible to publish the results in accordance with sections 38 to 38.2, the public body indicates in the electronic tendering system how to obtain the information related to the results.

DIVISION II
CONTRACTS ENTERED INTO BY MUTUAL AGREEMENT OR FOLLOWING AN INVITATION TO TENDER

39. The public body publishes, in the electronic tendering system, within 30 days of entering into a contract involving an expenditure equal to or greater than $25,000 and entered into by mutual agreement or following an invitation to tender, the initial description of the contract. The description contains at least

(1) the method for awarding the contract;

(2) the name of the supplier or, in the case of a delivery order contract involving several suppliers, the names of the suppliers retained;

(3) the nature of the goods covered by the contract;

(4) the date of conclusion of the contract;

(5) the amount of the contract or, in the case of a delivery order contract, the estimated amount of the expenditure or, in the case of a delivery order contract involving several suppliers, the price submitted by each, respectively;

(6) in the case of a contract that involves options, their description and the total amount of the expenditure that would be incurred if all options are exercised; and

(7) in the case of a contract entered into by mutual agreement and involving an expenditure equal to or above the public tender threshold, the provision of the Act or of this Regulation under which the contract was awarded and, in the case of a contract awarded pursuant to subparagraph 4 of the first paragraph of section 13 of the Act, a statement of the reasons invoked in support of excluding the contract from the public call for tenders.

39.1. The public body publishes in the electronic tendering system any additional expenditure resulting from an amendment to the contract, within 60 days of the amendment, if the initial amount of the contract referred to in section 39 is increased by more than 10%.

The public body then publishes the amount of the additional expenditure, including the expenditures accumulated prior to the expenditure exceeding 10% of the initial amount of the contract and publishes thereafter each additional expenditure.

39.2. The public body also publishes, in the electronic tendering system, within 90 days of the end of the contract referred to in section 39, the final description of the contract. That period is increased to 120 days for a contract entered into for the benefit of joint public bodies referred to in section 15 of the Act.

The public body also publishes, within the same time, the final description of any contract that, at the time of its conclusion, was to involve an expenditure lower than $25,000 when it was entered into, but for which the total amount paid is equal to or greater than $25,000.

The final description of a contract must contain at least

(1) the name of the supplier, the date of the end of the contract and the total amount paid;

(2) in the case of a delivery order contract involving several suppliers, their respective name and the total amount paid to each of them;

(3) in the case of a contract that involves options, the type and number of options exercised and the total amount paid following their exercise; and

(4) in the case of a contract referred to in the second paragraph, the other information provided for in paragraphs 1 to 6 of section 39 and section 39.1.

39.3. If a delivery order contract involving several suppliers involves a price list whose scope or layout does not make it possible to publish the results in accordance with sections 39 to 39.2, the public body indicates in the electronic tendering system how to obtain the information related to the results.

40. Despite sections 39 to 39.3, no publication is required in the case of a contract involving confidential or protected information within the meaning of subparagraph 3 of the first paragraph of section 13 of the Act.".

12. Section 46 is revoked.

FINAL

13. Sections 1 to 4, section 5, to the extent that that section concerns the provisions of section 15.2 to 15.9 of the Regulation respecting supply contracts, and the provisions of section 6 apply only to calls for tenders issued as of 23 May 2013.

Section 11, insofar as it concerns sections 38, 38.2, 38.3, 39, 39.2, 39.3 and 40 of the Regulation respecting supply contracts of public bodies, applies to contracts in progress on 15 September 2013, regardless of the periods indicated therein, and to contracts entered into from that date.

Section 11, insofar as it concerns sections 38.1 and 39.1 of the Regulation respecting supply contracts of public bodies, applies to any additional expenditure resulting from an amendment to the contract made as of 15 September 2013.

14. This Regulation comes into force on the fifteenth day following the date of its publication in the *Gazette officielle du Québec*, except section 11, which comes into force on 15 September 2013.

2658

Gouvernement du Québec

O.C. 436-2013, 24 April 2013

Professional Code
(chapter C-26)

Nursing assistants
— Certain professional activities which may be engaged in by nursing assistants
— Amendment

Regulation to amend the Regulation respecting certain professional activities which may be engaged in by nursing assistants

WHEREAS, under paragraph *h* of section 94 of the Professional Code (chapter C-26), the board of directors of a professional order may, by regulation, determine, among the professional activities that may be engaged in by members of the order, those that may be engaged in by the persons or categories of persons indicated in the regulation, and the terms and conditions on which such persons may engage in such activities;

WHEREAS, in accordance with paragraph *h* of section 94 of the Professional Code, the Ordre des infirmières et infirmiers du Québec consulted the Collège des médecins du Québec and the Ordre des infirmières et infirmiers auxiliaires du Québec before making the Regulation to amend the Regulation respecting certain professional activities which may be engaged in by nursing assistants;

WHEREAS, pursuant to section 95 of the Professional Code and subject to sections 95.0.1 and 95.2, every regulation made by the board of directors of a professional order under the Code or an Act constituting a professional order must be transmitted to the Office des professions du Québec for examination and be submitted, with the recommendation of the Office, to the Government which may approve it with or without amendment;

WHEREAS, in accordance with sections 10 and 11 of the Regulations Act (chapter R-18.1), a draft of the Regulation to amend the Regulation respecting the professional activities which may be performed by a nursing assistant was published in Part 2 of the *Gazette officielle du Québec* of 9 January 2013 with a notice that it could be submitted to the Government for approval on the expiry of 45 days following that publication;

WHEREAS, in accordance with section 95 of the Professional Code, the Office has examined the Regulation and submitted it to the Government with its recommendation;

WHEREAS it is expedient to approve the Regulation without amendment;

IT IS ORDERED, therefore, on the recommendation of the Minister of Justice:

THAT the Regulation to amend the Regulation respecting certain professional activities which may be engaged in by nursing assistants, attached to this Order in Council, be approved.

JEAN ST-GELAIS,
Clerk of the Conseil exécutif

Regulation to amend the Regulation respecting certain professional activities which may be engaged in by nursing assistants

Professional Code
(chapter C-26, s. 94, par. *h*)

1. The Regulation respecting certain professional activities which may be engaged in by nursing assistants (chapter 1-8, r. 3) is amended by replacing, in the second paragraph of section 9, "2013" by "2016".

2. This Regulation comes into force on the fifteenth day following its publication in the *Gazette officielle du Québec.*

2659

Gouvernement du Québec

O.C. 439-2013, 24 April 2013

Highway Safety Code
(chapter C-24.2)

Reciprocal Agreement on Driver's Licence Recognition between the gouvernement du Québec and the Republic of Austria
— Ratification and enactment of the Regulation giving effect to the Agreement

Ratification of the Reciprocal Agreement on Driver's Licence Recognition between the gouvernement du Québec and the Republic of Austria, signed at Vienna, on 5 May 2009, and at Québec, on 30 July 2009, and enactment of the Regulation giving effect to the Agreement

WHEREAS the Reciprocal Agreement on Driver's Licence Recognition between the gouvernement du Québec and the Republic of Austria was signed at Vienna on 5 May 2009, and at Québec on 30 July 2009;

WHEREAS the purpose of the Agreement is to ensure reciprocal recognition of certain classes of driver's licences issued by Québec and Austrian authorities and to set forth the terms and conditions allowing for exchange of those licences;

WHEREAS under section 65 of the Highway Safety Code (chapter C-24.2), to drive a road vehicle on a public highway and on certain private roads and lands, a person must hold a driver's licence of the class appropriate to the driving of that vehicle;

WHEREAS section 629 of the Code provides that the Minister of Transport may, according to law, enter into an agreement with any government, department, or body respecting any matter referred to in this Code;

WHEREAS under this section, the Société de l'assurance automobile du Québec is responsible for the implementation of such an agreement;

WHEREAS section 631 of the Code provides that the Government may, by regulation, adopt the necessary measures to give effect to an agreement under section 629 and that the publication requirement set out in section 8 of the Regulations Act (chapter R-18.1) does not apply to a regulation under this section;

WHEREAS this Agreement is an international agreement within the meaning of section 19 of the Act respecting the Ministère des Relations internationales (chapter M-25.1.1);

WHEREAS this Agreement also constitutes an important international commitment within the meaning of subparagraph 1 of the second paragraph of section 22.2 of this Act;

WHEREAS, under the third paragraph of section 20 of this Act, international agreements referred to in section 22.2 must, to be valid, be signed by the Minister, approved by the National Assembly and ratified by the Government;

WHEREAS, under section 22.4 of this Act, the ratification of an international agreement, where it concerns an important international commitment, shall not take place until the commitment is approved by the National Assembly;

WHEREAS the National Assembly approved this Agreement on 9 June 2011;

WHEREAS under section 21 of this Act, where a person other than the Minister may, according to law, conclude international agreements, the signature of that person shall continue to be required to give effect to the agreements, unless the Government orders otherwise;

IT IS ORDERED, therefore, on the recommendation of the Minister of International Relations, La Francophonie and External Trade, as well as of the Minister of Transport:

THAT the Reciprocal Agreement on Driver's Licence Recognition between the gouvernement du Québec and the Republic of Austria, signed at Vienna on 5 May 2009, and at Québec on 30 July 2009, and approved by the National Assembly on 9 June 2011, the text of which is appended to the Regulation giving effect to the Reciprocal Agreement on Driver's Licence Recognition between the gouvernement du Québec and the Republic of Austria, be ratified;

THAT the Regulation giving effect to the Reciprocal Agreement on Driver's Licence Recognition between the gouvernement du Québec and the Republic of Austria, attached to this order in council, be enacted;

THAT the signing of the Agreement by the Minister of Transport not be required to give effect to the Agreement.

JEAN ST-GELAIS,
Clerk of the Conseil exécutif

Regulation giving effect to the Reciprocal Agreement on Driver's Licence Recognition between the gouvernement du Québec and the Republic of Austria

Highway Safety Code
(chapter C-24.2, s. 631)

1. The Reciprocal Agreement on Driver's Licence Recognition between the gouvernement du Québec and the Republic of Austria, attached hereto, has effect from the date of coming into force of this Regulation.

2. Provisions of the Highway Safety Code (chapter C-24.2) and of its implementing regulations apply to holders of a driver's licence issued by the Republic of Austria, as set forth in the Agreement.

3. This Regulation comes into force on 1 June 2013.

APPENDIX
(s. 1)

RECIPROCAL AGREEMENT ON DRIVER'S LICENCE RECOGNITION BETWEEN THE GOUVERNEMENT DU QUÉBEC AND THE REPUBLIC OF AUSTRIA

THE GOUVERNEMENT DU QUÉBEC

represented by the Deputy Minister of Transport, Mr. Denys Jean,

hereinafter referred to as "Québec"

AND

THE REPUBLIC OF AUSTRIA

represented by the Section Director, for the Federal Ministry for Transport, Innovation and Technology, Dr. Peter Franzmayr

hereinafter referred to as "Austria"

WISHING to facilitate the exchange of driver's licences for holders of a valid licence issued by one territory who settle in the other territory;

HAVE AGREED to recognize and facilitate the exchange of driver's licences in accordance with the following provisions:

1. DEFINITIONS

In this Agreement,

1.1 "territory" designates Québec or Austria, and "territories" refers to both Québec and Austria;

"authority" refers to either the Société de l'assurance automobile du Québec, or the Federal Ministry for Transport, Innovation and Technology of Austria, as representative of the competent *Bezirkshauptmannschaften* (the "Bezirk" territorial and administrative jurisdictions situated between the level of municipalities and the federated state, translator's note) and *Bundespolizeidirektionen* (federal police authorities);

"driver's licence" means a licence issued by either of the authorities, authorizing its holder to drive a motor vehicle, subject to the terms and conditions specific to the class or category of driver's licence and any other related condition, and subject to the relevant laws and regulations in force in the territory;

"valid" means that at the time a driver's licence issued by one authority is submitted for exchange for a driver's licence issued by the other authority, the original licence has not expired, nor been revoked, suspended or cancelled and is not subject to any restriction preventing its holder from using it for its intended purpose.

1.2 More specifically for Québec:

A Class 5 driver's licence issued by the Société de l'assurance automobile du Québec authorizes its holder to drive a twin axle motor vehicle whose net weight is less than 4,500 kg (passenger vehicle, mini-van or light truck), a motor vehicle permanently converted into living quarters (motor home), a tool vehicle or a service vehicle (service truck or tow truck) and includes Classes 6D (mopeds and motorized scooters) and 8 (farm tractors).

A probationary Class 5 licence must be issued before a driver's licence to an applicant under the age of 25 whose driving experience is less than 24 months.

1.3 More specifically for Austria:

A Category B driver's licence issued by the competent authority allows its holder to drive:

— A motor vehicle having a maximum weight not exceeding 3,500 kg and fitted with no more than eight seats, other than the driver's, to which can be attached a trailer whose maximum authorized weight does not exceed 750 kg;

— A combination of vehicles composed of a Category B tractor and a trailer, whose combined maximum weight does not exceed 3,500 kg and where the maximum authorized weight of the trailer does not exceed the tare weight of the tractor;

— A motorcycle with a cylinder displacement of 125 cm^3 or less or, if the Category B driver's licence bears the 111 code, an electric-powered motorcycle with a power rating of 11 kW or less.

2. RECOGNITION AND EXCHANGE OF LICENCES

2.1 The holder of a Québec Class 5 driver's licence or probationary licence, aged 18 or older, may, within 12 months of settling in the territory of Austria, exchange this licence for an Austrian Category B licence without taking a proficiency examination.

The holder obtains an Austrian driver's licence upon presentation of the health certificate set forth on the form previously submitted to the Québec authority and

the identity documents required by the Austrian authority, after payment of the duties and fees prescribed by regulation.

2.2 The holder of a valid Austrian Category B driver's licence may, within 12 months of settling in the territory of Québec, exchange this licence for a Class 5 licence, including Classes 6D and 8, without taking a proficiency examination or vision test.

The holder obtains a Québec driver's licence upon presentation of the identity documents required by the Québec authority, after payment of the duties and fees prescribed by regulation and of the insurance contribution for bodily injury caused by a road accident.

However, an applicant under age 25 is issued a Class 5 probationary licence unless the applicant's driving experience is of 24 months or more.

2.3 The conditions provided for on the original driver's licence are carried over to the new driver's licence, in the form of equivalent codes.

2.4 Driver's licences with or without a photograph, a specimen of which has been provided in accordance with this Agreement, shall be exchanged.

2.5 The authority that is performing the exchange of a licence verifies the identity of the applicant and the validity of the licence presented. It may contact the issuing authority for that purpose.

2.6 The driving experience indicated on the original licence or in the applicant's file by the issuing authority is recognized by the other authority.

2.7 The authority that recovers the original driver's licence during the exchange must return it to the issuing authority.

3. FINAL PROVISIONS

3.1 A sample or certified copy of the different driver's licence models issued by each authority currently admissible for exchange is appended to this Agreement.

Any modification made by an authority to the driver's licence models, after this Agreement is signed, shall be communicated to the other authority.

A sample of the health form required by the Austrian authority is submitted to the Québec authority. Any change made to this certificate and every requirement that is not shown thereon shall be communicated to the Québec authority.

3.2 This Agreement does not invalidate the provisions of any law or regulation applicable in the territories of Québec and Austria with respect to the right to use a foreign driver's licence.

3.3 The authorities shall communicate to each other without delay any legislative change that occurs in Québec and in Austria which could modify this Agreement, and the date of its coming into force and shall make the necessary amendments to the Agreement.

3.4 The designated authorities are responsible for the application of this Agreement. To that end, they shall put the necessary mechanisms into place, including those allowing for the exchange of information and the official validation of licences presented to the other authority under this Agreement.

3.5 The authorities shall assist each other in the application of this Agreement and shall exchange, where necessary, information on licences presented for exchange. A contact point is established in order to directly validate a submitted licence.

The authority exchanging a licence may ascertain its validity with the issuing authority with the use of information technology, as per terms and conditions to be determined between the said authorities.

Requests for information made under this article shall be addressed as follows:

To Québec:

Société de l'assurance automobile du Québec
Service des opérations et de la diffusion
333, boul. Jean-Lesage, C-3-14
Québec (Québec) G1K 8J6
Canada
Fax: 418-644-7167
E-mail:

To Austria:

Bundesministerium für Verkehr,
Innovation und Technologie
Stubenring 1, 1010 Wien
Abteilung ST4
Fax: + 43 (1) 71100 15072
E-mail: st4@bmvit.gv.at

Each authority may change the address to which requests must be sent by a written notice to the other authority.

3.6 All communication concerning this Agreement must be in writing and shall be deemed to have been duly provided and forwarded to the authority at the moment it is handed in person, delivered by courier or by registered mail (postage paid), or sent by fax, to the following addresses:

To Québec:

Société de l'assurance automobile du Québec
Vice-présidence aux services à la clientèle
333, boul. Jean-Lesage, C-1-31
Québec (Québec) G1K 8J6
Canada
Fax: 418-528-1221
E-mail:

To Austria:

Bundesministerium für Verkehr,
Innovation und Technologie
Stubenring 1, 1010 Wien
Abteilung ST4
Fax: + 43 (1) 71100 15072
E-mail: st4@bmvit.gv.at

Each authority may change the address to which documents or communications must be sent by a written notice to the other authority.

3.7 This Agreement shall enter into force upon completion of the internal formalities required by one and the other for that purpose. The date of entering into force is set through an exchange of letters.

3.8 This Agreement is terminated on the ninetieth day after a written notice is sent to that effect, in accordance with related legislation in force in either part.

Signed at Québec, on 30 July 2009, Signed at Vienna, on 5 May 2009,

in duplicate, in French and in German, both texts being equally valid.

FOR THE GOUVERNEMENT DU QUÉBEC	FOR THE REPUBLIC OF AUSTRIA
DENYS JEAN	DR PETER FRANZMAYR

2660

Notice

An Act respecting collective agreement decrees (chapter D-2)

Industrie de l'automobile – Saguenay–Lac-Saint-Jean — Levy of the Comité paritaire

Amendment various regulations

Notice is hereby given, in accordance with section 19 of the Act respecting collective agreement decrees (chapter D-2), that the Regulation to amend the Levy Regulation of the Comité paritaire de l'industrie de l'automobile de la région Saguenay–Lac-Saint-Jean and to amend various regulations, made by the Comité paritaire de l'industrie des services automobiles de la région Saguenay–Lac-Saint-Jean at its meeting of 23 November 2011, was approved by the Government (Order in Council 442-2013 dated 24 April 2013) and comes into force on 24 April 2013.

AGNÈS MALTAIS,
Minister of Labour

Gouvernement du Québec

O.C. 442-2013, 24 April 2013

An Act respecting collective agreement decrees (chapter D-2)

Industrie de l'automobile – Saguenay–Lac-Saint-Jean — Levy of the Comité paritaire

Amendment various regulations

Regulation to amend the Levy Regulation of the Comité paritaire de l'industrie de l'automobile de la région Saguenay–Lac-Saint-Jean and to amend various regulations

WHEREAS, under section 16 of the Act respecting collective agreement decrees (chapter D-2), the Comité paritaire de l'industrie des services automobiles de la région Saguenay–Lac-Saint-Jean was formed to oversee and ascertain compliance with the Decree respecting the automotive services industry in Chapais, Chibougamau, Lac-Saint-Jean and Saguenay (chapter D-2, r. 7);

WHEREAS, under subparagraph *g* of the second paragraph of section 22 of the Act, the committee made the Regulation respecting the keeping of a system of registration of the Comité paritaire de l'industrie de l'automobile

de la région Saguenay–Lac-Saint-Jean, approved by the Government under Order in Council 1745-84 dated 1 August 1984 and as amended by Order in Council 783-2005 dated 17 August 2005;

WHEREAS, under subparagraph *h* of the second paragraph of section 22 of the Act, the same committee made the Regulation respecting the monthly report of the Comité paritaire de l'industrie des services automobiles de la région Saguenay–Lac-Saint-Jean, approved by the Government under Order in Council 782-2005 dated 17 August 2005;

WHEREAS, under subparagraph *i* of the second paragraph of section 22 of the Act, the same committee made the Levy Regulation of the Comité paritaire de l'industrie de l'automobile de la région Saguenay–Lac-Saint-Jean, approved by the Government under Order in Council 1223-87 dated 5 August 1987 and as amended by Order in Council 150-91 dated 6 February 1991;

WHEREAS, under subparagraph *l* of the second paragraph of section 22 of the Act, the same committee made the Regulation respecting the attendance allowance of the members of the Comité paritaire de l'industrie des services automobiles de la région Saguenay–Lac-Saint-Jean, approved by the Government under Order in Council 658-2005 dated 23 June 2005;

WHEREAS, at its meeting of 23 November 2011, the committee made the Regulation to amend the Regulation respecting the keeping of a system of registration of the Comité paritaire de l'industrie de l'automobile de la région Saguenay–Lac-Saint-Jean, the Regulation to amend the Regulation respecting the monthly report of the Comité paritaire de l'industrie des services automobiles de la région Saguenay–Lac-Saint-Jean, the Regulation to amend the Levy Regulation of the Comité paritaire de l'industrie de l'automobile de la région Saguenay–Lac-Saint-Jean and the Regulation to amend the Regulation respecting the attendance allowance of the members of the Comité paritaire de l'industrie des services automobiles de la région Saguenay–Lac-Saint-Jean;

WHEREAS, in accordance with subparagraphs *g*, *h*, *i* and *l* of the second paragraph of section 22 of the Act respecting collective agreement decrees, those regulations must be approved by the Government;

WHEREAS, in accordance with sections 10 and 11 of the Regulations Act (chapter R-18.1), the Regulation was published in Part 2 of the *Gazette officielle du Québec* of 13 June 2012 with a notice that it could be submitted to the Government for approval on the expiry of 45 days following that publication;

WHEREAS it is expedient to approve the Regulation;

IT IS ORDERED, therefore, on the recommendation of the Minister of Labour:

THAT the Regulation to amend the Levy Regulation of the Comité paritaire de l'industrie de l'automobile de la région Saguenay–Lac-Saint-Jean and to amend various regulations, attached to this Order in Council, be approved.

JEAN ST-GELAIS,
Clerk of the Conseil exécutif

Regulation to amend the Levy Regulation of the Comité paritaire de l'industrie de l'automobile de la région Saguenay–Lac-Saint-Jean and to amend various regulations

An Act respecting collective agreement decrees
(chapter D-2, s. 22, 2nd par., subpars. *g*, *h*, *i* and *l*)

1. The Levy Regulation of the Comité paritaire de l'industrie de l'automobile de la région Saguenay–Lac-Saint-Jean[1] is amended in its title by replacing "Comité paritaire de l'industrie de l'automobile de la région Saguenay–Lac-Saint-Jean" by "Comité paritaire de l'industrie des services automobiles de la région Saguenay–Lac-Saint-Jean".

2. Section 1 is amended by replacing "Decree respecting garage employees in the Saguenay–Lac-Saint-Jean region (R.R.Q. 1981, chapter D-2, r. 50)" by "Decree respecting the automotive services industry in Chapais, Chibougamau, Lac-Saint-Jean and Saguenay (chapter D-2, r. 7)".

3. The Regulation respecting the attendance allowance of the members of the Comité paritaire de l'industrie des services automobiles de la région Saguenay–Lac-Saint-Jean[2] is amended by replacing "Saguenay–Lac-Saint-Jean" in its title by "Saguenay–Lac-Saint-Jean".

4. Section 1 is amended by replacing "Saguenay–Lac-Saint-Jean" by "Saguenay–Lac-Saint-Jean".

[1] The Levy Regulation of the Comité paritaire de l'industrie de l'automobile de la région Saguenay–Lac-Saint-Jean was approved by Order in Council 1223-87 dated 5 August 1987 and amended by Order in Council 150-91 dated 6 February 1991.

[2] The Regulation respecting the attendance allowance of the members of the Comité paritaire de l'industrie des services automobiles de la région Saguenay–Lac-Saint-Jean was approved by Order in Council 658-2005 dated 23 June 2005 and has not been amended since.

5. The Regulation respecting the keeping of a system of registration of the Comité paritaire de l'industrie de l'automobile de la région Saguenay–Lac-St-Jean[3] is amended in its title by replacing "Comité paritaire de l'industrie de l'automobile de la région Saguenay–Lac-St-Jean" by "Comité paritaire de l'industrie des services automobiles de la région Saguenay–Lac-Saint-Jean".

6. The Regulation respecting the monthly report of the Comité paritaire de l'industrie des services automobiles de la région Saguenay–Lac-Saint-Jean[4] is amended in its title by replacing "Comité paritaire de l'industrie des services automobiles de la région Saguenay–Lac-Saint-Jean" by "Comité paritaire de l'industrie des services automobiles de la région Saguenay–Lac-Saint-Jean".

7. This Regulation comes into force on the date of its approval by the Government.

2661

M.O., 2013-03

Order number V-1.1-2013-03 of the Minister of Finance and the Economy, April 30, 2013

Securities Act
(chapter V-1.1)

CONCERNING Regulation to amend Regulation 41-101 respecting general prospectus requirements

WHEREAS subparagraphs 1, 3, 6, 6.1, 8, 11, 16 and 34 of section 331.1 of the Securities Act (chapter V-1.1) stipulate that the *Autorité des marchés financiers* may make regulations concerning the matters referred to in those paragraphs;

WHEREAS the third and fourth paragraphs of section 331.2 of the said Act stipulate that a draft regulation shall be published in the Bulletin of the Authority, accompanied with the notice required under section 10 of the Regulations Act (chapter R-18.1) and may not be submitted for approval or be made before 30 days have elapsed since its publication;

WHEREAS the first and fifth paragraphs of the said section stipulate that every regulation made under section 331.1 must be approved, with or without amendment, by the Minister of Finance and comes into force on the date of its publication in the *Gazette officielle du Québec* or any later date specified in the regulation;

WHEREAS the Regulation 41-101 respecting general prospectus requirements was approved by ministerial order no. 2008-05 dated March 4, 2008;

WHEREAS there is cause to amend that regulation;

WHEREAS the draft Regulation to amend Regulation 41-101 respecting general prospectus requirements was published in the *Bulletin de l'Autorité des marchés financiers*, vol. 8, no. 28 of July 15, 2011;

WHEREAS the *Autorité des marchés financiers* made, on April 3, 2013, by the decision no. 2013-PDG-0048, Regulation to amend Regulation 41-101 respecting general prospectus requirements;

WHEREAS there is cause to approve this regulation without amendment;

CONSEQUENTLY, the Minister of Finance and the Economy approves without amendment the Regulation to amend Regulation 41-101 respecting general prospectus requirements appended hereto.

April 30, 2013

NICOLAS MARCEAU,
Minister of Finance and the Economy

[3] The Regulation respecting the keeping of a system of registration of the Comité paritaire de l'industrie de l'automobile de la région Saguenay–Lac-Saint-Jean was approved by Order in Council 1745-84 dated 1 August 1984 and amended by Order in Council 783-2005 dated 17 August 2005.

[4] The Regulation respecting the monthly report of the Comité paritaire de l'industrie des services automobiles de la région Saguenay–Lac-Saint-Jean was approved by Order in Council 782-2005 dated 17 August 2005 and has not been amended since.

REGULATION TO AMEND REGULATION 41-101 RESPECTING GENERAL PROSPECTUS REQUIREMENTS

Securities Act
(chapter V-1.1, s. 331.1, par. (1), (3), (6), (6.1), (8), (11), (16) and (34))

1. Section 1.1 of Regulation 41-101 respecting General Prospectus Requirements is amended:

(1) in the definition of the expression "executive officer":

(a) by inserting, after the words "means, for an issuer", the words "or an investment fund manager,";

(b) by inserting, after paragraph (a), the following:

"(a.1) a chief executive officer or chief financial officer,";

(c) by inserting, in paragraph (c) and after the word "issuer", the words "or investment fund manager";

(2) by inserting, after the definition of the expression "over-allotment option", the following:

""personal information form" means,

(a) a completed Schedule 1 of Appendix A, or

(b) a completed TSX/TSXV personal information form submitted by an individual to the Toronto Stock Exchange or to the TSX Venture Exchange to which is attached a completed certificate and consent in the form set out in Schedule 1 – Part B of Appendix A;

""predecessor personal information form" means,

(a) a completed Schedule 1 of Appendix A in the form that was in effect from March 17, 2008 until May 14, 2013, or

(b) a completed TSX/TSXV personal information form to which is attached a completed certificate and consent in the form that was in effect from March 17, 2008 until May 14, 2013;";

(3) by inserting, after the definition of "transition year", the following:

""TSX/TSXV personal information form" means a personal information form for an individual pursuant to Toronto Stock Exchange Form 4 or TSX Venture Exchange Form 2A, each as amended from time to time;".

2. Section 2.3 of the Regulation is amended by replacing paragraph (1) with the following:

"(1) An issuer must not file its first amendment to a preliminary prospectus more than 90 days after the date of the receipt for the preliminary prospectus.

"(1.1) An issuer must not file a final prospectus more than 90 days after the date of the receipt for the preliminary prospectus or an amendment to the preliminary prospectus which relates to the final prospectus.

"(1.2) If an issuer files an amendment to a preliminary prospectus, the final prospectus must be filed within 180 days from the date of the receipt of the preliminary prospectus.".

3. The Regulation is amended by inserting, after section 5.10, the following:

"**5.10.1. Certificate of principal distributor**

(1) If the issuer is an investment fund that has a principal distributor, a prospectus must contain a certificate, in the applicable underwriter certificate form, signed by the principal distributor.

(2) The certificate to be signed by the principal distributor must be signed by an officer or director of the principal distributor who is authorized to sign.".

4. Section 9.1 of the Regulation is replaced with the following:

"**9.1. Required documents for filing a preliminary or pro forma long form prospectus**

(1) An issuer that files a preliminary or pro forma long form prospectus must

(a) file the following with the preliminary or pro forma long form prospectus

(i) in the case of a preliminary long form prospectus, a signed copy of the preliminary long form prospectus;

(ii) a copy of the following documents, and any amendments to the following documents, that have not previously been filed:

(A) articles of incorporation, amalgamation, continuation or any other constating or establishing documents of the issuer, unless the constating or establishing document is a statutory or regulatory instrument,

(B) by-laws or other corresponding instruments currently in effect,

(C) any securityholder or voting trust agreement that the issuer has access to and that can reasonably be regarded as material to an investor in securities of the issuer,

(D) any securityholders' rights plans or other similar plans, and

(E) any other contract of the issuer or a subsidiary of the issuer that creates or can reasonably be regarded as materially affecting the rights or obligations of the issuer's securityholders generally;

(iii) a copy of any material contract required to be filed under section 9.3;

(iv) if the issuer is an investment fund, the documents filed under subparagraphs (ii) and (iii) must include a copy of

(A) any declaration of trust or trust agreement of the investment fund, limited partnership agreement, or any other constating or establishing documents of the investment fund,

(B) any agreement of the investment fund or the trustee with the manager of the investment fund,

(C) any agreement of the investment fund, the manager or trustee with the portfolio advisers of the investment fund,

(D) any agreement of the investment fund, the manager or trustee with the custodian of the investment fund, and

(E) any agreement of the investment fund, the manager or trustee with the principal distributor of the investment fund;

(v) if the issuer has a mineral project, the technical reports required to be filed with a preliminary long form prospectus under Regulation 43-101 respecting Standards of Disclosure for Mineral Projects (M.O. 2005-23, 05-11-30); and

(vi) a copy of each report or valuation referred to in the preliminary long form prospectus for which a consent is required to be filed under section 10.1 and that has not previously been filed, other than a technical report that

(A) deals with a mineral project or oil and gas activities, and

(B) is not otherwise required to be filed under subparagraph (v); and

(b) deliver to the regulator or, in Québec, the securities regulatory authority, concurrently with the filing of the preliminary or pro forma long form prospectus, the following:

(i) in the case of a pro forma prospectus, a copy of the pro forma prospectus blacklined to show changes and the text of deletions from the latest prospectus previously filed;

(ii) a completed personal information form for

(A) each director and executive officer of an issuer,

(B) if the issuer is an investment fund, each director and executive officer of the manager of the issuer,

(C) each promoter of the issuer, and

(D) if the promoter is not an individual, each director and executive officer of the promoter;

(iii) if a financial statement of an issuer or a business included in, or incorporated by reference into, a preliminary or pro forma long form prospectus is accompanied by an unsigned auditor's report, a signed letter addressed to the regulator or, in Québec, the securities regulatory authority from the auditor of the issuer or of the business, as applicable, prepared in accordance with the form suggested for this circumstance in the Handbook.

"(2) Despite subparagraph (1)(b)(ii), an issuer is not required to deliver to the regulator or, in Québec, the securities regulatory authority a personal information form for an individual if the issuer, another issuer or, if the issuer is an investment fund, the manager of the investment fund issuer or another investment fund issuer, previously delivered a personal information form for the individual and all of the following are satisfied:

(a) the certificate and consent included in or attached to the personal information form was executed by the individual within three years preceding the date of filing of the preliminary or pro-forma long form prospectus;

(b) the responses given by the individual to questions 6 through 10 of the individual's personal information form are correct as at a date that is within 30 days of the filing of the preliminary or pro-forma long form prospectus;

(c) if the personal information form was previously delivered to the regulator or, in Québec, the securities regulatory authority by another issuer, the issuer delivers to the regulator or, in Québec, the securities regulatory authority, concurrently with the filing of the preliminary or pro forma long form prospectus, a copy of the previously delivered personal information form or alternative information that is satisfactory to the regulator or, in Québec, the securities regulatory authority.

(3) Until May 14, 2016, subparagraph (1)(b)(ii) does not apply to an issuer in respect of the delivery of a personal information form for an individual if the issuer or, if the issuer is an investment fund, the manager of the investment fund issuer, previously delivered to the regulator or, in Québec, the securities regulatory authority a predecessor personal information form for the individual and all of the following are satisfied:

(a) the certificate and consent included in or attached to the predecessor personal information form was executed by the individual within three years preceding the date of filing of the preliminary or pro-forma long form prospectus;

(b) the responses given by the individual to questions 4(B) and (C) and questions 6 through 9 or, in the case of a TSX/TSXV personal information form in effect after September 8, 2011, questions 6 through 10, of the individual's predecessor personal information form are correct as at a date that is within 30 days of the filing of the preliminary or pro-forma long form prospectus.".

5. Section 9.2 of the Regulation is amended, in paragraph (a):

(1) by replacing, in the French text of subparagraph (iii), the words "en vertu du du" with the words "en vertu du";

(2) in subparagraph (vii):

(a) by inserting, after subparagraph (A), the following, and making the necessary changes:

"(A.1) each director of the issuer, and";

(b) by replacing subparagraph (B) with the following:

"(B) any other person that provides or signs a certificate under Part 5 or other securities legislation, other than an issuer,";

(3) by replacing subparagraph (xii) with the following:

"(xii) if an agreement, contract or declaration of trust under subparagraph (ii) or (iv) or a material contract under subparagraph (iii) has not been executed before the filing of the final long form prospectus but will be executed on or before the completion of the distribution, the issuer must file with the securities regulatory authority, no later than the time of filing of the final long form prospectus, an undertaking of the issuer to the securities regulatory authority to file the agreement, contract, declaration of trust or material contract promptly and in any event no later than 7 days after execution of the agreement, contract, declaration of trust or material contract;

"(xii.1) if a document referred to in subparagraph (ii) does not need to be executed in order to become effective and has not become effective before the filing of the final long form prospectus, but will become effective on or before the completion of the distribution, the issuer must file with the securities regulatory authority, no later than the time of filing of the final long form prospectus, an undertaking of the issuer to the securities regulatory authority to file the document promptly and in any event no later than 7 days after the document becomes effective; and".

6. Section 10.1 of the Regulation is amended by replacing paragraph (1) with the following:

"(1) An issuer must file the written consent of

(a) any solicitor, auditor, accountant, engineer, or appraiser,

(b) any notary in Québec, and

(c) any person whose profession or business gives authority to a statement made by that person.

"(1.1) Subsection (1) does not apply unless the person is named in a prospectus or an amendment to a prospectus directly or, if applicable, in a document incorporated by reference into the prospectus or amendment,

(a) as having prepared or certified any part of the prospectus or the amendment,

(b) as having opined on financial statements from which selected information included in the prospectus has been derived and which audit opinion is referred to in the prospectus directly or in a document incorporated by reference, or

(c) as having prepared or certified a report, valuation, statement or opinion referred to in the prospectus or the amendment directly or in a document incorporated by reference.".

7. Section 11.2 of the Regulation is amended:

(1) by replacing, in the part preceding paragraph (a), the words "No person" with "Except as required under section 11.3, no person";

(2) by inserting, in paragraph (b) and after the word "offering", the words "on an as-if converted basis".

8. Section 13.3 of the Regulation is amended:

(1) by replacing, in paragraph (d), the words "the investment objective(s)" with the words "the fundamental investment objective(s)";

(2) by adding, after paragraph (h), the following, and making the necessary changes:

"(i) whether the security is or will be a qualified investment for a registered retirement savings plan, registered retirement income fund, registered education savings plan or tax free savings account or qualifies or will qualify the holder for special tax treatment.".

9. Section 14.5 of the Regulation is amended:

(1) in paragraph (1):

(a) by replacing, in the part preceding subparagraph (a), the words "agreements between the investment fund and the custodian or the custodian and the sub-custodian" with the words "custodian agreements and sub-custodian agreements";

(b) by replacing, in subparagraph (g), "sub-custodian," with the word "sub-custodian";

(2) by replacing, in paragraph (3), the words "An agreement between an investment fund and a custodian or a custodian and a sub-custodian respecting the portfolio assets" with the words "A custodian agreement or sub-custodian agreement concerning the portfolio assets of an investment fund".

10. Section 19.3 of the Regulation is amended by adding, after the words "the filing of the" and wherever they occur in subparagraphs (i) and (ii) of subparagraph (a) of paragraph (2), the words "pro forma or".

11. Appendix A of the Regulation is replaced with the following:

"**APPENDIX A**

SCHEDULE 1

PART A PERSONAL INFORMATION FORM AND AUTHORIZATION OF INDIRECT COLLECTION, USE AND DISCLOSURE OF PERSONAL INFORMATION

This Personal Information Form and Authorization of Indirect Collection, Use and Disclosure of Personal Information (the "Form") is to be completed by every individual who, in connection with an issuer filing a prospectus (the "Issuer"), is required to do so under Part 9 of Regulation 41-101 respecting General Prospectus Requirements, Part 4 of Regulation 44-101 respecting Short Form Prospectus Distributions or Part 2 of Regulation 81-101 respecting Mutual Fund Prospectus Disclosure.

The securities regulatory authorities do not make any of the information provided in this Form public.

General Instructions:

All Questions
All questions must have a response. The response of "N/A" or "Not Applicable" will not be accepted for any questions, except Questions 1(B), 2(iii) and (v) and 5.

For the purposes of answering the questions in this Form, the term **"issuer"** includes an **investment fund manager**.

Questions 6 to 10
Please place a checkmark (√) in the appropriate space provided. If your answer to any of questions 6 to 10 is "YES", you must, in an attachment, provide complete details, including the circumstances, relevant dates, names of the parties involved and final disposition, if known. **Any attachment must be initialled by the person completing this Form.** Responses must consider all time periods.

Delivery
The issuer should deliver completed Forms electronically via the System for Electronic Document Analysis and Retrieval (SEDAR) under the document type "Personal Information Form and Authorization". Access to this document type is not available to the public.

CAUTION

An individual who makes a false statement commits an offence under securities legislation. Steps may be taken to verify the answers you have given in this Form, including verification of information relating to any previous criminal record.

DEFINITIONS

"Offence" An offence includes:

(a) a summary conviction or indictable offence under the Criminal Code (R.S., 1985, c. C-46);

(b) a quasi-criminal offence (for example under the *Income Tax Act* (R.S.C. 1985, c. 1 (5th Suppl.)), the *Immigration and Refugee Protection Act* (S.C., 2001, c. 27) or the tax, immigration, drugs, firearms, money laundering or securities legislation of any Canadian or foreign jurisdiction);

(c) a misdemeanour or felony under the criminal legislation of the United States of America, or any state or territory therein; or

(d) an offence under the criminal legislation of any other foreign jurisdiction;

GUIDANCE: If you have received a pardon under the *Criminal Records Act* (R.S., 1985, c. C-47) for an Offence that relates to fraud (including any type of fraudulent activity), misappropriation of money or other property, theft, forgery, falsification of books or documents or similar Offences, you must disclose the pardoned Offence in this Form. In such circumstances:

(a) the appropriate written response would be "Yes, pardon granted on (date)"; and

(b) you must provide complete details in an attachment to this Form.

"Proceedings" means:

(a) a civil or criminal proceeding or inquiry which is currently before a court;

(b) a proceeding before an arbitrator or umpire or a person or group of persons authorized by law to make an inquiry and take evidence under oath in the matter;

(c) a proceeding before a tribunal in the exercise of a statutory power of decision making where the tribunal is required by law to hold or afford the parties to the proceeding an opportunity for a hearing before making a decision; or

(d) a proceeding before a self-regulatory entity authorized by law to regulate the operations and the standards of practice and business conduct of its members (including where applicable, issuers listed on a stock exchange) and individuals associated with those members and issuers, in which the self-regulatory entity is required under its by-laws, rules or policies to hold or afford the parties the opportunity to be heard before making a decision, but does not apply to a proceeding in which one or more persons are required to make an investigation and to make a report, with or without recommendations, if the report is for the information or advice of the person to whom it is made and does not in any way bind or limit that person in any decision the person may have the power to make;

"securities regulatory authority" or "SRA" means a body created by statute in any Canadian or foreign jurisdiction to administer securities law, regulation and policy (e.g. securities commission), but does not include an exchange or other self regulatory entity;

"self regulatory entity" or "SRE" means:

(a) a stock, derivatives, commodities, futures or options exchange;

(b) an association of investment, securities, mutual fund, commodities, or future dealers;

(c) an association of investment counsel or portfolio managers;

(d) an association of other professionals (e.g. legal, accounting, engineering); and

(e) any other group, institution or self-regulatory organization, recognized by a securities regulatory authority, that is responsible for the enforcement of rules, policies, disciplines or codes under any applicable legislation, or considered an SRE in another country.

1. IDENTIFICATION OF INDIVIDUAL COMPLETING FORM

A.

LAST NAME(S)	FIRST NAME(S)	FULL MIDDLE NAME(S) (No initials. If none, please state)

NAME(S) MOST COMMONLY KNOWN BY:

NAME OF ISSUER

PRESENT or PROPOSED POSITION(S) WITH THE ISSUER – check (√) all positions below that are applicable.	(√)	IF DIRECTOR / OFFICER DISCLOSE THE DATE ELECTED / APPOINTED			IF OFFICER – PROVIDE TITLE IF OTHER – PROVIDE DETAILS
		Month	Day	Year	
Director					
Officer					
Other					

B.

Other than the name given in Question 1A above, provide any legal names, assumed names or nicknames under which you have carried on business or have otherwise been known, including information regarding any name change(s) resulting from marriage, divorce, court order or any other process. Use an attachment if necessary.	FROM		TO	
	MM	YY	MM	YY

C.

GENDER		DATE OF BIRTH			PLACE OF BIRTH		
		Month	Day	Year	City	Province/State	Country
Male							
Female							

D.

MARITAL STATUS	FULL NAME OF SPOUSE – include common-law	OCCUPATION OF SPOUSE

E.

TELEPHONE AND FACSIMILE NUMBERS AND E-MAIL ADDRESS			
RESIDENTIAL	**( )**	**FACSIMILE**	**( )**
BUSINESS	**( )**	**E-MAIL***	

* Provide an email address that the regulator or, in Québec, the securities regulatory authority may use to contact you regarding this personal information form. This email address may be used to exchange personal information relating to you.

F.

RESIDENTIAL HISTORY – Provide all residential addresses for the past 10 YEARS starting with your current principal residential address. If you are unable to recall the complete residential address for a period which is beyond five years from the date of completion of this Form, the municipality and province or state and country must be identified. The regulator or, in Québec, the securities regulatory authority reserves the right to require the full address.

STREET ADDRESS, CITY, PROVINCE/STATE, COUNTRY & POSTAL/ZIP CODE	FROM		TO	
	MM	YY	MM	YY

2. CITIZENSHIP

	YES	NO
(i) Are you a Canadian citizen?		
(ii) Are you a person lawfully in Canada as an immigrant but are not yet a Canadian citizen?		
(iii) If "Yes" to Question 2(ii), the number of years of continuous residence in Canada:		
(iv) Do you hold citizenship in any country other than Canada?		
(v) If "Yes" to Question 2(iv), the name of the country(ies):		

3. EMPLOYMENT HISTORY

Provide your complete employment history for the **5 YEARS** immediately prior to the date of this Form starting with your current employment. Use an attachment if necessary. If you were unemployed during this period of time, state this and identify the period of unemployment.

EMPLOYER NAME	EMPLOYER ADDRESS	POSITION HELD	FROM		TO	
			MM	YY	MM	YY

4. INVOLVEMENT WITH ISSUERS

		YES	NO
A.	Are you or have you during the last 10 years ever been a director, officer, promoter, insider or control person for any reporting issuer?		

B. **If "YES" to 4A above, provide the names of each reporting issuer. State the position(s) held and the period(s) during which you held the position(s). Use an attachment if necessary.**

NAME OF REPORTING ISSUER	POSITION(S) HELD	MARKET TRADED ON	FROM		TO	
			MM	YY	MM	YY

		YES	NO
C.	While you were a director, officer or insider of an issuer, did any exchange or other self-regulatory entity ever refuse approval for listing or quotation of the issuer, including (i) a listing resulting from a business combination, reverse takeover or similar transaction involving the issuer that is regulated by an SRE or SRA, (ii) a backdoor listing or qualifying acquisition involving the issuer (as those terms are defined in the TSX Company Manual as amended from time to time) or (iii) a qualifying transaction, reverse takeover or change of business involving the issuer (as those terms are defined in the TSX Venture Corporate Finance Manual as amended from time to time)? If yes, attach full particulars.		

5. EDUCATIONAL HISTORY

A.

PROFESSIONAL DESIGNATION(S) – Identify any professional designation held and professional associations to which you belong, for example, Barrister & Solicitor, C.A., C.M.A., C.G.A., P.Eng., P.Geol., CFA, etc. and indicate which organization and the date the designations were granted.			
PROFESSIONAL DESIGNATION and MEMBERSHIP NUMBER	**GRANTOR OF DESIGNATION and CANADIAN or FOREIGN JURISDICTION**	**DATE GRANTED**	
		MM	**YY**

Describe the current status of any designation and/or association (e.g. active, retired, non-practicing, suspended)

B.

Provide your post-secondary educational history starting with the most recent.					
SCHOOL	**LOCATION**	**DEGREE OR DIPLOMA**	**DATE OBTAINED**		
			MM	**DD**	**YY**

6. OFFENCES

If you answer "YES" to any item in Question 6, you must provide complete details in an attachment. **If you have received a pardon under the Criminal Records Act (R.S.C., 1985, c. C-47) for an Offence that relates to fraud (including any type of fraudulent activity), misappropriation of money or other property, theft, forgery, falsification of books or documents or similar Offences, you must disclose the pardoned Offence in this Form.**

		YES	NO
A.	Have you ever, in any Canadian or foreign jurisdiction, pled guilty to or been found guilty of an Offence?		
B.	Are you the subject of any current charge, indictment or proceeding for an Offence, in any Canadian or foreign jurisdiction?		
C.	To the best of your knowledge, are you currently or have you **ever** been a director, officer, promoter, insider, or control person of an issuer, in any Canadian or foreign jurisdiction, at the time of events that resulted in the issuer:		
	(i) pleading guilty to or being found guilty of an Offence?		
	(ii) now being the subject of any charge, indictment or proceeding for an alleged Offence?		

7. BANKRUPTCY

If you answer "YES" to any item in Question 7, you must provide complete details in an attachment and attach a copy of any discharge, release or other applicable document. You must answer "YES" or "NO" for EACH of (A), (B) and (C), below.

		YES	NO
A.	Have you, in any Canadian or foreign jurisdiction, within the past **10 years** had a petition in bankruptcy issued against you, made a voluntary assignment in bankruptcy, made a proposal under any bankruptcy or insolvency legislation, been subject to any proceeding, arrangement or compromise with creditors, or had a receiver, receiver-manager or trustee appointed to manage your assets?		
B.	Are you now an undischarged bankrupt?		
C.	To the best of your knowledge, are you currently or have you **ever** been a director, officer, promoter, insider or control person of an issuer, in any Canadian or foreign jurisdiction, at the time of events, or for a period of 12 months preceding the time of events, where the issuer:		
	(i) has made a petition in bankruptcy, a voluntary assignment in bankruptcy, a proposal under any bankruptcy or insolvency legislation, been subject to any proceeding, arrangement or compromise with creditors or had a receiver, receiver-manager or trustee appointed to manage the issuer's assets?		
	(ii) is now an undischarged bankrupt?		

8. PROCEEDINGS

If you answer "YES" to any item in Question 8, you must provide complete details in an attachment.

A.

	YES	NO
CURRENT PROCEEDINGS BY SECURITIES REGULATORY AUTHORITY OR SELF REGULATORY ENTITY. Are you now, in any Canadian or foreign jurisdiction, the subject of:		
(i) a notice of hearing or similar notice issued by an SRA or SRE?		
(ii) a proceeding of or, to your knowledge, an investigation by, an SRA or SRE?		
(iii) settlement discussions or negotiations for settlement of any nature or kind whatsoever with an SRA or SRE?		

B.

	YES	NO
PRIOR PROCEEDINGS BY SECURITIES REGULATORY AUTHORITY OR SELF REGULATORY ENTITY. Have you ever:		
(i) been reprimanded, suspended, fined, been the subject of an administrative penalty, or been the subject of any proceedings of any kind whatsoever, in any Canadian or foreign jurisdiction, by an SRA or SRE?		
(ii) had a registration or licence for the trading of securities, exchange or commodity futures contracts, real estate, insurance or mutual fund products cancelled, refused, restricted or suspended, by an SRA or SRE?		
(iii) been prohibited or disqualified by an SRA or SRE under securities, corporate or any other legislation from acting as a director or officer of a reporting issuer or been prohibited or restricted by an SRA or SRE from acting as a director, officer or employee of, or an agent or consultant to, a reporting issuer?		
(iv) had a cease trading or similar order issued against you or an order issued against you by an SRA or SRE that denied you the right to use any statutory prospectus or registration exemption?		
(v) had any other proceeding of any kind taken against you by an SRA or SRE?		

C.

	YES	NO
SETTLEMENT AGREEMENT(S)		
Have you ever entered into a settlement agreement with an SRA, SRE, attorney general or comparable official or body, in any Canadian or foreign jurisdiction, in a matter that involved actual or alleged fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading in securities or exchange or commodity futures contracts, illegal distributions, failure to disclose material facts or changes or similar conduct, or any other settlement agreement with respect to any other violation of securities legislation in a Canadian or foreign jurisdiction or the rules, by-laws or policies of any SRE?		

		YES	NO
D.	**To the best of your knowledge, are you now or have you ever been a director, officer, promoter, insider, or control person of an issuer at the time of such event, in any Canadian or foreign jurisdiction, for which a securities regulatory authority or self regulatory entity has:**		
	(i) refused, restricted, suspended or cancelled the registration or licensing of an issuer to trade securities, exchange or commodity futures contracts, or to sell or trade real estate, insurance or mutual fund products?		
	(ii) issued a cease trade or similar order or imposed an administrative penalty of any nature or kind whatsoever against the issuer, other than an order for failure to file financial statements that was revoked within 30 days of its issuance?		
	(iii) refused a receipt for a prospectus or other offering document, denied any application for listing or quotation or any other similar application, or issued an order that denied the issuer the right to use any statutory prospectus or registration exemptions?		
	(iv) issued a notice of hearing, notice as to a proceeding or similar notice against the issuer?		
	(v) commenced any other proceeding of any kind against the issuer, including a trading halt, suspension or delisting of the issuer, in connection with an alleged or actual contravention of an SRA's or SRE's rules, regulations, policies or other requirements, but excluding halts imposed (i) in the normal course for proper dissemination of information, or (ii) pursuant to a business combination, reverse takeover or similar transaction involving the issuer that is regulated by an SRE or SRA, including a qualifying transaction, reverse takeover or change of business involving the issuer (as those terms are defined in the TSX Venture Corporate Finance Manual as amended from time to time)?		
	(vi) entered into a settlement agreement with the issuer in a matter that involved actual or alleged fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading in securities or exchange or commodity futures contracts, illegal distributions, failure to disclose material facts or changes or similar conduct by the issuer, or any other violation of securities legislation or the rules, by-laws or policies of an SRE?		

9. CIVIL PROCEEDINGS

If you answer "YES" to any item in Question 9, you must provide complete details in an attachment.

		YES	NO
A.	**JUDGMENT, GARNISHMENT AND INJUNCTIONS** **Has a court in any Canadian or foreign jurisdiction:**		
	(i) rendered a judgment, ordered garnishment or issued an injunction or similar ban (whether by consent or otherwise) against you in a claim based in whole or in part on fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes, or allegations of similar conduct?		
	(ii) rendered a judgment, ordered garnishment or issued an injunction or similar ban (whether by consent or otherwise) against an issuer of which you are currently or have ever been a director, officer, promoter, insider or control person in a claim based in whole or in part on fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes, or allegations of similar conduct?		

		YES	NO
B.	**CURRENT CLAIMS**		
	(i) Are you now subject, in any Canadian or foreign jurisdiction, to a claim that is based in whole or in part on actual or alleged fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes, or allegations of similar conduct?		
	(ii) To the best of your knowledge, are you currently or have you ever been a director, officer, promoter, insider or control person of an issuer that is now subject, in any Canadian or foreign jurisdiction, to a claim that is based in whole or in part on actual or alleged fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes, or allegations of similar conduct?		

		YES	NO
C.	**SETTLEMENT AGREEMENT**		
	(i) Have you ever entered into a settlement agreement, in any Canadian or foreign jurisdiction, in a civil action that involved actual or alleged fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes, or allegations of similar conduct?		
	(ii) To the best of your knowledge, are you currently or have you ever been a director, officer, promoter, insider or control person of an issuer that has entered into a settlement agreement, in any Canadian or foreign jurisdiction, in a civil action that involved actual or alleged fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes, or allegations of similar conduct?		

10. INVOLVEMENT WITH OTHER ENTITIES

		YES	NO
A.	Has your employment in a sales, investment or advisory capacity with any employer engaged in the sale of real estate, insurance or mutual funds ever been suspended or terminated for cause? If yes, attach full particulars.		
B.	Has your employment with a firm or company registered under the securities laws of any Canadian or foreign jurisdiction as a securities dealer, broker, investment advisor or underwriter, ever been suspended or terminated for cause? If yes, attach full particulars.		
C.	Has your employment as an officer of an issuer ever been suspended or terminated for cause? If yes, attach full particulars.		

SCHEDULE 1

PART B CERTIFICATE AND CONSENT

I,_____ hereby certify that:
(Please Print – Name of Individual)

(a) I have read and understand the questions, cautions, acknowledgement and consent in the personal information form to which this certificate and consent is attached or of which this certificate and consent forms a part (the "Form"), and the answers I have given to the questions in the Form and in any attachments to it are correct, except where stated to be answered to the best of my knowledge, in which case I believe the answers to be correct;

(b) I have been provided with and have read and understand the Personal Information Collection Policy (the "Personal Information Collection Policy") in Schedule 2 of Appendix A to Regulation 41-101 respecting General Prospectus Requirements;

(c) I consent to the collection, use and disclosure by a regulator or a securities regulatory authority listed in Schedule 3 of Appendix A to Regulation 41-101 respecting General Prospectus Requirements (collectively the "regulators") of the information in the Form and to the collection, use and disclosure by the regulators of further personal information in accordance with the Personal Information Collection Policy including the collection, use and disclosure by the regulators of the information in the Form in respect of the prospectus filings of the Issuer and the prospectus filings of any other issuer in a situation where I am or will be:

(i) a director, executive officer or promoter of the other issuer,

(ii) a director or executive officer of a promoter of the other issuer, if the promoter is not an individual, or

(iii) where the other issuer is an investment fund, a director or executive officer of the investment fund manager; and

(d) I am aware that I am providing the Form to the regulators and I understand that I am under the jurisdiction of the regulators to which I submit the Form, and that it is a breach of securities legislation to provide false or misleading information to the regulators, whenever the Form is provided in respect of the prospectus filings of the Issuer or the prospectus filings of any other issuer of which I am or will be a director, executive officer or promoter.

Date [within 30 days of the date of the preliminary prospectus]

Signature of Person Completing this Form

SCHEDULE 2
PERSONAL INFORMATION COLLECTION POLICY

The regulators and securities regulatory authorities (the "regulators") listed in Schedule 3 of Appendix A to Regulation 41-101 respecting General Prospectus Requirements collect the personal information in the personal information form as this term is defined in Regulation 41-101 respecting General Prospectus Requirements (the "Personal Information Form"), under the authority granted to them under provincial and territorial securities legislation. Under securities legislation, the regulators do not make any of the information provided in the Personal Information Form public.

The regulators collect the personal information in the Personal Information Form for the purpose of enabling the regulators to administer and enforce provincial and territorial securities legislation, including those provisions that require or permit the regulators to refuse to issue a receipt for a prospectus if it appears to the regulators that the past conduct of management or promoters of the Issuer affords reasonable grounds for belief that the business of the Issuer will not be conducted with integrity and in the best interests of its securityholders.

You understand that by signing the certificate and consent in the Personal Information Form, you are consenting to the Issuer submitting your personal information in the Personal Information Form (the "Information") to the regulators and to the collection and use by the regulators of the Information, as well as any other information that may be necessary to administer and enforce provincial and territorial securities legislation. This may include the collection of information from law enforcement agencies, other government or non-governmental regulatory authorities, self-regulatory organizations, exchanges, and quotation and trade reporting systems in order to conduct background checks, verify the Information and perform investigations and conduct enforcement proceedings as required to ensure compliance with provincial and territorial securities legislation. Your consent also extends to the collection, use and disclosure of the Information as described above in respect of other prospectus filings of the Issuer and the prospectus filings of any other issuer in a situation where you are or will be a:

(a) a director, executive officer or promoter of the other issuer,

(b) a director or executive officer of a promoter of the other issuer, if the promoter is not an individual, or

(c) where the other issuer is an investment fund, a director or executive officer of the investment fund manager.

You understand that the Issuer is required to deliver the Information to the regulators because the Issuer has filed a prospectus under provincial and territorial securities legislation. You also understand that you have a right to be informed of the existence of personal information about you that is kept by regulators, that you have the right to request access to that information, and that you have the right to request that such information be corrected, subject to the applicable provisions of the freedom of information and protection of privacy legislation adopted by each province and territory.

You also understand and agree that the Information the regulators collect about you may also be disclosed, as permitted by law, where its use and disclosure is for the purposes described above. The regulators may also use a third party to process the Information, but when this happens, the third party will be carefully selected and obligated to comply with the limited use restrictions described above and with provincial and federal privacy legislation.

Warning: It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

Questions

If you have any questions about the collection, use, and disclosure of the information you provide to the regulators, you may contact the regulator in the jurisdiction in which the required information is filed, at the address or telephone number listed in Schedule 3.

SCHEDULE 3
REGULATORS AND SECURITIES REGULATORY AUTHORITIES

Local Jurisdiction	**Regulator**
Alberta	Securities Review Officer Alberta Securities Commission Suite 600 250 – 5th Street S.W Calgary, Alberta T2P 0R4 Telephone: 403-297-6454 E-mail: inquiries@seccom.ab.ca www.albertasecurities.com
British Columbia	Review Officer British Columbia Securities Commission P.O. Box 10142 Pacific Centre 701 West Georgia Street Vancouver, British Columbia V7Y 1L2 Telephone: 604-899-6854 Toll Free within British Columbia and Alberta: 800-373-6393 E-mail: inquiries@bcsc.bc.ca www.bcsc.bc.ca
Manitoba	Director, Corporate Finance The Manitoba Securities Commission 500-400 St. Mary Avenue Winnipeg, Manitoba R3C 4K5 Telephone: 204-945-2548 E-mail: securities@gov.mb.ca www.msc.gov.mb.ca

New Brunswick	Director Corporate Finance and Chief Financial Officer New Brunswick Securities Commission 85 Charlotte Street, Suite 300 Saint John, New Brunswick E2L 2J2 Telephone: 506-658-3060 Fax: 506-658-3059 E-mail: information@nbsc-cvmnb.ca
Newfoundland and Labrador	Director of Securities Department of Government Services and Lands P.O. Box 8700 West Block, 2nd Floor, Confederation Building St. John's, Newfoundland A1B 4J6 Telephone: 709-729-4189 www.gov.nf.ca/gsl/cca/s
Northwest Territories	Superintendent of Securities Department of Justice Government of the Northwest Territories P.O. Box 1320, Yellowknife, Northwest Territories X1A 2L9 Telephone: 867-873- 7490 www.justice.gov.nt.ca/SecuritiesRegistry
Nova Scotia	Deputy Director Compliance and Enforcement Division Nova Scotia Securities Commission P.O. Box 458 Halifax, Nova Scotia B3J 2P8 Telephone: 902-424-5354 www.gov.ns.ca/nssc
Nunavut	Superintendent of Securities Government of Nunavut Legal Registries Division P.O. Box 1000 – Station 570 Iqaluit, Nunavut X0A 0H0 Telephone: 867-975-6590

Ontario	Administrative Assistant to the Director of Corporate Finance Ontario Securities Commission 19th Floor, 20 Queen Street West Toronto, Ontario M5H 2S8 Telephone: 416-597-0681 E-mail: Inquiries@osc.gov.on.ca www.osc.gov.on.ca
Prince Edward Island	Superintendent of Securities Government of Prince Edward Island 95 Rochford Street, P.O. Box 2000, 4th Floor Charlottetown, Prince Edward Island C1A 7N8 Telephone: 902-368-4550 www.gov.pe.ca/securities
Québec	Autorité des marchés financiers 800, square Victoria, 22e étage C.P. 246, tour de la Bourse Montréal (Québec) H4Z 1G3 Attention: Responsable de l'accès à l'information Telephone: 514-395-0337 Toll Free in Québec: 1-877-525-0337 www.lautorite.qc.ca
Saskatchewan	Director Financial and Consumer Affairs Authority of Saskatchewan Suite 601, 1919 Saskatchewan Drive Regina, Saskatchewan S4P 4H2 Telephone: 306-787-5842 www.fcaa.gov.sk.ca
Yukon	Superintendent of Securities Office of the Yukon Superintendent of Securities Department of Community Services 307 Black Street, Whitehorse, Yukon, Y1A 2N1 Phone: 867-667-5466, Fax: 867-393-6251".

12. Appendix C of the Regulation is amended by replacing the words "The undersigned accepts the appointment as agent for service of process of [insert name of Issuer]" with the words "The undersigned accepts the appointment as agent for service of process of [insert name of Filing Person]".

13. Form 41-101F1 of the Regulation is amended:

(1) by replacing, in item 1.4, paragraphs (2) and (3) with the following:

"(2) Describe the terms of any over-allotment option or any option to increase the size of the distribution before closing.

"(2.1) If there may be an over-allocation position provide the following disclosure:

"A purchaser who acquires [*insert type of securities qualified for distribution under the prospectus*] forming part of the underwriters' over-allocation position acquires those securities under this prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the over-allotment option or secondary market purchases.

"(3) If the distribution of the securities is to be on a best efforts basis and a minimum offering amount

(a) is required for the issuer to achieve one or more of the purposes of the offering, provide totals for both the minimum and maximum offering amount, or

(b) is not required for the issuer to achieve any of the purposes of the offering, state the following in boldface type:

"**No minimum amount of funds must be raised under this offering. This means that the issuer could complete this offering after raising only a small proportion of the offering amount set out above.**"."";

(2) by inserting, in paragraph (1) of item 1.9 and after the word "class", the words "or series";

(3) by replacing item 1.12 with the following:

"**1.12. Enforcement of judgments against foreign persons**

If the issuer, a director of the issuer, a selling securityholder, or any other person that is signing or providing a certificate under Part 5 of the Regulation or other securities legislation, or any person for whom the issuer is required to file a consent under Part 10 of the Regulation, is incorporated, continued, or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, state the following on the cover page or under a separate heading elsewhere in the prospectus, with the bracketed information completed:

"The [issuer, director of the issuer, selling securityholder, or other person] is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada.

[the person named below] has appointed the following agent(s) for service of process:

Name of Person	Name and Address of Agent

Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.";

(4) by adding, at the end of item 5.4, the following sentence:

"For the purposes of this section, the alternative disclosure permitted in Instruction (ii) to section 5.4 of Form 51-102F2 does not apply.";

(5) by replacing, in item 6.3, paragraph (2) with the following:

"(2) If the closing of the distribution is subject to a minimum offering amount, provide disclosure of the use of proceeds for the minimum and maximum offering amounts.

"(3) If the following apply, disclose how the proceeds will be used by the issuer, with reference to various potential thresholds of proceeds raised, in the event that the issuer raises less than the maximum offering amount:

(a) the closing of the distribution is not subject to a minimum offering amount;

(b) the distribution is to be on a best efforts basis;

(c) the issuer has significant short-term non-discretionary expenditures including those for general corporate purposes, or significant short-term capital or contractual commitments, and may not have other readily accessible resources to satisfy those expenditures or commitments.

"(4) If the issuer is required to provide disclosure under subsection (3), the issuer must discuss, in respect of each threshold, the impact, if any, of raising each threshold amount on its liquidity, operations, capital resources and solvency.

"*INSTRUCTIONS*

If the issuer is required to disclose the use of proceeds at various thresholds under subsections 6.3(3) and (4), include as an example a threshold that reflects the receipt of 15 % of the offering or less.";

(6) by replacing, in item 8.5, "1" with "2";

(7) by replacing, in item 10.5, the first paragraph with the following:

"If the prospectus is used to qualify the distribution of securities issued upon the exercise of special warrants or other securities acquired on a prospectus-exempt basis, provide the following disclosure in the prospectus to indicate that holders of such securities have been provided with a contractual right of rescission:";

(8) by replacing, in item 13.1, the first paragraph with the following:

"For each class or series of securities of the issuer distributed under the prospectus and for securities that are convertible or exchangeable into those classes or series of securities, state, for the 12-month period before the date of the prospectus,";

(9) by replacing, in item 13.2, paragraphs (1) and (2) with the following:

"(1) For the following securities of the issuer that are traded or quoted on a Canadian marketplace, identify the marketplace and the price ranges and volume traded or quoted on the Canadian marketplace on which the greatest volume of trading or quotation for the securities generally occurs;

(a) each class or series of securities of the issuer distributed under the prospectus;

(b) securities of the issuer into which those classes or series of securities are convertible or exchangeable.

"(2) For the following securities of the issuer that are not traded or quoted on a Canadian marketplace but are traded or quoted on a foreign marketplace, identify the foreign marketplace and the price ranges and volume traded or quoted on the foreign marketplace on which the greatest volume or quotation for the securities generally occurs;

(a) each class or series of securities of the issuer distributed under the prospectus;

(b) securities of the issuer into which those classes or series of securities are convertible or exchangeable.";

(10) by inserting, after item 30.2, the following:

"**30.3. Convertible, exchangeable or exercisable securities**

In the case of an offering of convertible, exchangeable or exercisable securities in which additional amounts are payable or may become payable upon conversion, exchange or exercise, provide a statement in the following form:

"In an offering of [*state name of convertible, exchangeable or exercisable securities*], investors are cautioned that the statutory right of action for damages for a misrepresentation contained in the prospectus is limited, in certain provincial [and territorial] securities legislation, to the price at which the [*state name of convertible, exchangeable or exercisable securities*] is offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces [and territories], if the purchaser pays additional amounts upon [conversion, exchange or exercise] of the security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces [and territories]. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province [or territory] for the particulars of this right of action for damages or consult with a legal adviser."."";

(11) by replacing item 32.1 with the following:

"**32.1. Interpretation of "issuer"**

1) The financial statements of an issuer required under this Item to be included in a prospectus must include

(a) the financial statements of any predecessor entity that formed, or will form, the basis of the business of the issuer, even though the predecessor entity is, or may have been, a different legal entity, if the issuer has not existed for 3 years,

(b) the financial statements of a business or businesses acquired by the issuer within 3 years before the date of the prospectus or proposed to be acquired, if a reasonable investor reading the prospectus would regard the primary business of the issuer to be the business or businesses acquired, or proposed to be acquired, by the issuer, and

(c) the restated combined financial statements of the issuer and any other entity with which the issuer completed a transaction within 3 years before the date of the prospectus or proposes to complete a transaction, if the issuer accounted for or will account for the transaction as a combination in which all of the combining entities or businesses ultimately are controlled by the same party or parties both before and after the combination, and that control is not temporary.

(2) An issuer is not required to include the financial statements for an acquisition to which paragraph (1)(a) or (b) applies if

(a) the issuer was a reporting issuer in any jurisdiction of Canada

(i) on the date of the acquisition, in the case of a completed acquisition; or

(ii) immediately before the filing of the prospectus, in the case of a proposed acquisition;

(b) the issuer's principal asset before the acquisition is not cash, cash equivalents, or its exchange listing; and

(c) the issuer provides disclosure in respect of the proposed or completed acquisition in accordance with Item 35.";

(12) by replacing item 32.4 with the following:

"**32.4. Exceptions to financial statement requirements**

(1) Despite section 32.2, an issuer is not required to include the following financial statements in a prospectus

(a) the statement of comprehensive income, the statement of changes in equity, and the statement of cash flows for the third most recently completed financial year, if the issuer is a reporting issuer in at least one jurisdiction immediately before filing the prospectus,

(b) the statement of comprehensive income, the statement of changes in equity, and the statement of cash flows for the third most recently completed financial year, and the financial statements for the second most recently completed financial year, if

(i) the issuer is a reporting issuer in at least one jurisdiction immediately before filing the prospectus, and

(ii) the issuer includes financial statements for a financial year ended less than

(A) 90 days before the date of the prospectus, or

(B) 120 days before the date of the prospectus, if the issuer is a venture issuer,

(c) the statement of comprehensive income, the statement of changes in equity, and the statement of cash flows for the third most recently completed financial year, and the statement of financial position for the second most recently completed financial year, if the issuer includes financial statements for a financial year ended less than 90 days before the date of the prospectus,

(d) the statement of comprehensive income, the statement of changes in equity, and the statement of cash flows for the third most recently completed financial year, and the financial statements for the second most recently completed financial year, if

(i) the issuer is a reporting issuer in at least one jurisdiction immediately before filing the prospectus,

(ii) the issuer includes audited financial statements for a period of at least 9 months commencing the day after the most recently completed financial year for which financial statements are required under section 32.2,

(iii) the business of the issuer is not seasonal, and

(iv) none of the financial statements required under section 32.2 are for a financial year that is less than 9 months,

(e) the statement of comprehensive income, the statement of changes in equity, and the statement of cash flows for the third most recently completed financial year, and the statement of financial position for the second most recently completed financial year, if

(i) the issuer includes audited financial statements for a period of at least 9 months commencing the day after the most recently completed financial year for which financial statements are required under section 32.2,

(ii) the business of the issuer is not seasonal, and

(iii) none of the financial statements required under section 32.2 are for a financial year that is less than 9 months, or

(f) the separate financial statements of the issuer and the other entity for periods prior to the date of the transaction, if the restated combined financial statements of the issuer and the other entity are included in the prospectus under paragraph 32.1(c).

(2) Paragraphs (1)(a), (b) and (d) do not apply to an issuer

(a) whose principal asset is cash, cash equivalents or its exchange listing; or

(b) in respect of financial statements of a reverse takeover acquirer for a completed or proposed transaction by the issuer that was or will be accounted for as a reverse takeover.";

(13) by inserting, in item 32.5 and after subparagraph (i) of paragraph (b), the following, and making the necessary changes:

"(i.1) an auditor has not issued an auditor's report on those financial statements, and";

(14) by adding, after item 32.6, the following:

"**32.7. Pro forma financial statements for an acquisition**

(1) An issuer must include in the prospectus the pro forma financial information set out in subsection (2) if

(a) the issuer has completed or proposes an acquisition of a business for which financial statement disclosure is required under section 32.1;

(b) less than nine months of the acquired business operations have been reflected in the issuer's most recent audited financial statements included in the prospectus; and

(c) the inclusion of the pro forma financial statements is necessary for the prospectus to contain full, true and plain disclosure of all material facts relating to the securities to be distributed.

(2) For the purposes of subsection (1), include the following:

(a) a pro forma statement of financial position of the issuer, as at the date of the issuer's most recent statement of financial position included in the prospectus, that gives effect, as if it had taken place as at the date of the pro forma statement of financial position, to the acquisition that has been completed, or is expected to be completed, but is not reflected in the issuer's most recent statement of financial position for an annual or interim period;

(b) a pro forma income statement of the issuer that gives effect to the acquisition completed, or expected to be completed, since the beginning of the issuer's most recently completed financial year for which it has included financial statements in its prospectus, as if it had taken place at the beginning of that financial year, for each of the following periods:

(i) the most recently completed financial year for which the issuer has included financial statements in its prospectus; and

(ii) the interim period for which the issuer has included an interim financial report in its prospectus, that started after the financial year referred to in subparagraph (i) and ended

(A) in the case of a completed acquisition, immediately before the acquisition date or, in the issuer's discretion, after the acquisition date;

(B) in the case of a proposed acquisition, immediately before the date of the filing of the prospectus, as if the acquisition had been completed before the filing of the prospectus and the acquisition date were the date of the prospectus; and

(c) pro forma earnings per share based on the pro forma financial statements referred to in paragraph (b).

(3) If an issuer is required to include pro forma financial statements in its prospectus under subsection (1),

(a) in the case where the pro forma financial statements give effect to more than one acquisition, the issuer must identify in the pro forma financial statements each acquisition,

(b) the issuer must include in the pro forma financial statements

(i) adjustments attributable to the acquisition for which there are firm commitments and for which the complete financial effects are objectively determinable;

(ii) adjustments to conform amounts for the business to the issuer's accounting policies; and

(iii) a description of the underlying assumptions on which the pro forma financial statements are prepared, cross-referenced to each related pro forma adjustment;

(c) in the case where the financial year-end of the business differs from the issuer's year-end by more than 93 days, for the purpose of preparing the pro forma income statement of the issuer's most recently completed financial year, the issuer must construct an income statement of the business for a period of 12 consecutive months ending no more than 93 days before or after the issuer's year-end, by adding the results for a subsequent interim period to a completed financial year of the business and deducting the comparable interim results for the immediately preceding year;

(d) in the case where a constructed income statement is required under paragraph (c), the pro forma financial statements must disclose the period covered by the constructed income statement on the face of the pro forma financial statements and must include a note stating that the financial statements of the business used to prepare the pro forma financial statements were prepared for the purpose of the pro forma financial statements and do not conform with the financial statements for the business included elsewhere in the prospectus;

(e) in the case where an issuer is required to prepare a pro forma income statement for an interim period required by paragraph (2)(b), and the pro forma income statement for the most recently completed financial year includes results of the business which are also included in the pro forma income statement for the interim period, the issuer must disclose in a note to the pro forma financial statements the revenue, expenses, and profit or loss from continuing operations included in each pro forma income statement for the overlapping period; and

(f) a constructed period referred to in paragraph (c) does not have to be audited.

"**32.8. Pro forma financial statements for multiple acquisitions**

Despite subsection 32.7(1), an issuer is not required to include in its prospectus the pro forma financial statements otherwise required for each acquisition if the issuer includes in its prospectus one set of pro forma financial statements that

(a) reflects the results of each acquisition since the beginning of the issuer's most recently completed financial year for which financial statements of the issuer are included in the prospectus, and

(b) is prepared as if each acquisition had occurred at the beginning of the most recently completed financial year of the issuer for which financial statements of the issuer are included in the prospectus.

"**32.9. Exemption from financial statement disclosure for oil & gas acquisitions**

(1) In the case where sections 32.2, 32.3 and 32.7 apply to a completed or proposed acquisition by operation of section 32.1, those sections do not apply if

(a) the acquisition is an acquisition of a business which is an interest in an oil and gas property;

(b) the acquisition is not an acquisition of securities of another issuer, unless the vendor transferred the business referenced in paragraph (1)(a) to the other issuer and that other issuer

(i) was created for the sole purpose of facilitating the acquisition; and

(ii) other than assets or operations relating to the transferred business, has no

(A) substantial assets; or

(B) operating history;

(c) the issuer is unable to provide the financial statements in respect of the acquisition otherwise required under sections 32.2 and 32.3 because those financial statements do not exist or because the issuer does not have access to those financial statements;

(d) the acquisition does not constitute a reverse takeover;

(e) subject to subsections (2) and (3), in respect of the business for each of the financial periods for which financial statements would, but for this section, be required under sections 32.2 and 32.3, the prospectus includes

(i) an operating statement for the business prepared in accordance with section 3.17 of Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards (M.O. 2010-16, 10-12-03);

(ii) a pro forma operating statement of the issuer that gives effect to the acquisition completed or to be completed since the beginning of the issuer's most recently completed financial year for which financial statements are required to be included in the prospectus, as if the acquisition had taken place at the beginning of that financial year, for each of the financial periods referred to in paragraph 32.7(2)(b), unless

(A) more than nine months of the acquired business operations have been reflected in the issuer's most recent audited financial statements included in the prospectus; or

(B) the inclusion of the pro forma financial statements is not necessary for the prospectus to contain full, true and plain disclosure of all material facts relating to the securities to be distributed;

(iii) a description of the property or properties and the interest acquired by the issuer; and

(iv) disclosure of the annual oil and gas production volumes from the business;

(f) the operating statement for the three most recently completed financial years has been audited;

(g) the prospectus discloses

(i) the estimated reserves and related future net revenue attributable to the business, the material assumptions used in preparing the estimates and the identity and relationship to the issuer or to the vendor of the person who prepared the estimates; and

(ii) the estimated oil and gas production volumes from the business for the first year reflected in the estimated disclosure under subparagraph (i).

(2) Subparagraphs (1)(e)(i), (ii) and (iv) do not apply if production, gross sales, royalties, production costs and operating income were nil, or are reasonably expected to be nil for the business for each financial period and the prospectus discloses that fact.

(3) Paragraphs (1)(e) and (f) do not apply in respect of the third most recently completed financial year if the issuer has completed the acquisition and has included in the prospectus the following:

(a) information in accordance with Form 51-101F1 of Regulation 51-101 respecting Standards of Disclosure for Oil and Gas Activities as at a date commencing on or after the acquisition date and within 6 months of the date of the preliminary prospectus;

(b) a report in the form of Form 51-101F2 of Regulation 51-101 respecting Standards of Disclosure for Oil and Gas Activities on the reserves data included in the disclosure required under paragraph (a);

(c) a report in the form of Form 51-101F3 of Regulation 51-101 respecting Standards of Disclosure for Oil and Gas Activities that refers to the information disclosed under paragraph (a).";

(15) in item 35.1:

(a) by replacing paragraph (1) with the following:

"(1) This Item does not apply to

(a) a completed or proposed transaction by the issuer that was or will be a reverse takeover or a transaction that is a proposed reverse takeover that has progressed to a state where a reasonable person would believe that the likelihood of the reverse takeover being completed is high; or

(b) a completed or proposed acquisition

(i) by the issuer if

(A) the issuer's principal asset before the acquisition is cash, cash equivalents or its exchange listing; or

(B) the issuer was not a reporting issuer in any jurisdiction

(I) on the acquisition date, in the case of a completed acquisition; and

(II) immediately before filing the prospectus, in the case of a proposed acquisition; and

(ii) to which Item 32 applies by operation of section 32.1.";

(b) by deleting paragraph (2);

(16) by replacing, in item 35.3, the part preceding subparagraph (i) of subparagraph (d) of paragraph (1) with the following:

"(d) the acquisition date was more than";

(17) by replacing, in the French text of item 35.4, the word "réflétée" with the word "présentée";

(18) in the French text of item 35.7:

(a) by replacing, in the part preceding paragraph (a), the word "inclus" with the word "incluse";

(b) by replacing, in paragraph (a), the words "au cours du dernier exercice" with the words "depuis le début du dernier exercice".

14. Form 41-101F2 of the Regulation is amended:

(1) by replacing instruction (7) with the following:

"*(7) The disclosure required in this Form must be presented in the order and using the headings specified in the Form. If no sub-heading for an Item is stipulated in this Form, an investment fund may include sub-headings under the required headings.*";

(2) by replacing, in item 1.4, paragraphs (3) and (4) with the following:

"(3) Describe the terms of any over-allotment option or any option to increase the size of the distribution before closing.".

"(3.1) If there may be an over-allocation position provide the following disclosure:

"A purchaser who acquires [*insert type of securities qualified for distribution under the prospectus*] forming part of the underwriters' over-allocation position acquires those securities under this prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the over-allotment option or secondary market purchases.".

"(4) If the distribution of the securities is to be on a best efforts basis, and a minimum offering amount

(a) is required for the issuer to achieve one or more of the purposes of the offering, provide totals for both the minimum and maximum offering amount, or

(b) is not required for the issuer to achieve any of the purposes of the offering, state the following in boldface type:

"**There is no minimum amount of funds that must be raised under this offering. This means that the issuer could complete this offering after raising only a small proportion of the offering amount set out above.**".";

(3) by inserting, in paragraph (4) of item 1.12 and after "including the execution, delivery and clearing", the word "of";

(4) by replacing item 1.14 with the following:

"**1.14. Enforcement of Judgements Against Foreign Persons**

If the investment fund, investment fund manager or any other person that is signing or providing a certificate under Part 5 of the Regulation or other securities legislation, or any person for whom the issuer is required to file a consent under Part 10 of the Regulation, is incorporated, continued, or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, state the following on the cover page or under a separate heading elsewhere in the prospectus, with the bracketed information completed:

"The [investment fund, investment fund manager or any other person] is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada.

[the person named below] has appointed the following agent(s) for service of process:

Name of Person	Name and Address of Agent

Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.";

(5) in item 3.3:

(a) by replacing, in paragraph (1), subparagraph (e) with the following:

"(e) the use of leverage, including the following:

(i) if leverage is created through borrowing or the issuance of preferred securities, disclose any restrictions on the leverage used or to be used and whether the investment fund will borrow a minimum amount. Disclose the maximum amount of leverage the investment fund may use as a ratio calculated by dividing the maximum total assets of the investment fund by the net asset value of the investment fund, and

(ii) if leverage is created through the use of specified derivatives or by other means not disclosed in subparagraph (i), disclose any restrictions on the leverage used or to be used by the investment fund and whether the investment fund will use a minimum amount of leverage. Disclose the maximum amount of leverage the fund may use as a multiple of net assets. Provide a brief explanation of how the investment fund defines the term "leverage" and the significance of the maximum and minimum amounts of leverage to the investment fund,";

b) by adding, after paragraph (2), the following instructions:

"*INSTRUCTIONS*

(1) For the purposes of Item 3.3(1)(e)(i), a fund must calculate its maximum total assets by aggregating the maximum value of its long positions, short positions and the maximum amount that may be borrowed.

(2) For the purposes of the disclosure required by Item 3.3(1)(e)(ii), the term "specified derivative" has the same meaning as in Regulation 81-102 respecting Mutual Funds. The description of an investment fund's use of leverage under Item 3.3(1)(e)(ii) must provide investors with sufficient information to understand the magnitude of the market exposure of the investment fund as compared to the amount of money raised by the investment fund from investors.";

(6) by replacing, in paragraph (1) of item 3.4, the words "registrar and transfer agent and auditor" with the words "registrar and transfer agent, auditor and principal distributor";

(7) by replacing, in item 3.6, paragraph (4) with the following:

"(4) Under the sub-heading "Annual Returns, Management Expense Ratio and Trading Expense Ratio", provide, in the following table, returns for each of the past five years, the management expense ratio for each of the past five years and the trading expense ratio for each of the past five years as disclosed in the most recently filed annual management report of fund performance of the investment fund:

	[specify year]	[specify year]	[specify year]	[specify year]	[specify year]
Annual Returns					
MER					
TER					

"MER" means management expense ratio based on total expenses, excluding commissions and other portfolio transaction costs, and expressed as an annualized percentage of daily average net asset value.

"TER" means trading expense ratio and represents total commissions and portfolio transaction costs expressed as an annualized percentage of daily average net asset value.";

(8) in item 6.1:

(a) by replacing, in paragraph (1), subparagraph (b) with the following:

"(b) the use of leverage, including the following:

(i) if leverage is created through borrowing or the issuance of preferred securities, disclose any restrictions on the leverage used or to be used and whether the investment fund will borrow a minimum amount. Disclose the maximum amount of leverage the investment fund may use as a ratio calculated by dividing the maximum total assets of the investment fund by the net asset value of the investment fund, and

(ii) if leverage is created through the use of specified derivatives or by other means not disclosed in subparagraph (i), disclose any restrictions on the leverage used or to be used by the investment fund and whether the investment fund will use a minimum amount of leverage. Disclose the maximum amount of leverage the fund may use as a multiple of net assets. Provide a brief explanation of how the investment fund defines the term "leverage" and the significance of the maximum and minimum amounts of leverage to the investment fund, and";

(b) by adding, after paragraph (6), the following instructions:

"*INSTRUCTIONS:*

(1) For the purposes of Item 6.1(1)(b)(i), a fund must calculate its maximum total assets by aggregating the maximum value of its long positions, short positions and the maximum amount that may be borrowed.

(2) For the purposes of the disclosure required by Item 6.1(1)(b)(ii), the term "specified derivative" has the same meaning as in Regulation 81-102 respecting Mutual Funds. The description of an investment fund's use of leverage under Item 6.1(1)(b)(ii) must provide investors with sufficient information to understand the magnitude of the market exposure of the investment fund as compared to the amount of money raised by the investment fund from investors.";

(9) by replacing item 11.1 with the following:

"**11.1. Annual Returns, Management Expense Ratio and Trading Expense Ratio**

Under the heading "Annual Returns, Management Expense Ratio and Trading Expense Ratio", provide, in the following table, returns for each of the past five years, the management expense ratio for each of the past five years and the trading expense ratio for each of the past five years as disclosed in the most recently filed annual management report of fund performance of the investment fund:

	[specify year]	[specify year]	[specify year]	[specify year]	[specify year]
Annual Returns					
MER					
TER					

"MER" means management expense ratio based on total expenses, excluding commissions and other portfolio transaction costs, and expressed as an annualized percentage of daily average net asset value.

"TER" means trading expense ratio and represents total commissions and portfolio transaction costs expressed as an annualized percentage of daily average net asset value.";

(10) in item 19.1:

(a) by deleting subparagraph (c) of paragraph (1);

(b) by replacing, in paragraph (2) and after the words "officer of any other", the words "investment fund" with the word "issuer";

(c) by replacing, in subparagraph (a) of paragraph (4), the words "investment fund" with the word "issuer";

(d) by inserting, after paragraph (9), the following:

"(10) Under the heading "Ownership of Securities of the Investment Fund and of the Manager" disclose

(a) the percentage of securities of each class or series of voting or equity securities owned of record or beneficially, in aggregate, by all the directors and executive officers of the investment fund

(i) in the investment fund if the aggregate level of ownership exceeds 10 percent,

(ii) in the manager, or

(iii) in any person that provides services to the investment fund or the manager; and

(b) the percentage of securities of each class or series of voting or equity securities owned of record or beneficially, in aggregate, by all the directors and executive officers of the manager of the investment fund

(i) in the investment fund if the aggregate level of ownership exceeds 10 percent,

(ii) in the manager, or

(iii) in any person that provides services to the investment fund or the manager; and

(c) the percentage of securities of each class or series of voting or equity securities owned of record or beneficially, in aggregate, by all the independent review committee members of the investment fund

(i) in the investment fund if the aggregate level of ownership exceeds 10 percent,

(ii) in the manager, or

(iii) in any person that provides services to the investment fund or the manager.

"(11) If the management functions of the investment fund are carried out by employees of the investment fund, disclose in respect of those employees the disclosure concerning executive compensation that is required to be provided for executive officers of an issuer under securities legislation.

"(12) Describe any arrangements under which compensation was paid or payable by the investment fund during the most recently completed financial year of the investment fund, for the services of directors of the investment fund, members of an independent board of governors or advisory board of the investment fund and members of the independent review committee of the investment fund, including the amounts paid, the name of the individual and any expenses reimbursed by the investment fund to the individual

(a) in that capacity, including any additional amounts payable for committee participation or special assignments; and

(b) as a consultant or expert.

"(13) For an investment fund that is a trust, describe the arrangements, including the amounts paid and expenses reimbursed, under which compensation was paid or payable by the investment fund during the most recently completed financial year of the investment fund for the services of the trustee or trustees of the investment fund.";

(e) by adding, after instruction (4), the following:

"(5) The disclosure required under Item 19.1(11) regarding executive compensation for management functions carried out by employees of an investment fund must be made in accordance with the disclosure requirements of Form 51-102F6 of Regulation 51-102 respecting Continuous Disclosure Obligations (M.O. 2005-03, 05-05-19).";

(11) by adding, after item 19.9, the following:

"**19.10. Principal Distributor**

(1) If applicable, state the name and address of the principal distributor of the investment fund.

(2) Describe the circumstances under which any agreement with the principal distributor of the investment fund may be terminated and include a brief description of the essential terms of this agreement.";

(12) by replacing, in paragraph (f) of item 21.2, the word "dividends" with the word "distributions";

(13) by replacing, in paragraph (1) of item 21.6 and after the words "proposes to distribute under", the words "the prospectus" with the words "a prospectus";

(14) by inserting, in paragraph (1) of item 28.1 and after the words "securityholder of the investment fund", ", if known or if ought to be known by the investment fund or the manager";

(15) by replacing, in the French text of item 32.3, paragraph (b) with the following:

"*b)* soit toute autre amende ou sanction par un tribunal ou un organisme de réglementation ou a conclu avec celui-ci ou devant le tribunal tout autre règlement amiable qui seraient vraisemblablement considérés comme importants par un investisseur raisonnable ayant à prendre une décision d'investissement.";

(16) by inserting, after paragraph (3) of item 33.2, the following:

"(4) Despite subsection (1), an auditor who is independent in accordance with the auditor's rules of professional conduct in a jurisdiction of Canada or has performed an audit in accordance with US GAAS is not required to provide the disclosure in subsection (1) if there is disclosure that the auditor is independent in accordance with the auditor's rules of professional conduct in a jurisdiction of Canada or that the auditor has complied with the SEC's rules on auditor independence.".

15. This Regulation comes into force on May 14, 2013.

2668

M.O., 2013-04

Order number V-1.1-2013-04 of the Minister of Finance and the Economy, April 30, 2013

Securities Act
(chapter V-1.1)

CONCERNING concordant regulations to Regulation to amend Regulation 41-101 respecting general prospectus requirements

WHEREAS subparagraphs 1, 2, 9, 11, 19, 19.1, and 34 of section 331.1 of the Securities Act (chapter V-1.1) stipulate that the *Autorité des marchés financiers* may make regulations concerning the matters referred to in those paragraphs;

WHEREAS the third and fourth paragraphs of section 331.2 of the said Act stipulate that a draft regulation shall be published in the Bulletin of the Authority, accompanied with the notice required under section 10 of the Regulations Act (chapter R-18.1) and may not be submitted for approval or be made before 30 days have elapsed since its publication;

WHEREAS the first and fifth paragraphs of the said section stipulate that every regulation made under section 331.1 must be approved, with or without amendment, by the Minister of Finance and comes into force on the date of its publication in the *Gazette officielle du Québec* or any later date specified in the regulation;

WHEREAS the following regulations have been made by the *Autorité des marchés financiers* or approved by the minister of Finances and the Economy:

— Regulation 13-101 respecting the System for electronic document analysis and retrieval (SEDAR) adopted by decision no. 2001-C-0272 dated June 12, 2001 (Supplement to the Bulletin of the *Commission des valeurs mobilières du Québec*, Vol. 32, No. 26, dated June 29, 2001);

— Regulation 51-102 respecting continuous disclosure obligations approved by ministerial order no. 2005-03 dated May 19, 2005;

— Regulation 52-107 respecting acceptable accounting principles and auditing standards approved by ministerial order no. 2010-16 dated December 3, 2010;

WHEREAS there is cause to amend those regulations;

WHEREAS the following draft regulations were published in the *Bulletin de l'Autorité des marchés financiers*, volume 8, no. 28 of July 15, 2011, in accordance with section 331.2 of Securities Act and made by the Authority by decision no. 2013-PDG-0052 dated April 3, 2013:

— Regulation to amend Regulation 13-101 respecting the System for electronic document analysis and retrieval (SEDAR);

— Regulation to amend Regulation 51-102 respecting continuous disclosure obligations;

— Regulation to amend Regulation 52-107 respecting acceptable accounting principles, auditing standards and reporting currency;

WHEREAS there is cause to approve those regulations without amendment;

CONSEQUENTLY, the Minister of Finance and the Economy approves without amendment the following regulations appended hereto:

— Regulation to amend Regulation 13-101 respecting the System for electronic document analysis and retrieval (SEDAR);

— Regulation to amend Regulation 51-102 respecting continuous disclosure obligations;

— Regulation to amend Regulation 52-107 respecting acceptable accounting principles, auditing standards and reporting currency;

April 30, 2013

NICOLAS MARCEAU,
Minister of Finance and the Economy

REGULATION TO AMEND REGULATION 13-101 RESPECTING THE SYSTEM FOR ELECTRONIC DOCUMENT ANALYSIS AND RETRIEVAL (SEDAR)

Securities Act
(chapter V-1.1, s. 331.1, par. (2))

1. Appendix A of Regulation 13-101 respecting the System for Electronic Document Analysis and Retrieval (SEDAR) is amended, in Division A of Part II:

(1) in paragraph (a):

(a) by repealing subparagraphs 1 to 3;

(b) by deleting, in subparagraphs 4 and 5, "– POP System";

(c) by deleting subparagraph 6;

(d) by inserting, after subparagraph 6, the following:

"6.1. Base Short Form PREP Prospectus

"6.2. Base Long Form PREP Prospectus";

(e) by replacing, in subparagraphs 7 and 8, the words "Short Form" with the words "Base Shelf" and by deleting "– Shelf";

(f) by replacing subparagraph 9 with the following:

"9. Shelf Prospectus Supplement";

(g) by adding, after subparagraph 16, the following:

"16.1. Supplemented Short Form PREP Prospectus";

(2) by deleting paragraphs (b) and (d).

2. This Regulation comes into force on May 14, 2013.

REGULATION TO AMEND REGULATION 51-102 RESPECTING CONTINUOUS DISCLOSURE OBLIGATIONS

Securities Act
(chapter V-1.1, s. 331.1, par. (9), (11) and (34))

1. Section 1.1 of Regulation 51-102 respecting Continuous Disclosure Obligations is amended by inserting, after paragraph (a) of the definition of the expression "executive officer", the following:

"(a.1) a chief executive officer or chief financial officer;".

2. Section 8.10 of the Regulation is amended:

(1) by replacing subparagraph (b) of paragraph (1) with the following:

"(b) that is not of securities of another issuer, unless the vendor transferred the business referenced in paragraph (1)(a) to the other issuer and that other issuer

(i) was created for the sole purpose of facilitating the acquisition; and

(ii) other than assets or operations relating to the transferred business, has no

(A) substantial assets; or

(B) operating history.";

(2) by replacing subparagraph (a) of paragraph (4) with the following:

"(a) production, gross sales, royalties, production costs and operating income were nil for the business or related businesses for each financial period; and".

3. This Regulation comes into force on May 14, 2013.

REGULATION TO AMEND REGULATION 52-107 RESPECTING ACCEPTABLE ACCOUNTING PRINCIPLES AND AUDITING STANDARDS

Securities Act
(chapter V-1.1, s. 331.1, par. (1), (9), (19), (19.1) and (34))

1. Section 1.1 of Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards is amended by inserting, after the definition of the expression "multiple convertible security", the following:

""predecessor statements" mean the financial statements referred to in paragraph 32.1(1)(a) of Form 41-101F1 of Regulation 41-101 respecting General Prospectus Requirements;

""primary business statements" mean the financial statements referred to in paragraph 32.1(1)(b) of Form 41-101F1 of Regulation 41-101 respecting General Prospectus Requirements;".

2. Section 2.1 of the Regulation is amended by replacing, in subparagraph (d) of paragraph (2), the words "any operating statement for an oil and gas property that is an acquired business" with the words "any acquisition statements, predecessor statements, or primary business statements, that are an operating statement for an oil and gas property that is an acquired business,".

3. Section 3.11 of the Regulation is amended:

(1) in paragraph (5):

(a) by replacing, in the part preceding subparagraph (a), "subsections (1), (2) and (4)" with "subsections (1) and (2)";

(b) in subparagraph (a):

(i) by replacing, in subparagraph (i), the words "gross revenue" with the words "gross sales";

(ii) by replacing, in subparagraph (ii), the words "royalty expenses" with the word "royalties";

(2) by deleting paragraph (6).

4. Section 3.12 of the Regulation is amended by replacing, in subparagraph (e) of paragraph (2), "subsection 3.11(5) or (6)" with "subsection 3.11(5)".

5. The Regulation is amended by inserting, after section 3.16, the following:

"**3.17. Acceptable Accounting Principles for Predecessor Statements or Primary Business Statements that are an Operating Statement**

If predecessor statements or primary business statements are an operating statement for an oil and gas property,

(a) the operating statement must include at least the following line items:

(i) gross sales;

(ii) royalties;

(iii) production costs;

(iv) operating income;

(b) the line items in the operating statement must be prepared using accounting policies that

(i) are permitted by one of:

(A) Canadian GAAP applicable to publicly accountable enterprises;

(B) U.S. GAAP if the issuer is an SEC issuer or an SEC foreign issuer;

(C) IFRS if the issuer is a foreign issuer, and

(ii) would apply to those line items if those line items were presented as part of a complete set of financial statements, and

(c) the operating statement must

(i) include the following statement:

"This operating statement is prepared in accordance with the financial reporting framework specified in section 3.17 of Regulation 52-107 respecting Acceptable Accounting Principles and Auditing Standards for an operating statement.";

and

(ii) describe the accounting policies used to prepare the operating statement.

"**3.18. Acceptable Auditing Standards for Predecessor Statements or Primary Business Statements that are an Operating Statement**

(1) If predecessor statements or primary business statements are an operating statement for an oil and gas property that are required by securities legislation to be audited, the operating statement must be accompanied by an auditor's report and audited in accordance with one of the following auditing standards:

(a) Canadian GAAS;

(b) U.S. PCAOB GAAS if the issuer is an SEC issuer or an SEC foreign issuer;

(c) International Standards on Auditing if the issuer is a foreign issuer.

(2) The auditor's report must,

(a) if paragraph 1(a) or (c) applies, express an unmodified opinion,

(b) if paragraph 1(b) applies, express an unqualified opinion,

(c) identify all financial periods presented for which the auditor's report applies,

(d) identify the auditing standards used to conduct the audit, and

(e) identify the financial reporting framework used to prepare the operating statement.".

6. This Regulation comes into force on May 14, 2013.

2669

M.O., 2013-05

Order number V-1.1-2013-05 of the Minister of Finance and the Economy, April 30, 2013

Securities Act
(chapter V-1.1)

CONCERNING the Regulation to amend Regulation 44-101 respecting short form prospectus distribution

WHEREAS subparagraphs 1, 3, 6, 8, 11 and 34 of section 331.1 of the Securities Act (chapter V-1.1) stipulate that the *Autorité des marchés financiers* may make regulations concerning the matters referred to in those paragraphs;

WHEREAS the third and fourth paragraphs of section 331.2 of the said Act stipulate that a draft regulation shall be published in the Bulletin of the Authority, accompanied with the notice required under section 10 of the Regulations Act (chapter R-18.1) and may not be submitted for approval or be made before 30 days have elapsed since its publication;

WHEREAS the first and fifth paragraphs of the said section stipulate that every regulation made under section 331.1 must be approved, with or without amendment, by the Minister of Finance and comes into force on the date of its publication in the *Gazette officielle du Québec* or any later date specified in the regulation;

WHEREAS Regulation 44-101 respecting short form prospectus distribution was approved by ministerial order no. 2005-04 dated November 30, 2005;

WHEREAS there is cause to amend this regulation;

WHEREAS the draft Regulation to amend Regulation 44-101 respecting short form prospectus distribution was published in the *Bulletin de l'Autorité des marchés financiers*, volume 8, no. 28 of July 15, 2011;

WHEREAS the Autorité des marchés financiers made, on April 3, 2013, by the decision no. 2013-PDG-0049, Regulation to amend Regulation 44-101 respecting short form prospectus distribution;

WHEREAS there is cause to approve this regulation without amendment;

CONSEQUENTLY, the Minister of Finance and the Economy approves without amendment the Regulation to amend Regulation 44-101 respecting short form prospectus distribution appended hereto.

April 30, 2013

NICOLAS MARCEAU,
Minister of Finance and the Economy

REGULATION TO AMEND REGULATION 44-101 RESPECTING SHORT FORM PROSPECTUS DISTRIBUTIONS

Securities Act
(chapter V-1.1, s. 331.1, par. (1), (3), (6), (8), (11) and (34))

1. Section 1.1 of Regulation 44-101 respecting Short Form Prospectus Distributions is amended:

(1) by adding, after the definition of the expression "permitted supranational agency", the following:

""reverse takeover acquiree" has the same meaning as in section 1.1 of Regulation 51-102 respecting Continuous Disclosure Obligations;";

(2) by replacing the definition of the expression "successor issuer" with the following:

""successor issuer" means

(a) except for an issuer which, in the case where the restructuring transaction involved a divestiture of a portion of a reporting issuer's business, succeeded to or otherwise acquired less than substantially all of the business divested, an issuer that meets any of the following requirements:

(i) it was a reverse takeover acquiree in a completed reverse takeover;

(ii) it was formed as a result of a completed restructuring transaction;

(iii) it participated in a restructuring transaction and its existence continued following the completion of the restructuring transaction; or

(b) an issuer that issued securities to the securityholders of a second issuer that was a reporting issuer, in a reorganization that did not alter those securityholders' proportionate interest in the second issuer or the second issuer's proportionate interest in its assets;".

2. Section 2.7 of the Regulation is replaced with the following:

"**2.7. Exemptions for Reporting Issuers that Previously Filed a Prospectus and Successor Issuers**

(1) Paragraphs 2.2(d), 2.3(1)(d) and 2.6(1)(b) do not apply to an issuer if

(a) the issuer is not exempt from the requirement in the applicable CD rule to file annual financial statements within a prescribed period after its financial year end, but the issuer has not yet been required under the applicable CD rule to file any annual financial statements, and

(b) unless the issuer is seeking qualification under section 2.6, the issuer has filed and obtained a receipt for a final prospectus that included the issuer's or each predecessor entity's comparative annual financial statements for its most recently completed financial year or the financial year immediately preceding its most recently completed financial year, together with the auditor's report accompanying those financial statements and, if there has been a change of auditors since the comparative period, an auditor's report on the financial statements for the comparative period.

(1.1) Subparagraphs 2.2(d)(ii), 2.3(1)(d)(ii) and 2.6(1)(b)(ii) do not apply to an issuer if

(a) the issuer has filed annual financial statements as required under the applicable CD rule, and

(b) unless the issuer is seeking qualification under section 2.6, the issuer has filed and obtained a receipt for a final prospectus that included the issuer's or each predecessor entity's comparative annual financial statements for its most recently completed financial year or the financial year immediately preceding its most recently completed financial year, together with the auditor's report accompanying those financial statements and, if there has been a change of auditors since the comparative period, an auditor's report on the financial statements for the comparative period.

(2) Paragraphs 2.2(d), 2.3(1)(d) and 2.6(1)(b) do not apply to a successor issuer if

(a) the successor issuer is not exempt from the requirement in the applicable CD rule to file annual financial statements within a prescribed period after its financial year end, but the successor issuer has not yet, since the completion of the restructuring transaction or the reorganization described in paragraph (b) of the definition of "successor issuer", which resulted in the successor issuer, been required under the applicable CD rule to file annual financial statements, and;

(b) an information circular relating to the restructuring transaction or the reorganization described in paragraph (b) of the definition of "successor issuer", in which the successor issuer participated or which resulted in the successor issuer was filed by the successor issuer or an issuer that was a party to the restructuring transaction or reorganization, and such information circular,

(i) complied with applicable securities legislation, and

(ii) in the case of a restructuring transaction, included disclosure in accordance with Item 14.2 or 14.5 of Form 51-102F5 of Regulation 51-102 respecting Continuous Disclosure Obligations (M.O. 2005-03, 05-05-19) for the successor issuer.

(3) Paragraphs 2.2(d), 2.3(1)(d) and 2.6(1)(b) do not apply to an issuer if

(a) the issuer is not exempt from the requirement in the applicable CD rule to file annual financial statements within a prescribed period after its financial year end, but the issuer has not yet, since the completion of a qualifying transaction or reverse takeover (as both terms are defined in the TSX Venture Exchange Corporate Finance Manual as amended from time to time) been required under the applicable CD rule to file annual financial statements, and

(b) a CPC filing statement as defined in the TSX Venture Exchange Corporate Finance Manual as amended from time to time, or other filing statement of the TSX Venture Exchange was filed by the issuer, and

(i) in the case of a CPC filing statement, the statement

(A) was filed in connection with a qualifying transaction, and

(B) complied with the TSX Venture Exchange Corporate Finance Manual, as amended from time to time, in respect of the qualifying transaction; or

(ii) in the case of a TSX Venture Exchange filing statement, other than a CPC filing statement, the statement

(A) was filed in connection with a reverse takeover, and

(B) complied with TSX Venture Exchange Corporate Finance Manual, as amended from time to time, in respect of the reverse takeover.".

3. Section 2.8 of the Regulation is amended:

(1) by deleting paragraph (5);

(2) by inserting, after paragraph (5), the following:

"(6) The 10 business day period referred to in subsection (1) does not apply if

(a) an issuer is relying on section 2.4 or 2.5 and the following requirements are met:

(i) the issuer satisfies section 2.4 or 2.5, as applicable, at the time of filing its short form prospectus;

(ii) the issuer files its notice of intention before or concurrently with the filing of its preliminary short form prospectus; and

(iii) the issuer's credit supporter

(A) previously filed a notice of intention under subsection (1) which has not been withdrawn; or

(B) is deemed to have filed a notice of intention under subsection (4); or

(b) an issuer is a successor issuer and the following requirements are met:

(i) the issuer satisfies

(A) section 2.2, 2.3 or 2.6, and

(B) subsection 2.7(2);

(ii) the issuer files its notice of intention before or concurrently with the filing of its preliminary short form prospectus; and

(iii) the issuer has acquired substantially all of its business from a person that

(A) previously filed a notice of intention under subsection (1) which has not been withdrawn; or

(B) is deemed to have filed a notice of intention under subsection (4).".

4. Section 4.1 of the Regulation is replaced with the following:

"**4.1. Required Documents for Filing a Preliminary Short Form Prospectus**

(1) An issuer that files a preliminary short form prospectus shall

(a) file the following with the preliminary short form prospectus:

(i) a signed copy of the preliminary short form prospectus;

(ii) a certificate, dated as of the date of the preliminary short form prospectus, executed on behalf of the issuer by one of its executive officers

(A) specifying which of the qualification criteria set out in Part 2 the issuer is relying on in order to be qualified to file a prospectus in the form of a short form prospectus, and

(B) certifying that

(I) all of those qualification criteria have been satisfied, and

(II) all of the material incorporated by reference in the preliminary short form prospectus and not previously filed is being filed with the preliminary short form prospectus;

(iii) copies of all material incorporated by reference in the preliminary short form prospectus and not previously filed;

(iv) a copy of any document required to be filed under subsection 12.1(1) of Regulation 51-102 respecting Continuous Disclosure Obligations (M.O. 2005-03, 05-05-19) or section 16.4 of Regulation 81-106 respecting Investment Fund Continuous Disclosure (M.O. 2005-05, 05-05-19), as applicable, that relates to the securities being distributed, and that has not previously been filed;

(iv.1) a copy of any material contract required to be filed under section 12.2 of Regulation 51-102 respecting Continuous Disclosure Obligations or section 16.4 of Regulation 81-106 respecting Investment Fund Continuous Disclosure that has not previously been filed;

(v) if the issuer has a mineral project, the technical reports required to be filed with a preliminary short form prospectus under Regulation 43-101 respecting Standards of Disclosure for Mineral Projects (M.O. 2005-23, 05-11-30);

(vi) a copy of each report or valuation referred to in the preliminary short form prospectus for which a consent is required to be filed under section 10.1 of Regulation 41-101 respecting General Prospectus Requirements (M.O. 2008-05, 05-11-30) and that has not previously been filed, other than a technical report that

(A) deals with a mineral project or oil and gas activities, and

(B) is not otherwise required to be filed under paragraph (v); and

(b) deliver to the regulator or, in Québec, to the securities regulatory authority, concurrently with the filing of the preliminary short form prospectus, the following:

(i) a completed personal information form for

(A) each director and executive officer of an issuer;

(B) if the issuer is an investment fund, each director and executive officer of the manager of the issuer;

(C) each promoter of the issuer; and

(D) if the promoter is not an individual, each director and executive officer of the promoter;

(ii) if a financial statement of an issuer or a business included in, or incorporated by reference into, a preliminary short form prospectus is accompanied by an unsigned auditor's report, a signed letter addressed to the regulator or, in Québec, to the securities regulatory authority from the auditor of the issuer or of the business, as applicable, prepared in accordance with the form suggested for this circumstance in the Handbook.

(2) Despite subparagraph (1)(b)(i), an issuer is not required to deliver to the regulator or, in Québec, to the securities regulatory authority a personal information form for an individual if the issuer, another issuer or, if the issuer is an investment fund, the manager of the investment fund issuer or another investment fund issuer, previously delivered a personal information form for the individual and all of the following are satisfied:

(a) the certificate and consent included in or attached to the personal information form was executed by the individual within three years preceding the date of filing of the preliminary short form prospectus;

(b) the responses given by the individual to questions 6 through 10 of the individual's personal information form are correct as at a date that is within 30 days of the filing of the preliminary short form prospectus;

(c) if the personal information form was previously delivered to the regulator or, in Québec, to the securities regulatory authority by another issuer, the issuer delivers to the regulator or, in Québec, the securities regulatory authority, concurrently with the filing of the preliminary short form prospectus, a copy of the previously delivered personal information form, or alternative information that is satisfactory to the regulator or, in Québec, the securities regulatory authority.

(3) Until May 14, 2016, subparagraph (1)(b)(i) does not apply to an issuer in respect of the delivery of a personal information form for an individual if the issuer or, if the issuer is an investment fund, the manager of the investment fund issuer, previously delivered to the regulator or, in Québec, the securities regulatory authority a predecessor personal information form for the individual and all of the following are satisfied:

(a) the certificate and consent included in or attached to the predecessor personal information form was executed by the individual within three years preceding the date of filing of the preliminary short form prospectus;

(b) the responses given by the individual to questions 4(B) and (C) and questions 6 through 9 or, in the case of a TSX/TSXV personal information form in effect after September 8, 2011, questions 6 through 10, of the individual's predecessor personal information form are correct as at a date that is within 30 days of the filing of the preliminary short form prospectus.".

5. Section 4.2 of the Regulation is amended, in paragraph (a):

(1) in subparagraph (vi):

(a) by inserting, after paragraph (A), the following, and making the necessary changes:

"(A.1) each director of the issuer, and";

(b) by replacing subparagraph (B) with the following:

"(B) any other person that provides or signs a certificate under Part 5 of Regulation 41-101 respecting General Prospectus Requirements or other securities legislation, other than an issuer,";

(2) by replacing subparagraph (x) with the following:

"(x) if an agreement or contract referred to in subparagraph (iii) or a material contract under subparagraph (iii.1) has not been executed before the filing of the final short form prospectus but will be executed on or before the completion of the distribution, the issuer must file with the securities regulatory authority, no later than the time of filing of the final short form prospectus, an undertaking of the issuer to the securities regulatory authority to file the agreement, contract or material contract promptly and in any event no later than 7 days after the execution of the agreement, contract or material contract;

"(x.1) if a document referred to in subparagraph (iii) does not need to be executed in order to become effective and has not become effective before the filing of the final short form prospectus, but will become effective on or before the completion of the distribution, the issuer must file with the securities regulatory authority, no later than the time of filing of the final short form prospectus, an undertaking of the issuer to the securities regulatory authority to file the document promptly and in any event no later than 7 days after the document becomes effective; and".

6. Section 7.1 of the Regulation is amended by replacing the words "filing of a" with the words "issuance of a receipt for a".

7. Section 7.2 of the Regulation is amended by replacing the words "filing of" with the words "issuance of a receipt for".

8. Form 44-101F1 of the Regulation is amended:

(1) by replacing, in item 1.6, paragraphs (2) and (3) with the following:

"(2) Describe the terms of any over-allotment option or any option to increase the size of the distribution before closing.

"(2.1) If there may be an over-allocation position provide the following disclosure:

"A purchaser who acquires [*insert type of securities qualified for distribution under the prospectus*] forming part of the underwriters' over-allocation position acquires those securities under this short form prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the over-allotment option or secondary market purchases.

"(3) If the distribution of the securities is to be on a best efforts basis, and a minimum offering amount

(a) is required for the issuer to achieve one or more of the purposes of the offering, provide totals for both the minimum and maximum offering amount, or

(b) is not required for the issuer to achieve any of the purposes of the offering, state the following in boldface type:

"**There is no minimum amount of funds that must be raised under this offering. This means that the issuer could complete this offering after raising only a small proportion of the offering amount set out above.**".";

(2) by inserting, in paragraph (1) of item 1.9 and after the word "class", the words "or series";

(3) by replacing item 1.11 with the following:

"**1.11. Enforcement of Judgments Against Foreign Persons**

If the issuer, a director of the issuer, a selling securityholder, or any other person that is signing or providing a certificate under Part 5 of Regulation 41-101 respecting General Prospectus Requirements or other securities legislation, or any person for whom the issuer is required to file a consent under Part 10 of Regulation 41-101 respecting General Prospectus Requirements, is incorporated, continued, or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, state the following on the cover page or under a separate heading elsewhere in the prospectus, with the bracketed information completed:

"The [issuer, director of the issuer, selling securityholder, or other person] is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada.

[the person named below] has appointed the following agent(s) for service of process:

Name of Person	Name and Address of Agent

Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process."";

(4) by replacing, in item 4.2, paragraph (2) with the following:

"(2) If the closing of the distribution is subject to a minimum offering amount, provide disclosure of the use of proceeds for the minimum and maximum offering amounts.

"(3) If the following apply, disclose how the proceeds will be used by the issuer, with reference to various potential thresholds of proceeds raised, in the event that the issuer raises less than the maximum offering amount:

(a) the closing of the distribution is not subject to a minimum offering amount;

(b) the distribution is to be on a best efforts basis; and

(c) the issuer has significant short-term non-discretionary expenditures including those for general corporate purposes, or significant short-term capital or contractual commitments, and may not have other readily accessible resources to satisfy those expenditures or commitments.

"(4) If the issuer is required to provide disclosure under subsection (3), the issuer must discuss, in respect of each threshold, the impact, if any, of raising each threshold amount on its liquidity, operations, capital resources and solvency.

"*INSTRUCTIONS*

If the issuer is required to disclose the use of proceeds at various thresholds under subsections 4.2(3) and (4), include as an example a threshold that reflects the receipt of 15 % of the offering or less.";

(5) by replacing, in paragraph (1) of item 4.10, the words "acquired on a short-form prospectus-exempt basis, describe the principal purposes for which the proceeds of the short form prospectus-exempt financing" with the words "acquired on a prospectus-exempt basis, describe the principal purposes for which the proceeds of the prospectus-exempt financing";

(6) by replacing, in item 7.6, the first paragraph with the following:

"If the short form prospectus is used to qualify the distribution of securities issued upon the exercise of special warrants or other securities acquired on a prospectus-exempt basis, state the following:";

(7) by replacing items 7A.1 and 7A.2 with the following:

"**7A.1. Prior Sales**

For each class or series of securities of the issuer distributed under the short form prospectus and for securities that are convertible or exchangeable into those classes or series of securities, state, for the 12-month period before the date of the short form prospectus,

(a) the price at which the securities have been issued or are to be issued by the issuer or sold by the selling securityholder;

(b) the number of securities issued or sold at that price; and

(c) the date on which the securities were issued or sold.

"**7A.2. Trading Price and Volume**

(1) For the following securities of the issuer that are traded or quoted on a Canadian marketplace, identify the marketplace and the price ranges and volume traded or quoted on the Canadian marketplace on which the greatest volume of trading or quotation for the securities generally occurs:

(a) each class or series of securities of the issuer distributed under the short form prospectus;

(b) securities of the issuer into which those classes or series of securities are convertible or exchangeable.

(2) For the following securities of the issuer that are not traded or quoted on a Canadian marketplace, but are traded or quoted on a foreign marketplace, identify the foreign marketplace and the price ranges and volume traded or quoted on the foreign marketplace on which the greatest volume or quotation for the securities generally occurs:

(a) each class or series of securities of the issuer distributed under the short form prospectus;

(b) securities of the issuer into which those classes or series of securities are convertible or exchangeable.

(3) Provide the information required under subsections (1) and (2) on a monthly basis for each month or, if applicable, partial months of the 12-month period before the date of the short form prospectus.";

(8) in item 11.1:

(a) by inserting, in paragraph (2) and after the words "clarify that", the words "applicable portions of";

(b) by adding, after paragraph (2), the following:

"(3) Despite paragraph 7 of subsection (1), an issuer may exclude from its short form prospectus a report, valuation, statement or opinion of a person contained in an information circular prepared in connection with a special meeting of securityholders of the issuer and any references therein, if

(a) the report is not an auditor's report in respect of financial statements of a person; and

(b) the report, valuation, statement or opinion was prepared in respect of a specific transaction contemplated in the information circular, unrelated to the distribution of securities under the short form prospectus, and that transaction has been abandoned or completed.";

(9) in item 11.3:

(a) by replacing paragraph (2) with the following:

"(2) If the issuer does not have a current AIF or current annual financial statements and is relying on the exemption in subsection 2.7(2) or 2.7(3) of the Regulation, include the disclosure, including financial statements, provided in accordance with

(a) Section 14.2 or 14.5 of Form 51-102F5, Information Circular, of Regulation 51-102 respecting Continuous Disclosure Obligations in the information circular referred to in paragraph 2.7(2)(b) of the Regulation; or

(b) the policies and requirements of the TSX Venture Exchange for disclosure of a qualifying transaction in a CPC filing statement or a reverse takeover in a filing statement referred to in paragraph 2.7(3)(b) of the Regulation.";

(b) by replacing the instructions with the following:

"*INSTRUCTIONS*

(1) If an issuer is required to include disclosure under subsection 11.3(2), it must include the historical financial statements of any entity that was a party to the restructuring transaction and any other information contained in the information circular, CPC filing statement or other filing statement of the TSX Venture Exchange that was used to construct financial statements for the issuer.

(2) The disclosure referenced in instruction (1) must be presented in a way that supplements, but does not replace, the disclosure required to be made for a transaction that constitutes a significant acquisition for the issuer or a reverse takeover in which the issuer was involved.";

(10) by adding, after item 11.4, the following:

"**11.5. Additional Disclosure for Issuers of Asset-Backed Securities**

If the issuer has not filed or has not been required to file interim financial statements and related MD&A in respect of an interim period subsequent to the financial year in respect of which it has included annual financial statements in the short form prospectus because it is not a reporting issuer and is qualifying to file the short form prospectus under section 2.6 of the Regulation, include the interim financial statements and related MD&A that the issuer would have been required to incorporate by reference under paragraph 3 of subsection 11.1(1) if the issuer were a reporting issuer at the relevant time.";

(11) by replacing, in item 15.3, the word "that" with the word "the" and by adding, at the end, the words "and the disclosure is correct as at the date of the prospectus";

(12) by replacing, in item 20.1, the words "revisions of the price of damages" with the words "revisions of the price or damages";

(13) by adding, after item 20.2, the following:

"**20.3. Convertible, Exchangeable or Exercisable Securities**

In the case of an offering of convertible, exchangeable or exercisable securities in which additional amounts are payable or may become payable upon conversion, exchange or exercise, provide a statement in the following form:

"In an offering of [*state name of convertible, exchangeable or exercisable securities*], investors are cautioned that the statutory right of action for damages for a misrepresentation contained in the prospectus is limited, in certain provincial [and territorial] securities legislation, to the price at which the [*state name of convertible, exchangeable or exercisable securities*] is offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces [and territories], if the purchaser pays additional amounts upon [conversion, exchange or exercise] of the security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces [and territories]. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province [or territory] for the particulars of this right of action for damages or consult with a legal adviser.".

INSTRUCTION

For greater certainty, in the case of a short form prospectus that is a base shelf prospectus under Regulation 44-102 respecting Shelf Distributions, issuers must include the above statement, unless it is stated in the base shelf prospectus that no convertible, exchangeable or exercisable securities will be offered, or that such securities may be offered but no amounts will be payable to convert, exchange or exercise those securities.".

9. This Regulation comes into force on May 14, 2013.

2670

M.O., 2013-06

Order number V-1.1-2013-06 of the Minister of Finance and the Economy, April 30, 2013

Securities Act
(chapter V-1.1)

CONCERNING the Regulation to amend Regulation 44-102 respecting shelf distributions

WHEREAS subparagraphs 1, 6 and 8 of section 331.1 of the Securities Act (chapter V-1.1) stipulate that the *Autorité des marchés financiers* may make regulations concerning the matters referred to in those paragraphs;

WHEREAS the third and fourth paragraphs of section 331.2 of the said Act stipulate that a draft regulation shall be published in the Bulletin of the Authority, accompanied with the notice required under section 10 of the Regulations Act (chapter R-18.1) and may not be submitted for approval or be made before 30 days have elapsed since its publication;

WHEREAS the first and fifth paragraphs of the said section stipulate that every regulation made under section 331.1 must be approved, with or without amendment, by the Minister of Finance and comes into force on the date of its publication in the *Gazette officielle du Québec* or any later date specified in the regulation;

WHEREAS Regulation 44-102 respecting shelf distributions was made by the decision no. 2001-C-0201 on May 22, 2001 (Supplément au Bulletin de la Commission des valeurs mobilières du Québec, volume 32, no. 22 of June 1, 2001);

WHEREAS there is cause to amend this regulation;

WHEREAS the draft Regulation to amend Regulation 44-102 respecting shelf distributions was published in the Bulletin de l'Autorité des marchés financiers, volume 8, no. 28 of July 15, 2011;

WHEREAS the *Autorité des marchés financiers* made, on April 3, 2013, by the decision no. 2013-PDG-0050, Regulation to amend Regulation 44-102 respecting shelf distributions;

WHEREAS there is cause to approve this regulation without amendment;

CONSEQUENTLY, the Minister of Finance and the Economy approves without amendment the Regulation to amend Regulation 44-102 respecting shelf distributions appended hereto.

April 30, 2013

NICOLAS MARCEAU,
Minister of Finance and the Economy

REGULATION TO AMEND REGULATION 44-102 RESPECTING SHELF DISTRIBUTIONS

Securities Act
(chapter V-1.1, s. 331.1, par. (1), (6) and (8))

1. Section 5.6 of Regulation 44-102 respecting Shelf Distributions is amended by inserting, after paragraph 6, the following:

"6.1. The information required under item 7A of Form 44-101F1 for securities that may be distributed under the base shelf prospectus, if the specific series or class of securities that will be distributed under the base shelf prospectus is not known on the date the base shelf prospectus is filed.".

2. Section 7.2 of the Regulation is amended:

(1) by inserting, after paragraph (1), the following:

"(1.1) Despite subsection (1), if the expert whose consent is required is a "qualified person" as defined in Regulation 43-101 respecting Standards of Disclosure for Mineral Projects (M.O. 2005-23, 05-11-30), the issuer is not required to file the consent of the qualified person if

(a) the qualified person's consent is required in connection with a technical report that was not required to be filed with the preliminary base shelf prospectus,

(b) the qualified person was employed by a person at the date of signing the technical report,

(c) the principal business of the person is providing engineering or geoscientific services, and

(d) the issuer files the consent of the person.

"(1.2) A consent filed under subsection (1.1) must be signed by an individual who is an authorized signatory of the person and who falls within paragraphs (a), (b), (d) and (e) of the definition of "qualified person" in Regulation 43-101 respecting Standards of Disclosure for Mineral Projects (M.O. 2005-23, 05-11-30).";

(2) by inserting, after "subsection (1)", "or subsections (1.1) and (1.2)".

3. Section 9.1 of the Regulation is amended by replacing, in paragraph (1), "Despite section 6.1 of Regulation 44-101 respecting Short Form Prospectus Distributions (M.O. 2005-24, 05-11-30)" with "Despite section 7.2 of Regulation 41-101 respecting General Prospectus Requirements (M.O. 2008-05, 08-03-04)".

4. Appendix A of the Regulation is amended by replacing, in the French text of paragraph (c) of section 2.1, the words "personne ou société" with the word "personne".

5. This Regulation comes into force on May 14, 2013.

2671

M.O., 2013-07

Order number V-1.1-2013-07 of the Minister of Finance and the Economy, April 30, 2013

Securities Act
(chapter V-1.1)

CONCERNING the Regulation to amend Regulation 81-101 respecting mutual fund prospectus disclosure

WHEREAS subparagraphs 1, 3, 8, 11 and 34 of section 331.1 of the Securities Act (chapter V-1.1) stipulate that the *Autorité des marchés financiers* may make regulations concerning the matters referred to in those paragraphs;

WHEREAS the third and fourth paragraphs of section 331.2 of the said Act stipulate that a draft regulation shall be published in the Bulletin of the Authority, accompanied with the notice required under section 10 of the Regulations Act (chapter R-18.1) and may not be submitted for approval or be made before 30 days have elapsed since its publication;

WHEREAS the first and fifth paragraphs of the said section stipulate that every regulation made under section 331.1 must be approved, with or without amendment, by the Minister of Finance and comes into force on the date of its publication in the *Gazette officielle du Québec* or any later date specified in the regulation;

WHEREAS Regulation 81-101 respecting mutual fund prospectus disclosure was made by the decision no. 2001-C-0283 on June 12, 2001 (Supplément au Bulletin de la Commission des valeurs mobilières du Québec, volume 32, no. 26 of June 29, 2001);

WHEREAS there is cause to amend this regulation;

WHEREAS the draft Regulation to amend Regulation 81-101 respecting mutual fund prospectus disclosure was published in the Bulletin de l'Autorité des marchés financiers, volume 8, no. 28 of July 15, 2011;

WHEREAS the *Autorité des marchés financiers* made, on April 3, 2013, by the decision no. 2013-PDG-0051, Regulation to amend Regulation 81-101 respecting mutual fund prospectus disclosure;

WHEREAS there is cause to approve this regulation without amendment;

CONSEQUENTLY, the Minister of Finance and the Economy approves without amendment the Regulation to amend Regulation 81-101 respecting mutual fund prospectus disclosure appended hereto.

April 30, 2013

NICOLAS MARCEAU,
Minister of Finance and the Economy

REGULATION TO AMEND REGULATION 81-101 RESPECTING MUTUAL FUND PROSPECTUS DISCLOSURE

Securities Act
(chapter V-1.1, s. 331.1, par. (1), (3), (8), (11) and (34))

1. Section 1.1 of Regulation 81-101 respecting Mutual Fund Prospectus Disclosure is amended:

(1) by deleting the definition of the expression "Personal Information Form and Authorization";

(2) by inserting, after the definition of the expression "Part B Section", the following:

""personal information form" means

(a) a completed Schedule 1 of Appendix A to Regulation 41-101 respecting General Prospectus Requirements (chapter V-1.1, r. 14), or

(b) a completed TSX/TSXV personal information form submitted by an individual to the Toronto Stock Exchange or to the TSX Venture Exchange to which is attached a completed certificate and consent in the form set out in Schedule 1 – Part B of Appendix A to Regulation 41-101 respecting General Prospectus Requirements;

""predecessor personal information form" means

(a) a completed Schedule 1 of Appendix A to Regulation 41-101 respecting General Prospectus Requirements in the form that was in effect from March 17, 2008 until May 14, 2013, or

(b) a completed TSX/TSXV personal information form to which is attached a completed certificate and consent in the form that was in effect between March 17, 2008 and May 14, 2013;";

(3) by adding, after the definition of the term "single SP", the following, and making the necessary changes:

""TSX/TSXV personal information form" means a completed personal information form of an individual in compliance with the requirements of Form 4 for the Toronto Stock Exchange or Form 2A for the TSX Venture Exchange, as applicable, each as amended from time to time.".

2. Section 2.3 of the Regulation is amended:

(1) by replacing subparagraph (ii) of subparagraph (b) of paragraph (1) with the following:

"(ii) a personal information form for:

(A) each director and executive officer of the mutual fund;

(B) each director and executive officer of the manager of the mutual fund;

(C) each promoter of the mutual fund;

(D) if the promoter is not an individual, each director and executive officer of the promoter,";

(2) by inserting, after paragraph (1), the following:

"(1.1) Despite subparagraph (1)(b)(ii), a mutual fund is not required to deliver to the regulator or, in Québec, the securities regulatory authority a personal information form for an individual if the mutual fund, the mutual fund's manager, another issuer or the manager of another investment fund issuer, previously delivered a personal information form for the individual and all of the following are satisfied:

(a) the certificate and consent included in or attached to the personal information form was executed by the individual within three years preceding the date of filing of the preliminary simplified prospectus, preliminary annual information form and preliminary fund facts document for each class or series of securities of the mutual fund;

(b) the responses given by the individual to questions 6 through 10 of the individual's personal information form are correct as at a date that is no earlier than 30 days before the filing of the preliminary simplified prospectus, preliminary annual information form and preliminary fund facts document for each class or series of securities of the mutual fund;

(c) if the personal information form was previously delivered to the regulator or, in Québec, the securities regulatory authority by another issuer, the issuer delivers to the regulator or, in Québec, the securities regulatory authority, concurrently with the filing of the preliminary simplified prospectus, preliminary annual information form and preliminary fund facts document for each class or series of securities of the mutual fund, a copy of the previously delivered personal information form or alternative information that is satisfactory to the regulator or, in Québec, the securities regulatory authority.

"(1.2) Until May 14, 2016, subparagraph (1)(b)(ii) does not apply to a mutual fund in respect of the delivery of a personal information form for an individual if the mutual fund, the mutual fund's manager, another issuer or the manager of another investment fund issuer previously delivered to the regulator or, in Québec, the securities regulatory authority a predecessor personal information form for the individual and all of the following are satisfied:

(a) the certificate and consent included in or attached to the predecessor personal information form was executed by the individual within three years preceding the date of filing of the preliminary simplified prospectus, preliminary annual information form and preliminary fund facts document for each class or series of securities of the mutual fund;

(b) the responses given by the individual to questions 4(B) and (C) and questions 6 through 9 or, in the case of a TSX/TSXV personal information form in effect after September 8, 2011, questions 6 through 10, of the individual's predecessor personal information form are correct as at a date that is no earlier than 30 days before the filing of the preliminary simplified prospectus, preliminary annual information form and preliminary fund facts document for each class or series of securities of the mutual fund.";

(3) in paragraph (2):

(a) by inserting, after subparagraph (ii) of subparagraph (a), the following and making the necessary changes:

"(ii.1) a copy of the following documents and a copy of any amendment to the following documents that have not previously been filed:

(A) by-laws or other corresponding instruments currently in effect,

(B) any securityholder or voting trust agreement that the mutual fund has access to and that can reasonably be regarded as material to an investor in securities of the mutual fund, and";

(b) in subparagraph (b):

(i) by deleting subparagraph (iii);

(ii) by replacing subparagraph (iv) with the following:

"(iv) a personal information form for:

(A) each director and executive officer of the mutual fund;

(B) each director and executive officer of the manager of the mutual fund;

(C) each promoter of the mutual fund;

(D) if the promoter is not an individual, each director and executive officer of the promoter, and";

(4) by inserting, after paragraph (2), the following:

"(2.1) Despite subparagraph (2)(b)(iv), a mutual fund is not required to deliver to the regulator or, in Québec, the securities regulatory authority a personal information form for an individual if the mutual fund, the mutual fund's manager, another issuer or the manager of another investment fund issuer previously delivered a personal information form for the individual and all of the following are satisfied:

(a) the certificate and consent included in or attached to the personal information form was executed by the individual within three years preceding the date of filing of the *pro forma* simplified prospectus, *pro forma* annual information form and *pro forma* fund facts document for each class or series of securities of the mutual fund;

(b) the responses given by the individual to questions 6 through 10 of the individual's personal information form are correct as at a date that is no earlier than 30 days before the filing of the *pro forma* simplified prospectus, *pro forma* annual information form and *pro forma* fund facts document for each class or series of securities of the mutual fund;

(c) if the personal information form was previously delivered to the regulator or, in Québec, the securities regulatory authority by another issuer, the issuer delivers to the regulator or, in Québec, the securities regulatory authority, concurrently with the filing of the *pro forma* simplified prospectus, *pro forma* annual information form and *pro forma* fund facts document for each class or series of securities of the mutual fund, a copy of the previously delivered personal information form or alternative information that is satisfactory to the regulator or, in Québec, the securities regulatory authority.

"(2.2) Until May 14, 2016, subparagraph (2)(b)(iv) does not apply to a mutual fund in respect of the delivery of a personal information form for an individual if the mutual fund, the mutual fund's manager, another issuer or the manager of another investment fund issuer previously delivered to the regulator or, in Québec, the securities regulatory authority a predecessor personal information form for the individual and all of the following are satisfied:

(a) the certificate and consent included in or attached to the predecessor personal information form was executed by the individual within three years preceding the date of filing of the *pro forma* simplified prospectus, *pro forma* annual information form and *pro forma* fund facts document for each class or series of securities of the mutual fund;

(b) the responses given by the individual to questions 4(B) and (C) and questions 6 through 9 or, in the case of a TSX/TSXV personal information form in effect after September 8, 2011, questions 6 through 10, of the individual's predecessor personal information form are correct as at a date that is no earlier than 30 days before the filing of the *pro forma* simplified prospectus, *pro forma* annual information form and *pro forma* fund facts document for each class or series of securities of the mutual fund.";

(5) by inserting, after subparagraph (i) of subparagraph (a) of paragraph (3), the following:

"(i.1) a copy of the following documents and a copy of any amendment to the following documents that have not previously been filed:

(A) by-laws or other corresponding instruments currently in effect;

(B) any securityholder or voting trust agreement that the mutual fund has access to and that can reasonably be regarded as material to an investor in securities of the mutual fund;".

3. Section 3.1 of the Regulation is amended by inserting, after paragraph (1.1), the following:

"(1.2) If the mutual fund has not yet filed comparative annual financial statements of the mutual fund, the most recently filed interim financial statements of the mutual fund that were filed before or after the date of the simplified prospectus.

"(1.3) If the mutual fund has not yet filed interim financial statements or comparative annual financial statements of the mutual fund, the audited balance sheet that was filed with the simplified prospectus.

"(1.4) If the mutual fund has not yet filed an annual management report of fund performance of the mutual fund, the most recently filed interim management report of fund performance of the mutual fund that was filed before or after the date of the simplified prospectus.".

4. Form 81-101F1 of the Regulation is amended by replacing, in the French text of Part B, paragraph (2) of item 9 with the following:

"2) Pour les fonds du marché monétaire, présenter de l'information indiquant que, bien que l'OPC ait l'intention de maintenir un prix constant pour ses titres, il n'y a aucune garantie que le prix ne fluctuera pas.".

5. Form 81-101F2 of the Regulation is amended:

(1) by replacing, in paragraph (3) of item 1.1, the word "distributed" with the word "sold";

(2) by replacing, in paragraph (3) of item, 1.2, the word "distributed" with the word "sold";

(3) in item 10.2:

(a) by inserting, in paragraph (2) and after the words "directors and", the word "executive";

(b) by inserting, in paragraphs (3) and (4) and after the words "director or", the word "executive";

(4) in item 10.6:

(a) by inserting, in the title and after "**Directors,**", the word "**Executive**";

(b) by inserting, in paragraph (1) and after the word "directors or", the word "executive";

(c) by replacing, in paragraph (4), the words "officer or trustee is that of a partner, director or officer " with "executive officer or trustee is that of a partner, director or executive officer";

(d) by inserting, in paragraph (5) and after the words "director or", the word "executive";

(5) by replacing subparagraph (f) of paragraph (1) of item 16 with the following:

"(f) any other contract or agreement that is material to the mutual fund.";

(6) by replacing paragraph (1) of item 22 with the following:

"(1) Include a certificate of the principal distributor of the mutual fund that states:

"To the best of our knowledge, information and belief, this annual information form, together with the simplified prospectus and the documents incorporated by reference into the simplified prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as required by the securities legislation of [insert the jurisdictions in which qualified] and do not contain any misrepresentations.".".

5. This Regulation comes into force on May 14, 2013.

2672

Draft Regulations

Draft Regulation

An Act respecting parental insurance
(chapter A-29.011)

Regulation
— Amendment

Notice is hereby given, in accordance with sections 10 and 11 of the Regulations Act (chapter R-18.1), that the Regulation to amend the Regulation under the Act respecting parental insurance, made by the Conseil de gestion de l'assurance parentale, appearing below, may be approved by the Government, with or without amendment, on the expiry of 45 days following this publication.

The draft Regulation provides for the possibility of extending the benefit period of a person whose child is dead or missing, having been the victim of a probable Criminal Code offence, and an increase in the number of weeks for which that period may be extended for the person whose child is seriously ill.

The draft Regulation has no negative impact on enterprises, including small and medium-sized businesses.

Further information may be obtained by contacting Shadi J. Wazen, 1122, Grande-Allée Ouest, 1er étage, bureau 104, Québec (Québec) G1S 1E5; telephone: 418 528-1608; fax: 418 643-6738.

Any person wishing to comment on the draft Regulation is requested to submit written comments within the 45-day period to the President and Director General of the Conseil de gestion de l'assurance parentale, 1122, Grande-Allée Ouest, 1er étage, bureau 104, Québec (Québec) G1S 1E5; telephone: 418 643-1009; fax: 418 643-6738.

AGNÈS MALTAIS,
Minister of Employment and Social Solidarity

Regulation to amend the Regulation under the Act respecting parental insurance

An Act respecting parental insurance
(chapter A-29.011, ss. 7, 8 and 23)

1. The Regulation under the Act respecting parental insurance (chapter A-29.011, r. 2) is amended in section 34

(1) by adding the following after subparagraph 5 of the first paragraph:

"(6) the person's minor child is dead or missing, having been the victim of a probable offence to the Criminal Code (R.S.C. 1985, c. C-46).";

(2) by replacing the second paragraph by the following:

"The benefit period is extended by the number of full weeks that the situation lasts, except that that number may not exceed

(1) 15 weeks in the case provided for in subparagraph 2 of the first paragraph;

(2) 6 weeks in the case provided for in subparagraph 3 of the first paragraph, that number is however of 41 weeks if the person's presence is required with a child;

(3) 35 weeks in the case provided for in subparagraph 6 of the first paragraph.".

2. Section 36 is amended

(1) by adding the following after subparagraph 2 of the first paragraph:

"(3) the person's minor child is dead or missing, having been the victim of a probable offence to the Criminal Code (R.S.C. 1985, c. C-46).";

(2) by replacing the second paragraph by the following:

"The benefit period is extended by the number of full weeks that the situation lasts, except that that number may not exceed

(1) 15 weeks in the case provided for in subparagraph 1 of the first paragraph;

(2) 6 weeks in the case provided for in subparagraph 2 of the first paragraph, that number is however of 41 weeks if the person's presence is required with a child;

(3) 35 weeks in the case provided for in subparagraph 3 of the first paragraph.".

3. This Regulation comes into force on the fifteenth day following the date of its publication in the *Gazette officielle du Québec.*

2655

Draft Regulation

Professional Code
(chapter C-26)

Notaries
— Professional activities that may be engaged in by persons other than notaries

Notice is hereby given, in accordance with sections 10 and 11 of the Regulations Act (chapter R-18.1), that the Regulation respecting professional activities that may be engaged in by persons other than notaries, adopted by the board of directors of the Chambre des notaires du Québec and appearing below, may be submitted to the Government which may approve it, with or without amendment, on the expiry of 45 days following this publication.

The main purpose of the draft Regulation is to allow persons who serve a professional training period to engage in certain activities reserved for notaries.

The draft Regulation has no impact on enterprises, including small and medium-sized businesses.

Further information may be obtained by contacting Nathalie Provost, notary, Direction des services juridiques, Chambre des notaires du Québec, 600-1801, avenue McGill College, Montréal (Québec) H3A 0A7; telephone: 514 879-1793, extension 5222, or 1 800 263-1793, extension: 5222; fax: 514 879-1923; email: nathalie.provost@cnq.org

Any person wishing to comment on the matter is requested to submit written comments within the 45-day period to the Chair of the Office des professions du Québec, 800, place D'Youville, 10e étage, Québec (Québec) G1R 5Z3. The comments will be forwarded by the Office to the Minister of Justice and may also be sent to the professional order that adopted the Regulation, the Chambre des notaires du Québec, and to interested persons, departments and bodies.

JEAN PAUL DUTRISAC,
Chair of the Office des professions du Québec

Regulation respecting professional activities that may be engaged in by persons other than notaries

Professional Code
(chapter C-26, s. 93, par. *h*)

1. A person completing an internship under paragraph 2 of section 2 of the Regulation respecting terms and conditions for the issuance of permits by the Chambre des notaires du Québec, approved by the Office des professions du Québec on (*date*), may, under the supervision and responsibility of a notary authorized for this purpose by the academic institution concerned, engage in any notarial activity that does not fall within the jurisdiction of a public officer.

2. This Regulation comes into force on 1 January 2014.

2653

Draft Regulation

Professional Code
(chapter C-26)

Psychoeducators
— Code of ethics

Notice is hereby given, in accordance with sections 10 and 11 of the Regulations Act (chapter R-18.1), that the Code of ethics of psychoeducators, adopted by the board of directors of the Ordre des psychoéducateurs et psychoéducatrices du Québec and appearing below, may be submitted to the Government which may approve it, with or without amendment, on the expiry of 45 days following this publication.

The Regulation replaces the Code of ethics of the members of the Ordre des conseillers et conseillères d'orientation et des psychoéducateurs et psychoéducatrices du Québec (chapter C-26, r. 68), which became applicable to psychoeducators when the Ordre des psychoéducateurs et psychoéducatrices du Québec was created.

The amendments made by the new Regulation mainly update and specify the duties and obligations of psychoeducators towards the client, the public and the profession so as to better protect the public, following the creation of the distinct order.

The draft Regulation has no impact on enterprises, including small and medium-sized businesses.

Further information may be obtained by contacting Renée Verville, director general and secretary of the Ordre des psychoéducateurs et psychoéducatrices du Québec, 1600, boulevard Henri-Bourassa Ouest, bureau 510, Montréal (Québec) H3M 3E2; telephone: 514 333-6601 or 1 877 913-6601; fax: 514 333-7502; email: rverville@ordrepsed.qc.ca

Any person wishing to comment on the matter is requested to submit written comments within the 45-day period to the Chair of the Office des professions du Québec, 800, place D'Youville, 10e étage, Québec (Québec) G1R 5Z3. The comments will be forwarded by the Office to the Minister of Justice and may also be sent to the Order and to interested persons, departments and bodies.

JEAN PAUL DUTRISAC,
Chair of the Office des professions du Québec

Code of ethics of psychoeducators

Professional Code
(chapter C-26, s. 87)

DIVISION I
PRELIMINARY

1. This Code determines the duties and obligations that must be discharged by psychoeducators, regardless of the context or manner in which they carry on their professional activities or the nature of their contractual relationship with clients.

The duties and obligations under the Professional Code (chapter C-26) and its regulations are not modified in any manner owing to the fact that a psychoeducator carries on professional activities within a partnership or joint-stock company.

2. Psychoeducators may not exempt themselves, even indirectly, from a duty or obligation contained in this Code.

3. Psychoeducators must take all reasonable means so that every person who collaborates with them in the practice of their profession, and any partnership or joint-stock company within which they carry on their professional activities, comply with the Professional Code and its regulations, including this Code.

4. Psychoeducators may not perform any act or behave in any manner that is contrary to what is generally admissible in the practice of the profession, or that is likely to tarnish the image of the profession.

DIVISION II
DUTIES AND OBLIGATIONS TOWARDS THE CLIENT, THE PUBLIC AND THE PROFESSION

§1. Quality of the professional relationship

5. In their practice, psychoeducators must show respect for the dignity and freedom of persons and refrain from any form of discrimination.

If psychoeducators consider that they are unable to ensure the quality of the professional relationship in compliance with the obligations referred to in the first paragraph, they must refer their client to another psychoeducator.

6. Psychoeducators must refrain from acting in any manner that may affect the physical, mental or emotional integrity of the person with whom they establish a relationship in the practice of their profession.

7. Psychoeducators must act with diligence and availability.

8. Psychoeducators must seek to establish and maintain a relationship of trust with their client.

9. Psychoeducators must refrain from interfering in the personal affairs of their client on subjects that are not relevant to the practice of the profession.

10. During the professional relationship, psychoeducators must not establish relations of an intimate, amorous or sexual nature with their client or a relative of the client.

The duration of the professional relationship is determined taking into account the nature of the problems and the duration of professional services provided, the client's vulnerability and the likelihood of having to provide professional services to the client again.

11. Psychoeducators may not refuse or cease to act on behalf of a client, without just and reasonable grounds, in particular

(1) the inability to establish or maintain a relationship of trust with their client;

(2) a real or apparent conflict of interest or in a situation in which their professional independence could be questioned;

(3) inducement by their client or a relative of the client to perform illegal acts or acts that are contrary to the provisions of this Code;

(4) non-compliance by their client with the conditions agreed on to provide services, including professional fees, and the impossibility of negotiating with the client a reasonable agreement to reinstate the conditions.

12. Before refusing or ceasing to carry on their professional activities with a client, psychoeducators must so inform the client and take the necessary measures to avoid any prejudice to the client.

13. Psychoeducators must inform their client as soon as possible of any action, taken in connection with a professional service, that may be prejudicial to the client.

14. Psychoeducators must at all times acknowledge their client's right to consult another professional or any other competent person.

§2. Consent

15. Psychoeducators must, except in an emergency, obtain the free and enlightened consent of their client, the client's representative or parents, in the case of a child under 14 years of age, before providing professional services.

To enable their client to give free and enlightened consent, psychoeducators must inform the client of and ensure that the client understands

(1) the objective, nature, relevance and main terms of the professional services;

(2) the alternatives, limits and constraints on the professional service;

(3) the use of information obtained;

(4) the implications of sharing information with third persons or sending a report to third persons;

(5) the fees, the collection of interest on accounts and the terms of payment.

16. Psychoeducators must ensure that the consent remains free and enlightened throughout the professional relationship.

17. Psychoeducators must acknowledge the client's right to revoke his or her consent at any time.

§3. Confidential information

18. Psychoeducators must preserve the secrecy of all confidential information that becomes known to them in the practice of their profession.

Psychoeducators may be released from their obligation of professional secrecy only where so authorized by their client or where so ordered or expressly authorized by law.

In order to obtain the client's authorization, psychoeducators must inform the client of the use and possible implications of the transmission of information.

19. In addition to the cases provided for in section 18, psychoeducators may communicate information that is protected by professional secrecy to prevent an act of violence, including a suicide, where they have reasonable cause to believe that there is an imminent danger of death or serious bodily injury to a person or an identifiable group of persons.

Despite the foregoing, psychoeducators may only communicate the information to a person exposed to the danger or that person's representative, or to the persons who can come to that person's aid.

Psychoeducators may only communicate such information as is necessary to achieve the purposes for which the information is communicated.

20. Psychoeducators who, pursuant to section 19, communicate information protected by professional secrecy to prevent an act of violence must

(1) communicate the information immediately; and

(2) enter in the client's record as soon as possible

(a) the reasons supporting the decision to communicate the information; and

(b) the mode and subject of the communication and the name of the person to whom the information was given.

21. For the purpose of preserving professional secrecy, psychoeducators must

(1) refrain from any indiscreet conversation concerning their client and the professional services provided to the client;

(2) take the reasonable means with respect to their colleagues and persons under their supervision;

(3) not disclose that a client has required their professional services.

22. Where psychoeducators ask a client to disclose confidential information or where they allow a client to disclose such information, they must clearly inform the client of the various uses that could be made of the information.

23. Before transmitting a report to a third person, psychoeducators must obtain explicit authorization from the client after the client has been made aware of the information in the report.

24. Psychoeducators who transmit confidential information, in particular within a multidisciplinary or interdisciplinary team or an institutional program, must limit the transmission to information that is relevant and necessary to achieve the objectives pursued.

25. Psychoeducators may not reveal or communicate the results of an evaluation obtained with measurement or evaluation instruments without the written authorization of their client.

26. Psychoeducators may only transmit the raw, unprocessed data resulting from an evaluation to a competent professional.

27. When psychoeducators cease to perform their professional duties for an employer, they must inform their employer of the confidential information contained in the records for which they were responsible and propose the necessary measures to preserve the confidentiality of such information. If the confidentiality of the information could be compromised, they must notify the secretary of the Ordre des psychoéducateurs et psychoéducatrices du Québec.

§4. Accessibility and rectification of records

28. Psychoeducators must respond promptly, at the latest within 20 days of its receipt, to any request made by a client to consult or obtain a copy of documents that concern the client in his or her record.

Psychoeducators may charge the client reasonable fees not exceeding the cost of reproducing or transcribing documents or the cost of transmitting a copy of the documents.

Before transcribing, reproducing or transmitting the documents, psychoeducators who intend to charge such fees must inform the client of the approximate amount to be paid.

29. Psychoeducators must respond promptly, at the latest within 20 days of its receipt, to any request made by a client to have information that is inaccurate, incomplete, ambiguous, outdated or unjustified corrected or deleted in any document concerning the client. In addition, psychoeducators must notify the client of the client's right to make written comments and file them in the record.

Psychoeducators must give the client, free of charge, a duly dated copy of the document or part of the document filed in the record so that the client may verify that the information has been corrected or deleted or, as applicable, give the client an attestation stating that the client's written comments have been filed in the record.

Psychoeducators must forward a copy, free of charge, of the corrected information or an attestation stating that the information has been deleted or, as applicable, that the written comments have been filed in the record, to every person from whom psychoeducators received the information that was the subject of the correction, deletion or comments, and to every person to whom the information was communicated.

30. Psychoeducators who deny a client access to information contained in the client's record, where authorized by law, or who refuse to grant a client's request to correct or delete information in any document concerning the client must inform the client in writing of the reasons for the refusal and enter them in the record.

31. Psychoeducators must respond promptly, at the latest within 20 days of its receipt, to any written request from a client to have a document returned to the client.

§5. Professional independence and conflict of interest

32. Psychoeducators must act with objectivity and subordinate their personal interests or, where applicable, those of their employer, colleagues or a third person who pays fees to those of their client.

33. Psychoeducators must safeguard their professional independence at all times, in particular,

(1) by ignoring any intervention by a third person that could influence their professional judgment or the performance of their professional activities to the detriment of their client;

(2) by avoiding to use their professional relationship to obtain for themselves or a third person benefits of any nature;

(3) by avoiding any real or apparent situation of conflict of interest, including when the interests are such that psychoeducators may tend to favour certain of them over those of their client, or where their integrity and loyalty towards the client may be unfavourably affected.

34. Psychoeducators who become aware that they are in a real or apparent conflict of interest must notify their client and take the means necessary to ensure that the situation does not cause prejudice to the client.

35. Psychoeducators must not urge a person insidiously, pressingly or repeatedly to retain their professional services or to participate in research.

36. Psychoeducators must not perform unwarranted professional acts or unnecessarily increase the number of such professional acts, and must refrain from performing acts that are inappropriate or disproportionate to the client's needs.

37. Psychoeducators must not issue, out of kindness or for any other reason, inaccurate receipts, falsify or destroy part of or an entire report or record.

38. Except for the remuneration to which they are entitled, psychoeducators may not receive, pay or offer to pay any benefit, rebate or commission relating to the practice of their profession except for customary tokens of appreciation and gifts of small value.

39. Psychoeducators must refrain from exerting any undue pressure to influence the board of directors of the Order, a committee or council of the Order or any other person acting on behalf of the Order.

§6. Quality of practice

40. Psychoeducators must discharge their professional obligations with competence, loyalty and integrity.

41. Psychoeducators must avoid any misrepresentation with respect to their competence or the efficiency of their own services or those generally provided by the members of their profession or, where applicable, those generally provided by persons who work with them or who carry on their activities within the same partnership or joint-stock company as them.

42. Psychoeducators must practise their profession in keeping with good practice and generally accepted standards.

43. Psychoeducators must ensure the quality of their professional services offered to the public, in particular,

(1) by ensuring that their level of competence is kept up to date and developed;

(2) by assessing the quality of their evaluations and actions; and

(3) by promoting education and information measures in the field in which they practise.

44. Before providing professional services, psychoeducators must evaluate their proficiency, knowledge and the means at their disposal.

As soon as the interest of their client so requires, psychoeducators must obtain the assistance from another psychoeducator or another professional, or refer the client to one of them.

45. Psychoeducators may not issue findings or give opinions or advice unless they have sufficient knowledge and understanding of the facts to do so.

46. Psychoeducators who produce a written or oral report must limit its content to the interpretations, findings and recommendations based on their professional expertise and related to the practice of the profession.

47. Psychoeducators must refrain from practising their profession if their state of health is an obstacle to doing so, or in any condition or state that may compromise the quality of their professional services or the dignity and image of the profession.

48. Psychoeducators must not, by any means of communication whatsoever, utter words, publish writings, distribute photographs, pictures, videos or perform any other act that is contrary to the provisions of this Code or urge any person to do so.

49. Psychoeducators must take the means necessary to not compromise the psychometric validity of a test by revealing the protocol to their client.

50. Psychoeducators must recognize the inherent limits of the measurement instruments they use and exercise caution in interpreting the psychometric material, in particular taking into account

(1) the specific characteristics of the tests or of the client that may interfere with their judgment or affect the validity of their interpretation;

(2) the context of the intervention; and

(3) factors that could affect the validity of the measurement instruments and necessitate changes in the administering of tests or the weighting of standards.

51. Psychoeducators must assume full personal civil liability. They may not evade or attempt to evade personal civil liability, by any means whatsoever, in particular by invoking the liability of the partnership or joint-stock company within which they carry on their professional activities or that of another person practising within that partnership or joint-stock company or by requesting that their client or the client's representative renounce any recourse in case of professional negligence on their part.

§7. Professional collaboration and commitment

52. To the extent of their resources, qualifications and experience, psychoeducators must participate in the development and quality of the profession in particular by accompanying students and by sharing with other psychoeducators.

To the same extent, psychoeducators must collaborate with the Order in fulfilling its duties, including its duty to ensure the protection of the public.

53. Psychoeducators consulted by another psychoeducator must provide their opinion and recommendations within a reasonable time. If unable to do so, they must so notify the other psychoeducator as quickly as possible.

54. Psychoeducators must not use unfair practices against any person with whom they have a professional relationship or damage the person's reputation or breach the person's trust.

55. Psychoeducators may not take credit for work not performed by them.

56. Psychoeducators must notify the Order of the fact that a person who is not a member is using the title or abbreviations reserved for psychoeducators or is illegally practising activities reserved for them.

57. Psychoeducators must inform the Order if they suspect that the competence or conduct of another psychoeducator is derogatory to the dignity of the profession.

58. Unless they have serious grounds for refusing, psychoeducators must accept to participate in a council of arbitration of accounts, a disciplinary council, a professional inspection committee or a review committee.

59. Psychoeducators must collaborate and reply to any request made by a syndic, an inspector, a member of the professional inspection committee or the secretary of the Order and psychoeducators must do so within the time and using the method of communication determined by them.

60. In no circumstances may a psychoeducator, on being informed of an inquiry into the psychoeducator's professional conduct or competence or on being served with a complaint, communicate with the person who requested the inquiry or made the complaint or with any other person involved in the inquiry or complaint, without the prior written authorization of the syndic.

§8. Research

61. Psychoeducators who undertake, participate or collaborate in research involving persons must ensure that the project has been approved by a research ethics committee. To that end, psychoeducators must

(1) inform each of the subjects or representative of the project's objectives and the manner in which it will be conducted and the advantages, risks or disadvantages related to the person's participation;

(2) obtain free and enlightened consent;

(3) inform the research subject or representative that the consent is revocable at any time.

62. Where the carrying out of a research activity is likely to cause prejudice to persons or the community, psychoeducators who participate in research must advise the research ethics committee or another appropriate authority.

63. Psychoeducators must cease any form of participation in a research activity if the disadvantages for the subjects appear to outweigh the expected benefits.

64. Psychoeducators must not voluntarily conceal the negative results of research in which they have taken part.

§9. Fees

65. Psychoeducators must charge and accept fair and reasonable fees, taking into account

(1) their experience and particular competence;

(2) the time required to provide the professional services;

(3) the nature and complexity of the professional services;

(4) the performance of professional services that are unusual or provided in unusual conditions; and

(5) exceptional competence or celerity necessary to provide professional services.

66. Psychoeducators may only claim fees for professional services provided.

Psychoeducators may, however, claim reasonable cancellation fees for missed appointments.

67. Psychoeducators must claim from their client in writing their fees and cancellation fees, where applicable.

68. Psychoeducators must produce an intelligible statement of fees to their client and provide them with all explanations necessary to an understanding of the statement.

69. Outstanding accounts of psychoeducators bear interest at the rate agreed in advance with their client.

70. Before instituting legal proceedings, psychoeducators must have exhausted all means available to recover their fees and other expenses.

§10. Obligations and restrictions respecting advertising

71. Psychoeducators may not use or allow to be used in advertising any endorsement or statement of gratitude in their regard other than awards for excellence and other merits related to the practice of the profession.

72. In all advertising, psychoeducators must refrain from adopting attitudes, methods or using advertising practices likely to impart a mercantile character to the profession.

73. All advertising must indicate the psychoeducator's name along with the professional title. Where there are members of various professions included in the name of a partnership or joint-stock company, the title of each professional must appear.

74. Where psychoeducators reproduce the graphic symbol of the Order for advertising purposes, they must ensure that the symbol conforms to the original held by the Order.

75. Where psychoeducators use the graphic symbol of the Order in their advertising, they may not suggest that such advertising emanates from the Order.

76. Psychoeducators must refrain from participating as psychoeducators in any form of advertising that recommends that the public buy or use a product or service unrelated to the field of psychoeducation.

77. Psychoeducators must keep a copy of every advertisement for a period of 3 years following the date on which it was last broadcast or published. The copy must be given, on request, to the syndic, an inspector or member of the professional inspection committee.

78. This Code replaces the Code of ethics of the members of the Ordre des conseillers et conseillères d'orientation et des psychoéducateurs et psychoéducatrices du Québec (chapter C-26, r. 68).

79. This Code comes into force on the fifteenth day following the date of its publication in the *Gazette officielle du Québec.*

2654

Index

Abbreviations: **A**: Abrogated, **N**: New, **M**: Modified

	Page	Comments
Collective agreement decrees, An Act respecting… — Industrie de l'automobile – Saguenay–Lac-St-Jean — Levy of the Comité paritaire and amendment various regulations (chapter D-2)	1106	M
Construction contracts of public bodies. (An Act respecting contracting by public bodies, chapter C-65.1)	1093	M
Contracting by public bodies, An Act respecting… — Construction contracts of public bodies. (chapter C-65.1)	1093	M
Contracting by public bodies, An Act respecting… — Service contracts of public bodies. (chapter C-65.1)	1087	M
Contracting by public bodies, An Act respecting… — Supply contracts of public bodies. (chapter C-65.1)	1097	M
General prospectus requirements — Concordant regulations to Regulation 41-101 (Securities Act, chapter V-1.1)	1152	M
General prospectus requirements — Regulation 41-101 (Securities Act, chapter V-1.1)	1108	M
Highway Safety Code — Reciprocal Agreement on Driver's Licence Recognition between the gouvernement du Québec and the Republic of Austria, signed at Vienna, on 5 May 2009, and at Québec, on 30 July 2009 — Ratification and enactment of the Regulation giving effect to the Agreement (chapter C-24.2	1102	N
Industrie de l'automobile – Saguenay–Lac-St-Jean — Levy of the Comité paritaire and amendment various regulations. (An Act respecting collective agreement decrees, chapter D-2)	1106	M
Mutual fund prospectus disclosure — Regulation 81-101 (Securities Act, chapter V-1.1)	1176	M
Notaries — Professional activities that may be engaged in by persons other than notaries (Professional Code, chapter C-26)	1186	Draft
Nursing assistants — Certain professional activities which may be engaged in by nursing assistants. (Professional Code, chapter C-26)	1102	M
Parental insurance, An Act respecting… — Regulation (chapter A-29.001)	1185	Draft
Professional Code — Notaries — Professional activities that may be engaged in by persons other than notaries (chapter C-26)	1186	Draft

Professional Code — Nursing assistants — Certain professional activities which may be engaged in by nursing assistants (chapter C-26)	1102	M
Professional code — Psychoeducators — Code of ethics (chapter C-26)	1186	Draft
Psychoeducators — Code of ethics (Professional code, chapter C-26)	1186	Draft
Reciprocal Agreement on Driver's Licence Recognition between the gouvernement du Québec and the Republic of Austria, signed at Vienna, on 5 May 2009, and at Québec, on 30 July 2009 — Ratification and enactment of the Regulation giving effect to the Agreement (Highway Safety Code, chapter C-24.2)	1102	N
Securities Act — General prospectus requirements — Concordant regulations to Regulation 41-101 (chapter V-1.1)	1152	M
Securities Act — General prospectus requirements — Regulation 41-101 (chapter V-1.1)	1108	M
Securities Act — Mutual fund prospectus disclosure — Regulation 81-101 (chapter V-1.1)	1176	M
Securities Act — Shelf distributions — Regulation 44-102 (chapter V-1.1)	1174	M
Securities Act — Short form prospectus distribution — Regulation 44-101 (chapter V-1.1)	1159	M
Service contracts of public bodies (An Act respecting contracting by public bodies, chapter C-65.1)	1087	M
Shelf distributions — Regulation 44-102 (Securities Act, chapter V-1.1)	1174	M
Short form prospectus distribution — Regulation 44-101 (Securities Act, chapter V-1.1)	1159	M
Supply contracts of public bodies (An Act respecting contracting by public bodies, chapter C-65.1)	1097	M