

Draft Regulation

Securities Act
(chapter V-1.1, s. 331)

**System fees for SEDAR and NRD
— Regulation 13-102**

Notice is hereby given, in accordance with sections 10 and 11 of the Regulations Act (chapter R-18.1), that the “Regulation 13-102 respecting system fees for SEDAR and NRD”, appearing below, may be submitted to the Government for approval with or without amendment on the expiry of 45 days following this publication.

This draft Regulation, made under section 331 of the Securities Act (chapter V-1.1), sets out system fees payable to Canadian securities regulatory authorities, largely in connection with specified filings. It consolidates and replaces the existing system fee schedules found in the SEDAR Filer Manual and NRD User Guide.

Further information on the draft Regulation may be obtained by contacting Veerle Braeken, Director, Direction des pratiques commerciales, ministère des Finances et de l'Économie, 8, rue Cook, 4^e étage, Québec (Québec) G1R 0A4; telephone: 418 646-7419; fax: 418 646-5744; email: veerle.braeken@finances.gouv.qc.ca.

Any person wishing to comment on the draft Regulation may submit written comments within the 45-day period to the Minister of Finance and the Economy, 12, rue St-Louis, Québec (Québec) G1R 5L3.

NICOLAS MARCEAU,
Minister of Finance and the Economy

REGULATION 13-102 RESPECTING SYSTEM FEES FOR SEDAR AND NRD

Securities Act
(chapter V-1.1, s. 331, par. (9) and (12))

PART 1 DEFINITIONS AND INTERPRETATION**1. Definitions**

(1) In this Regulation,

“annual information form” means an “AIF” as defined by Regulation 51-102 respecting Continuous Disclosure Obligations (chapter V-1.1, r. 24) or an annual information form for the purposes of Part 9 of Regulation 81-106 respecting Investment Fund Continuous Disclosure (chapter V-1.1, r. 42);

“initial filer profile” means a filer profile filed in accordance with subsection 5.1(1) of Regulation 13-101 respecting the System for Electronic Document Analysis and Retrieval (SEDAR) (chapter V-1.1, r. 2);

“issuer bid”,

(a) except in Ontario, means an issuer bid to which Part 2 of Regulation 62-104 respecting Take-Over Bids and Issuer Bids applies (chapter V-1.1, r. 35), and

(b) in Ontario, means a “formal issuer bid” as defined by subsection 89(1) of the Securities Act (L.R.O. 1990, chapter S.5);

“shelf prospectus” means a prospectus filed under Regulation 44-102 respecting Shelf Distributions (chapter V-1.1, r. 17);

“take-over bid”,

(a) except in Ontario, means a take-over bid to which Part 2 of Regulation 62-104 respecting Take-Over Bids and Issuer Bids applies, and

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

(2) In this Regulation, a term referred to in Column 1 of the following table has the meaning ascribed to it in the Regulation referred to in Column 2 of the table opposite that term.

Column 1 Term Defined	Column 2 Specified Regulation
CPC instrument	Regulation 45-106 respecting Prospectus and Registration Exemptions (chapter V-1.1, r. 21)
firm filer	Regulation 31-102 respecting National Registration Database (chapter V-1.1, r. 9)
individual filer	Regulation 31-102 respecting National Registration Database
long form prospectus	Regulation 41-101 respecting General Prospectus Requirements (chapter V-1.1, r. 14)
MJDS prospectus	National Instrument 71-101, The Multijurisdictional Disclosure System (chapter V-1.1, r. 36)
NRD	Regulation 31-102 respecting National Registration Database
principal jurisdiction	Regulation 11-102 respecting Passport System (chapter V-1.1, r. 1)
principal regulator	Regulation 11-102 respecting Passport System
rights offering	Regulation 45-101 respecting Rights Offerings (chapter V-1.1, r. 19)
SEDAR	Regulation 13-101 respecting System for Electronic Document Analysis and Retrieval (SEDAR)
short form prospectus	Regulation 41-101 respecting General Prospectus Requirements
sponsoring firm	Regulation 33-109 respecting Registration Information, in Form 33-109F4 Registration of Individuals and Review of Permitted Individuals (chapter V-1.1, r. 12)

2. Inconsistency with other regulations

If there is any conflict or inconsistency between this Regulation and Regulation 13-101 respecting the System for Electronic Document Analysis and Retrieval (SEDAR) (chapter V-1.1, r. 2) or Regulation 31-102 respecting National Registration Database, this Regulation prevails.

PART 2 SEDAR SYSTEM FEES

3. Local system fees

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

4. System fees

(1) A person making a filing, in the local jurisdiction, of the type described in Column B of Appendix B, and of the category referred to in Column A of that Appendix, must pay to the securities regulatory authority the system fee specified in Column C or D of that Appendix, as the case may be.

(2) Despite subsection (1), if a person pays a fee referred to in row 1 or 2 of Appendix B, the person is not required to pay a fee with respect to any other filing referred to in that row made during the calendar year in which the payment was made.

(3) Despite subsection (1), in the calendar year that a person files its initial filer profile, the fee referred to in row 1 or 2 of Appendix B is prorated in accordance with the following formula:

$$A \times B / 12, \text{ where}$$

“A” is the amount that would be the fee in that row if this section were read without reference to this subsection, and

“B” is the number of months remaining in the calendar year following the month in which the initial filer profile was filed.

PART 3 NRD SYSTEM FEES

5. Enrolment Fee

If the local jurisdiction is a firm filer’s principal jurisdiction, the firm filer must pay to the securities regulatory authority an enrolment fee of \$500 upon enrolment in NRD.

6. NRD submission fee

(1) A firm filer must pay an NRD system fee in respect of an individual filer to the securities regulatory authority in the local jurisdiction if

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

(b) through the filing of a Form 33-109F4, the individual filer registers or reactivates their registration in the local jurisdiction.

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

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

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

7. Annual NRD system fee

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

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

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

PART 4 PAYMENT OF FEES

8. Means of payment

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

PART 5 EXEMPTION

9. Exemption

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

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

(3) Except in Ontario, an exemption referred to in subsection (1) is granted under the statute referred to in Appendix B of Regulation 14-101 respecting Definitions (chapter V-1.1, r. 3), opposite the name of the local jurisdiction.

PART 6 EFFECTIVE DATE**10. Effective Date**

This Regulation comes into force on *(insert here the date of coming into force of this Regulation)*.

**APPENDIX A
LOCAL SEDAR SYSTEM FEES****Section 3**

Column A Local Jurisdiction	Column B Category of Filing	Column C Type of Filing	Column D System Filing Fee
Québec	Securities Offerings	Prospectus distribution to person outside Québec, if made from Québec (section 12 of Securities Act (chapter V-1.1))	\$130.00

**APPENDIX B
OTHER SEDAR SYSTEM FEES****Section 4**

Row	Column A Category of Filing	Column B Type of Filing	Column C System Fee Payable to Principal Regulator	Column D System Fee Payable to Each Other Securities Regulatory Authority
1	Annual filing service fee for continuous disclosure - investment funds <i>Note: Excludes the Annual Information Form and all other filings listed separately in Rows 3 to 21.</i>	Initial filer profile or annual financial statements (for investment funds)	\$495.00	N/A

Row	Column A Category of Filing	Column B Type of Filing	Column C System Fee Payable to Principal Regulator	Column D System Fee Payable to Each Other Securities Regulatory Authority
2	Annual filing service fee for continuous disclosure <i>Note: Excludes the Annual Information Form and all other filings listed separately in Rows 3 to 21.</i>	Initial filer profile or annual financial statements (for reporting issuers other than investment funds)	\$705.00	\$74.00
3	Investment fund issuers / securities offerings	Simplified prospectus, annual information form and Fund Facts (Regulation 81-101 respecting Mutual Fund Prospectus Disclosure (chapter V-1.1, r. 38))	\$585.00, which applies in total to a combined filing, if one annual information form and one simplified prospectus are used to qualify the investment fund securities of more than one investment fund for distribution	\$162.50, subject to the application provision described in Column C
4		Long form prospectus	\$715.00	\$212.50
5	Investment fund issuers/continuous disclosure	Annual information form (Regulation 81-106 respecting Investment Fund Continuous Disclosure (chapter V-1.1, r. 42)) for investment fund if not a short form prospectus issuer	\$455.00	N/A
6	Investment fund issuers/continuous disclosure	Annual information form (Regulation 81-106 respecting Investment Fund Continuous Disclosure) for investment fund if short form prospectus issuer	\$2,655.00	N/A
7	Investment fund issuers/exemptions and other applications	Applications (Regulation 81-102 respecting Mutual Funds (chapter V-1.1, r. 39))	\$195.00	\$40.00

Row	Column A Category of Filing	Column B Type of Filing	Column C System Fee Payable to Principal Regulator	Column D System Fee Payable to Each Other Securities Regulatory Authority
8		Exemptions and other applications in connection with a prospectus filing	\$195.00	\$82.50
9	Other issuers/securities offerings	Short form prospectus (Regulation 44-101 respecting Short Form Prospectus Distributions (chapter V-1.1, r. 16))	\$390.00	\$115.00
10		Shelf prospectus (Regulation 44-102 respecting Shelf Distributions (chapter V-1.1, r. 17))	\$390.00	\$115.00
11		MJDS Prospectus (National Instrument 71-101, The Multijurisdictional Disclosure System (chapter V-1.1, r. 36))	\$390.00	\$115.00
12		Long form prospectus	\$715.00	\$212.50
13		Rights offering material	\$325.00	\$115.00
14		Prospectus governed by CPC instrument (TSX Venture Exchange)	\$715.00	\$212.50
15	Other issuers/continuous disclosure	Annual information form, if neither an investment fund nor a short form prospectus issuer	\$455.00	N/A
16		Annual information form, if a short form prospectus issuer (other than an investment fund)	\$2,655.00	N/A
17	Exemptions and other applications (if not an investment fund)	Exemptions and other applications in connection with prospectus filing	\$195.00	\$82.50
18	Other issuers/Going Private/Related Party Transactions	Going private transaction filings	\$325.00	\$115.00
19		Related party transaction filings	\$325.00	\$115.00
20	Other issuers/securities acquisitions	Issuer bid filings	\$195.00	\$82.50
21	Third party filers/third party filings	Take-over bid filings	\$195.00	\$82.50