

M.O., 2021-02**Order number V-1.1-2021-01 of the Minister of Finance dated 3 May 2021**

Securities Act
(chapter V-1.1)

CONCERNING the Regulation to amend Regulation 41-101 respecting General Prospectus Requirements

WHEREAS paragraphs 4.1, 11 and 34 of section 331.1 of the Securities Act (chapter V-1.1) provide 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 provide that a draft regulation shall be published in the *Bulletin de l'Autorité des marchés financiers*, 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 provide 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 on 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 4 March 2008 (2008, *G.O.* 2, 810);

WHEREAS there is cause to amend this 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. 17, no. 49 of 10 December 2020;

WHEREAS the *Autorité des marchés financiers* made, on 31 March 2021, by the decision no. 2021-PDG-0015, 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 approves without amendment the Regulation to amend Regulation 41-101 respecting General Prospectus Requirements appended hereto.

3 May 2021

ERIC GIRARD
Minister of Finance

Regulation to amend Regulation 41-101 respecting General Prospectus Requirements

Securities Act
(chapter V-1.1, s. 331.1, par. (4.1), (11) and (34))

1. Regulation 41-101 respecting General Prospectus Requirements (chapter V-1.1, r. 14) is amended by inserting, after section 3C.2, the following:

“3C.2.1. Delivery of ETF facts documents for no-trailing-commission ETF switches

(1) In this section:

“no-trailing-commission ETF switch” means, in respect of a client of a participating dealer, a purchase of securities of a class or series of an ETF in respect of which an investment fund manager does not pay the participating dealer a trailing commission immediately following a redemption of securities of another class or series of the ETF in respect of which the investment fund manager pays the participating dealer a trailing commission, if all of the following apply:

(a) the aggregate value of the securities purchased is the same as the aggregate value of the securities redeemed;

(b) there are no material differences between the class or series of securities purchased and the class or series of securities redeemed other than the rate of management fees charged in respect of the two classes or series;

(c) the participating dealer, who executed the purchase and redemption of the securities, was not required by securities legislation or the rules of an SRO applicable to the dealer to make a suitability determination in respect of the client in connection with those securities;

“suitability determination” has the same meaning as in section 1.1 of Regulation 81-105 respecting Mutual Fund Sales Practices (chapter V-1.1, r. 41).

(2) Despite subsection 3C.2(2), a dealer is not required to deliver or send to the purchaser of a security of an ETF the most recently filed ETF facts document for the applicable class or series of securities of the ETF in connection with a no-trailing-commission ETF switch.”

2. This Regulation comes into force on the date of its publication in the *Gazette officielle du Québec*.

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