

REGULATIONS AMENDING CERTAIN DEPARTMENT OF INDUSTRY REGULATIONS

CANADA BUSINESS CORPORATIONS ACT

CANADA BUSINESS CORPORATIONS REGULATIONS, 2001

1. Section 1 of the *Canada Business Corporations Regulations, 2001*¹ is amended by adding the following in alphabetical order:

“NI 51-102” means National Instrument 51-102 of the Canadian Securities Administrators, entitled *Continuous Disclosure Obligations*, and known in French as *Règlement 51-102 sur les obligations d'information continue*, published in both official languages on December 19, 2003, as amended from time to time (*Règlement 51-102*)

2. Sections 54 to 62 of the Regulations are replaced by the following:

54. (1) For the purpose of subsection 149(1) of the Act, a form of proxy shall be in the form provided for in section 9.4 (Content of Form of Proxy) of NI 51-102.

MANAGEMENT PROXY CIRCULAR

55. (1) Subject to subsection (3), a management proxy circular shall be in the form provided for in Form 51-102F5 (*Information Circular*) of NI 51-102, which form, in the circumstances described in Item 8 of Part 2 of that Form, includes the statement referred to in that Item.

(2) A management proxy circular shall also set out the following:

- (a) the percentage of votes required for the approval of any matter that is to be submitted to a vote of shareholders at the meeting, other than the election of directors;
- (b) a statement of the right of a shareholder to dissent under section 190 of the Act with respect to any matter to be acted on at the meeting and a brief summary of the procedure to be followed to exercise that right;
- (c) a statement, signed by a director or an officer of the corporation, that the contents and the sending of the circular have been approved by the directors; and
- (d) a statement indicating the final date by which the corporation must receive a proposal for any matter that a person entitled to vote at an annual meeting proposes to raise at the next annual meeting.

(3) A management proxy circular for a non-distributing corporation is not required to set out the information provided for in Part 1(c) or Item 9, 10 or 16 of Part 2 of Form 51-102F5 (*Information Circular*) of NI 51-102, or the statement referred to in Item 8 of Part 2 of that Form.

56. For the purpose of subsection 150(2) of the Act, the prescribed form of statement that shall accompany the copy of the management proxy circular to be sent to the Director under that

¹ SOR/2001-512

subsection is a statement signed by a director or an officer of the corporation, to the effect that a copy of the circular has been sent to each director, to each shareholder whose proxy has been solicited and to the auditor of the corporation.

DISSIDENT'S PROXY CIRCULAR

57. A dissident's proxy circular shall be in the form provided for in Form 51-102F5 (*Information Circular*) of NI 51-102, which form, in the circumstances described in Item 8 of Part 2 of that Form, includes the statement referred to in that Item.

3. Subsection 64(2) of the Regulations is replaced by the following:

(2) For the purpose of subsection 150(2) of the Act, the prescribed form of statement that shall accompany the copy of the dissident's proxy circular to be sent to the Director under that subsection is a statement signed by the dissident or a person authorized by them, to the effect that a copy of the circular has been sent to each director, to each shareholder whose proxy has been solicited, to the auditor of the corporation and to the corporation.

4. Section 65 of the Regulations and the heading before it are repealed.

5. The portion of paragraph 68(1)(c) of the French version of the Regulations before subparagraph (i) is replaced by the following:

c) elle est adressée aux actionnaires en qualité de clients et elle est faite par une personne qui, dans le cours normal de ses activités, dispense des conseils financiers ou des conseils sur la gouvernance d'entreprise ou le vote par procuration, mais elle traite de conseils sur le vote par procuration et la personne :

6. Subsection 69(1) of the Regulations is replaced by the following:

69. (1) For the purpose of subsection 150(1.2) of the Act, the prescribed circumstances are those in which the solicitation conveyed by public broadcast, speech or publication sets out the information provided for in Items 3.2, 3.4, 5(b) and 11 of Part 2 of Form 51-102F5 (*Information Circular*) of NI 51-102.

7. Schedules 3 and 4 to the Regulations are repealed.

CANADA COOPERATIVES ACT

CANADA COOPERATIVES REGULATIONS

8. Section 1 of the *Canada Cooperatives Regulations*² is replaced by the following:

1. The following definitions apply in these Regulations.

"Act" means the *Canada Cooperatives Act*. (*Loi*)

"NI 51-102" means National Instrument 51-102 of the Canadian Securities Administrators, entitled *Continuous Disclosure Obligations*, and known in French as *Règlement 51-102 sur les*

² SOR/99-256

obligations d'information continue, published in both official languages on December 19, 2003, as amended from time to time. (*Règlement 51-102*)

9. Sections 24 to 31 of the Regulations are replaced by the following:

24. For the purpose of subsection 165(1) of the Act, a form of proxy shall be in the form provided for in section 9.4 (Content of Form of Proxy) of NI 51-102.

MANAGEMENT PROXY CIRCULAR

25. (1) Subject to subsection (3), a management proxy circular shall be in the form provided for in Form 51-102F5 (*Information Circular*) of NI 51-102, which form, in the circumstances described in Item 8 of Part 2 of that Form, includes the statement referred to in that Item.

(2) A management proxy circular shall also set out the following:

- (a) the percentage of votes required for the approval of any matter that is to be submitted to a vote of shareholders at the meeting, other than the election of directors;
- (b) a statement of the right of a shareholder to dissent under section 302 of the Act with respect to any matter to be acted on at the meeting and a brief summary of the procedure to be followed to exercise that right; and
- (c) a statement, signed by a director or an officer of the cooperative, that the contents and the sending of the circular have been approved by the directors.

(3) A management proxy circular for a non-distributing cooperative is not required to set out the information provided for in Part 1(c) or Item 9, 10 or 16 of Part 2 of Form 51-102F5 (*Information Circular*) of NI 51-102, or the statement referred to in Item 8 of Part 2 of that Form.

26. For the purpose of subsection 166(3) of the Act, the prescribed form of statement that shall accompany the copy of the management proxy circular to be sent to the Director under that subsection is a statement signed by a director or an officer, to the effect that a copy of the circular has been sent to each director, to each shareholder whose proxy has been solicited and to the auditor of the cooperative.

DISSIDENT'S PROXY CIRCULAR

27. A dissident's proxy circular shall be in the form provided for in Form 51-102F5 (*Information Circular*) of NI 51-102, which form, in the circumstances described in Item 8 of Part 2 of that Form, includes the statement referred to in that Item.

10. Subsection 33(2) of the Regulations is replaced by the following:

(2) For the purpose of subsection 166(3) of the Act, the prescribed form of statement that shall accompany the copy of the dissident's proxy circular to be sent to the Director under that subsection is a statement signed by the dissident or a person authorized by them, to the effect that a copy of the circular has been sent to each director, to each shareholder whose proxy has been solicited, to the auditor of the cooperative and to the cooperative.

11. Section 34 of the Regulations and the heading before it are repealed.

12. The portion of paragraph 35.1(2)(c) of the French version of the Regulations before subparagraph (i) is replaced by the following:

c) elle est adressée aux détenteurs de parts de placement en qualité de clients et elle est faite par une personne qui, dans le cours normal de ses activités, dispense des conseils financiers ou des conseils sur la gouvernance d'entreprise ou le vote par procuration, mais elle traite de conseils sur le vote par procuration et la personne :

13. Subsection 35.2(1) of the Regulations is replaced by the following:

35.2 (1) For the purpose of subsection 166(4.1) of the Act, the prescribed circumstances are those in which the solicitation conveyed by public broadcast, speech or publication sets out the information provided for in Items 3.2, 3.4, 5(b) and 11 of Part 2 of Form 51-102F5 (*Information Circular*) of NI 51-102.

14. Schedules 1 and 2 to the Regulations are repealed.

COMING INTO FORCE

15. These Regulations come into force on the day on which they are registered.