

1988 BILL 43

Third Session, 21st Legislature, 37 Elizabeth II

THE LEGISLATIVE ASSEMBLY OF ALBERTA

BILL 43

**ALBERTA SECURITIES COMMISSION
REORGANIZATION ACT**

THE MINISTER OF CONSUMER AND
CORPORATE AFFAIRS

First Reading

Second Reading

Committee of the Whole

Third Reading

Royal Assent

BILL 43

1988

ALBERTA SECURITIES COMMISSION REORGANIZATION ACT

(Assented to _____, 1988)

HER MAJESTY, by and with the advice and consent of the Legislative Assembly of Alberta, enacts as follows:

Securities Act

1(1) *The Securities Act is amended by this section.*

(2) *Section 1 is amended*

(a) *by adding the following after clause (a):*

(a.01) "Agency" means the Agency of the Alberta Securities Commission;

(b) *by adding the following after clause (a.1):*

(a.101) "Board" means the Board of the Alberta Securities Commission;

(c) *in clause (a.2) by striking out "Commission" and substituting "Board";*

(d) *by adding the following after clause (a.2):*

(a.3) "Chief of Securities Administration" includes any Deputy Chief of Securities Administration;

(e) *by repealing clauses (d.1) and (e) and substituting the following:*

(d.1) "decision", when used in relation to the Board or the Chief of Securities Administration,

(i) means a direction, decision, order or ruling made by the Board or the Chief of Securities Administration, as the case may be, under a power or right conferred by this Act or the regulations, and

(ii) includes a direction made by the Chief of Securities Administration under section 96;

(f) *by adding the following after clause (g):*

(g.1) "Executive Director" means the Executive Director of the Board;

Explanatory Notes

Securities Act

1(1) This section will amend chapter S-6.1 of the Statutes of Alberta, 1981.

(2) Section 1(a.2), (d.1), (e), (h.1), (t), (t.1)(iii) and (t.2) presently read:

1 In this Act,

(a.2) "Chairman" means the chairman of the Commission;

(d.1) "decision", when used in relation to the Commission or the Director,

(i) means a direction, decision, order or ruling made by the Commission or the Director under a power or right conferred by this Act or the regulations, and

(ii) includes a direction made by the Director under section 96 of this Act;

(e) "Director" means the Director of the Commission and includes any Deputy Director of the Commission;

(h.1) "hearing" means a hearing of a matter before the Commission or the Director, as the case may be;

(t) "Registrar" means the Registrar of the Commission;

(t.1) "reporting issuer" means an issuer

(iii) any of whose securities have been at any time since the coming into force of this section listed and posted for trading on a stock exchange in Alberta recognized by the Commission regardless of when the listing and posting for trading commenced, or

(t.2) "review" means a review before the Commission of a matter based on a record of proceedings of a hearing held before the Commission or the Director, as the case may be;

(g) in clause (h.1) by striking out “Commission or the Director” and substituting “Board or the Chief of Securities Administration”;

(h) by repealing clause (t) and substituting the following:

(t) “Registrar” means a Registrar of the Agency;

(i) in clause (t.1)(iii) by striking out “Commission” and substituting “Board”;

(j) by repealing clause (t.2) and substituting the following:

(t.2) “review” means a review before the Board of a matter based on a record of proceedings of a hearing held before the Board or the Chief of Securities Administration, as the case may be;

(3) Section 10(2) and (3) are repealed and the following is substituted:

(2) The Commission shall be composed of

- (a) the Board of the Alberta Securities Commission, and
- (b) the Agency of the Alberta Securities Commission.

(4) Sections 11, 12 and 13 are repealed and the following is substituted:

11(1) The Board shall be composed of the members appointed by the Lieutenant Governor in Council.

(2) The Lieutenant Governor in Council

- (a) shall designate one of the members of the Board as the Chairman of the Board, and
- (b) may designate another member to be the Vice-chairman of the Board.

(3) The Chairman shall

- (a) be the chief executive officer of the Board, and
- (b) devote his full time to the work of the Board.

(4) Two members of the Board constitutes a quorum.

(5) In accordance with the *Public Service Act*, there may be appointed an Executive Director of the Board and those other employees as may be required to conduct the business of the Board.

(6) The Executive Director shall

- (a) accept on behalf of the Board documents that are served on or filed with the Board,
- (b) when required, provide the record of proceedings before the Board to the Court of Appeal, and
- (c) carry out the duties assigned to him by the Chairman.

(7) The Chairman or, where authorized by the Chairman, the Executive Director may authorize an employee referred to in

(3) Section 10 presently reads:

10(1) The Alberta Securities Commission is continued and is responsible for the administration of this Act and the regulations.

(2) The Commission shall be composed of not more than 7 members appointed by the Lieutenant Governor in Council.

(3) Two members of the Commission constitute a quorum.

(4) Sections 11, 12 and 13 presently read:

11(1) The Lieutenant Governor in Council shall designate one of the members of the Commission as the Chairman of the Commission and may designate another member of the Commission as the Vice-chairman of the Commission.

(2) The Chairman shall

(a) be the chief executive officer of the Commission, and

(b) devote his full time to the work of the Commission.

(3) The members of the Commission, other than the Chairman, shall devote as much time as may be necessary for the due performance of their duties as members of the Commission.

12 In accordance with the Public Service Act there may be appointed a Director, Deputy Director, Registrar and any other employees required to conduct the business of the Commission.

13 The Director, subject to the direction of the Commission, is the chief administrative officer of the Commission.

subsection (5) to do any act or thing required or permitted to be done by the Executive Director under

- (a) this Act or the regulations, or
- (b) any other Act or any regulations made under any other Act.

(8) An authorization made under subsection (7) may be

- (a) general or applicable to a particular case, and
- (b) conditional or unconditional.

12(1) The Lieutenant Governor in Council may from time to time nominate 1 or more persons from among whom acting members of the Board may be selected.

(2) When in his opinion it is necessary or desirable for the proper and expeditious performance of the Board's duties, the Chairman may name a person nominated under subsection (1) as an acting member of the Board for a period of time, during any circumstance or for the purpose of any matter before the Board.

(3) An acting member has, during the period, under the circumstances or for the purpose for which he is named an acting member, all the powers, and may perform all duties, of a member of the Board.

13(1) The Agency shall be composed of the Chief of Securities Administration and those other employees as may be required to conduct the business of the Agency, who shall be appointed in accordance with the *Public Service Act*.

(2) The Chief of Securities Administration may, from among the employees referred to in subsection (1),

- (a) appoint an employee as a Deputy Chief of Securities Administration, and
- (b) appoint an employee as a Registrar of the Agency.

(3) The Chief of Securities Administration may authorize an employee referred to in subsection (1) to do any act or thing required or permitted to be done by the Chief of Securities Administration or a Registrar under

- (a) this Act or the regulations, or
- (b) any other Act or any regulations made under any other Act.

(4) An authorization made under subsection (3) may be

- (a) general or applicable to a particular case, and
- (b) conditional or unconditional.

(5) The Chief of Securities Administration is the chief executive officer of the Agency.

(5) *Sections 16 and 17 are repealed and the following is substituted:*

16(1) Where permitted to do so by another jurisdiction,

(a) the Board is, with respect to any matter coming under the purview of the Board by virtue of this Act, empowered to exercise those powers and duties in that other jurisdiction that the Board can exercise and perform in Alberta, and

(b) the Chief of Securities Administration is, with respect to any matter coming under the purview of the Chief of Securities Administration by virtue of this Act, empowered to exercise those powers and duties in that other jurisdiction that the Chief of Securities Administration can exercise and perform in Alberta.

(2) The Board, in conjunction with an extra-provincial commission or an official of an extra-provincial commission, may hold hearings outside Alberta with respect to any matter that would be within the jurisdiction of the Board if the hearing were held in Alberta.

(3) The Chief of Securities Administration, in conjunction with an extra-provincial commission or an official of an extra-provincial commission, may hold hearings outside Alberta with respect to any matter that would be within the jurisdiction of the Chief of Securities Administration if the hearing were held in Alberta.

17(1) An extra-provincial commission or an official of an extra-provincial commission may hold hearings together with

(a) the Board with respect to any matter coming within the jurisdiction of the Board, or

(b) the Chief of Securities Administration with respect to any matter coming within the jurisdiction of the Chief of Securities Administration.

(2) For the purposes of holding a hearing under this section,

(a) any powers to be exercised

(i) in respect of a hearing held with the Board shall be exercised by the Board, and

(ii) in respect of a hearing held with the Chief of Securities Administration shall be exercised by the Chief of Securities Administration,

and

(b) section 19 applies as if the matter being heard were being heard solely by the Board or the Chief of Securities Administration, as the case may be.

(3) When a hearing is held under this section, only those decisions made by the Board or the Chief of Securities Administration, as the case may be, shall be implemented within Alberta.

(5) Sections 16 and 17 presently read:

16(1) The Commission is with respect to any matter coming under its purview by virtue of this Act empowered to exercise those powers and duties outside of Alberta that it could exercise and perform within Alberta if it is permitted to do so by the jurisdiction within which the Commission intends to exercise those powers and duties.

(2) The Commission in conjunction with an extra-provincial commission may hold hearings outside of Alberta with respect to any matter that would be within the jurisdiction of the Commission if the hearing were held in Alberta.

17(1) The Commission and an extra-provincial commission may hold hearings together in Alberta in respect of any matter coming within the jurisdiction of the Commission.

(2) For the purpose of holding a hearing under this section,

(a) any powers to be exercised in respect of the hearing shall be exercised by the Commission, and

(b) section 19 applies as if it were a matter being heard solely by the Commission.

(3) When a hearing is held under this section only those decisions made by the Commission shall be implemented within Alberta.

(6) *Section 26 is amended*

(a) *in subsections (1), (2) and (6) by striking out “Commission” wherever it occurs and substituting “Board”;*

(b) *in subsection (3) by striking out “Registrar” and substituting “Executive Director”;*

(c) *in subsection (4)*

(i) *by striking out “Registrar” and substituting “Executive Director”;*

(ii) *by striking out “Commission” wherever it occurs and substituting “Board”;*

(d) *by adding the following after subsection (6):*

(7) Neither the Chief of Securities Administration nor a Registrar may commence an appeal under this section.

(7) *Section 27 is repealed and the following is substituted:*

27 The Minister may appoint a committee to be known as the “Policy Advisory Committee” to advise the Minister and the Board on matters referred to the Committee by the Minister.

(8) *Section 28 is amended*

(a) *in subsection (1) by striking out “Commission may, by order, appoint a person to make those investigations that it” and substituting “Chief of Securities Administration may, by order, appoint a person to make those investigations that the Chief of Securities Administration”;*

(b) *in subsections (2) and (3) by striking out “Commission” wherever it occurs and substituting “Chief of Securities Administration”.*

(6) Section 26 presently reads:

26(1) A person or company directly affected by a decision of the Commission, other than a ruling under section 116, may appeal the decision to the Court of Appeal.

(2) An appeal under this section shall be commenced by a notice of appeal within 30 days from the day that the Commission sends the notice of its decision to the person or company appealing the decision.

(3) On commencing an appeal under this section the appellant shall serve the Registrar with the notice of appeal and supporting documents.

(4) The Registrar shall certify to the registrar of the Court of Appeal

(a) the decision that has been reviewed by the Commission,

(b) the order of the Commission, together with any statement of reasons for it,

(c) the record of the proceedings before the Commission, and

(d) all written submissions to the Commission and other material, if any, that is relevant to the appeal.

(5) The practice and procedure in the Court of Appeal in respect of an appeal shall be the same as on an appeal from a judgment of the Court of Queen's Bench in an action.

(6) The Court of Appeal may

(a) confirm, vary or reject the decision of the Commission,

(b) direct the Commission to re-hear the matter, or

(c) make any decision that the Commission could have made and substitute its decision for that of the Commission.

(7) Section 27 presently reads:

27(1) The Minister may establish a board with the name "Financial Disclosure Advisory Board" consisting of not more than 9 persons appointed by the Minister.

(2) The Financial Disclosure Advisory Board shall, when requested by the Commission to do so, advise the Commission

(a) in respect of the financial disclosure requirements under this Act and the regulations, and

(b) on any matters referred to it by the Commission.

(3) The Financial Disclosure Advisory Board shall meet as required by the Commission.

(8) Section 28(1), (2) and (3) presently read:

28(1) The Commission may, by order, appoint a person to make those investigations that it considers necessary

(a) in respect of the administration of this Act and the regulations, or

(b) into any matter relating to trading in securities.

(2) If an individual alleges under oath that a person or company has contravened this Act or the regulations, the Commission may, by order, appoint a person to make an investigation in respect of the allegation.

(3) In an order made under subsection (1) or (2), the Commission shall prescribe the scope of the investigation that is to be carried out under the order.

(9) Section 35 is amended by striking out “Commission considers it in the public interest to do so, it” and substituting “Chief of Securities Administration considers it in the public interest to do so, he”.

(10) Section 37 is amended

(a) in subsection (1)

(i) by striking out “Commission” and substituting “Chief of Securities Administration”;

(ii) in clauses (a), (c) and (d) by striking out “if it” and substituting “if he”;

(b) in subsections (4), (5), (6) and (7) by striking out “Commission” wherever it occurs and substituting “Chief of Securities Administration”.

(11) Section 38(1) is amended

(a) by striking out “Commission” and substituting “Chief of Securities Administration”;

(b) in clause (a) by striking out “if it” and substituting “if he”;

(c) in clauses (c) and (d) by striking out “if it” and substituting “if the Board”.

(9) Section 35 presently reads:

35 If the Commission considers it in the public interest to do so, it may prior to the conclusion of an investigation under section 28, by order, release any information or evidence acquired pursuant to the investigation.

(10) Section 37(1)(a), (c) and (d), (4), (5), (6) and (7) presently read:

37(1) The Commission,

(a) if it is about to order an investigation in respect of a person or company under section 28,

(c) if it is about to make or has made an order under section 165 in respect of a person or company that trading in securities of an issuer shall cease,

(d) if it is about to make or has made a decision

(i) suspending or cancelling the registration of any person or company, or

(ii) affecting the right of any person or company to trade in securities,

(4) A person or company in receipt of an order given under subsection (1) that is in doubt as to

(a) the application of the order to any funds, securities or other property, or

(b) a claim being made to that person or company by any person or company not named in the order,

may apply to the Commission for direction as to the disposition of the funds, securities, other property or claim.

(5) On the application of a person or company directly affected by a direction given in an order made under subsection (1)(f), (g) or (h), the Commission may make an order revoking that direction or consenting to the release of any funds, securities or other property in respect of which the order was made under subsection (1)(f), (g) or (h).

(6) In any of the circumstances mentioned in subsection (1)(a) to (e) the Commission may send to the Registrar of Land Titles or mining recorder a notice that proceedings are being or are about to be taken that may affect land or mining claims belonging to the person or company referred to in the notice and the notice shall

(a) be registered or recorded against the lands or claims mentioned in it, and

(b) have the same effect as the registration or recording of a certificate of lis pendens or a caveat.

(7) The Commission may in writing revoke or modify a notice given under subsection (6).

(11) Section 38(1) presently reads:

38(1) The Commission may apply to the Court of Queen's Bench for the appointment of a receiver, receiver and manager, trustee or liquidator of the property of a person or company,

(a) if it is about to order an investigation in respect of the person or company under section 28,

(b) during or after an investigation in respect of the person or company under section 28 or 33,

(12) Section 46 is amended

(a) by striking out “If the Commission” and substituting “If the Chief of Securities Administration”;

(b) in clauses (a) and (b) by striking out “Commission or”.

(13) Section 49 is amended

(a) in subsection (1)(b)(i) by striking out “Commission” and substituting “Chief of Securities Administration”;

(b) in subsection (2) by striking out “by the Commission” and substituting “by the Board”;

(c) in subsection (2)(b)(i) by striking out “Commission” and substituting “Chief of Securities Administration”.

(14) Section 50 is amended

(a) in subsection (1) by striking out “Commission” and substituting “Chief of Securities Administration”;

(b) in subsection (3),

(i) by striking out “by the Commission” and substituting “by the Board”;

- (c) if it is about to make or has made an order under section 165 that trading in securities of an issuer shall cease,
- (d) if it is about to make or has made a decision suspending or cancelling the registration of the person or company or affecting the right of the person or company to trade in securities,
- (e) if the person or company fails or neglects to comply with the minimum net asset requirements, investment restrictions, ownership restrictions or capital requirements prescribed by the regulations for that person or company, or
- (f) if there is evidence of a contravention by the person or company of
 - (i) this Act or the regulations, or
 - (ii) of the provisions of any statute, other than this Act, that relates to the trading of securities.

(12) Section 46 presently reads:

46 If the Commission expends funds in respect of the appointment under this Act of a receiver, receiver and manager, trustee or liquidator that directly relate to a person or company, the amount expended

- (a) is a debt owing by that person or company to the Commission or Government, as the case may be, and
- (b) may be recovered by the Commission or Government in the same manner as any other debt owing to the Crown in right of Alberta.

(13) Section 49 presently reads:

49(1) The Alberta District of the Investment Dealers' Association of Canada shall

- (a) select a panel of auditors, each of whom shall have practised as an auditor in Canada for not less than 5 years and shall be known as a "members' auditor"; and
- (b) employ a district association auditor
 - (i) the appointment of whom is subject to the prior approval of the Commission, and
 - (ii) who shall have practised as an auditor in Canada for not less than 10 years.

(2) Each stock exchange in Alberta recognized by the Commission shall

- (a) select a panel of auditors, each of whom shall have practised as an auditor in Canada for not less than 5 years and shall be known as a "panel auditor"; and
- (b) employ an exchange auditor
 - (i) the appointment of whom is subject to the prior approval of the Commission, and
 - (ii) who shall have practised as an auditor in Canada for not less than 10 years.

(14) Section 50(1), (3), (5), (6) and (7) presently read:

50(1) The Alberta District of the Investment Dealers' Association of Canada shall for the purposes of subsection (2) require those of its members as the Commission may designate in writing to appoint a members' auditor from the panel of auditors selected under section 49(1)(a).

(3) Each stock exchange in Alberta recognized by the Commission shall for the purposes of subsection (4) require those of its members as the

- (ii) *by striking out “as the Commission” and substituting “as the Chief of Securities Administration”;*
 - (c) *in subsection (5) by striking out “Commission” and substituting “Chief of Securities Administration”;*
 - (d) *in subsection (6)*
 - (i) *by striking out “by the Commission” and substituting “by the Board”;*
 - (ii) *by striking out “of the Commission” and substituting “of the Chief of Securities Administration”;*
 - (e) *in subsection (7) by striking out “Commission” and substituting “Chief of Securities Administration”.*
- (15) *Section 55 is amended*
- (a) *in subsections (1), (2) and (3) by striking out “Director” wherever it occurs and substituting “Chief of Securities Administration”;*
 - (b) *by repealing subsection (4) and substituting the following:*
 - (4) The Chief of Securities Administration may
 - (a) require any applicant or registrant to deliver to him a bond within a specified time, or
 - (b) require a registrant who has previously delivered a bond to deliver a new bond to him,and the bond or new bond shall be in an amount and in a form that is satisfactory to him.

- (16) *Section 56 is amended*
- (a) *by renumbering it as section 56(1);*
 - (b) *in subsection (1)*
 - (i) *by striking out “Commission” wherever it occurs and substituting “Board”;*
 - (ii) *by striking out “Director” and substituting “Chief of Securities Administration”;*
 - (c) *by adding the following after subsection (1):*
 - (2) Where the Board is to conduct a hearing referred to in subsection (1) it shall give the Chief of Securities Administration
 - (a) prior notice of the hearing, and
 - (b) a copy of any order arising out of the hearing.

Commission may designate in writing to appoint a panel auditor from the panel of auditors selected under section 49(2)(a).

(5) The Alberta District of the Investment Dealers' Association of Canada shall, to the satisfaction of the Commission, prepare by-laws, rules or regulations governing the practice and procedure respecting examinations made under subsection (2).

(6) Each stock exchange in Alberta recognized by the Commission shall, to the satisfaction of the Commission, prepare by-laws, rules or regulations governing the practice and procedure respecting examinations made under subsection (4).

(7) The examinations made under subsections (2) and (4) shall be conducted to the satisfaction of the Commission.

(15) Section 55 presently reads:

55(1) The Director shall grant registration, renewal of registration, reinstatement of registration or amendment to registration to an applicant if in the opinion of the Director the applicant is suitable for registration.

(2) The Director, in granting registration, renewal of registration, reinstatement of registration or amendment to registration, may do one or more of the following:

(a) restrict a registration of an applicant by imposing terms and conditions on the registration;

(b) restrict the duration of a registration of an applicant;

(c) restrict the registration of an applicant to trades in certain securities or a certain class of securities.

(3) The Director shall not refuse to grant, renew, reinstate or amend registration for an applicant or impose terms and conditions on it without giving the applicant an opportunity to have a hearing before the Director.

(4) The Director may

(a) require any applicant or registrant to deliver a bond to the Commission within a specified time, or

(b) require a registrant who had previously delivered a bond to deliver a new bond to the Commission,

and the bond or new bond shall be in an amount and in a form satisfactory to the Director.

(16) Section 56 presently reads:

56 If after a hearing before the Commission, the Commission is of the opinion that a registrant has failed to comply with this Act, the regulations or a decision of the Commission or the Director or has failed to act in the public interest, the Commission may by order

(a) suspend, cancel, restrict or impose terms or conditions or both on the registration of the registrant, or

(b) reprimand the registrant.

(17) Section 76 is amended by adding “, the Board, a member of the Board, the Executive Director, a person employed for the Board, the Agency, the Chief of Securities Administration, a Deputy Chief of Securities Administration, a Registrar or a person employed for the Agency” after “Commission”.

(18) Section 112 is amended

(a) in subsection (1)(d)(ii) by striking out “Commission” and substituting “Board”;

(b) in subsection (1)(d)(vi)

(i) by striking out “with the Commission” and substituting “with the Chief of Securities Administration”;

(ii) by striking out “by the Commission” and substituting “by the Board”;

(c) in subsection (3)(b)(ii) by striking out “Commission” and substituting “Alberta Securities Commission”.

(17) Section 76 presently reads:

76 No person or company shall make any representation that the Commission has in any manner expressed an opinion or passed judgment on

- (a) the financial standing, fitness or conduct of a registrant, or*
- (b) the merits of a security or issuer.*

(18) Section 112(1)(d) and (3)(b) presently read:

112(1) Sections 81 and 97 do not apply to a distribution

- (d) the issuer of the securities has been a reporting issuer*
 - (i) for at least 18 months, or*

- (ii) for at least 12 months in the case of an issuer whose securities are listed and posted for trading on a stock exchange recognized by the Commission,*

and is not in default of any requirement of this Act or the regulations and, unless exempted by the regulations, the creditor, where the distribution is for the purpose of liquidating a bona fide debt, or the vendor, as the case may be,

- (iii) has held for at least 6 months*

- (A) the securities or that number of securities of the class to be distributed, or*

- (B) in the case of debt securities, the principal amount of the securities of the class to be distributed,*

- (iv) has, if he acquired the securities to be distributed pursuant to an exemption contained in*

- (A) section 107(1)(a), (b), (c), (d), (l), (m), (p), (q), (t), (t.1), (u) or (z), or*

- (B) section 107(1)(r), (s), (t.2) or (t.3) prior to their repeal by section 26 of the Securities Amendment Act, 1984,*

held the securities for the applicable periods set forth in section 109(3),

- (v) has, if he acquired the securities to be distributed under the exemption in section 107(1)(f)(iii) and the right to purchase, convert or exchange was previously acquired in connection with a distribution exempted by*

- (A) section 107(1)(a), (b), (c), (d), (l), (m), (p), (q), (t), (t.1), (u) or (z), or*

- (B) section 107(1)(r), (s), (t.2) or (t.3) prior to their repeal by section 26 of the Securities Amendment Act, 1984,*

held the securities for the applicable periods set forth in section 109(3) from the date of the trade exempted by the provisions referred to in paragraph (A) or (B), and

- (vi) at least 7 days and not more than 14 days prior to the first trade made to carry out the distribution, files with the Commission and any stock exchange recognized by the Commission for this purpose on which the securities are listed, the notice and declaration described in subsection (3).*

- (3) For the purpose of subsection (1)(d)(vi) the seller of securities shall file*

- (b) a declaration*

- (i) signed by the seller as at a date not more than 24 hours prior to its filing, and*

(19) Section 123 is amended

(a) by striking out “Commission, the Commission” and substituting “Chief of Securities Administration, the Board”;

(b) in clause (a)(ii) by striking out “Commission” and substituting “Board”.

(20) Section 162 is repealed.

(21) Section 164(1) is amended

(a) by striking out “appears to the Commission” and substituting “appears to the Chief of Securities Administration”;

(b) in clauses (a) and (c) by striking out “Commission or the Director” and substituting “Board or the Chief of Securities Administration”;

(c) by striking out “the Commission may” wherever it occurs and substituting “the Chief of Securities Administration may”.

(ii) certified as follows:

The seller of the securities that are to be sold to which this certificate relates hereby represents that he has no knowledge of any material change that has occurred in the affairs of the issuer of the securities that has not been generally disclosed and reported to the Commission, nor has he any knowledge of any other material adverse information in regard to the current and prospective operations of the issuer that have not been generally disclosed.

(19) Section 123 presently reads:

123 On the application of a reporting issuer or on the motion of the Commission, the Commission may, if in its opinion to do so would not be prejudicial to the public interest, make an order

(a) permitting the omission from the financial statements required to be filed under this Part of one or more of the following:

- (i) comparative financial statements for particular periods of time;*
- (ii) sales or gross operating revenue if the Commission is satisfied that the disclosure of the information would be unduly detrimental to the interests of the reporting issuer;*
- (iii) basic earnings per share or fully diluted earnings per share,*

or

(b) exempting, in whole or in part, any reporting issuer or class of reporting issuers from a requirement of this Part or the regulations relating to a requirement of this Part, if

- (i) the requirement conflicts with a requirement of the laws of the jurisdiction under which the reporting issuer or class of reporting issuers is incorporated, organized or continued,*
- (ii) the reporting issuer or class of reporting issuers ordinarily distributes financial information to holders of its securities in a different form or at different times from those required by this Part, or*
- (iii) it is otherwise satisfied in the circumstances of the particular case that there is adequate justification for so doing.*

(20) Section 162 presently reads:

162 No proceedings under section 161 shall be instituted except with the consent or under the direction of the Attorney General.

(21) Section 164(1) presently reads:

164(1) If it appears to the Commission that a person or company has failed to comply with or is contravening

- (a) any written undertaking made by that person or company to the Commission or the Director,*
- (b) any provision of this Act or the regulations, or*
- (c) any decision of the Commission or the Director,*

the Commission may, whether or not that person or company has been prosecuted for that failure or contravention and in addition to any other rights that the Commission may have, apply to the Court of Queen's Bench for an order

- (d) directing that person or company to comply with the written undertaking,*

(22) *Section 165 is amended*

(a) *in subsections (1) and (2) by striking out “Commission” and substituting “Board”;*

(b) *by adding the following after subsection (2):*

(3) Where the Board is to conduct a hearing under this section it shall give to the Chief of Securities Administration

(a) prior notice of the hearing, and

(b) a copy of any order made arising out of the hearing.

(23) *Section 167 is amended*

(a) *in subsection (1) by striking out “Commission” and substituting “Chief of Securities Administration”;*

(b) *in subsection (2)*

(i) *by striking out “before the Commission” and substituting “before the Board”;*

(ii) *by striking out “of the Commission” and substituting “of the Chief of Securities Administration”;*

(c) *by repealing subsection (3) and substituting the following:*

(3) The Chief of Securities Administration may certify the day on which the facts referred to in subsection (1) or (2) first came to his knowledge.

(24) *Section 183 is amended*

(a) *in subsections (1), (2) and (3) by striking out “Commission” wherever it occurs and substituting “Board”;*

(b) *in subsection (4) by striking out “Commission” and substituting “Board, the Chief of Securities Administration or a Registrar”;*

(c) *by adding the following after subsection (4):*

(5) Where a self-regulating body is authorized under subsection (1) to administer this Act and the regulations or any provision of them, the Chief of Securities Administration may enter into an agreement with that self-regulating body governing one or more of the following:

(a) the administration of this Act or the regulations or any provision of them;

(b) the collecting of fees under this Act or the regulations;

(c) the retention by the self-regulating body of the fees referred to in clause (b) or a portion of them as compen-

(e) directing that person or company to comply with the provision or decision, or

(f) restraining that person or company from contravening that written undertaking, provision or decision,

and the Court may make the order or any other order as it considers appropriate.

(22) Section 165 presently reads:

165(1) The Commission may order one or both of the following:

(a) that trading cease in respect of any security for a period of time as is specified in the order;

(b) that a person or company cease trading in securities or specified securities for a period of time as is specified in the order.

(2) The Commission shall not make an order under subsection (1) without conducting a hearing.

(23) Section 167 presently reads:

167(1) No proceedings under this Part shall be commenced in a court more than one year from the day that the facts upon which the proceedings are based first came to the knowledge of the Commission.

(2) No proceedings under this Act shall be commenced before the Commission more than 2 years from the day that the facts upon which the proceedings are based first came to the knowledge of the Commission.

(3) The Commission may by certificate certify the day on which the facts referred to in subsection (1) or (2) first came to the knowledge of the Commission.

(24) Section 183 presently reads:

183(1) The Commission on the application of a self-regulating body may by order authorize the self-regulating body to administer this Act and the regulations or any provision of them as they relate to the members of the self-regulating body.

(2) The Commission shall not revoke or vary an order made under subsection (1) without giving the self-regulating body an opportunity to have a hearing before the Commission.

(3) A self-regulatory body in respect of which an order is made under subsection (1) shall provide to the Commission those reports and that information concerning the administration of this Act or the regulations as the Commission may prescribe.

(4) Notwithstanding that an order is made under subsection (1), nothing in this section shall be construed as to restrict the Commission in the administration of this Act or the regulations as they relate to the members of the self-regulating body.

sation for administering this Act and the regulations or any provision of them;

(d) the imposition of fees by the self-regulating body for services provided by the self-regulating body;

(e) the fixing of fees referred to in clause (e) and the remission to the Government of a portion of those fees;

(f) the compensation, if any, to be paid by the Government to the self-regulating body for the administration of this Act and the regulations or any provision of them.

(25) *Section 189 is amended*

(a) *in clause (d) by striking out “Commission” and substituting “Board, the Chief of Securities Administration or a Registrar”;*

(b) *by striking out “Commission or a member of it or by the Registrar” and substituting “Board, a member of the Board, the Chief of Securities Administration or the Registrar”.*

(26) *Section 191 is repealed and the following is substituted:*

191 Service of a document may be effected

(a) in the case of a document to be served on the Board, by serving the document on the Executive Director;

(b) in the case of a document to be served on the Agency, the Chief of Securities Administration or any person employed for the Agency, by serving the document on a Registrar.

(27) *Section 192 is repealed and the following is substituted:*

192(1) When this Act or the regulations require that material be filed

(a) with the Board, the filing shall be effected by depositing the material or causing it to be deposited with the Executive Director;

(b) with the Agency or the Chief of Securities Administration, the filing shall be effected by depositing the material or causing it to be deposited with the Chief of Securities Administration;

(c) with a Registrar, the filing shall be effected by depositing the material or causing it to be deposited with the Registrar.

(2) Subject to subsections (3) and (4), all material filed under subsection (1) shall,

(a) in the case of material deposited with the Executive Director, be made available by the Executive Director for public inspection at the office of the Board, and

(25) Section 189 presently reads:

189 A statement as to

- (a) the registration or non-registration of any person or company,*
- (b) the filing or non-filing of any document or material required or permitted to be filed,*
- (c) a matter other than one referred to in clause (a) or (b) pertaining to the registration, non-registration, filing or non-filing or to any person, company, document or material, or*
- (d) the day the facts on which any proceedings are to be based first came to the knowledge of the Commission,*

purporting to be certified by the Commission or a member of it or by the Registrar is, without proof of the office or signature of the person certifying the statement, admissible in evidence for all purposes in any action, proceeding or prosecution.

(26) Section 191 presently reads:

191 Service of any document on the Commission may be effected by serving the document on the Registrar.

(27) Section 192 presently reads:

192(1) When this Act or the regulations require that material be filed, the filing shall be effected by depositing the material or causing it to be deposited, with the Commission.

(2) Subject to subsections (3) and (4) all material filed under subsection (1) shall be made available by the Commission for public inspection at the office of the Commission during the normal business hours of the Commission.

(3) The Commission may hold material or any class of material required to be filed by this Act or the regulations in confidence so long as the Commission is of the opinion that to do so is not prejudicial to the public interest.

(4) The Commission may

- (a) on the application of an interested person or company, and*
- (b) on giving that person or company an opportunity to have a hearing,*

make an order directing that any material or class of material filed under this Act or the regulations be held in confidence if, in the opinion of the

(b) in the case of material deposited with the Chief of Securities Administration or a Registrar, be made available by the Chief of Securities Administration or the Registrar, as the case may be, for public inspection at the office of the Agency, during the normal business hours of the Board or the Agency, as the case may be.

(3) With respect to material deposited

(a) with the Executive Director, the Board may hold the material in confidence if the Board is of the opinion that to do so is not prejudicial to the public interest, or

(b) with the Chief of Securities Administration or a Registrar, the Chief of Securities Administration may hold the material in confidence if he is of the opinion that to do so is not prejudicial to the public interest.

(4) The Board may

(a) on the application of

(i) an interested person or company, or

(ii) the Chief of Securities Administration,

and

(b) on giving

(i) the interested person or company, and

(ii) the Chief of Securities Administration,

the opportunity to have a hearing,

make an order directing that any material or class of material deposited with the Executive Director, the Chief of Securities Administration or a Registrar be held in confidence if, in the opinion of the Board, the granting of the order would not be prejudicial to the public interest.

(5) Where

(a) the Board decides to hold material in confidence or not to hold material in confidence, or

(b) the Chief of Securities Administration decides to hold material in confidence or not to hold material in confidence,

an interested person or company or the Chief of Securities Administration in the case of a decision referred to in clause (a), or an interested person or company in the case of a decision referred to in clause (b), may apply to the Board to have that decision reviewed.

(6) An order of the Board arising out of a review referred to in subsection (5) is final and there is no appeal from it.

(28) *Section 193 is amended*

(a) *in subsection (1) by striking out* "Commission or any member of it or any officer, servant or agent of the Commission or any

Commission, the granting of the order would not be prejudicial to the public interest.

(5) An order made by the Commission under this section is final and there is no appeal from it.

(28) Section 193 presently reads:

193(1) No action or other proceeding for damages shall be instituted against the Commission or any member of it or any officer, servant or agent of

person appointed under this Act or the regulations to perform a function or duty for the Commission” *and substituting* “Commission, the Board, a member of the Board, the Executive Director, a person employed for the Board, the Agency, the Chief of Securities Administration, a Deputy Chief of Securities Administration, a Registrar, a person employed for the Agency or a person appointed under this Act or the regulations to perform a function or duty for the Board, the Agency, the Chief of Securities Administration or the Registrar”;

(b) in subsection (3) by striking out “Commission” and substituting “Commission, the Board, the Agency”.

(29) Section 195(1) is amended by striking out “The Commission” and substituting “The Board and the Chief of Securities Administration”.

(30) Section 196 is amended

(a) in clauses (d), (d.2), (d.3), (o) and (z.2) by striking out “Director” and substituting “Chief of Securities Administration”;

(b) in clauses (h)(ii), (j), (k), (o), (s), (u), (v.1) and (z.2) by striking out “Commission” and substituting “Board”;

(c) in clauses (i.1), (n.1) and (r) by striking out “Commission” and substituting “Board, the Agency, the Chief of Securities Administration or a Registrar”.

the Commission or any person appointed under this Act or the regulations to perform a function or duty for the Commission

(a) for any act done in good faith

(i) in the performance or intended performance of any duty, or

(ii) in the exercise or the intended exercise of any power under this Act or the regulations,

or

(b) for any neglect or default in the performance or exercise in good faith of the duty or power.

(2) No person or company has any rights or remedies and no proceedings lie or shall be brought against any person or company for any act or omission of the last-mentioned person or company done or omitted in compliance with this Act, the regulations or any decision made or given under this Act or the regulations.

(3) Subsection (1) of this section does not, by reason of section 5(2) and (3) of the Proceedings Against the Crown Act, relieve the Crown of liability in respect of a tort committed by the Commission or any person referred to in subsection (1) of this section to which the Crown would otherwise be subject and the Crown is liable under that Act for the tort in a like manner as if subsection (1) of this section had not been enacted.

(29) Section 195(1) presently reads:

195(1) The Commission shall, after the end of the Commission's fiscal year, prepare and deliver to the Minister a general report consisting of

(a) a summary of the nature and number of

(i) filings under this Act,

(ii) registrations under this Act, and

(iii) enforcement proceedings taken under the Act,

(b) a general commentary on the law concerning securities and on the practice and development of that law,

(c) information similar to that required under clause (a) in respect of other statutes administered by the Commission, and

(d) that other information as requested by the Minister or the Lieutenant Governor in Council.

(30) Section 196 presently reads in part:

196 The Lieutenant Governor in Council may make regulations

(d) permitting the Director to make the allocations referred to in clause (a.1);

(d.2) permitting the Director to require that any documents, certificates, reports, releases, statements, agreements or other information be filed, furnished or delivered;

(d.3) permitting the Director to require the inclusion or permit the exclusion of any matter from any documents, certificates, reports, releases, statements, agreements or other information which may be required to be filed, furnished or delivered under this Act or the regulations;

(h) classifying registrants into categories and prescribing the terms and conditions of registration of registrants in each category but no registrant shall be included in a category designated as

(i) investment dealer, unless he is a member of the Alberta District of the Investment Dealers' Association of Canada, or

(31) In the following provisions “Commission” is struck out wherever it occurs and “Board” is substituted:

section 14;
section 15;
section 18;
section 19;
section 20;
section 21;
section 22(1);
section 23;
section 24(1);
section 25;
section 52;
section 57;
section 64;
section 65(1)(d), (r), (r.1), (y.1);
section 94(d);
section 96;
section 97(8);
section 104;
section 107(1)(c), (k) and (k.1);
section 109(3)(a) and (c)(i);
section 110.1(b);

(ii) broker, unless he is a member of a stock exchange in Alberta recognized by the Commission;

(i.1) governing the furnishing of information to the public or to the Commission by a registrant in connection with securities or trades in securities;

(j) governing the furnishing of information by a registrant or class of registrant to a person or company recognized by the Commission and the payment of fees with respect thereto;

(k) regulating the trading of securities other than on a stock exchange recognized by the Commission;

(n.1) governing fees payable to the Commission and the provision of any service or function performed in respect of those fees;

(o) prescribing costs for matters heard before the Commission or the Director;

(r) prescribing rules and procedures governing public inspection of certain documents, certificates, statements, reports, and other information maintained by the Commission;

(s) prescribing the practice and procedure by which the Commission recognizes an exempt trade or exempt security pursuant to section 65 or 66;

(u) prescribing the practice and procedure whereby the Commission recognizes an exempt trade or exempt distribution of securities under section 107 or 115;

(v.1) prescribing the practice and procedure by which the Commission recognizes exempt purchasers under sections 65(1)(d) and 107(1)(c);

(z.2) permitting the Commission or the Director to exempt any person or company from the regulations or any part of them or vary the regulations as they apply to any person or company;

(31) Changes the references from “Commission” to “Board”.

section 113;
section 115(1);
section 116;
section 117;
section 125;
section 132(1)(a)(i);
section 133(1)(e)(i);
section 145;
section 154;
section 156(2);
section 158(2);
section 161(1)(a), (c) and (c.2);
section 166;
section 176;
section 177;
section 178;
section 179;
section 180;
section 184;
section 185;
section 186;
section 188(3).

(32) In the following provisions “Commission” is struck out wherever it occurs and “Chief of Securities Administration” is substituted:

section 29(8);
section 30;
section 31;
section 32;
section 34(a);
section 36;
section 47(5);
section 48(1) and (4);
section 51;
section 54(1);
section 66(a)(v)(B);
section 74(1);
section 90(1);
section 108.1;
section 110(2)(a);
section 118(1)(b)(i);
section 119(2.1);
section 121(3);
section 168(4)(d)(ii);
section 169(5)(d)(ii);
section 171(4) and (7.1);
section 172;
section 181(b)(i);
section 182(1), (3) and (4);
section 188(2).

(32) Changes the references from “Commission” to “Chief of Securities Administration”.

(33) *In the following provisions “Director” is struck out wherever it occurs and “Chief of Securities Administration” is substituted:*

section 14(3);
section 19;
section 20;
section 21;
section 22(2);
section 24;
section 54(4) and (5);
section 58;
section 61;
section 62;
section 63;
section 65(1)(h)(ii) and (o);
section 66(a)(v)(B) and (l);
section 68(6);
section 69;
section 70;
section 74(2) and (3);
section 80;
section 89;
section 90(1)(d), (3)(d), (5), (6) and (7);
section 91(3);
section 93(2);
section 94;
section 96;
section 97(3) and (4);
section 98;
section 102;
section 103;
section 107(1)(h) and (m);
section 156(1);
section 161(1)(a), (c) and (c.2);
section 188(1) and (3).

Alberta Stock Savings Plan Act

2(1) *The Alberta Stock Savings Plan Act is amended by this section.*

(2) *Section 1(1) is amended*

(a) by renumbering clause (a) as clause (a.1) and by adding the following before clause (a.1):

(a) “Board” means the Board of the Alberta Securities Commission established under the *Securities Act*;

(b) by adding the following after clause (a.1):

(a.2) “Chief of Securities Administration” means the Chief of Securities Administration appointed under the *Securities Act* and includes any Deputy Chief of Securities Administration appointed under that Act;

(c) by adding the following after clause (i):

(i.1) “Registrar” means a Registrar of the Agency appointed under the *Securities Act*;

(33) Changes the references from “Director” to “Chief of Securities Administration”.

Alberta Stock Savings Plan Act

2(1) This section will amend chapter A-37.7 of the Statutes of Alberta, 1986.

(2) Section 1(1)(a) and (i) presently read:

1(1) In this Act,

(a) “certificate of eligibility” means a certificate of eligibility issued pursuant to section 4;

(i) “qualified dealer” means a person who

(i) is registered to trade in securities as principal or agent under the Securities Act,

(ii) is a member of the Alberta Stock Exchange, and

(iii) has a permanent establishment in Alberta;

(3) *Section 23(2)(b) is amended by adding “, the Board, the Chief of Securities Administration or a Registrar” after “Commission”.*

Business Corporations Act

3(1) The Business Corporations Act is amended by this section.

(2) Section 1 is amended

(a) by adding the following after clause (a.1):

*(a.2) “Agency” means the Agency of the Alberta Securities Commission established under the *Securities Act*;*

(b) by adding the following after clause (d.1):

*(d.2) “Board” means the Board of the Alberta Securities Commission established under the *Securities Act*;*

(c) by adding the following after clause (e.1):

*(e.2) “Chief of Securities Administration” means the Chief of Securities Administration appointed under the *Securities Act* and includes any Deputy Chief of Securities Administration appointed under that Act;*

(d) by repealing clause (f);

(e) by repealing clause (h);

(f) by adding the following after clause (i):

*(i.01) “Executive Director of the Board” means the Executive Director of the Board appointed under the *Securities Act*;*

(3) Section 237 is amended by striking out “Director, the Commission” and substituting “Chief of Securities Administration”.

(4) Section 243(1) is amended by striking out “Director or any other person or filed with the Commission” and substituting “Chief of Securities Administration or any other person or filed with the Chief of Securities Administration”.

(5) Section 247.1 is repealed and the following is substituted:

247.1(1) A notice or document that is required or permitted to be sent to or filed with

(a) the Board, may be sent or filed

(i) by leaving it with the Executive Director of the Board during the normal office hours of the Board, or

(3) Section 23(2)(b) presently reads:

- (2) *Subsection (1) does not apply to the communication of information (b) to the Alberta Securities Commission for the purposes of administering this Act.*

Business Corporations Act

3(1) This section will amend chapter B-15 of the Statutes of Alberta, 1981.

(2) Section 1(e.1), (f) and (h) presently read:

1 *In this Act,*

(e.1) *“Canada corporation” means a body corporate incorporated by or under an Act of the Parliament of Canada;*

(f) *“Commission” means the Alberta Securities Commission;*

(h) *“Director” means the Director or any Deputy Director of the Commission;*

(3) Section 237 presently reads:

237 The Director, the Commission or the Registrar may apply to the Court for directions in respect of any matter concerning his or its duties under this Act, and on the application the Court may give any directions and make any further order as it thinks fit.

(4) Section 243(1) presently reads:

243(1) A person who makes or assists in making a report, return, notice or other document required by this Act or the regulations to be sent to the Registrar, the Director or any other person or filed with the Commission that

(a) contains an untrue statement of a material fact, or

(b) omits to state a material fact required in it or necessary to make a statement contained in it not misleading in the light of the circumstances in which it was made,

is guilty of an offence and liable to a fine of not more than \$5000 or to imprisonment for a term of not more than 6 months or to both.

(5) Section 247.1 presently reads:

247.1 A notice or document required or permitted to be sent to the Director or filed with the Commission may be sent or filed by leaving it in an office of the Commission during the Commission’s business hours or by mailing it by registered mail addressed to an office of the Commission, and if sent or filed by registered mail, is deemed to be received at the time it would have been delivered in the ordinary course of mail unless there

(ii) by mailing it by registered mail addressed to an office of the Board,

or

(b) the Chief of Securities Administration, may be sent or filed

(i) by leaving it with the Chief of Securities Administration during the normal office hours of the Agency, or

(ii) by mailing it by registered mail addressed to an office of the Agency.

(2) Where a notice or document referred to in subsection (1) is sent or filed by registered mail, it is deemed to have been received in the office of the Board or the Agency, as the case may be, at the time that the notice or document would have been delivered in the ordinary course of mail unless there are reasonable grounds for believing that the notice or document did not arrive in the office of the Board or Agency, as the case may be.

(6) *Section 251 is repealed and the following is substituted:*

251 If a notice or document is required under this Act to be filed with or sent to

(a) the Board or the Chief of Securities Administration, or

(b) a Registrar,

the Board, the Chief of Securities Administration or the Registrar, as the case may be, may accept a photocopied or photographic copy of the notice or document.

(7) *In the following provisions “Commission” is struck out wherever it occurs and “Board” is substituted:*

section 3(3);
section 145(a);
section 150(2);
section 165(3);
section 239(2).

(8) *In the following provisions “Commission” is struck out wherever it occurs and “Chief of Securities Administration” is substituted:*

section 35(1)(b);
section 113(2);
section 127(3);
section 144(3);
section 148;
section 154;
section 162(6)(b);
section 165(9)(b);
section 186(8);
section 236(2).

(9) *In the following provisions “Director” is struck out wherever it occurs and “Chief of Securities Administration” is substituted:*

section 138(1);
section 161(1).

are reasonable grounds for believing that the Director or the Commission did not receive the notice or document at that time or at all.

(6) Section 251 presently reads:

251 If a notice or document is required to be sent to the Director or Registrar or filed with the Commission under this Act, the Director, Registrar or Commission may accept a photostated or photographic copy of the notice or document.

(7) Changes the references from “Commission” to “Board”.

(8) Changes the references from “Commission” to “Chief of Securities Administration”.

(9) Changes the references from “Director” to “Chief of Securities Administration”.

Companies Act

4(1) *The Companies Act is amended by this section.*

(2) *Section 1 is amended*

(a) *by renumbering clause (a) as clause (a.01) and by adding the following before clause (a.01):*

(a) “Agency” means the Agency of the Alberta Securities Commission established under the *Securities Act*;

(b) *by adding the following after clause (a.01):*

(a.02) “Board” means the Board of the Alberta Securities Commission established under the *Securities Act*;

(c) *by repealing clause (c.1) and substituting the following:*

(c.1) “Chief of Securities Administration” means the Chief of Securities Administration appointed under the *Securities Act* and includes any Deputy Chief of Securities Administration appointed under that Act;

(3) *Section 51 is amended by striking out “any member of the Commission” and substituting “the Chief of Securities Administration”.*

(4) *Section 98 is repealed and the following is substituted:*

98 All reports filed with the Chief of Securities Administration under section 96 shall be available for public inspection at the offices of the Agency during normal business hours of the Agency, and any person may make extracts from the reports.

(5) *Section 99 is amended*

(a) *in subsection (4) by striking out “Commission” and substituting “Chief of Securities Administration”;*

(b) *in subsection (5) by striking out “Commission that any person has failed to comply with section 96 or 97, it may in its” and substituting “Chief of Securities Administration that any person has failed to comply with section 96 or 97, he may in his”.*

(6) *In the following provisions “Commission” is struck out wherever it occurs and “Board” is substituted:*

section 50;
section 103(1);
section 173(6)(d) and (10).

Companies Act

4(1) This section will amend chapter C-20 of the Revised Statutes of Alberta 1980.

(2) Section 1(c.1) presently reads:

1 In this Act,

(c.1) "Commission" means the Alberta Securities Commission;

(3) Section 51 presently reads:

51 If, in connection with an offer by a company to purchase shares issued by it, the company or its directors do not comply with this Act or the regulations, any member of the Commission or any interested person may apply to the Court by way of originating notice and on the application the Court may make an order

(a) approving the contents of the offering circular with or without variation and requiring distribution of the corrected document to each shareholder entitled to receive it,

(b) restraining the distribution of the offering circular,

(c) requiring any person to comply with this Act or the regulations, or

(d) rescinding the offer.

(4) Section 98 presently reads:

98 All reports filed with the Commission under section 96 shall be open to public inspection at the offices of the Commission during normal business hours of the Commission, and any person may make extracts from the reports.

(5) Section 99(4) and (5) presently read:

(4) No prosecution shall be brought under subsection (1) or (2) without the consent of the Commission.

(5) If it appears to the Commission that any person has failed to comply with section 96 or 97, it may in its discretion apply to a judge of the Court designated by the Chief Justice of the Court for an order requiring that person to comply therewith.

(6) Changes the references from "Commission" to "Board".

(7) *In the following provisions “Commission” is struck out wherever it occurs and “Chief of Securities Administration” is substituted:*

section 48(1)(d);
section 96;
section 97;
section 101;
section 108(1) and (2);
section 137(4);
section 154(3).

Deposits Regulation Act

5(1) *The Deposits Regulation Act is amended by this section.*

(2) *Section 1(b) is repealed and the following is substituted:*

(b) “Chief of Securities Administration” means the Chief of Securities Administration appointed under the *Securities Act* and includes any Deputy Chief of Securities Administration appointed under that Act;

(3) *Section 4(1) is amended by striking out “Commission for its” and substituting “Chief of Securities Administration for his”.*

(4) *Section 9 is amended*

(a) *in clause (b) by striking out “Commission, for its” and substituting “Chief of Securities Administration, for his”;*

(b) *in clause (d) by striking out “Commission” and substituting “Chief of Securities Administration”.*

(5) *In the following provisions “Commission” is struck out wherever it occurs and “Chief of Securities Administration” is substituted:*

section 5(2) and (3);
section 6;
section 7.

Franchises Act

6(1) *The Franchises Act is amended by this section.*

(2) *Section 1(1) is amended*

(a) *by renumbering clause (a) as clause (a.1) and adding the following before clause (a.1):*

(a) “Agency” means the Agency of the Alberta Securities Commission established under the *Securities Act*;

(7) Changes the references from “Commission” to “Chief of Securities Administration”.

Deposits Regulation Act

5(1) This section will amend chapter D-33 of the Revised Statutes of Alberta 1980.

(2) Section 1(b) presently reads:

1 In this Act,

(b) “Commission” means the Alberta Securities Commission;

(3) Section 4(1) presently reads:

4(1) No advertisement soliciting deposits shall be made, done, issued or published in any manner without the advertisement first having been submitted to the Commission for its review and certification as complying with this Act and the regulations, and no advertisement shall be made, done, issued or published without that certification.

(4) Section 9(b) and (d) presently read:

9 The Lieutenant Governor in Council may make regulations

(b) prescribing the requirements with respect to the submission to the Commission, for its review and certification, of advertisements that solicit deposits;

(d) prescribing the return to be furnished to the Commission by persons or corporations receiving or accepting deposits containing information as to the particulars of security therefor;

(5) Changes the references from “Commission” to “Chief of Securities Administration”.

Franchises Act

6(1) This section will amend chapter F-17 of the Revised Statutes of Alberta 1980.

(2) Section 1(1)(c), (e) and (p) presently read:

1(1) In this Act,

(c) “Commission” means the Alberta Securities Commission;

(e) “Director” means the Director or a Deputy Director of the Commission;

(p) “Registrar” means the Registrar of the Commission;

(b) by adding the following after clause (b):

(b.1) “Board” means the Board of the Alberta Securities Commission established under the *Securities Act*;

(b.2) “Chief of Securities Administration” means the Chief of Securities Administration appointed under the *Securities Act* and includes any Deputy Chief of Securities Administration appointed under that Act;

(c) by repealing clause (c);

(d) by repealing clause (e) and substituting the following:

(e) “Executive Director of the Board” means the Executive Director of the Board appointed under the *Securities Act*;

(e) by repealing clause (p) and substituting the following:

(p) “Registrar” means a Registrar of the Agency appointed under the *Securities Act*;

(3) Section 10 is amended

(a) in subsection (1) by striking out “Commission” and substituting “Chief of Securities Administration”;

(b) in subsections (2) and (6) by striking out “Director” wherever it occurs and substituting “Chief of Securities Administration”;

(c) in subsection (7)

(i) by striking out “Director” wherever it occurs and substituting “Chief of Securities Administration”;

(ii) by striking out “the Commission” and substituting “him”.

(4) Section 14 is repealed and the following is substituted:

14 The Chief of Securities Administration may, and when so directed by the Board shall,

(a) require any applicant or registrant to deliver a bond to the Chief of Securities Administration within a specified time, or

(b) require a registrant who has previously delivered a bond to deliver a new bond to the Chief of Securities Administration,

and the bond or new bond shall be in the prescribed form and shall be approved by the Chief of Securities Administration as to amount and otherwise.

(3) Section 10(1), (2), (6) and (7) presently read:

10(1) If a solicitor, auditor, accountant, engineer, appraiser or any other person or company whose profession gives authority to a statement made by him, is named as having prepared or certified any part of the prospectus or statement of material facts, the written consent of that person or company to the inclusion of that report or valuation shall be filed with the Commission not later than the time the prospectus or statement of material facts is filed.

(2) The Director may dispense with the filing of a consent required by subsection (1) if, in his opinion, the filing is impracticable or involves undue hardship.

(6) Notwithstanding subsections (4) and (5), the Director may direct the Registrar not to issue a receipt for a prospectus if a person or company referred to in subsection (1) is not acceptable to him.

(7) When a change is proposed to be made in a prospectus or statement of material facts that in the opinion of the Director materially affects any consent required by subsection (1), the Director may require that a further consent be filed with the Commission before a receipt for the amended prospectus or statement of material facts is issued.

(4) Section 14 presently reads:

14 The Director may, and when so directed by the Commission shall,

(a) require any applicant or registrant to deliver a bond to the Commission within a specified time, or

(b) require a registrant who had previously delivered a bond to deliver a new bond to the Commission,

and the bond or new bond shall be in the prescribed form and shall be approved by the Director as to amount and otherwise.

(5) *Section 23 is amended*

(a) *in subsections (1), (2) and (3), by striking out “Director” wherever it occurs and substituting “Chief of Securities Administration”;*

(b) *by repealing subsection (4) and substituting the following:*

(4) The Chief of Securities Administration may, and when so directed by the Board shall,

(a) require any applicant for registration as a salesman or any person who has been registered as a salesman to deliver a bond to the Chief of Securities Administration within a specified time, or

(b) require a salesman who has previously delivered a bond to deliver a new bond to the Chief of Securities Administration,

and the bond or new bond shall be in the prescribed form and shall be approved by the Chief of Securities Administration as to amount and otherwise.

(6) *Section 32 is amended by striking out “Commission” and substituting “Alberta Securities Commission, the Board, a member of the Board, the Executive Director of the Board, a person employed for the Board, the Agency, the Chief of Securities Administration, a Registrar or a person employed for the Agency”.*

(7) *Section 34(1)(a) is amended by striking out “Commission, its representative, the Director or the Registrar” and substituting “Board, a member of the Board, the Executive Director of the Board, a person employed for the Board, the Agency, the Chief of Securities Administration, a Registrar or a person employed for the Agency”.*

(8) *Section 40 is amended*

(a) *in subsection (1) by striking out “Commission, a representative of the Commission or the Director or Registrar” and substituting “Board, the Executive Director of the Board, a person employed for the Board, the Chief of Securities Administration, a Registrar or a person employed for the Agency”;*

(b) *in subsection (2)*

(i) *by repealing clause (a)(i), (ii) and (iii) and substituting the following:*

(i) the Alberta Securities Commission,

(ii) the Board or a member of it, the Executive Director of the Board or a person employed for the Board,

(5) Section 23 presently reads:

23(1) The Director shall grant registration or renewal of registration to a prospective salesman when in the opinion of the Director the applicant is suitable for registration and the proposed registration is not objectionable.

(2) The Director shall not refuse to grant or refuse to renew registration as a salesman without giving the applicant an opportunity to be heard.

(3) The Director may in his discretion restrict a registration of a salesman by imposing terms and conditions on it.

(4) The Director may, and when so directed by the Commission shall,

(a) require any applicant for registration as a salesman or any person who has been registered as a salesman to deliver a bond to the Commission within a specified time, or

(b) require a salesman who had previously delivered a bond to deliver a new bond to the Commission,

and the bond or new bond shall be in the prescribed form and shall be approved by the Director as to amount and otherwise.

(6) Section 32 presently reads:

32 No person shall make any representation, written or oral, that the Commission has in any way passed on

(a) the financial standing, fitness or conduct of any registrant,

(b) the quality of any franchise, or

(c) the results to be expected by a franchisee operating under the terms of the franchise.

(7) Section 34(1) presently reads in part:

34(1) A person who

(a) in any material, evidence or information submitted or given under this Act or the regulations to the Commission, its representative, the Director or the Registrar or to a person appointed to make an investigation or audit under this Act makes a statement

is guilty of an offence and liable to

(e) a fine of not more than \$2000 or to imprisonment for a term of not more than one year, or to both, or

(f) in the case of a company, a fine of not more than \$25 000.

(8) Section 40(1) and (2)(a) presently read:

40(1) Except with the consent of the Attorney General, no action whatever and no proceedings by way of injunction, mandamus, prohibition or other extraordinary remedy lies or shall be instituted against any person, whether in his public capacity, in respect of any act or omission in connection with the administration or the carrying out of this Act or the regulations when that person is a member of the Commission, a representative of the Commission or the Director or Registrar, or when that person or company was proceeding under the written or oral direction or consent of any one of them or under an order of the Minister made under this Act.

(2) No person has any rights or remedies and no proceedings lie or shall be brought against any person in respect of any act or omission of that person done or omitted in compliance or intended compliance with

(a) a requirement, order or direction under this Act of

(i) the Commission or any member of it,

(iii) the Chief of Securities Administration, a Registrar or a person employed for the Agency,

(ii) *in clause (a)(vi) by striking out “Commission, the Director or Registrar” and substituting “Alberta Securities Commission, the Board, the Agency, the Chief of Securities Administration or a Registrar”.*

(9) *The heading to Part 3 is amended by striking out “BY THE COMMISSION”.*

(10) *Section 41 is amended*

(a) *by repealing subsection (1) and substituting the following:*

41(1) The Chief of Securities Administration or a person to whom as his representative he, in writing, delegates the authority may at any time

(a) make an examination of the financial affairs of a registrant or of any person whose franchises have been the subject of a filing with the Chief of Securities Administration, and

(b) prepare

(i) a balance sheet as of the date of the examination, and

(ii) any other statements and reports required by the Chief of Securities Administration.

(b) *in subsections (2) and (3) by striking out “Commission” and substituting “Chief of Securities Administration”.*

(11) *Section 42 is amended*

(a) *by repealing subsection (1) and substituting the following:*

42(1) The Chief of Securities Administration may appoint 1 or more experts to assist him in any manner he considers expedient.

(b) *in subsection (2) by striking out “Commission” wherever it occurs and substituting “Chief of Securities Administration”.*

(12) *Section 43 is amended*

(a) *by repealing subsections (1) and (2) and substituting the following:*

43(1) When on a statement made under oath it appears probable to the Chief of Securities Administration that any person has

(a) contravened this Act or the regulations, or

(b) committed an offence under the *Criminal Code* (Canada) in connection with a trade in franchises,

- (ii) *the Director,*
- (iii) *the Registrar,*
- (iv) *any person appointed by order of the Minister,*
- (v) *the Minister, or*
- (vi) *any representative of the Minister, the Commission, the Director or Registrar or of any person appointed by the Minister,*

(9) The heading to Part 3 presently reads:

PART 3

INVESTIGATION AND ACTION BY THE COMMISSION

(10) Section 41(1) presently reads:

41(1) The Commission or a person to whom as its representative it, in writing, delegates the authority may at any time make an examination of the financial affairs of a registrant or of any person whose franchises have been the subject of a filing with the Commission, and prepare a balance sheet as of the date of the examination and any other statements and reports required by the Commission.

(11) Section 42(1) and (2) presently read:

42(1) The Commission may appoint one or more experts to assist the Commission in any manner it considers expedient.

(2) The Commission may submit any agreement, prospectus, financial statement, report or other document to one or more experts appointed under subsection (1) for examination, and the Commission has the like power to summon and enforce the attendance of witnesses before the expert and compel them to produce documents, records and things as is vested in the Commission in conducting an investigation and section 43(3) and (4) apply with all necessary modifications.

(12) Section 43(1), (2), (8) and (9) presently read:

43(1) When on a statement made under oath it appears probable to the Commission that any person has

(a) contravened this Act or the regulations, or

(b) committed an offence under the Criminal Code (Canada) in connection with a trade in franchises,

the Commission may by order appoint a person to make any investigation it considers expedient for the due administration of this Act, and in the order shall determine and prescribe the scope of the investigation.

the Chief of Securities Administration may by order appoint a person to make any investigation that the Chief of Securities Administration considers expedient for the due administration of this Act, and in the order shall determine and prescribe the scope of the investigation.

(2) The Chief of Securities Administration may, on his own motion by order, appoint 1 or more persons to make any investigation that the Chief of Securities Administration considers expedient for the due administration of this Act or into any matter relating to trading in franchises, and in the order shall determine and prescribe the scope of the investigation.

(b) in subsections (8) and (9) by striking out “Commission” wherever it occurs and substituting “Chief of Securities Administration”.

(13) Section 44 is repealed and the following is substituted:

44 When on the report of an investigation made under section 43 it appears to the Chief of Securities Administration that any person may have

- (a) contravened this Act or the regulations, or
- (b) committed an offence under the *Criminal Code* (Canada) in connection with a transaction relating to franchises,

the Chief of Securities Administration shall send a full and complete report of the investigation, including the report made to him, any transcripts of evidence and any material in his possession relating thereto, to the Minister and to the Attorney General.

(14) Section 51 is amended

(a) in subsections (1), (5) and (6) by striking out “Commission” wherever it occurs and substituting “Board”;

(b) in subsection (3)

(i) by striking out “Registrar of the Commission” and substituting “Executive Director of the Board”;

(ii) in clauses (a), (b) and (d) by striking out “Commission” wherever it occurs and substituting “Board”;

(c) in subsection (4) by striking out “Commission” and substituting “Chief of Securities Administration”;

(d) by adding the following after subsection (6):

(7) Neither the Chief of Securities Administration nor a Registrar may commence an appeal under this section.

(2) The Commission may, on its own motion by order, appoint one or more persons to make any investigation it considers expedient for the due administration of this Act or into any matter relating to trading in franchises, and in the order shall determine and prescribe the scope of the investigation.

(8) When an investigation is ordered under this section the Commission may appoint an accountant or other expert to examine documents, records, properties and matters of the person whose affairs are being investigated.

(9) A person appointed under subsection (1), (2) or (8) shall report the result of his investigation or examination to the Commission.

(13) Section 44 presently reads:

44 When on the report of an investigation made under section 43 it appears to the Commission that any person may have

(a) contravened this Act or the regulations, or

(b) committed an offence under the Criminal Code (Canada) in connection with a transaction relating to franchises,

the Commission shall send a full and complete report of the investigation, including the report made to it, any transcripts of evidence and any material in the possession of the Commission relating thereto, to the Minister and to the Attorney General.

(14) Section 51(1), (3), (4), (5) and (6) presently read:

51(1) Any person primarily affected by a direction, decision, order or ruling of the Commission may appeal to the Court of Appeal.

(3) The Registrar of the Commission shall certify to the Registrar of the Court of Appeal

(a) the direction, decision, order or ruling that has been reviewed by the Commission,

(b) the order of the Commission, together with any statement of reasons for it,

(c) the record of the review, and

(d) all written submissions to the Commission or other material that is relevant to the appeal.

(4) The Commission may appear and be represented by counsel appointed by the Attorney General for that purpose on the hearing of an appeal under this section.

(5) When an appeal is taken under this section, the Court of Appeal may by its order direct the Commission to make a direction, decision, order or ruling or to do some other act that the Commission is authorized and empowered to do under this Act or the regulations and as the Court considers proper, having regard to the material and submissions before it and to this Act and the regulations, and the Commission shall make that direction, decision, order or ruling or do that act accordingly.

(15) Section 52 is amended

(a) by striking out “before the Commission or the Director” and substituting “before the Board or the Chief of Securities Administration”;

(b) by repealing clause (a) and substituting the following:

(a) in addition to any other person to whom notice is required to be given, notice in writing of the time, place and purpose of the hearing shall be given to any person who, in the opinion of the Board or the Chief of Securities Administration, is primarily affected by the hearing, and the notice is sufficient if sent to the person by prepaid mail at the last address of the person appearing on the records of the Board or the Chief of Securities Administration, as the case may be, or, if not so appearing, to an address directed by the Board or the Chief of Securities Administration;

(c) in clause (d) by striking out “Commission” wherever it occurs and substituting “Board”;

(d) in clause (f) by striking out “Commission or, if not so appearing, to an address directed by the Commission or the Director” and substituting “Board or the Chief of Securities Administration, as the case may be, or, if not so appearing, to an address directed by the Board or the Chief of Securities Administration”.

(16) Section 53 is amended

(a) in clause (b) by striking out “Commission” and substituting “Board or the Chief of Securities Administration”;

(b) by striking out “Commission or a member of it or by the Director or the Registrar” and substituting “Board, a member of the Board, the Chief of Securities Administration or a Registrar”.

(17) Section 56 is amended

(a) in subsection (5) by striking out “Commission may take any proceedings it” and substituting “Chief of Securities Administration may take any proceedings that he”;

(b) in subsection (7)(b) by striking out “Commission” and substituting “Chief of Securities Administration”.

(6) Notwithstanding an order of the Court of Appeal, the Commission has power to make any further direction, decision, order or ruling on new material or when there is a material change in the circumstances, and every such direction, decision, order or ruling is subject to this section.

(15) Section 52(a), (d) and (f) presently read:

52 For the purposes of a hearing required or permitted under this Act to be held before the Commission or the Director, the following rules apply:

(a) in addition to any other person to whom notice is required to be given, notice in writing of the time, place and purpose of the hearing shall be given to any person who, in the opinion of the Commission or the Director, is primarily affected by the hearing, and the notice is sufficient if sent to the person by prepaid mail at the last address of the person appearing on the records of the Commission or, if not so appearing, to an address directed by the Commission or the Director;

(d) at the hearing or hearing and review by the Commission, all oral evidence received shall be taken down in writing and together with the documentary evidence and things received in evidence by the Commission shall form the record;

(f) notice of every direction, decision, order or ruling, together with a copy of the written reasons for it, if any, shall be given on the issuance of it to every person to whom notice of the hearing was given and to any person who, in the opinion of the person who presided at the hearing, is primarily affected by it, and the notice is sufficient if sent to the person by prepaid mail at the last address of the person appearing on the records of the Commission or, if not so appearing, to an address directed by the Commission or the Director;

(16) Section 53 presently reads:

53 A statement as to

(a) the registration or non-registration of a person,

(b) the filing or non-filing of a document or material required or permitted to be filed with the Commission, or

(c) any other matter pertaining to such registration, non-registration, filing or non-filing or to any such person, document or material,

purporting to be certified by the Commission or a member of it or by the Director or the Registrar shall, without proof of the office or signature of the person certifying, be admitted in evidence, so far as relevant, for all purposes in any action, proceeding or prosecution.

(17) Section 56(5) and (7) presently read:

(5) When Her Majesty becomes a creditor of any person in respect of a debt to the Crown arising from the provisions of subsection (1), the Commission may take any proceedings it considers fit under the Bankruptcy Act (Canada), the Judicature Act, the Companies Act, the Business Corporations Act or the Winding-up Act (Canada) for the appointment of an interim receiver, custodian, trustee, receiver or liquidator.

(7) When

(a) a bond has been forfeited under subsection (1) by reason of a conviction or judgment under subsection (1)(a) or (b), and

(18) *Section 57 is amended*

(a) in clause (a) by striking out “Commission” and substituting “Chief of Securities Administration”;

(b) in clauses (d) and (f) by striking out “Commission” wherever it occurs and substituting “Board, the Agency, the Chief of Securities Administration or a Registrar”.

(19) *In the following provisions “Commission” is struck out wherever it occurs and “Board” is substituted:*

section 16(1) and (2);
section 24(2);
section 50.

(20) *In the following provisions “Commission” is struck out wherever it occurs and “Chief of Securities Administration” is substituted:*

section 4(1);
section 6(1);
section 7;
section 26;
section 35;
section 36(1) and (2);
section 37(1);
section 39(1)(a);
section 46;
section 47;
section 48;
section 49(1) and (3);
section 55(1).

(21) *In the following provisions “Director” is struck out wherever it occurs and “Chief of Securities Administration” is substituted:*

section 3;
section 4;
section 6(2);
section 8(3) and (4);

(b) the Commission has not

(i) within 2 years of the conviction or judgment having become final, or

(ii) within 2 years of the registered person in respect of whom the bond was furnished having ceased to carry on business as such,

whichever occurs first, received notice in writing of any claim against the proceeds of the bond or of such portion of the bond as remains in the possession of the Provincial Treasurer,

the Lieutenant Governor in Council may direct the Provincial Treasurer to pay the proceeds or portion of them to that person or to any person who on forfeiture of the bond made any payments under it, after first deducting the amount of any expenses that have been incurred in connection with any investigation or other matter relating to that person.

(18) Section 57(a), (d) and (f) presently read:

57 The Lieutenant Governor in Council may make regulations

(a) prescribing the form and content of prospectuses to be filed with the Commission by persons in accordance with the Act;

(d) governing the furnishing of information to the public or to the Commission by a registrant in connection with franchises or trades in them;

(f) prescribing the fees payable to the Commission, including fees for filing, fees on applications for registration, fees in respect of audits made by the Commission and other fees in connection with the administration of this Act and the regulations;

(19) Changes the references from “Commission” to “Board”.

(20) Changes the references from “Commission” to “Chief of Securities Administration”.

(21) Changes the references from “Director” to “Chief of Securities Administration”.

section 11;
section 12(1) and (2);
section 13;
section 17(2) and (3);
section 18;
section 19;
section 20(2);
section 22;
section 24(1) and (2);
section 27;
section 28;
section 29;
section 50(1).

Insurance Act

7(1) The Insurance Act is amended by this section.

(2) Section 1 is amended

(a) by adding the following after clause (b):

(b.01) “Agency” means the Agency of the Alberta Securities Commission established under the *Securities Act*;

(b) by repealing clause (e);

(c) by adding the following after clause (e.1):

(e.101) “Chief of Securities Administration” means the Chief of Securities Administration appointed under the *Securities Act* and includes any Deputy Chief of Securities Administration appointed under that Act;

(3) Section 169 is repealed and the following is substituted:

169 All reports filed with the Chief of Securities Administration under section 167 or 168 shall be available for public inspection at the offices of the Agency during normal business hours of the Agency, and any person may make extracts from those reports.

(4) In the following provisions “Commission” is struck out wherever it occurs and “Chief of Securities Administration” is substituted:

section 161(4);
section 167;
section 168(2) and (3);
section 170(4) and (5);
section 172.

Investment Contracts Act

8(1) The Investment Contracts Act is amended by this section.

(2) Section 1 is amended

(a) by repealing clause (a) and substituting the following:

(a) “Agency” means the Agency of the Alberta Securities Commission established under the *Securities Act*;

Insurance Act

7(1) This section will amend chapter I-5 of the Revised Statutes of Alberta 1980.

(2) Section 1(e) and (e.1) presently read:

1 In this Act, except where inconsistent with the interpretation sections of any Part,

(e) "Commission" means the Alberta Securities Commission;

(e.1) "chief agency" means the principal office or place of business in Alberta of any insurer licensed under this Act and having its head office out of Alberta;

(3) Section 169 presently reads:

169 All reports filed with the Commission under section 167 or 168 shall be open to public inspection at the offices of the Commission during normal business hours of the Commission, and any person may make extracts from those reports.

(4) Changes the references from "Commission" to "Chief of Securities Administration".

Investment Contracts Act

8(1) This section will amend chapter I-10 of the Revised Statutes of Alberta 1980.

(2) Section 1(a) and (i) presently read:

1 In this Act,

(a) "Commission" means the Alberta Securities Commission;

(i) "Registrar" means the Registrar of the Alberta Securities Commission;

(a.1) “Board” means the Board of the Alberta Securities Commission established under the *Securities Act*;

(a.2) “Chief of Securities Administration” means the Chief of Securities Administration appointed under the *Securities Act* and includes any Deputy Chief of Securities Administration appointed under that Act;

(a.3) “Executive Director of the Board” means the Executive Director of the Board appointed under the *Securities Act*;

(b) by repealing clause (i) and substituting the following:

(i) “Registrar” means a Registrar of the Agency appointed under the *Securities Act*;

(3) Section 21 is amended

(a) in subsection (1) by striking out “Commission” and substituting “Board”;

(b) in subsection (3)

(i) by striking out “Registrar of the Commission” and substituting “Executive Director of the Board”;

(ii) in clauses (a), (b) and (d) by striking out “Commission” wherever it occurs and substituting “Board”.

(4) Section 46 is repealed and the following is substituted:

46 No person or company shall make representations, written or oral, that

(a) the Alberta Securities Commission, the Board, a member of the Board, the Executive Director of the Board, a person employed for the Board, the Agency, the Chief of Securities Administration, a Registrar or a person employed for the Agency, or

(b) the Superintendent,

has in any way passed on the financial standing or solvency of any issuer registered under this Act or on the merit of any investment contract.

(5) The following provisions are amended by striking out “Commission” wherever it occurs and substituting “Board”:

section 16;
section 17;
section 18;
section 19;
section 20.

(3) Section 21(1) and (3) presently read:

21(1) When the Commission has reviewed a direction, decision, order or ruling pursuant to this Act, any person or company on whom a notice is served under section 20 or any other person or company who is primarily affected by the direction, decision, order or ruling or by the order made on the review may appeal to the Court of Appeal.

(3) The Registrar of the Commission shall certify to the Registrar of the Court of Appeal

(a) the direction, decision, order or ruling that has been reviewed by the Commission,

(b) the order of the Commission on the review, together with any statement of reasons therefor,

(c) the record of the review, and

(d) all written submissions to the Commission or other material that in the opinion of the Registrar is relevant to the appeal.

(4) Section 46 presently reads:

46 No person or company shall make representation, written or oral, that the Commission or the Superintendent has in any way passed on the financial standing or solvency of any issuer registered under this Act or on the merit of any investment contract.

(5) Changes the references from “Commission” to “Board”.

Legislative Assembly Act

- 9(1) *The Legislative Assembly Act is amended by this section.*
- (2) *Part 3 of the Schedule is amended by striking out “Alberta Securities Commission” and substituting “Board of the Alberta Securities Commission”.*

Trust Companies Act

- 10(1) *The Trust Companies Act is amended by this section.*
- (2) *Section 1(1) is amended*
- (a) *by renumbering clause (a) as clause (a.01) and by adding the following before clause (a.01):*
- (a) *“Agency” means the Agency of the Alberta Securities Commission established under the Securities Act;*
- (b) *by adding the following after clause (b.1):*
- (b.2) *“Chief of Securities Administration” means the Chief of Securities Administration appointed under the Securities Act and includes any Deputy Chief of Securities Administration appointed under that Act;*
- (3) *Section 25(2) is repealed and the following is substituted:*
- (2) *The applicant shall give the Chief of Securities Administration notice of an application under subsection (1) and the Chief of Securities Administration has the right to appear and be heard on the application.*
- (4) *Section 72(1)(d) is repealed.*
- (5) *Section 75 is repealed and the following is substituted:*
- 75** *All reports filed with the Chief of Securities Administration under section 73 or 74 shall be available for public inspection at the offices of the Agency during the normal business hours of the Agency and any person may make extracts from the reports.*
- (6) *Section 76 is amended*
- (a) *in subsection (4) by striking out “Commission” and substituting “Chief of Securities Administration”;*
- (b) *by repealing subsection (5) and substituting the following:*
- (5) *Whenever it appears to the Chief of Securities Administration that a person has failed to comply with section 73 or*

Legislative Assembly Act

9(1) This section will amend chapter L-10.1 of the Statutes of Alberta, 1983.

(2) The Schedule presently reads in part:

SCHEDULE

DISQUALIFYING OFFICES

Part 3

Other Disqualifying Offices

Alberta Planning Board

Alberta Racing Commission

Alberta Securities Commission

Appeal board under section 537 of the Alberta Insurance Act

Trust Companies Act

10(1) This section will amend chapter T-9 of the Revised Statutes of Alberta 1980.

(2) Section 1(1)(b.1) presently reads:

1(1) In this Act,

(b.1) "chief agency" means the principal office or place of business in Alberta of an extra-provincial company;

(3) Section 25(2) presently reads:

(2) The applicant shall give the Alberta Securities Commission notice of an application under subsection (1) and the Commission has the right to appear and be heard on the application.

(4) Section 72(1)(d) presently reads:

72(1) In this section and in sections 73 to 79,

(d) "Commission" means the Alberta Securities Commission;

(5) Section 75 presently reads:

75 All reports filed with the Commission under section 73 or 74 shall be open to public inspection at the offices of the Commission during normal business hours of the Commission, and any person may make extracts from the reports.

(6) Section 76(4) and (5) presently read:

(4) No prosecution shall be brought under subsection (1) or (2) without the consent of the Commission.

(5) Whenever it appears to the Commission that a person has failed to comply with section 73 or 74, it may in its discretion apply to a judge of the Court of Queen's Bench designated by the Chief Justice of the Court for an order requiring that person to comply therewith.

Legislative Assembly Act

- 9(1) *The Legislative Assembly Act is amended by this section.*
- (2) *Part 3 of the Schedule is amended by striking out “Alberta Securities Commission” and substituting “Board of the Alberta Securities Commission”.*

Trust Companies Act

- 10(1) *The Trust Companies Act is amended by this section.*
- (2) *Section 1(1) is amended*
- (a) *by renumbering clause (a) as clause (a.01) and by adding the following before clause (a.01):*
- (a) “Agency” means the Agency of the Alberta Securities Commission established under the *Securities Act*;
- (b) *by adding the following after clause (b.1):*
- (b.2) “Chief of Securities Administration” means the Chief of Securities Administration appointed under the *Securities Act* and includes any Deputy Chief of Securities Administration appointed under that Act;
- (3) *Section 25(2) is repealed and the following is substituted:*
- (2) The applicant shall give the Chief of Securities Administration notice of an application under subsection (1) and the Chief of Securities Administration has the right to appear and be heard on the application.
- (4) *Section 72(1)(d) is repealed.*
- (5) *Section 75 is repealed and the following is substituted:*
- 75** All reports filed with the Chief of Securities Administration under section 73 or 74 shall be available for public inspection at the offices of the Agency during the normal business hours of the Agency and any person may make extracts from the reports.
- (6) *Section 76 is amended*
- (a) *in subsection (4) by striking out “Commission” and substituting “Chief of Securities Administration”;*
- (b) *by repealing subsection (5) and substituting the following:*
- (5) Whenever it appears to the Chief of Securities Administration that a person has failed to comply with section 73 or

Legislative Assembly Act

- 9(1) This section will amend chapter L-10.1 of the Statutes of Alberta, 1983.
(2) The Schedule presently reads in part:

SCHEDULE
DISQUALIFYING OFFICES

Part 3

Other Disqualifying Offices

Alberta Planning Board
Alberta Racing Commission
Alberta Securities Commission
Appeal board under section 537 of the Alberta Insurance Act

Trust Companies Act

- 10(1) This section will amend chapter T-9 of the Revised Statutes of Alberta 1980.

- (2) Section 1(1)(b.1) presently reads:

1(1) In this Act,

(b.1) "chief agency" means the principal office or place of business in Alberta of an extra-provincial company;

- (3) Section 25(2) presently reads:

(2) The applicant shall give the Alberta Securities Commission notice of an application under subsection (1) and the Commission has the right to appear and be heard on the application.

- (4) Section 72(1)(d) presently reads:

72(1) In this section and in sections 73 to 79,

(d) "Commission" means the Alberta Securities Commission;

- (5) Section 75 presently reads:

75 All reports filed with the Commission under section 73 or 74 shall be open to public inspection at the offices of the Commission during normal business hours of the Commission, and any person may make extracts from the reports.

- (6) Section 76(4) and (5) presently read:

(4) No prosecution shall be brought under subsection (1) or (2) without the consent of the Commission.

(5) Whenever it appears to the Commission that a person has failed to comply with section 73 or 74, it may in its discretion apply to a judge of the Court of Queen's Bench designated by the Chief Justice of the Court for an order requiring that person to comply therewith.

74, the Chief of Securities Administration in his discretion may apply to a judge of the Court of Queen's Bench designated by the Chief Justice of the Court for an order requiring that person to comply therewith.

(7) *The following provisions are amended by striking out "Commission" wherever it occurs and substituting "Chief of Securities Administration":*

section 73;
section 74(2) and (3);
section 78.

Trustee Act

11(1) *The Trustee Act is amended by this section.*

(2) *Section 4(3) is repealed and the following is substituted:*

(3) An approved corporation, other than a trust company, shall file with the Chief of Securities Administration

(a) a balance sheet, operating statement and any other supporting schedules as required by the Chief of Securities Administration,

(b) a certified copy of its balance sheet as of the close of each fiscal year and the auditor's report on it within 170 days from the date to which it is made up, and

(c) any other statements, reports or other information pertaining to its financial position or affairs that the Chief of Securities Administration requires.

(4) The balance sheet, operating statement and other supporting schedules referred to in subsection (3)(a) shall

(a) be filed with the Chief of Securities Administration at a time and on a quarterly or monthly basis as he requires, and

(b) be in a form and certified in a manner approved by the Chief of Securities Administration.

(5) In this section, "Chief of Securities Administration" means the Chief of Securities Administration appointed under the *Securities Act* and includes any Deputy Chief of Securities Administration appointed under that Act.

Transitional and Commencement

12(1) *In this section,*

(a) "amended Act" means the *Securities Act* as amended by this Act;

(b) "Board" means the Board as defined in the amended Act;

(c) "Chief of Securities Administration" means the Chief of Securities Administration as defined in the amended Act;

(d) "Commission" means the Commission as defined in the former Act;

(7) Changes the references from “Commission” to “Chief of Securities Administration”.

Trustee Act

11(1) This section will amend chapter T-10 of the Revised Statutes of Alberta 1980.

(2) Section 4(3) presently reads:

(3) An approved corporation, other than a trust company, shall file with the Alberta Securities Commission

(a) a balance sheet, operating statement and any other supporting schedules required by the Commission, on a quarterly or monthly basis, whichever the Commission directs, at the times directed and in a form and certified in a manner approved by the Commission,

(b) a certified copy of its balance sheet as of the close of each fiscal year and the auditor's report on it within 170 days of the date to which it is made up, and

(c) any other statements, reports or other information pertaining to its financial position or affairs that the Commission requires.

Transitional and Commencement

12 Transitional.

- (e) "Director" means the Director as defined in the former Act;
 - (f) "Executive Director of the Board" means the Executive Director of the Board as defined in the amended Act;
 - (g) "former Act" means the Securities Act as it read immediately before the coming into force of this Act;
 - (h) "Registrar" means the Registrar as defined in the former Act;
 - (i) "Registrar of the Agency" means Registrar as defined in the amended Act.
- (2) Any proceeding, application or other matter commenced before the Commission under the former Act and not completed on the coming into force of this Act may be continued and completed by the Board under the amended Act.
- (3) Any agreement or arrangement that was entered into by the Commission under the former Act and that has not been fully performed or carried out on the coming into force of this Act may be performed or carried out, as the case may be, under the amended Act
- (a) by the Board unless the amended Act otherwise provides, or
 - (b) subject to clause (a), by the Chief of Securities Administration where the Board by order so directs.
- (4) Any
- (a) proceeding, application or other matter that was commenced, or
 - (b) agreement or arrangement that was entered into,
- by the Director under the former Act and that has not been fully performed or carried out on the coming into force of this Act may be performed or carried out, as the case may be, by the Chief of Securities Administration under the amended Act.
- (5) Any matter that was commenced by the Registrar under the former Act and that has not been fully performed or carried out on the coming into force of this Act may be performed or carried out, as the case may be,
- (a) by a Registrar of the Agency under the amended Act, or
 - (b) by the Executive Director of the Board where, under the amended Act, the matter comes under the responsibility of the Board.
- (6) Any appeal or application to a court from or relating to a decision of the Commission that was commenced under the former Act but not completed before the coming into force of this Act is deemed to be an appeal from or an application relating to a decision of the Board under the amended Act.
- (7) Any reference in any agreement, document, regulation or order to the Commission is deemed to be a reference
- (a) to the Board, or
 - (b) to the Chief of Securities Administration where the Board by order so directs.

(8) Any reference in any agreement, document, regulation or order to the Director is deemed to be a reference to the Chief of Securities Administration.

(9) Any reference in any agreement, document, regulation or order to the Registrar is deemed to be a reference to a Registrar of the Agency.

(10) Notwithstanding subsection (8) or (9), where in any agreement, document, regulation or order the Director or the Registrar is required to perform some function in respect of a matter that under the amended Act comes under the responsibility of the Board, any reference in that agreement, document, regulation or order to the Director or the Registrar with respect to the carrying out of that function is deemed to be a reference to the Executive Director of the Board.

13 This Act comes into force on Proclamation.

13 Coming into force.