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NATIONAL INSTRUMENT 14-101

DEFINITIONS

PART 1 PART DEFINITIONS AND INTERPRETATION

1.1 Definitions and Interpretation

- (1) Every term that is defined or interpreted in the statute of the local jurisdiction referred to in Appendix B, the definition or interpretation of which is not restricted to a specific portion of the statute, has, if used in a national instrument or multilateral instrument, the meaning ascribed to it in that statute unless the context otherwise requires.
- (2) A provision or reference within a provision of a national instrument or multilateral instrument that specifically refers by name to one or more jurisdictions other than the local jurisdiction shall not have any effect in the local jurisdiction, unless otherwise stated in the national instrument or multilateral instrument.
- (3) In a national instrument or multilateral instrument

"1933 Act" means the *Securities Act of 1933* of the United States of America, as amended from time to time; (*Loi de 1933*)

"1934 Act" means the *Securities Exchange Act of 1934* of the United States of America, as amended from time to time; (*Loi de 1934*)

"adviser registration requirement" means the requirement in securities legislation that prohibits a person or company from acting as an adviser unless the person or company is registered in the appropriate category of registration under securities legislation; (*obligation d'inscription à titre de conseiller*)

"blanket rulings and orders" means rulings and orders issued under Canadian securities legislation in certain jurisdictions that are applicable to a class of persons, trades, intended trades, securities, exchange contracts or transactions; (*décisions générales*)

"Canadian auditor's report" means an auditor's report prepared in accordance with Canadian GAAS; (*rapport du vérificateur canadien*)

"Canadian financial institution" means a bank, loan corporation, trust company, insurance company, treasury branch, credit union or caisse populaire that, in each case, is authorized to carry on business in Canada or a jurisdiction, or the Confédération des caisses populaires et d'économie Desjardins du Québec; (*institution financière canadienne*)

"Canadian GAAP" means generally accepted accounting principles determined with reference to the Handbook; (*PCGR canadiens*)

"Canadian GAAS" means generally accepted auditing standards determined with reference to the Handbook; (*NVGR canadiennes*)

"Canadian securities directions" means the instruments listed in Appendix A; (*directives canadiennes en valeurs mobilières*)

"Canadian securities legislation" means the statutes and the other instruments listed in Appendix B; (*léislation canadienne en valeurs mobilières*)

"Canadian securities regulatory authorities" means the securities commissions and similar regulatory authorities listed in Appendix C; (*autorités canadiennes en valeurs mobilières*)

"CIPF" means the Canadian Investor Protection Fund; (*FCPE*)

"CSA" means the Canadian Securities Administrators; (*ACVM*)

"dealer registration requirement" means:

- (a) in every jurisdiction except British Columbia, Manitoba and New Brunswick, the requirement in securities legislation that prohibits a person or company from acting as a dealer unless that person or company is registered in the appropriate category of registration under securities legislation, and
- (b) in British Columbia, Manitoba and New Brunswick, the requirement in securities legislation that prohibits a person or company from trading in a security unless that person or company is registered in the appropriate category of registration under securities legislation; (*obligation d'inscription à titre de courtier*)

"equity security" has the meaning ascribed to that term in securities legislation; (*titre de participation*)

"foreign jurisdiction" means a country other than Canada or a political subdivision of a country other than Canada; (*territoire étranger*)

"Handbook" means the Handbook of the Canadian Institute of Chartered Accountants, as amended from time to time; (*Manuel de l'ICCA*)

"implementing law of a jurisdiction" means, for a local jurisdiction, a regulation, rule, ruling or order of the Canadian securities regulatory authority that implements a national instrument or multilateral instrument in the local jurisdiction; (*texte de mise en oeuvre du territoire*)

"insider reporting requirement" means

- (a) a requirement to file insider reports under Parts 3 and 4 of National Instrument 55-104 *Insider Reporting Requirements and Exemptions*;
- (b) a requirement to file insider reports under any provisions of Canadian securities legislation substantially similar to Parts 3 and 4 of National Instrument 55-104 *Insider Reporting Requirements and Exemptions*; and
- (c) a requirement to file an insider profile under National Instrument 55-102 *System for Electronic Disclosure by Insiders (SEDI)*; (*exigence de déclaration d'initié*)

"investment fund manager registration requirement" means the requirement in securities legislation that prohibits a person or company from acting as an investment fund manager unless the person or company is registered in the appropriate category of registration under securities legislation; (*obligation d'inscription à titre de gestionnaire de fonds d'investissement*)

"issuer bid" has the meaning ascribed to that term in securities legislation; (*offre publique de rachat*)

"ITA" means the *Income Tax Act* (Canada); (*LIR*)

"jurisdiction" or "jurisdiction of Canada" means a province or territory of Canada except when used in the term foreign jurisdiction; (*territoire ou territoire du Canada*)

"local jurisdiction" means, in a national instrument or multilateral instrument adopted or made by a Canadian securities regulatory authority, the jurisdiction in which the Canadian securities regulatory authority is situate; (*territoire intéressé*)

“networking notice requirement” means the requirement in securities legislation that a registrant give written notice to the securities regulatory authority or regulator before entering into a networking arrangement; (*exigence de dépôt d’un avis à l’égard d’une entente de réseau*)

“person or company”, for the purpose of a national instrument or multilateral instrument, means,

- (a) in British Columbia, a “person” as defined in section 1(1) of the *Securities Act* (British Columbia);
- (b) in New Brunswick, a “person” as defined in section 1(1) of the *Securities Act* (New Brunswick);
- (c) in the Northwest Territories, a “person” as defined in section 1 of the *Securities Act* (Northwest Territories);
- (d) in Prince Edward Island, a “person” as defined in section 1 of the *Securities Act* (Prince Edward Island);
- (e) in Québec, a “person” as defined in section 5.1 of the *Securities Act* (Québec); and
- (f) in Yukon Territory, a “person” as defined in section 1 of the *Securities Act* (Yukon territory); (*personne ou société*)

“prospectus requirement” means the requirement in securities legislation that prohibits a person or company from distributing a security unless a preliminary prospectus and prospectus for the security have been filed and the regulator has issued receipts for them; (*exigence de prospectus*)

“provincial and territorial securities directions” means the instruments listed in Appendix A; (*directives provinciales et territoriales en valeurs mobilières*)

“provincial and territorial securities legislation” means the statutes and the other instruments listed in Appendix B; (*léislation provinciale et territoriale en valeurs mobilières*)

“provincial and territorial securities regulatory authorities” means the securities commissions and similar regulatory authorities listed in Appendix C; (*autorités provinciales et territoriales en valeurs mobilières*)

“registration requirement” means all of the following:

- (a) the adviser registration requirement,
- (b) the dealer registration requirement,

- (c) the investment fund manager registration requirement, and
- (d) the underwriter registration requirement; (*obligation d'inscription*)

"regulator" means, for the local jurisdiction, the person referred to in Appendix D opposite the name of the local jurisdiction; (*agent responsable*)

"SEC" means the Securities and Exchange Commission of the United States of America; (*SEC*)

"securities directions" means, for the local jurisdiction, the instruments listed in Appendix A opposite the name of the local jurisdiction; (*directives en valeurs mobilières*)

"securities legislation" means, for the local jurisdiction, the statute and other instruments listed in Appendix B opposite the name of the local jurisdiction; (*léislation en valeurs mobilières*)

"securities regulatory authority" means, for the local jurisdiction, the securities commission or similar regulatory authority listed in Appendix C opposite the name of the local jurisdiction; (*autorité en valeurs mobilières*)

"SRO" means a self-regulatory organization, a self-regulatory body or an exchange; (*OAR*)

"take-over bid" has the meaning ascribed to that term in securities legislation; (*offre publique d'achat*)

"underwriter registration requirement" means the requirement in securities legislation that prohibits a person or company from acting as an underwriter unless the person or company is registered in the appropriate category of registration under securities legislation; and (*obligation d'inscription à titre de placeur*)

"US federal securities law" means the federal statutes of the United States of America concerning the regulation of securities markets and trading in securities and the regulations, rules, forms and schedules under those statutes, all as amended from time to time. (*léislation fédérale américaine en valeurs mobilières*)

PART 2 EFFECTIVE DATE

2.1 Effective Date - This National Instrument comes into force on April 1, 1997.

NATIONAL INSTRUMENT 14-101 *DEFINITIONS*
APPENDIX "A"
PROVINCIAL AND TERRITORIAL SECURITIES DIRECTIONS /
CANADIAN SECURITIES DIRECTIONS

ALBERTA - The policy statements and the written interpretations issued by the securities regulatory authority.

BRITISH COLUMBIA - The policy statements and the written interpretations issued by the securities regulatory authority.

MANITOBA - The policy statements and the written interpretations issued by the securities regulatory authority.

NEW BRUNSWICK - The policy statements and the written interpretations issued by the securities regulatory authority.

NEWFOUNDLAND - The policy statements and the written interpretations issued by the securities regulatory authority.

NORTHWEST TERRITORIES - The policy statements and the written interpretations issued by the securities regulatory authority.

NOVA SCOTIA - The policy statements and the written interpretations issued by the securities regulatory authority.

NUNAVUT – The policy statements and the written interpretations issued by the securities regulatory authority.

ONTARIO - None.

PRINCE EDWARD ISLAND - The policy statements and the written interpretations issued by the securities regulatory authority.

QUEBEC - The policy statements and the written interpretations issued by the securities regulatory authority.

SASKATCHEWAN - The policy statements and the written interpretations issued by the securities regulatory authority.

YUKON TERRITORY - The policy statements and the written interpretations issued by the securities regulatory authority.

NATIONAL INSTRUMENT 14-101 DEFINITIONS
APPENDIX "B"
PROVINCIAL AND TERRITORIAL SECURITIES LEGISLATION /
CANADIAN SECURITIES LEGISLATION

ALBERTA - *Securities Act* and the regulations and rules under that Act and the blanket rulings and orders issued by the securities regulatory authority.

BRITISH COLUMBIA - *Securities Act* and the regulations, rules and forms under that Act and the blanket rulings and orders issued by the securities regulatory authority.

MANITOBA - *The Securities Act* and the regulations under that Act and the blanket rulings and orders issued by the securities regulatory authority.

NEW BRUNSWICK - *Securities Act* and the regulations under that Act and the orders issued by the securities regulatory authority.

NEWFOUNDLAND - *Securities Act* and the regulations under that Act and the blanket rulings and orders issued by the securities regulatory authority.

NORTHWEST TERRITORIES - *Securities Act* and the regulations under that Act and the blanket rulings and orders issued by the securities regulatory authority.

NOVA SCOTIA - *Securities Act* and the regulations under that Act and the blanket rulings and orders issued by the securities regulatory authority.

NUNAVUT - *Securities Act* and the regulations under that Act and the blanket rulings and orders issued by the securities regulatory authority.

ONTARIO - *Securities Act* and the regulations and rules under that Act.

PRINCE EDWARD ISLAND - *Securities Act* and the regulations under that Act and the blanket rulings and orders issued by the securities regulatory authority.

QUEBEC - *Securities Act*, An Act respecting the Autorité des marchés financiers (R.S.Q., c. A-33.2), *Derivatives Act* (S.Q. 2008, c. 24), the regulations under those Acts, and the blanket rulings and orders issued by the securities regulatory authority.

SASKATCHEWAN - *The Securities Act, 1988* and the regulations and rules under that Act and the blanket rulings and orders issued by the securities regulatory authority.

YUKON TERRITORY - *Securities Act* and the regulations under that Act and the blanket rulings and orders issued by the securities regulatory authority.

NATIONAL INSTRUMENT 14-101 *DEFINITIONS*
APPENDIX "C"
PROVINCIAL AND TERRITORIAL SECURITIES REGULATORY AUTHORITIES /
CANADIAN SECURITIES REGULATORY AUTHORITIES

ALBERTA - Alberta Securities Commission

BRITISH COLUMBIA - British Columbia Securities Commission

MANITOBA - The Manitoba Securities Commission

NEW BRUNSWICK - New Brunswick Securities Commission

NEWFOUNDLAND - Securities Commission of Newfoundland

NORTHWEST TERRITORIES – Superintendent of Securities, Northwest Territories

NOVA SCOTIA - Nova Scotia Securities Commission

NUNAVUT - Registrar of Securities, Nunavut

ONTARIO - Ontario Securities Commission

PRINCE EDWARD ISLAND - Superintendent of Securities, Prince Edward Island

QUEBEC - Autorité des marchés financiers

SASKATCHEWAN - Saskatchewan Securities Commission

YUKON TERRITORY - Superintendent of Securities, Yukon Territory

NATIONAL INSTRUMENT 14-101 *DEFINITIONS*
APPENDIX "D"
LOCAL JURISDICTION REGULATOR

ALBERTA - Executive Director, as defined under section 1 of the *Securities Act* (Alberta).

BRITISH COLUMBIA - Executive Director, as defined under section 1 of the *Securities Act* (British Columbia).

MANITOBA - Director, as defined under subsection 1(1) of *The Securities Act* (Manitoba).

NEW BRUNSWICK - Executive Director as defined in section 1 of the *Securities Act* (New Brunswick).

NEWFOUNDLAND - Director of Securities, designated under section 7 of the *Securities Act* (Newfoundland).

NORTHWEST TERRITORIES - Superintendent, as defined under section 1 of the *Securities Act* (Northwest Territories).

NOVA SCOTIA - Director, as defined under section 1 of the *Securities Act* (Nova Scotia).

NUNAVUT – Registrar, as defined under section 1 of the *Securities Act* (Nunavut)

ONTARIO - Director, as defined under section 1 of the *Securities Act* (Ontario).

PRINCE EDWARD ISLAND - Superintendent, as defined in section 1 of the *Securities Act* (Prince Edward Island)

QUEBEC - Autorité des marchés financiers

SASKATCHEWAN - Director, as defined in section 1 of *The Securities Act, 1988* (Saskatchewan).

YUKON TERRITORY - Superintendent, as defined in section 1 of the *Securities Act* (Yukon Territory)