

ANNEX C

PROPOSED AMENDMENTS TO NATIONAL INSTRUMENT 31-103 *REGISTRATION REQUIREMENTS, EXEMPTIONS AND ONGOING REGISTRANT OBLIGATIONS*

1. *National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations is amended by this Instrument.*

2. *Section 1.1 is amended by adding the following definitions:*

““direct investment fund charge” means an amount charged, by an investment fund or an investment fund manager, to a client if the client buys, holds, sells or switches units or shares of an investment fund, including any federal, provincial or territorial sales taxes paid on that amount, other than, for greater certainty, an amount included in the investment fund’s fund expenses;

“ETF facts document” has the same meaning as in section 1.1 of National Instrument 41-101 *General Prospectus Requirements*;

“fund expense ratio” means the sum of an investment fund’s management expense ratio and trading expense ratio, expressed as a percentage;

“fund facts document” has the same meaning as in section 1.1 of National Instrument 81-101 *Mutual Fund Prospectus Disclosure*;

“management expense ratio” has the same meaning as in section 1.1 of National Instrument 81-106 *Investment Fund Continuous Disclosure*;

“management report of fund performance” has the same meaning as in section 1.1 of National Instrument 81-106 *Investment Fund Continuous Disclosure*;

“trading expense ratio” means the ratio, expressed as a percentage, of the total commissions and other portfolio transaction costs incurred by an investment fund to its average net asset value, calculated in accordance with paragraph 12 of item 3 Financial Highlights of Part B of Form 81-106F1 of National Instrument 81-106 *Investment Fund Continuous Disclosure*;

3. *Section 14.1.1 is replaced with the following:*

“14.1.1. Duty to provide information – investment fund managers

(1) A registered investment fund manager of an investment fund must, within a reasonable period of time, provide a registered dealer or a registered adviser that has a client that owns securities of the investment fund with the information that is required by the dealer or adviser, in order for the dealer or adviser to comply with paragraph 14.12(1)(c), subsections 14.14(4) and (5), 14.14.1(2) and 14.14.2(1) and

paragraphs 14.17(1)(h) and (i) and (j), or with a reasonable approximation of such information.

(2) For the purpose of subsection (1), with respect to the information required in respect of paragraph 14.17(1)(i), the registered investment fund manager must provide the daily cost per unit or share of the relevant class or series of an investment fund calculated in dollars, determined using the following formula:

$$\frac{A}{365} \times B = C, \text{ where}$$

A = fund expense ratio of the applicable class or series of the investment fund;

B = the net asset value of a share or unit of the applicable class or series of the investment fund for the day;

C = the daily dollar cost per unit for the investment fund class or series.

(3) For the purpose of subsection (1), and paragraph 14.14(5)(c.1) or 14.14.1(2)(c.1), if a registered investment fund manager provides an approximation, the approximation must be determined based on information disclosed in an investment fund's most recently disclosed fund facts document, ETF facts document, prospectus or management report of fund performance, making any reasonable assumptions, unless

(a) the information was disclosed more than 12 months before the end of the period covered by the statement or report which is required to be delivered by the registered dealer or registered adviser under subsection 14.14(1), 14.14.1(1) or 14.17(1), or

(b) the investment fund manager reasonably believes that doing so would cause the information disclosed in the statement or report to be misleading.”

4. Subsection 5 of section 14.14 is amended by adding the following, after paragraph (c):

“(c.1) the fund expense ratio of each class or series of each investment fund in the account;

(c.2) if information reported under paragraph (c.1) is based on an approximation or any other assumption, a description of the assumption or approximation;”

5. Subsection 5 of section 14.14 is amended by adding the following, after paragraph (g):

“(h) if there are investment funds in the account, the following notification or a notification that is substantially similar:

“Fund expenses are made up of the management fee, operating expenses and trading costs. You don’t pay these expenses directly. They are periodically deducted from the value of your investments by the companies that manage and operate those funds. Different funds have different fund expenses. They affect you because they reduce the fund’s returns. These expenses add up over time. Fund expenses are expressed as an annual percentage of the total value of the fund. They correspond to the sum of the fund’s management expense ratio (MER) and trading expense ratio (TER). These costs are already reflected in the current values reported for your fund investments.””

6. Subsection 2 of section 14.14.1 is amended by adding the following after paragraph (c):

“(c.1) the fund expense ratio of each class or series of each investment fund;

(c.2) if information reported under paragraph (c.1) is based on an approximation or any other assumption, a description of the assumption or approximation;”

7. Subsection 2 of section 14.14.1 is amended by adding the following after paragraph (h):

“(i) if the statement includes information under paragraph (c.1), the following notification or a notification that is substantially similar:

“Fund expenses are made up of the management fee, operating expenses and trading costs. You don’t pay these expenses directly. They are periodically deducted from the value of your investments by the companies that manage and operate those funds. Different funds have different fund expenses. They affect you because they reduce the fund’s returns. These expenses add up over time. Fund expenses are expressed as an annual percentage of the total value of the fund. They correspond to the sum of the fund’s management expense ratio (MER) and trading expense ratio (TER). These costs are already reflected in the current values reported for your fund investments.””

8. Subsection 1 of section 14.17 is amended by adding the following, after paragraph (h):

“(i) the total amount of fund expenses, in relation to securities of investment funds owned by the client during the period covered by the report, either:

(a) charged to the client by an investment fund, its investment fund manager or any other party, or;

(b) charged to an investment fund by its investment fund manager or any other party;

(j) the total amount of direct investment fund charges charged to the client by an investment fund, investment fund manager or any other party, in relation to securities of investment funds owned by the client during the period covered by the report, excluding any charges included in the amounts under paragraph (c) or (f);

(k) the total amount of the fund expenses reported under paragraph (i) and the direct investment fund charges reported under paragraph (j);

(l) the total amount of the registered firm's charges reported under paragraph (d) and the investment fund fees reported under paragraph (k);

(m) if the client owned investment fund securities during the period covered by the report, the following notification or a notification that is substantially similar:

“Fund expenses are made up of the management fee, operating expenses and trading costs. You don't pay these expenses directly. They are periodically deducted from the value of your investments by the companies that manage and operate those funds. Different funds have different fund expenses. They affect you because they reduce the fund's returns. These expenses add up over time. Fund expenses are expressed as an annual percentage of the total value of the fund. They correspond to the sum of the fund's management expense ratio (MER) and trading expense ratio (TER). These costs are already reflected in the current values reported for your fund investments.

The number shown here is the total dollar amount you paid in management fees, trading fees and operating expenses for all the investment funds you owned last year. This amount depends on each of your funds' fund expenses and the amount you invested in each fund. Your account statements show the fund expenses as a percentage for each fund you hold.”

(n) if the client owned investment fund securities during the period covered by the report and any deferred sales charges were paid by the client, the following notification or a notification that is substantially similar:

“You paid this cost because you redeemed your units or shares of a fund purchased under a deferred sales charge option (DSC) before the end of the redemption fee schedule and a redemption fee was payable to the investment fund company. Information about these and other fees can be found in the prospectus or fund facts document for each investment fund. The redemption fee was deducted from the redemption amount you received.”

(o) if the client owned investment fund securities during the period covered by the report and direct investment fund charges, other than redemption fees, were charged to the client, a short explanation of the type of fees which were charged;

(p) if the information reported under paragraph (i) or (j) is based on an approximation or any other assumption, a description of the assumption or approximation.”

9. Section 14.17 of the Instrument is amended by adding the following subsection:

“(6) For the purposes of determining the total amount of fund expenses under paragraph (1)(i), the fund expenses for each class or series of each investment fund owned by the client during the reporting period must be added together after using the following formula to calculate the fund expenses for each fund for each day that the client owned it,

(A x B) where

A = the daily cost per unit or share of the relevant class or series of an investment fund calculated in dollars using the formula in subsection 14.1.1(2), and

B = the number of shares or units owned by the client for the day.”

10. The Instrument is amended by adding the following section, after section 14.17:

“14.17.1 Reporting of fund expenses and direct investment fund charges

- (1) Subject to subsection (2), for the purposes of paragraphs 14.14(5)(c.1), 14.14.1(2)(c.1), and 14.17(1)(i) and (j), the information required to be delivered to clients by a registered dealer or registered adviser must be based on the information provided under section 14.1.1.
- (2) Subject to subsection (3), if no information is provided under section 14.1.1, or the registered firm reasonably believes that any part of the information provided pursuant to section 14.1.1 is incomplete or that relying on it would cause information required to be delivered to a client to be misleading, the registered firm must rely on the most recent information disclosed in the relevant fund facts document, ETF facts document, prospectus or management report of fund performance, as applicable;
- (3) If there is no publicly available information or if the information referred to in subsection (2) was disclosed more than 12 months before the end of the period covered by the statement or report required to be delivered to the client, or the registered firm reasonably believes that relying on the publicly available information would cause information required to be delivered to the

client to be misleading, the registered firm must not rely on the publicly available information and must

(a) make reasonable efforts to obtain the information referred to in subsection (1) by other means, and

(b) subject to subsection (4), rely on the information obtained under paragraph (a).

(4) If the registered firm reasonably believes it cannot obtain information under paragraph (3) that is not misleading, the registered firm must exclude the information from the calculation of the amount of fund expenses or of the direct investment fund charges reported to the client, as the case may be, or, in the case of a fund expense ratio, must not report the fund expense ratio, and must disclose the fact that the information is excluded or not reported in the relevant statement or report.”

11. This Instrument comes into force on [●].