

2002 BCSECCOM 277

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - relief allowing the delivery of proxy materials and interim financial statements to participants in an employee share purchase plan by electronic delivery in accordance with NP 11-201 "Delivery of Documents by Electronic Means".

Applicable British Columbia Provisions

Securities Act, R.S.B.C. 1996, c. 418, s. 119(2)
National Policy Statement No. 41

IN THE MATTER OF THE SECURITIES LEGISLATION OF BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN, MANITOBA, ONTARIO, QUÉBEC, NOVA SCOTIA, NEW BRUNSWICK, NEWFOUNDLAND AND LABRADOR, PRINCE EDWARD ISLAND, THE NORTHWEST TERRITORIES, NUNAVUT AND YUKON TERRITORY

AND

IN THE MATTER OF THE MUTUAL RELIANCE REVIEW SYSTEM FOR EXEMPTIVE RELIEF APPLICATIONS

AND

IN THE MATTER OF TELUS CORPORATION

MRRS DECISION DOCUMENT

[para 1]

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, Nova Scotia, New Brunswick, Newfoundland and Labrador, Prince Edward Island, The Northwest Territories, Nunavut and Yukon Territory (the "Jurisdictions") has received an application from TELUS Corporation ("TELUS") for a decision under the securities legislation and policies of the Jurisdictions (the "Legislation") that the requirement contained in the Legislation to deliver proxy related materials (the "NP 41 Material") to non-registered holders by postage-paid first class mail or by personal delivery shall not apply to TELUS, or the trustee (the "Trustee") of TELUS' Employee Share Purchase Plan (the "Plan"), in respect of deliveries of NP 41 Material to participants in the Plan (the "Participants");

[para 2]

AND WHEREAS TELUS has also applied to the Decision Maker in each of the Jurisdictions for a decision under the Legislation that the requirement contained in the Supplemental Mailing List Legislation (as defined below) to deliver interim financial statements to non-registered holders that are on a supplemental mailing list by postage-paid first class mail or by personal delivery shall not apply to TELUS in respect of deliveries of interim financial statements to Participants on TELUS' supplemental mailing list;

[para 3]

AND WHEREAS under the Mutual Reliance Review System for Exemptive Relief Applications (the "System") the British Columbia Securities Commission is the principal regulator for this application;

AND WHEREAS TELUS has represented to the Decision Makers that:

2002 BCSECCOM 277

TELUS Corporation

1. TELUS was incorporated under the Company Act (British Columbia) on October 26, 1998, as BCT.TELUS Communications Inc. and on May 3, 2000 changed its name to TELUS Corporation;
2. TELUS' executive and registered offices are located in Burnaby, British Columbia;
3. the authorized capital of TELUS consists of 4,000,000,000 shares divided into 1,000,000,000 common shares without par value (the "Common Shares"), 1,000,000,000 non-voting shares without par value (the "Non-Voting Shares"), 1,000,000,000 first preferred shares without par value (the "First Preferred Shares") and 1,000,000,000 second preferred shares without par value (the "Second Preferred Shares"); as at January 3, 2002, 181,441,402 Common Shares, 121,689,134 Non-Voting Shares, no First Preferred Shares and no Second Preferred Shares were issued and outstanding;
4. TELUS is a reporting issuer or its equivalent in each of the Jurisdictions;
5. TELUS is not on the list of defaulting reporting issuers maintained pursuant to the Legislation, where applicable;
6. the Common Shares are listed and posted for trading on The Toronto Stock Exchange (the "TSE"); the Non-Voting Shares are listed and posted for trading on the TSE and the New York Stock Exchange;
7. TELUS is the second largest Canadian telecommunications provider, offering a full range of communication services; for the year ended December 31, 2000, TELUS had consolidated revenue of \$6,433,200,000 and has over two million wireless subscribers;

Employee Share Purchase Plan

8. the Plan was established on February 1, 1999;
9. the purpose of the Plan is to encourage employees to invest in Common Shares through Participant contributions and employer contributions, thereby providing employees with an opportunity to share in the growth and success of TELUS and its subsidiaries, by means of participation in the profits of the employer on the basis provided for in the Plan;

Paper Delivery Requirements

10. Participants are considered "non-registered holders" for purposes of National Policy No. 41 "Shareholder Communication" ("NP 41"); the Trustee is considered an "intermediary" for purposes of NP 41;
11. NP 41 provides that delivery of NP 41 Material to non-registered holders shall be by postage-paid first class mail or by personal delivery;
12. TELUS desires to send the NP 41 Material to Participants by electronic means, pursuant to the principles set forth in National Policy 11-201 "Delivery of Documents by Electronic Means" ("NP 11-201");

Interim Financial Statements and Supplemental Mailing List Requirements

13. the Legislation in certain jurisdictions provides that an issuer who complies with all of the requirements of NP 41 respecting interim financial statements is not required to send interim financial statements to its security holders if it maintains a supplemental mailing list in accordance with NP 41 (the "Supplemental Mailing List Legislation");

2002 BCSECCOM 277

14. NP 41 provides that the delivery of interim financial statements to non-registered holders on an issuer's supplemental mailing list shall be by postage-paid first class mail or by personal delivery; and

15. TELUS desires to send interim financial statements to Participants who are on TELUS's supplemental mailing list by electronic means, pursuant to the principles set forth in NP 11-201;

[para 4]

AND WHEREAS under the System, this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");

[para 5]

AND WHEREAS each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the Decision has been met;

[para 6]

THE DECISION of the Decision Makers under the Legislation is that the requirement contained in the Legislation to deliver NP 41 Material to non-registered holders by postage-paid first class mail or by personal delivery shall not apply to TELUS, or the Trustee, in respect of deliveries of NP 41 Material to Participants, provided that TELUS or the Trustee sends the NP 41 Material to Participants by electronic delivery in accordance with NP 11-201;

[para 7]

THE FURTHER DECISION of the Decision Makers under the Legislation is that the requirement contained in the Supplemental Mailing List Legislation to deliver interim financial statements to non-registered holders that are on a supplemental mailing list by postage-paid first class mail or by personal delivery shall not apply to TELUS in respect of deliveries of interim financial statements to Participants on TELUS' supplemental mailing list, provided that TELUS or the Trustee sends the interim financial statements to Participants by electronic delivery in accordance with NP 11-201.

[para 8]

DATED March 28, 2002

Brenda Leong
Director