



CONSOLIDATED UP TO 1 MARCH 2021

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FINANCIAL AND CONSUMER SERVICES COMMISSION

LOCAL RULE 45-501

PROSPECTUS AND REGISTRATION EXEMPTIONS

PART 1: DEFINITIONS AND INTERPRETATION

Definitions

1.1 In this rule

“investment share of cooperative” means a share in the capital of a cooperative that is not a member share;

“membership share of a cooperative” means a share described in section 32 of the *Cooperatives Act*.

“qualified syndicated mortgage” means a syndicated mortgage that satisfies all of the following:

- (a) the syndicated mortgage secures a debt obligation on property that satisfies all of the following:
 - (i) it is used primarily for residential purposes;
 - (ii) it includes no more than four units;
 - (iii) it includes no more than one unit that is used for non-residential purposes;
- (b) the syndicated mortgage does not secure a debt obligation incurred for the construction or development of property;
- (c) at the time the syndicated mortgage is arranged, the amount of the debt it secures, together with all other debt secured by mortgages on the property that have priority over, or the same priority as, the syndicated mortgage, assuming in all cases that the maximum amounts of any such mortgages are fully drawn, does not exceed 80 per cent of the fair market

value of the property relating to the mortgage, excluding any value that may be attributed to proposed or pending development of the property;

- (d) the syndicated mortgage cannot be subordinated to future financing without the consent of each lender;
- (e) there is no existing agreement that requires the lenders of the syndicated mortgage to consent to future subordination of the syndicated mortgage;
- (f) no person or company has the ability to consent to future subordination of the syndicated mortgage on behalf of the lenders of the syndicated mortgage without obtaining their instructions;

“syndicated mortgage” means a mortgage in which two or more persons participate, directly or indirectly, as a lender in a debt obligation that is secured by the mortgage.

Interpretation

- 1.2** Terms defined in National Instrument 14-101 *Definitions* and used in this Rule have the respective meanings ascribed to those terms in that Instrument.

PART 2: EXEMPTIONS

Cooperatives

- 2.1 (1)** The dealer registration requirement does not apply to a trade in a security of a cooperative if the security is one or more of the following:
- (a) membership share of a cooperative;
 - (b) an investment share of a cooperative where the acquisition cost of a share is \$1,000 or less and the total cumulative investment of the individual relying on the exemption does not exceed \$10,000.
- (2)** The prospectus requirement does not apply to a distribution in a security of a cooperative in the circumstances referred to in subsection (1).

Credit Unions

- 2.2 (1)** The dealer registration requirement does not apply to a trade in a membership share of a credit union within the meaning of the *Credit Union Act*.
- (2)** The prospectus requirement does not apply to a distribution in a security in the circumstances referred to in subsection (1).

Syndicated Mortgages

- 2.3 (1)** The dealer registration requirement does not apply to a person who is licenced under the *Mortgage Brokers Act*, in respect to a trade in
- (a) a qualified syndicated mortgage on a real property in a jurisdiction of Canada; or
 - (b) a syndicated mortgage on a real property in a jurisdiction of Canada with a permitted client.
- (2)** The prospectus requirement does not apply to a distribution by a person who is licensed under the *Mortgage Brokers Act*, of
- (a) a qualified syndicated mortgage on real property in jurisdiction of Canada; or
 - (b) a syndicated mortgage on a real property in a jurisdiction of Canada to a permitted client.
- (3)** The first trade in a security acquired under paragraph (1)(b) is a distribution.

PART 3: EFFECTIVE DATE

- 3.1** This rule comes into force on 1 January 2020.