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## Stop the Presses: Printing of Disclosure Documents May be a Thing of the Past

Canadian Securities Administrators (“**CSA**”) are seeking input on a possible mechanism to reduce regulatory burden for non-investment fund reporting issuers, by allowing electronic delivery of documents. The framework that is under discussion is an “access equals delivery” model, pursuant to which the delivery of a document such as a prospectus is effected by the reporting issuer communicating to investors that the issuer filed the document on the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) where it is publicly available.

While there are a significant number of documents with delivery requirements, such as proxy related material including take-over bid and issuer bid circulars, the CSA specified prospectuses as an area that may be prioritized when effecting an “access equals delivery” regime. This would put the Canadian prospectus regime in line with other jurisdictions that have already adopted an “access equals delivery” model, such as the United States, the European Union, and Australia.

The CSA makes specific mention of the requirements of National Policy 11-201 Electronic Delivery of Documents (“**NP 11-201**”), which provides guidance for electronic delivery at present. NP 11-201 has identified four criteria that they would consider when determining whether delivery requirements have been satisfied by electronic delivery, specifically, the investor receiving notice that the document has been or will be delivered electronically, the investor having easy access to the document, the document received being

the same as the document delivered, and the issuer having evidence that the document has been delivered.

The proposal goes beyond the permissible delivery of documents electronically outlined in NP 11-201, allowing issuers to rely on SEDAR filings as mechanism of delivery. We expect that the securities regulators, in aligning the delivery requirements with current communications trends, would speed the delivery of information to investors, reduce costs for issuers associated with printing disclosure documents, and could result in investors being driven to review SEDAR documents in general, increasing the knowledge base of the investing public.

The comment period will end on March 9, 2020.

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#### [a cautionary note](#)

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