

BILL

No. 58

An Act to amend *The Securities Act, 1988*

(Assented to _____)

HER MAJESTY, by and with the advice and consent of the Legislative Assembly of Saskatchewan, enacts as follows:

Short title

1 This Act may be cited as *The Securities Amendment Act, 2021*.

SS 1988-89, c S-42.2 amended

2 *The Securities Act, 1988* is amended in the manner set forth in this Act.

Section 2 amended

3 **The following clause is added after clause 2(1)(mm):**

“(mm.1) **‘promotional activity’** means any activity, including, for greater certainty, any oral, written or electronic communication, that by itself or together with one or more other activities encourages or reasonably could be expected to encourage a person or company to:

- (i) purchase, not purchase, trade or not trade a security; or
- (ii) trade or not trade a derivative;

but does not include an activity specified by the Director”.

Section 14.1 amended

4 **The following clause is added after clause 14.1(1)(o):**

“(p) a person or company engaged in promotional activities”.

Section 44 amended

5(1) **Subsection 44(1) is amended in the portion preceding clause (a) by adding “or while engaged in a promotional activity,” after “or a derivative,”.**

(2) **The following subsection is added after subsection 44(2):**

“(2.1) No person or company shall, while engaged in a promotional activity, give any undertaking, written or oral, relating to the future value or price of a security or derivative”.

(3) **Subsection 44(3) is amended in the portion preceding clause (a) by adding “or while engaged in a promotional activity,” after “in a security,”.**

Section 44.1 amended

6 Subsection 44.1(2) is repealed and the following substituted:

- “(2) No person or company shall engage in an unfair practice:
- (a) with the intention of advising or effecting the purchase or sale of a security or trade of a derivative; or
 - (b) while engaged in a promotional activity”.

New section 52.2

7 The following section is added after section 52.1:

“Promotional activities

52.2 A person or company engaged in a promotional activity shall not make a statement or provide information that:

- (a) a reasonable person or company would consider important in determining whether to purchase, not purchase, trade or not trade a security if that statement or information, at the time and in light of the circumstances in which the statement is made or the information is provided:
 - (i) is false or misleading; or
 - (ii) omits a fact necessary to make the statement or information not false or misleading; or
- (b) a reasonable person or company would consider important in determining whether to trade or not trade a derivative if that statement or information, at the time and in light of the circumstances in which the statement is made or the information is provided:
 - (i) is false or misleading; or
 - (ii) omits a fact necessary to make the statement or information not false or misleading”.

New section 131.1

8 The following section is added after section 131:

“Aiding, abetting or counselling contraventions

131.1 No person or company shall do or omit to do anything the person or company knows or reasonably ought to know aids, abets or counsels any other person or company to contravene Saskatchewan securities laws”.

Section 134 amended

9(1) The following clause is added after clause 134(1)(j):

“(k) that a person or company is prohibited from engaging in promotional activities”.

(2) The following clause is added after clause 134(1.01)(l):

“(m) a person or company engaged in promotional activities”.

New section 136.401

10 The following section is added after section 136.4:

“Suspension of limitation period

136.401 Any limitation period applicable to an action brought pursuant to section 136.11 is suspended on the date an application for leave is filed with the Court of Queen’s Bench pursuant to section 136.4 and resumes on the date that:

- (a) the Court of Queen’s Bench grants leave or dismisses the application and:
 - (i) all appeals have been exhausted; or
 - (ii) the time for an appeal has expired without an appeal being filed; or
- (b) the application is abandoned or discontinued”.

Section 154 amended

11 Subsection 154(1) is amended:

(a) by adding the following clause after clause (m):

“(m.1) prescribing requirements, restrictions or prohibitions for persons or companies engaged in promotional activities, including different requirements, restrictions or prohibitions for different classes of persons or companies engaged in promotional activities”; **and**

(b) in clause (kk) in the portion preceding subclause (i) by striking out “or deposit” and substituting “, deposit or receipt”.

Coming into force

12 This Act comes into force on assent.

SECOND SESSION

Twenty-ninth Legislature

SASKATCHEWAN

B I L L

No. 58

An Act to amend *The Securities Act, 1988*

Received and read the

First time

Second time

Third time

And passed

Honourable Gordon Wyant
