



**GENERAL RULING/ORDER 45-915
EXEMPTIONS FOR CERTAIN SUPRANATIONAL AGENCIES**

IN THE MATTER OF
THE SECURITIES ACT, 1988, SS 1988, c. S-42.2

AND

IN THE MATTER OF EXEMPTIONS FOR CERTAIN SUPRANATIONAL AGENCIES

RULING
(Section 83)

WHEREAS the Saskatchewan Financial Services Commission (the Commission) has assigned to the Director of the Securities Division the power to make exemption orders and rulings under provisions of *The Securities Act, 1988* (the Act) including orders and rulings of general application;

AND WHEREAS the staff of the Commission have applied to the Director for a ruling under clause 83(1)(a) of the Act that the dealer registration requirement and the prospectus requirement (together, the registration and prospectus requirements) do not apply to certain trades in a debt security of or guaranteed by a supranational agency (as defined below);

AND WHEREAS terms defined in National Instrument *14-101 Definitions* have the same meaning in this ruling;

AND WHEREAS it has been represented to the Director that:

1. The Commission and other members of the Canadian Securities Administrators (CSA) have implemented National Instrument 45-106 *Prospectus and Registration Exemptions* (NI 45-106) effective September 14, 2005;
2. NI 45-106 consolidates, harmonizes, modernizes and replaces certain exemptions, previously set out in a variety of statutes and instruments, from the registration and prospectus requirements;
3. Section 2.34 of NI 45-106 provides an exemption from the registration and prospectus requirements for trades of debt securities guaranteed or issued by permitted supranational agencies provided the debt is payable in the currency of Canada or the United States of America. The permitted supranational agencies are the Asian Development Bank, the International Bank for Reconstruction and Development, the Inter-American Development Bank and the International Finance Corporation (the NI 45-106 agencies);
4. A supranational agency means:
 - (a) the bank, established by the Agreement Establishing the African Development Bank which came into force on September 10, 1964, that Canada became a member of on December 30, 1982;

- (b) the bank, established by the Agreement Establishing the Caribbean Development Bank which came into force on January 16, 1970, as amended, that Canada is a founding member of; and
 - (c) the bank, established by the Agreement Establishing the European Bank for Reconstruction and Development and approved by the *European Bank for Reconstruction and Development Agreement Act* (Canada), that Canada is a founding member of;
5. The structure and operation principles of each supranational agency are similar to the structure and operating principles of the NI 45-106 agencies; and
 6. Canada is a member of each supranational agency as it is similarly a member of the NI 45-106 agencies;

AND WHEREAS the Director is of the opinion that it would not be prejudicial to the public interest to make this ruling;

IT IS HEREBY RULED under clause 83(1)(a) of the Act that the registration and prospectus requirements do not apply to trades in a debt security of or guaranteed by a supranational agency provided that the debt security is payable in the currency of Canada or the United States of America.

DATED May , 2006.

Barbara Shourounis
Director, Securities Division