

Headnote

National Policy 11-203 *Process for Exemptive Relief Applications in Multiple Jurisdictions* – Section 144(1) of the *Securities Act* (Alberta) – Filer seeks relief from the requirement in section 75(1)(a) of the *Securities Act* (Alberta) and the equivalent in all other provinces and territories, except Ontario, to register as a dealer in respect of the provision of trading services. The Filer requires the relief in connection with activities proposed to be undertaken by the Filer with respect to group retirement savings plans offered to employees of a company following the cessation of employment of employees with that company.

Applicable Legislative Provisions

Securities Act (Alberta) sections 75(1)(a) and 144(1).

ALBERTA SECURITIES COMMISSION

Citation: Re Sun Life Assurance Company of Canada, 2017 ABASC 32 Date: 20170228

In the Matter of
the Securities Legislation of Alberta
(the **Jurisdiction**)

and

In the Matter of the Process
For Exemptive Relief Applications in Multiple Jurisdictions

and

In the Matter of
Sun Life Assurance Company of Canada
(the **Filer**)

Decision

Background

1. The principal regulator in the Jurisdiction has received an application from the Filer for a decision under the securities legislation of the Jurisdiction (the **Legislation**) for an order under section 144(1) of the *Securities Act* (Alberta) (the **Act**) that the dealer registration requirement under section 75(1)(a) of the Act not apply to the Filer in respect of its sale of Company Shares for Beneficiaries of Rollover Plans (as respectively defined below) (the **Exemption Sought**).

2. Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):
 - (a) the Alberta Securities Commission (the **ASC**) is the principal regulator for this application; and
 - (b) the Filer has provided notice that Section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in each of British Columbia, Saskatchewan, Manitoba, Québec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, Yukon, Northwest Territories and Nunavut.

Interpretation

3. Terms defined in National Instrument 14-101 *Definitions* or in MI 11-102 have the same meaning if used in this decision, unless otherwise defined herein.

Representations

4. This decision is based on the following facts represented by the Filer:
 - (a) The Filer is an insurance and financial services company in Canada authorized to carry on business under the *Insurance Companies Act* (Canada) and regulated by the Office of the Superintendent of Financial Institutions of Canada.
 - (b) The head office of the Filer is located in Toronto, Ontario.
 - (c) The Filer is not a registrant in any jurisdiction of Canada.
 - (d) The Filer is not in default of securities legislation of any jurisdiction.
 - (e) Among other products and services, the Filer offers group retirement savings plans (**Plans**) to employees of various corporations, which Plans may hold equity securities (**Company Shares**) of the corporate employers (each, a **Company**) of such employees (each a **Beneficiary**, and collectively **Beneficiaries**).
 - (f) At a Beneficiary's direction, the Filer will sell Company Shares held for the Beneficiary in a Plan, through a registered dealer.
 - (g) In providing its services in relation to Plans, the Filer relies on the exemptions from the registration requirement provided by sections 8.5 and 8.16 of National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (**NI 31-103**).
 - (h) The Filer wishes to offer Plans that continue in operation, and that may continue to hold Company Shares (but not acquire any additional Company Shares) for a Beneficiary after the cessation of the Beneficiary's employment with the relevant Company (each such continued Plan a **Rollover Plan**).

- (i) The Filer would be unable to rely on the exemption from the registration requirement under section 8.16 of NI 31-103 in respect of a Rollover Plan because that provision does not contemplate a plan or program established or maintained by an issuer for former employees.
- (j) Absent the Exemption Sought, the Filer could not offer Rollover Plans enabling Beneficiaries to cause the Filer to sell Company Shares at their direction.

Decision

- 5. The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.
- 6. The decision of the principal regulator under the Legislation is that the Exemption Sought is granted.

For the Commission:

"original signed by"

Tom Cotter
Vice-Chair

"original signed by"

Stephen Murison
Vice-Chair