CSA adopts final amendments to prospectus filing rules for investment funds

December 18, 2024

The Canadian Securities Administrators (CSA) have published final amendments to various investment-fund related instruments, including National Instrument 41-101 *General Prospectus Requirements* (NI 41-101) and National Instrument 81-101 *Mutual Fund Prospectus Disclosure* (NI 81-101) modernizing the prospectus filing model for investment funds.

Regulatory burden reduction project results in prospectus filing changes

The changes aim to streamline regulatory requirements for investment funds, particularly those in continuous distribution, while ensuring the information available to investors remains current and accurate. The amendments stem from the CSA's ongoing project to reduce regulatory burden for investment fund issuers, including those discussed in Reduced regulatory burden for investment funds and managers – progress for 2022.

The amendments will result in two key changes:

1. Biennial prospectus renewal

Investment funds in continuous distribution that are issued a receipt on or after March 3, 2025, will be able to renew their prospectuses every two years instead of annually. The Fund Facts or ETF Facts documents will continue to be filed annually. For the Fund Facts or ETF Facts filed in the second year of the life of a prospectus, there will be a two-month window to complete the filing. There will not be any reduction in filing fees payable as a result of the shift to a biennial prospectus renewal.

2. Repeal of the 90-day rule

The requirement to file a final prospectus within 90-days after receiving a receipt for a preliminary prospectus will be removed for all investment funds. This amendment simplifies the filing process and will allow investment funds to file a final prospectus beyond 90-days from receiving a receipt for a preliminary prospectus.

Subject to necessary approvals, the changes will take effect on March 3, 2025.

Procedure for filing Year 2 Fund Facts

The process followed for filing Fund Facts and ETF Facts in the second year of the life of a prospectus will depend on whether or not the documents are being filed with material changes.

Fund Facts and ETF Facts filed *with* material changes

If a renewal prospectus is not being filed, and there is a material change to the Fund Facts or ETF Facts, it will be necessary to file a prospectus certificate together with the updated Fund Facts or ETF Facts. The filing will be private and will trigger a prospectus review process, concluding with the issuance of a receipt. If the material change impacts the corresponding prospectus, amendments to the prospectus and any associated documents, such as PIFs, will also be required.

Fund Facts and ETF Facts filed *without* material changes

Fund Facts or ETF Facts with only variable data changes (i.e., date, top 10 holdings, investment mix, past performance, management expense ratio (MER), trading expense ratio (TER) and fund expenses) can be filed without a prospectus certificate. These filings will be made public automatically and will not undergo a prospectus review.

Additional guidance on prospectus amendments

Of note, as part of the amendments, the Companion Policies to NI 41-101 and NI 81-101 will be updated to provide additional guidance on prospectus amendments, including relevant considerations when determining whether to use a slip sheet prospectus amendment or to amend and restate the prospectus, which include:

- The number of mutual funds in the simplified prospectus that are impacted by the amendment;
- The extent to which the prospectus disclosure is amended;
- The number of slip sheet amendments previously filed; and
- The form of amendment that would be most easily understood by investors reading the amended prospectus.

Additional guidance is also provided on how slip sheet amendments should be prepared. Fund managers will want to consider this guidance in connection with any upcoming prospectus amendments.

Transition period and implementation

All final prospectuses for investment funds in continuous distribution that are issued a receipt before the effective date of March 3, 2025, will be subject to a lapse date of 12 months.

As next steps for your firm, we suggest reviewing the full text of the CSA amendments and assess their impact on your fund's regulatory compliance processes. We also suggest adjusting internal compliance schedules to reflect the new biennial renewal requirements, filing process and the removal of the 90-day rule.

How we can help

Our team is available to assist investment fund issuers in understanding and implementing these changes. We can provide tailored advice on the prospectus renewal process, disclosure updates and operational adjustments to meet the new requirements.

For more information or to discuss how these amendments may affect your organization, please contact us.

By

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