

(b) a person is a substantial shareholder of a corporation, or a group of persons is a substantial shareholder of a corporation if that person or group of persons owns beneficially, either individually or together and either directly or indirectly, equity shares to which are attached more than ten percent of the voting rights attached to all of the equity shares of the corporation for the time being outstanding; and in computing the percentage of voting rights attached to equity shares owned by an underwriter, there shall be excluded the voting rights attached to equity shares acquired by him as an underwriter during the course of distribution to the public by him of such shares;

(c) "investment" means

- (i) an investment in a corporation by way of purchase of bonds, debentures, notes or other evidences of indebtedness thereof or shares thereof, or
- (ii) a loan to a person or persons

but does not include an advance or loan, whether secured or unsecured, that is made by an investment company to a corporation and that is merely ancillary to the main business of the investment company; and

(d) "officer" means the president, vice-president, secretary, assistant secretary, comptroller, treasurer and assistant treasurer of a corporation and any other person designated as an officer of the corporation by by-law or by resolution of the directors thereof.

(4) Where any person or group of persons is a substantial shareholder of an investment company, and as a consequence thereof and of the application of this section, certain investments are prohibited for the investment company, the Minister may, by order, on application by the investment company, exempt from such prohibition any particular investment or investments of any particular class if he is satisfied that the decision of the investment company to make or hold any investment so exempted has not been and is not likely to be influenced in any significant way by that person or group and does not involve in any significant way the interests of that person or group, apart from their interests as a shareholder of the investment company.

(5) Any order of exemption made by the Minister under subsection (4) may contain any conditions or limitations considered by

the Minister to be appropriate and may be revoked by the Minister at any time, but subsection (2) does not apply to any investment made by the investment company to which the order applied, that was made while the order was in effect and that was an investment to which the order applied.

(6) The Minister may, by order, on application by an investment company, exempt it from the application of subsection (2) in relation to an investment or investments described in the order and made by it at a time when it was not an investment company or when it was exempted from the application of this Act.

(7) For the purposes of this section, where a person or a group of persons owns beneficially, directly or indirectly, or pursuant to this subsection is deemed to own beneficially, equity shares of a corporation, that person or group of persons shall be deemed to own beneficially a proportion of the equity shares of any other corporation that are owned beneficially, directly or indirectly, by the first mentioned corporation, which proportion shall equal the proportion of the equity shares of the first mentioned corporation that are owned beneficially, directly or indirectly, or that pursuant to this subsection are deemed to be owned beneficially by that person or groups of persons.

(8) Notwithstanding subsection (7), an investment company is not prohibited from making an investment in a corporation only because a person or a group of persons that owns beneficially, directly or indirectly, or is deemed to own beneficially, equity shares of the investment company is by reason thereof deemed to own beneficially equity shares of the corporation.

(9) Notwithstanding any other provision of this section, an investment company is not prohibited from acquiring and holding equity shares of a corporation that it acquires pursuant to an offer for all or a majority of the outstanding equity shares of such corporation, if at the time the offer was made by the investment company, it was not prohibited from investing in such shares.

(10) Notwithstanding any other provision of this section, an investment company may, unless it is prohibited from doing so by a condition in its certificate of registry, make and hold an investment in any corporation that is a parent corporation of the investment company or in any corporation in which such parent corporation would not, if such parent corporation were an investment company, be