

DRAFT FOR COMMENT

TERMS FOR AUCTIONS OF GOVERNMENT OF CANADA ULTRA LONG BONDS

- 1. The Minister of Finance hereby gives notice that all tenders submitted by authorized government securities distributors ("government securities distributors"), on or after the date set out above, for Government of Canada Ultra Long Bonds issued pursuant to the Financial Administration Act (the "Ultra Long Bonds") shall be subject to these *Terms for Auctions of Government of Canada Ultra Long Bonds* and all appendices thereto (the "Auction Terms"). As a category of Government of Canada domestic nominal bonds, Ultra Long Bonds shall be governed by the *Legal Terms and Conditions for Government of Canada Domestic Nominal Bonds* (the "Legal Terms"). In the event of any conflict or inconsistency between the Auction Terms and the Legal Terms, the latter shall prevail. Notwithstanding the Legal Terms or unless otherwise specified herein, the Auction Terms shall exclusively govern the conduct of any auction of Ultra Long Bonds.
- 2. Each tender shall be unconditional and shall be received by the Bank of Canada, acting on behalf of the Department of Finance Canada, **not later than the time**, and on the auction day, specified in the *Final Call for Tenders* to which the tender is a response.
- 3. Competitive bids may be submitted by both government securities distributors and by customers subject to their own auction limit, provided that, in the case of a bid by a customer, the customer has obtained an Ultra Long Bond bidder identification number ("Ultra BIN") from the Bank of Canada prior to the tender. Note that, customers with a bidder identification number for the Government of Canada marketable bond and treasury bill auctions ("regular BIN") are not required to obtain an Ultra BIN to participate in the Ultra Long Bond auctions. Government securities distributors will also have a separate limit for the aggregate amount of bids they submit on behalf of customers. Bids by customers must be submitted through a government securities distributor and include the customer's regular BIN or Ultra BIN. Where a government securities distributor submits bids both on its own behalf and on the behalf of a customer, the bids on behalf of the customer must be listed separately from the distributor's own bids.
- 4. The maximum amount that any government securities distributor or customer can bid on a competitive basis is 50 per cent of the maximum auction size indicated in the call for tender. Customer bids are not netted against the limits of government securities distributors. Government securities distributors that do not act as principal in the purchase and sale of Government of Canada securities directly with customers and other financial intermediaries have a bidding limit of 0 per cent for their own account. In addition, the aggregate limit for the sum of the competitive bids submitted by a government securities distributor on its own behalf and on behalf of its customers is 100 per cent of the maximum auction size indicated in the call for tender.
- 5. Government securities distributors may submit on their own behalf competitive tenders only. Government securities distributors may submit on behalf of their customers a maximum of \$10 million in non-competitive tenders. Each customer may submit a maximum of \$5 million in non-competitive bids. Subject to condition (a) below, non-competitive bids will be accepted in full and then competitive bids will be accepted in rising order of yield until the full amount of the issue is allotted. All non-competitive and successful competitive bids will be allotted at the highest yield of accepted competitive bids.





- a. Competitive tenders may consist of up to seven bids. These bids must be stated in multiples of \$1,000 subject to the condition that each individual bid be for a minimum of \$100,000. Each bid shall state the yield to maturity to three decimal places. Government securities distributors shall not bid directly or indirectly on behalf of, or in concert with, any other government securities distributor.
- 6. Tenders shall be submitted to the Bank of Canada, acting on behalf of the Department of Finance Canada, via the *Communication, Auction and Reporting System* provided by the Bank of Canada. Neither the Minister of Finance nor the Bank of Canada shall bear any liability whatsoever for any errors in tenders received or for delays in the transmission of tenders. With the prior permission of the Bank of Canada, tenders may alternatively be submitted on the official tender forms.
- 7. The Minister of Finance reserves the right to accept or reject any or all bids, in whole or in part, including without limitation, the right to accept less than the total amount specified in the *Final Call for Tenders*.
- 8. The auction results will be made available on the *Communication, Auction and Reporting System* on the day of the auction, and those submitting tenders may thereby confirm the acceptance or rejection, in whole or in part, of the submitted tenders.
- 9. The Bank of Canada is eligible, without restriction, to participate in each auction.
- 10. No fees or commissions will be paid by the Government of Canada in connection with the issuance of Government of Canada Ultra Long Bonds.
- 11. In delivering the Ultra Long Bonds to government securities distributors, the Bank of Canada will, until further notice, utilize CDSX provided by The CDS Clearing and Depository Services Inc. ("CDS"). The delivery of Ultra Long Bonds to a customer shall be settled through the government securities distributor who submitted the bid for the customer. The Ultra Long Bond allocation to each government securities distributor from whom a bid is accepted shall be effected through the settlement of a sale in CDSX, involving the book entry transfer of Ultra Long Bonds from the Bank of Canada's CDSX securities account to the CDSX securities account designated by the government securities distributor, in exchange for a CDSX funds transfer of the net new issue amount owing by the government securities distributor. Government securities distributors shall observe all applicable CDS Rules, Procedures, and User Guides for CDSX. Government securities distributors are responsible for the settlement, on the day stipulated in the *Final Call for Tenders*, of any accepted bids that they have submitted on their own behalf or on the behalf of a customer, and shall be liable to the Bank of Canada for any losses incurred as a result of those sales failing to settle in CDSX.
- 12. Government securities distributors must comply with the *Terms of Participation in Ultra Long Bond Auctions for Government Securities Distributors* and customers must comply with the *Terms of Participation in Ultra Long Bond Auctions for Customers*, which are attached as Appendix 1 and 2, respectively.



APPENDIX 1. TERMS OF PARTICIPATION IN ULTRA LONG BOND AUCTIONS FOR GOVERNMENT SECURITIES DISTRIBUTORS

The definition, status and responsibilities of "government securities distributors" are determined by the Terms of Participation in Auctions for Government Securities Distributors. For greater certainty, the terms specified in this Appendix are only applicable to government securities distributors in respect of their participation in Ultra Long Bond Auctions and are not intended to modify or replace the Terms of Participation in Auctions for Government Securities Distributors in respect of auctions for securities other than Ultra Long Bonds.

1. Bidder Definition

- 1.1 The bidder definition covers all government securities distributors and customers and applies to both legal entities (hereafter referred to as "entities") and individuals. Refer to Appendix 4 for the definition of legal entities.
- 1.2 No bidder may bid in concert with any other bidder.
- 1.3 A government securities distributor must not be affiliated with another government securities distributor.

2. Submission of Bids

- 2.1 Government securities distributors are able to bid competitively on their own behalf subject to an auction limit (Section 4).
- 2.2 Government securities distributors also have a separate limit for the total amount of competitive bids that they can place on behalf of customers (the customer submission limit Section 5). These bids must be listed separately from the distributor's own bids. Distributors are not authorized to submit pre-tender orders from customers under the distributor's own bidding limit.
- 2.3 Bidding by each customer is subject to an auction limit (Section 5).
- 2.4 Government securities distributors are responsible for the settlement in CDSX of any accepted bids that they have submitted on their own behalf or on behalf of a customer and are liable to the Department of Finance and the Bank of Canada for any losses incurred as a result of those sales failing to settle.

3. Non-Competitive Bidding¹

3.1 Government securities distributor may not submit non-competitive bids for their own account.

Non-competitive bids are made without specifying a price or yield. Non-competitive allocations are made at the average price or yield of the accepted bids at an auction (in the case of auctions of Ultra Long Bonds, non-competitive allocations are made at the allotment price).



- 3.2 All government securities distributors may bid non-competitively on behalf of customers. The total non-competitive bids that each government securities distributor can submit on behalf of its customers are limited to \$10 million for Ultra Long Bonds.
- 3.3 A regular BIN or Ultra BIN is not required for the submission of non-competitive bids, but government securities distributors are required to provide the Bank of Canada with information on customers' non-competitive bids upon request.

4. Competitive Auction Limits²

4.1 The maximum that any government securities distributor can bid on a competitive basis at an auction (its auction limit) equals its bidding limit.

5. Competitive Bidding Limits for Auctions of Government of Canada Bonds

- 5.1 For Government of Canada Ultra Long Bonds, government securities distributors have bidding limits of 50 per cent of the maximum auction size indicated in the call for tender for bids on their own account. Government securities distributors that do not act as principal in the purchase and sale of Government of Canada securities directly with customers and other financial intermediaries have a bidding limit of 0 per cent for their own account.
- 5.2 Government securities distributors have an additional bidding limit for bids on behalf of customers. The limit for bidding by a government securities distributor on behalf of each customer is equal to 50 per cent of the maximum auction size indicated in the call for tender.
- 5.3 The aggregate bids submitted by a government securities distributor on its own behalf and on behalf of its customers cannot exceed 100 per cent of the maximum auction size indicated in the call for tender.

BIDDING LIMITS FOR ULTRA LONG BOND AUCTIONS			
	Competitive Bidding	Non-Competitive Bidding	
Other Government Securities Distributor* - for own account	50 per cent	\$0	
- for each customer	50 per cent	The sum of customer bids cannot exceed \$10 million.	
- in aggregate	The sum of the bids submitted by a government securities distributor on its own behalf and on behalf of its customers cannot exceed 100 per cent of the maximum auction size indicated in the call for tender.		

^{*} Government securities distributors that do not act as principal in the purchase and sale of Government of Canada securities directly with customers and other financial intermediaries have a competitive bidding limit of 0 per cent and a non-competitive bidding limit of \$0 for their own account.

² Competitive bids are made at a specific price or yield.





6. Minimum Bidding Limits for Government Securities Distributors

6.1 Government securities distributors do not have minimum bidding obligations for the Ultra Long Bond auctions.

7. Reporting Requirements

7.1 Government securities distributors are not required to report their aggregate net positions in the auctioned security (Ultra Long Bond) to the Bank of Canada when submitting their own bids or bids on behalf of their customers.

Bid Certification and Verification

- 7.2 Every bidder certifies to the Bank of Canada that the information contained within its bids is correct.
- 7.3 In order to maintain market integrity, the Bank of Canada may verify the accuracy and completeness of customer bids submitted by government securities distributors.

Market Information

- 7.4 In the event that the Bank of Canada is of the view that there is or has been unusual trading activity in a Government of Canada security for a persistent period of time, the Bank may require government securities distributors to disclose the names and activities of customers involved in such trading.
- 7.5 Government securities distributors are required to make available real-time information on fixed-income prices and yields. Government securities distributors may also, from time to time, be required to (i) report secondary market trading; and (ii) provide detailed issue-specific trading reports to the Bank of Canada. The purpose of such reports will typically be to clarify the reasons for specific securities to trade in the cash and repo markets at prices divergent from issues of similar maturity.
- 7.6 The Department of Finance and the Bank of Canada can, at their discretion, investigate whether activity has contravened auction rules. If the Department of Finance or Bank of Canada suspects that there may have been an attempt to manipulate the market for Government of Canada securities, the Department of Finance or the Bank of Canada may: (i) notify the appropriate regulatory authorities; and (ii) refer such incidents to IIROC for investigation of possible violations of its Rule 2800, the Code of Conduct for IIROC-Regulated Firms Trading in Wholesale Domestic Debt Markets.
- 7.7 In order to provide assurance that government securities distributors are maintaining a sound financial position, the Bank of Canada may require information regarding their capitalization and profitability from their regulatory authority.
- 7.8 Every government securities distributor certifies that any information provided pursuant to a request made by the Department of Finance or the Bank of Canada under this Appendix is correct.





8. Code of Conduct

8.1 All government securities distributors must comply with IIROC Rule 2800, the Code of Conduct for IIROC-Regulated Firms Trading in Wholesale Domestic Debt Markets.

9. Monitoring and Compliance

- 9.1 Government securities distributors are not required to report their aggregate Ultra Long Bond net positions upon completing their annual compliance reports.
- 9.2 The Department of Finance and the Bank of Canada may sanction a government securities distributor if they are of the view that the government securities distributor has: attempted to manipulate the market for Government of Canada securities; made an incorrect representation or certification; failed to provide information required under these Terms, or provided information that was incorrect, inaccurate, or incomplete; participated in any other breach of these Terms or of IIROC Rule 2800, the Code of Conduct for IIROC-Regulated Firms Trading in Wholesale Domestic Debt Markets.
- 9.3 Before imposing a sanction, the Department of Finance and the Bank of Canada will contact the government securities distributor in question to notify the firm of their intention to impose a sanction, and to provide the firm with an opportunity to explain the situation.
- 9.4 The sanctions that the Department of Finance and the Bank of Canada may impose include suspending the government securities distributor from participating in one or more future auctions; and changing, on a temporary or permanent basis, the distributor's bidding limits. In the event of behaviour that the Department of Finance and the Bank of Canada consider to be fundamentally incompatible with a firm continuing to act as a government securities distributor, the Department of Finance and the Bank of Canada may revoke the government securities distributor's status as a government securities distributor.
- 9.5 Any outstanding obligations or liabilities owed by a government securities distributor to the Bank of Canada or the Government as a result of past participation in auctions shall survive the imposition of any sanction on that government securities distributor.



APPENDIX 2.

TERMS OF PARTICIPATION IN ULTRA LONG BOND AUCTIONS FOR CUSTOMERS

For greater certainty, the terms specified in this Appendix are only applicable to customers in respect of their participation in Ultra Long Bond Auctions and are not intended to modify or replace the Terms of Participation in Auctions for Customers in respect of auctions for securities other than Ultra Long Bonds.

1. Bidder Definition

- 1.1 The bidder definition covers all government securities distributors and customers and applies to both legal entities (hereafter referred to as "entities") and individuals. Refer to Appendix 4 for the definition of legal entities.
- 1.2 No bidder may bid in concert with any other bidder.
- 1.3 All customers must notify the Auction Manager at the Bank of Canada (613-782-7719) of any changes in auction contact information.

2. Submission of Bids

- 2.1 Bidding by each customer is subject to an auction limit (Section 4).
- 2.2 Each customer is required to obtain a unique bidder identification number ("regular BIN") or an Ultra Long Bond bidder identification number ("Ultra BIN") from the Bank of Canada before it can bid competitively. The Bank of Canada can de-activate the regular BIN or Ultra BIN of any customer that has not participated competitively at an auction over a period of one year. Any customer whose regular BIN or Ultra BIN has been de-activated must re-apply, no earlier than three months following the deactivation, to obtain a new regular BIN or Ultra BIN from the Bank of Canada before it can resume competitive bidding.
- 2.3 Customers may bid at auctions by submitting bids through government securities distributors subject to auction limits. Customer bids must be listed separately from the distributor's own bids and must be accompanied by the customer's regular BIN or Ultra BIN.
- 2.4 Government securities distributors are responsible for the settlement in CDSX of customer bids that they have submitted and are liable to the Department of Finance and the Bank of Canada for any losses incurred as a result of those sales failing to settle.

3. Non-Competitive Bidding³

3.1 Each customer may submit non-competitive bids on its own account, in addition to any competitive bids, at auctions of Government of Canada Ultra Long Bonds.

Non-competitive bids are made without specifying a price or yield. Non-competitive allocations are made at the average price or yield of the accepted bids at an auction (in the case of auctions of Ultra Long Bonds, non-competitive allocations are made at the allotment price).





- 3.2 The maximum non-competitive bid for each customer is \$5 million for Ultra Long Bonds.
- 3.3 Customers must submit non-competitive bids through a government securities distributor. The total amount of customer non-competitive bids that each government securities distributor can submit is limited to \$10 million for Ultra Long Bonds.
- 3.4 A regular BIN or Ultra BIN is not required for the submission of non-competitive bids, but government securities distributors are required to provide the Bank of Canada with information on customers' non-competitive bids upon request.

4. Competitive Auction Limits⁴

4.1 The maximum amount that any customer can bid on a competitive basis at an auction (its auction limit) equals its bidding limit.

5. Competitive Bidding Limits for Auctions of Government of Canada Ultra Long Bonds

- 5.1 The bidding limit for a customer is 50 per cent of the maximum auction size indicated in the call for tender.
- 5.2 A customer may submit its bids through more than one government securities distributor, as long as the total amount of its bids does not exceed the customer's auction limit.
- 5.3 It is the responsibility of each customer to ensure that the total of its bids through all government securities distributors does not exceed its auction limit.
- 5.4 A customer's ability to bid through a government securities distributor might be constrained by the government securities distributor's limit for customer bids and allocation of its aggregate limit.

BIDDING LIMITS FOR ULTRA LONG BOND AUCTIONS		
	Competitive Bidding	Non-Competitive Bidding
Customers	50 per cent	\$5 million

6. Reporting Requirements

6.1 Customers are not required to report their aggregate net positions in the auctioned security (Ultra Long Bond) to the Bank of Canada when submitting their own bids.

Bid Certification and Verification

6.2 Every bidder certifies to the Bank of Canada that the information contained within its bids is correct.

⁴ Competitive bids are made at a specific price or yield.





6.3 In order to maintain market integrity, the Bank of Canada may verify the accuracy and completeness of customer bids submitted by government securities distributors.

Market Information - Customers Should Be Aware That:

- 6.4 In the event that the Bank of Canada is of the view that there is or has been unusual trading activity in a Government of Canada security for a persistent period of time, the Bank may require government securities distributors to disclose the names and activities of customers involved in such trading.
- 6.5 The Department of Finance and the Bank of Canada can, at their discretion, investigate whether activity has contravened auction rules. If the Department of Finance or the Bank of Canada suspects that there may have been an attempt to manipulate the market for Government of Canada securities, the Department of Finance or the Bank of Canada may: (i) notify the appropriate regulatory authorities; and (ii) refer such incidents to the Investment Industry Regulatory Organization of Canada (IIROC) for investigation of possible violations of its Code of Conduct for IIROC-Regulated Firms Trading in Wholesale Domestic Debt Markets (Rule 2800).

7. Code of Conduct

7.1 All customers must comply with the standards and principles of good practice and fairness reflected in IIROC Rule 2800, the Code of Conduct for IIROC-Regulated Firms Trading in Wholesale Domestic Debt Markets.

8. Monitoring and Compliance

- 8.1 Customers are not required to report their aggregate Ultra Long Bond net positions upon completing their annual compliance reports, if so required by the Terms of Participation in Auctions for Customers.
- 8.2 The Department of Finance and the Bank of Canada may sanction a customer if they are of the view that the customer has: attempted to manipulate the market for Government of Canada securities; made an incorrect representation or certification; failed to provide information required under these Terms, or provided information that was incorrect, inaccurate, or incomplete; participated in any other breach of these Terms. The Department of Finance and the Bank of Canada may also refer the incident to IIROC or any other regulatory agency.
- 8.3 Before imposing a sanction, the Department of Finance and the Bank of Canada will contact the customer in question to notify the firm of their intention to impose a sanction, and to provide the firm with an opportunity to explain the situation.
- 8.4 The sanctions that the Department of Finance and the Bank of Canada may impose include suspending the customer from participating in one or more future auctions; and changing, on a temporary or permanent basis, the customer's bidding limits. In the event of behaviour that the Department of Finance and the Bank of Canada consider to be fundamentally incompatible with a firm continuing to act as a customer, the Department of Finance and the Bank of Canada may revoke the customer's access to auctions.





8.5 Any outstanding obligations or liabilities owed by a customer to the Bank of Canada or the Government as a result of past participation in auctions shall survive the imposition of any sanction on that customer.





APPENDIX 3.

EXPLANATION OF TERMS FOR AUCTIONS OF GOVERNMENT OF CANADA ULTRA LONG BONDS

A *bid* is an offer to purchase a stated par amount of securities at an auction, either on a competitive or non-competitive basis. An offer to purchase a stated par amount of securities submitted by a government securities distributor to fulfill a guarantee to sell a specified amount of securities at an agreed-upon price or a price fixed in terms of an agreed-upon standard is a bid of the government securities distributor and not a bid of a customer.

A *bidder* is a person or an entity that bids either directly or through an entity authorized to submit bids for customers in an auction. In some cases, two or more persons or entities are considered to be one bidder, based on their relationship.

A *submitter* is an entity that is permitted to submit bids, either on its own behalf or on behalf of customers, to the Bank of Canada for the auction of Government of Canada securities. Only government securities distributors and the Bank of Canada may be submitters.

A *customer* is a bidder on whose behalf a government securities distributor has been directed to submit a competitive or non-competitive bid for a specified amount of securities at a specific price.

Bidding limit means the government securities distributor's or customer's auction limit.

Auction limit means the maximum amount for which a government securities distributor or customer is allowed to bid at a specific auction.

Customer submission limit means the maximum amount of bids a government securities distributor is allowed to submit on behalf of its customers.

Aggregate limit means the maximum amount for which a government securities distributor and its customers can bid in combination.



APPENDIX 4.

AFFILIATED vs. NON-AFFILIATED PARTIES FOR AUCTIONS OF GOVERNMENT OF CANADA ULTRA LONG BONDS

Definition of Affiliated Party

Legal entities (hereafter referred to as "entities") may bid at auctions, either directly or indirectly. In certain instances, various operational components, departments, or divisions within the same entity will not be considered separate bidders at auctions.

In respect of entities that are government securities dealers, only those which are not affiliated with any other government securities dealer may submit a separate auction bid for Government of Canada securities. Government securities dealers that are considered under these rules to be affiliated will be treated collectively as a single bidder unless they can meet, to the satisfaction of the Bank of Canada and the Department of Finance, the criteria set out for treating otherwise affiliated parties as separate bidders. However, bids submitted by government securities dealers considered by these rules to be affiliated with other customers are deemed to be separate in relation to the bids of those customers. In addition, bids submitted by customers considered by these rules to be affiliated with other customers or government securities distributors are deemed to be separate.

Two persons are affiliated if one is controlled by the other or if both are controlled by the same person.

A person is affiliated with an entity if that person is a director or senior officer of the entity.

A person controls a corporation if:

- (a) Securities of the corporation to which are attached more than 50 per cent of the votes that may be cast to elect directors of the corporation are beneficially owned by that person and the votes attached to those securities are sufficient, if exercised, to elect a majority of the directors of the corporation;
- (b) The aggregate of (i) any securities of the corporation that are beneficially owned by that person and (ii) any securities of the corporation that are beneficially owned by any entity controlled by that person is such that, if that person and all of the entities controlled by it that beneficially own securities of the corporation were one person, that person would control the corporation; or
- (c) That person controls an entity that controls the corporation.

A person controls a limited partnership if:

- (a) That person is a general partner of the limited partnership; or
- (b) That person controls an entity that controls the limited partnership.

A person controls an unincorporated entity, other than a limited partnership, if:

(a) More than 50 per cent of the ownership interests, however designated, into which the entity is divided are beneficially owned by that person and that person is able to direct the business and affairs of the entity; or





(b) That person controls an entity that controls the unincorporated entity.

A person controls a trust if:

- (a) that person is a trustee of the trust, or
- (b) that person controls a trustee of the trust

A person controls any entity if that person has any direct or indirect controlling influence over the management and policies of the entity, whether alone or in combination with one or more other persons and whether through the beneficial ownership of securities, through one or more other persons or otherwise.

For the purpose of determining control, the term "Entity" includes the following:

- corporations
- · partnerships
- trusts
- funds
- unincorporated associations or organizations
- Her Majesty in Right of Canada or of provincial governments
- agencies of Her Majesty in either of such rights
- governments of foreign countries or any political subdivisions thereof and any agencies thereof
- foreign central banks
- international organizations.

2.2 Requirements to Establish Non-Affiliated Status within a Corporate Group

The definition of a bidder permits an otherwise affiliated entity within a corporate group to bid separately if it is prepared to organize itself in such a manner that there is no exchange of information on auction bidding and strategy between it and other affiliated entities. Specifically, two or more entities that are affiliated may submit separate bids provided that each affiliate has certified to the Bank of Canada that it meets certain specified criteria meant to prevent the exchange of information on auction bidding and strategy, and that it has established written policies and procedures designed to ensure continued compliance. The criteria include: (i) the affiliate does not act jointly or in concert with any of the other affiliates with respect to securities; (ii) no director, officer, partner, employee, or agent of the affiliate that purchases Government of Canada securities at auctions or advises with respect to, participates in the formulation of, has influence over, or has knowledge of decisions or information relating to holdings, investment, or bidding strategies in or for Government of Canada securities by or on behalf of that affiliate, also engages in any of the same activities or has any of the same knowledge in respect of Government of Canada securities for or on behalf of any of the other affiliates;⁵ (iii) the affiliate does not

[&]quot;Person" means an individual or an entity.

⁵This criterion does not apply with respect to (i) individuals who are either involved in senior management or engaged solely in clerical or administrative activities and who do not in either case make decisions relating to



exchange information related to bidding at auctions with any of the other affiliates; and (iv) each affiliate maintains its records relating to holdings of and investment and bidding strategies for Government of Canada securities separate and apart from the records of any of the other affiliates.

holding, investing and bidding for Government of Canada securities and (ii) knowledge of information that has been generally and publicly disseminated.