



THE VOICE OF THE SHAREHOLDER

August 18, 2004

**STANDING COMMITTEE ON FINANCE
AND ECONOMIC AFFAIRS**

Legislative Assembly of Ontario
Room 1405, Whitney Block
Queen's Park
Toronto, Ontario M7A 1A2

Attention: Pat Hoy, Chair
Trevor Day, Clerk

Five Year Review Committee Final Report: Reviewing the Securities Act (Ontario)

The Canadian Coalition for Good Governance ("CCGG") is made up of 48 pension funds, independent money managers and mutual fund companies that manage approximately \$580 billion dollars in assets on behalf of millions of Canadians. The mission of the Coalition is to represent Canadian institutional shareholders through the promotion of best corporate governance practices and to align the interests of boards and management with those of the shareholder.

One of the impediments to fulfilling our mission is the non-alignment of proxy solicitation rules throughout Canada. Chapter 17 of the Five Year Review Committee Final Report: Reviewing the Securities Act (Ontario) contains a recommendation which CCGG believes is crucial for shareholders in order to communicate appropriately with one another.

The recommendation of the Five Year Review Committee urges uniform amendments to both the Securities Act (Ontario) and the Business Corporation Act (Ontario), similar to those amendments effected in 2001 to the Canada Business Corporations Act. The Report also recommends clarity with respect to the ability of the Ontario Securities Commission to incorporate by reference the requirements of other Canadian statutes with respect to proxy solicitation.

The Canadian Coalition for Good Governance urges the Standing Committee on Finance and Economic Affairs to consider this relatively straightforward and simple recommendation to be a matter of significant importance for shareholders in Ontario and throughout Canada and to make its implementation a matter of highest priority.

Yours truly,

David R. Beatty
Managing Director

Michael H. Wilson
Chairman

c.c. David Brown