

FILE NO. - 96/001  
[REDACTED]

**REPORT WITH RESPECT TO THE APPLICATION  
FOR REVIEW OF [REDACTED] WITH RESPECT TO INFORMATION  
REQUESTED FROM SASKATCHEWAN SECURITIES COMMISSION**

On November 7, 1995 Saskatchewan Wheat Pool filed a preliminary Prospectus with the Saskatchewan Securities Commission pursuant to the provisions and requirements of *The Saskatchewan Securities Act*. The final Prospectus was filed on December 21, 1995. An amendment to the final Prospectus was filed on January 3, 1996, a second amendment on February 29, 1996 (described as an amended and restated Prospectus) and a further amendment on March 25, 1996.

On January 4, 1996 [REDACTED] wrote to the Saskatchewan Securities Commission alleging that the preliminary Prospectus contained deceptive and misleading information, and that the Prospectus did not provide "full, true and plain disclosure."

On January 10, 1996 he wrote a further letter to the Saskatchewan Securities Commission enclosing a press release of the same date which gave further particulars of his complaints with respect to the Prospectus. On January 15, 1996 he wrote a further letter to the Saskatchewan Securities Commission complaining of the failure by Saskatchewan Wheat Pool or its solicitors to reply to his complaints, and

requesting intervention by the Attorney General of Saskatchewan and an investigation by the Royal Canadian Mounted Police.

The Saskatchewan Securities Commission had forwarded these complaints to the solicitors for Saskatchewan Wheat Pool and suggested that they submit their reply to [REDACTED]. Rather than do this, the solicitors for Saskatchewan Wheat Pool forwarded a letter to the Saskatchewan Securities Commission dated January 17, 1996 commenting on and refuting the allegations contained in [REDACTED] letters of January 4, 1996 and January 10, 1996.

It appears that other parties had made complaints regarding the Prospectus to the Commission, particularly [REDACTED] and one [REDACTED]. It appears that replies to these complaints had been forwarded to the Commission by the solicitors for the Pool by letters dated January 23, 1996 and February 6, 1996.

[REDACTED] made an application for access to these records under *The Freedom of Information and Protection of Privacy Act* (the "Act"), and by letter dated March 5, 1996 he was advised by the Commission in part:

"Your application for access was received at this office on February 7, 1996. This is to confirm our telephone conversation of February 12, 1996 and advise you that the following records you requested cannot be released:

1. Letter from counsel for the Saskatchewan Wheat Pool to the Saskatchewan Securities Commission dated January 17, 1996 commenting on the letters of yourself dated January 4, 1996 and January 10, 1996;
2. Letter from counsel for the Saskatchewan Wheat Pool to the Saskatchewan Securities Commission dated January 23, 1996 commenting on the letters of [REDACTED] dated November 15, 1995 and December 31, 1995; and
3. Letter from counsel for the Saskatchewan Wheat Pool to the Saskatchewan Securities Commission dated February 6, 1996 commenting on the letter of the [REDACTED] dated January 22, 1996.

This information cannot be released because it would interfere with a lawful investigation or disclose information with respect to a lawful investigation and the record contains financial, commercial, scientific, technical or labour-relations information that was supplied in confidence implicitly [sic] and explicitly to our office by a third party, the Saskatchewan Wheat Pool.

Information of this nature is exempt from access according to clauses 15(1)(c) and 19(1)(b) of *The Freedom of Information and Protection of Privacy Act* (Saskatchewan).

The Saskatchewan Wheat Pool will not consent to the release of this information and we are not satisfied that its release is necessary pursuant to subsection 19(3) of *The Freedom of Information and Protection of Privacy Act* (Saskatchewan)."

[REDACTED] then requested a review. It is my understanding that [REDACTED] has received copies of the letters to [REDACTED] and to [REDACTED] [REDACTED] from other sources so that the remaining issue is access to the letter dealing with his own complaints dated January 17, 1996.

The relevant issues are whether this letter relates to a lawful investigation or to law enforcement matters. Section 15(1) of the Act provides in part:

"15(1) A head may refuse to give access to a record, the release of which could:

- (c) interfere with a lawful investigation or disclose information with respect to a lawful investigation;
- (k) interfere with a law enforcement matter or disclose information respecting a law enforcement matter;"

There can be little doubt that [REDACTED] alleged violations of *The Saskatchewan Securities Act* by Saskatchewan Wheat Pool, and I note that s. 131(3) provides that a company that makes a statement in any material, evidence or information filed or submitted to the Commission, or makes a statement in any prospectus which is false, misleading or a misrepresentation is guilty of an offence and liable to a fine of not more than \$1,000,000.00 or to imprisonment for not more than 2 years. The covering letter which [REDACTED] sent to me on March 12, 1996 requesting a review states on the face of it that a copy was sent to Inspector W. A. (Bill) Skead, Royal Canadian Mounted Police. It is the position of the Saskatchewan Securities Commission that they treated this matter as an investigation of alleged offences made by [REDACTED]. Whether, by the time [REDACTED] requested access to the record it could be said to disclose information with respect to a lawful investigation may well be arguable, since it would appear that the investigation was probably completed by that time, but in any

event the matter appears to be a "law enforcement matter" and the exception in s. 15(1)(k) provides an exception if providing access to a record would "disclose information respecting a law enforcement matter." I can see nothing in the Act which would justify some limitation or restriction on the plain meaning of these words and consequently I am of the view that the matter in question comes within the provisions of Section 15(1)(k) and that the Commission was not obliged to disclose these records. Accordingly I do not recommend disclosure as requested by [REDACTED].

Dated at Regina, Saskatchewan this 25<sup>th</sup> day of October, 1999.

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**Derril G. McLeod, Q.C.,  
Commissioner of Information and  
Privacy for Saskatchewan**