

work as between the audit committee and management. In such an instance, however, if the issuer provides a recommendation or nomination of an auditor to its shareholders, the audit committee of the issuer, or body performing similar functions, must be responsible for making the recommendation or nomination. Also, the requirement in paragraph (b)(2) or (c)(2)(i)(F) of this section does not conflict with any requirement in a company's home jurisdiction that prohibits the full board of directors from delegating the responsibility to select the company's auditor. In that case, the audit committee, or body performing similar functions, must be granted advisory and other powers with respect to such matters to the extent permitted by law, including submitting nominations or recommendations to the full board.

2. For the purposes of paragraph (e)(1) of this section, the determination of a person's beneficial ownership must be made in accordance with § 240.13d-3(d)(1).

9. Amend § 240.14a-101 by:

a. Adding a sentence to the end of paragraph (d)(1) of Item 7;

b. Revising paragraph (d)(3)(iv) of Item 7; and

c. Revising the introductory text of paragraph (b)(14) of Item 22.

The additions and revisions read as follows:

**§ 240.14a-101 Schedule 14A. Information required in proxy statement.**

**Schedule 14A Information**

\* \* \* \* \*

*Item 7. Directors and executive officers.* \* \* \*

(d)(1) \* \* \* Such disclosure need not be provided to the extent it is duplicative of disclosure provided in accordance with Item 401(h) of Regulation S-K (§ 229.401(h) of this chapter).

\* \* \* \* \*

(3) \* \* \*

(iv)(A) If the registrant is a listed issuer, as defined in § 240.10A-3, disclose whether the members of the audit committee are independent, as independence for audit committee members is defined in the listing standards applicable to the listed issuer. If the registrant does not have a separately designated audit committee, or committee performing similar functions, the registrant must provide the disclosure with respect to all members of its board of directors.

(B) If the registrant, including a small business issuer, is not a listed issuer, disclose whether the registrant has an

audit committee established in accordance with section 3(a)(58)(A) of the Act (15 U.S.C. 78c(a)(58)(A)) and, if so, whether the members of the committee are independent. In determining whether a member is independent, the registrant must use a definition for audit committee member independence of a national securities exchange or national securities association that has been approved by the Commission (as such definition may be modified or supplemented), and state which definition was used. Whichever definition is chosen must be applied consistently to all members of the audit committee.

\* \* \* \* \*

*Item 22. Information required in investment company proxy statement.*  
\* \* \*

(b)(14) State whether or not the Fund has a separately designated audit committee established in accordance with section 3(a)(58)(A) of the Act (15 U.S.C. 78c(a)(58)(A)). If the entire board of directors is acting as the Fund's audit committee as specified in section 3(a)(58)(B) of the Act (15 U.S.C. 78c(a)(58)(B)), so state. If applicable, provide the disclosure required by § 240.10A-3(d) regarding an exemption from the listing standards for audit committees. Identify the other standing committees of the Fund's board of directors, and provide the following information about each committee, including any separately designated audit committee:

\* \* \* \* \*

**PART 249—FORMS, SECURITIES EXCHANGE ACT OF 1934**

10. The authority citation for Part 249 is amended by revising the following citations in to read as follows:

**Authority:** 15 U.S.C. 78a, *et seq.*, unless otherwise noted.

\* \* \* \* \*

Section 249.220f is also issued under secs. 3(a), 301, and 302, Pub. L. No. 107-204, 116 Stat. 745.

Section 249.240f is also issued under secs. 3(a), 301, and 302, Pub. L. No. 107-204, 116 Stat. 745.

Section 249.331 is also issued under secs. 3(a) and 301, Pub. L. No. 107-204, 116 Stat. 745.

\* \* \* \* \*

11. Amend Form 20-F (referenced in § 249.220f) by:

a. Revising the Instruction to Item 6.C;

b. Adding paragraph (f) to Item 15;

c. Redesignating paragraph 11 of "Instructions as to Exhibits" as paragraph 12; and

d. Adding new paragraph 11 to "Instructions as to Exhibits".

The additions and revisions read as follows:

**Note:** The text of Form 20-F does not, and this amendment will not, appear in the Code of Federal Regulations.

**Form 20-F**

\* \* \* \* \*

*Item 6. Directors, Senior Management and Employees*

\* \* \* \* \*

*Instructions to Item 6.C:*

1. The term "plan" is used very broadly and includes any type of arrangement for compensation, even if the terms of the plan are not contained in a formal document.

2. If the company is a listed issuer as defined in Exchange Act Rule 10A-3 (17 CFR 240.10A-3) and its entire board of directors is acting as the company's audit committee as specified in section 3(a)(58)(B) of the Exchange Act (15 U.S.C. 78c(a)(58)(B)), so state.

\* \* \* \* \*

*Item 15. Certain Disclosures*

\* \* \* \* \*

(f) Exemptions from the Listing Standards for Audit Committees.

If applicable, provide the disclosure required by Exchange Act Rule 10A-3(d) (17 CFR 240.10A-3(d)) regarding an exemption from the listing standards for audit committees. You do not need to provide the information called for by this Item 15(f) unless you are using this form as an annual report.

\* \* \* \* \*

**Instructions as to Exhibits**

\* \* \* \* \*

11. If you are availing yourself of the exemption in Exchange Act Rule 10A-3(c)(2) (17 CFR 240.10A-3(c)(2)) from the listing standards for audit committees because you have a board of auditors or similar body, a statement that you are availing yourself of that exemption and a reference to the section of the report to which the exhibit relates disclosing information regarding your use of that exemption. You do not need to provide the information called for by this paragraph 11 unless you are using this form as an annual report.

\* \* \* \* \*

12. Amend Form 40-F (referenced in § 249.240f) by adding paragraph (11) to General Instruction B to read as follows:

**Note:** The text of Form 40-F does not, and this amendment will not, appear in the Code of Federal Regulations.

**Form 40-F**

\* \* \* \* \*

**General Instructions**

\* \* \* \* \*