

read: "in general accordance with his powers either as expressed or implied." I think I had better allow the section to stand so that hon. gentlemen can see the effect of the amendment in the votes and proceedings to-morrow.

Mr. HANSON (York-Sunbury): This is a very important section, and under the theory of internal management a very difficult question arises whether there is power to make a binding contract or not. I am very glad to say that I called the minister's attention to the case of the Bank of the United States vs. Ross and the implications contained in that decision. I think it is worthy of very serious consideration. I should like to see the whole clause redrafted.

Mr. CAHAN: We will allow it to stand.

Section stands.

Sections 19 to 28 inclusive agreed to.

On section 29—when company may surrender charter.

Mr. CAHAN: I have a suggestion to make. It is one of the suggestions printed in the votes and proceedings. Eminent lawyers have called my attention to the word "therein" in line 29. It is not sufficiently clear, they think, and so I have suggested that instead of the word "therein" we use the words "in such debts, liabilities or other obligations" to make it clear what "therein" specifically refers to.

Mr. DUPRE: I move accordingly, Mr. Chairman.

Amendment agreed to.

Section as amended agreed to.

Sections 30 and 31 agreed to.

On section 32—Allotment of shares.

Mr. DUPRE: I move to insert after the word "persons" in line 18 the words "or class of persons."

Mr. CAHAN: This clause makes it clear that the allotment may be made at such times and in such manner and to such persons as the directors may from time to time determine. In drafting the clause I thought that the words "in such manner and to such persons" would be sufficient, but it has been suggested by counsel that it should read "to such persons or class of persons" because there may come a time perhaps when the allotment would be made to all the present shareholders of the company or it might be made to all the preferred shareholders of the company as such,

and, in order to obviate the enumeration by name of one or two hundred or more persons, it is proposed to insert the words "or class of persons" after the word "person."

Amendment agreed to.

Section as amended agreed to.

Sections 33 to 35 inclusive agreed to.

On section 36—Invalid without entry.

Mr. CAHAN: It has been suggested that after the word "transfers" in line 9 there should be inserted the words "or in a branch register of transfers." The fact is that many companies have a general register and also branch registers, and, in view of the decision in the Royal Bank vs. Smith case respecting provincial branch registers, it was really an oversight that these words were not inserted in the drafting.

Mr. HANSON (York-Sunbury): Has consideration been given to the question of the registration of shares to make it obligatory on companies to open registers in the various provinces? I have in mind the question of succession duties and the payment of double fees. Nearly all the big corporations have their head offices in Montreal, Toronto or some other large city, while the shareholders are scattered throughout every province. There is no reciprocity between the provinces in the matter of succession duties, and very often the estates of deceased shareholders are mulcted for double duty. In the province of Quebec an incorporated company may claim a different province as its domicile, while the shareholder claims another province. This leads to a great deal of litigation and double expense. The banks have worked out a scheme for the relief of the estates of deceased shareholders. They provide a register in every province and it seems to me that this is the proper time and place to make it obligatory upon public companies to open share registers in every province. I have had a great deal of experience in connection with these matters and I know it works very great hardship, not on the companies but on the estates of deceased shareholders. I offer the suggestion that this clause be drafted in such a way as to provide that where there is any considerable number of shareholders in any one province, a company shall open a branch registry office in such province.

Mr. CAHAN: As a matter of fact, it is not obligatory upon the banks to open branch or provincial registers, but in provinces where there is a considerable number of shareholders