

a Federal incorporation law under which all corporations doing interstate business must be organized; the third involved modifications of the present law, which by regulative measures would give Congress control over corporations engaged in commerce between the States and with foreign nations.

The first plan was set aside, it being considered inadvisable to adopt it, as great confusion in legislation would result.

The second plan was recommended, with certain criticism and reservations arising from the constitutional difficulties. These difficulties arise, primarily, from the fact that all companies in the United States are State incorporated, and it would create a revolution in business and legal methods to immediately require all of them to apply for Federal incorporation. This difficulty is very slight in Canada. It may fairly be said that all the large corporations in Canada are incorporated under Dominion law. Undoubtedly some of them are carrying on business under Provincial legislation, but the number is negligible. The constitutional difficulties in the United States do not arise in Canada. There is no express authority under the constitution of the United States for the incorporation of companies. If there is such authority it is by implication, and the subject is still under debate. This is not the case in Canada, as it has been held by the Judicial Committee of the Privy Council that the Dominion has authority to incorporate companies carrying on business throughout the Dominion.

The third plan suggested measures of publicity of corporate affairs which are largely embodied in the Dominion as well as in Provincial legislation. An extract from the opinion of Mr. F. J. Stimson, Advisory Counsel to the Industrial Commission, is worthy of reproduction. (The numbering of the plans referred to in this opinion is not that above indicated.)

"Leaving that second plan, we now come to the third. That is the one I propose to take up first. This is an equally novel proposition, which, I think, originated before this Commission; that in order to meet the evil, real or imaginary, of those trusts or combinations, that is, of those great corporations now created by the States, the Federal Government,