

not be numerous, there have been a number of them during the four years I have been at the head of the department, and anybody will understand that I was under a disadvantage in having to refer to these matters from memory; I had expected to discuss the amendments in their general significance rather than in their particular application. The hon. member for Vancouver Centre stated the case properly when he said that the policy of the department was such as he indicated. I will give him the assurance that in every one of the decisions I have had to render under the discretion we are now discussing, I have been fully advised by my officers and I do not think in any of the cases I differed from the advice that was tendered to me, because I relied on the experience, tradition and general custom of the department. I must say that at the time the hon. member for Vancouver South discussed with me, not the case itself, because until the decision had been rendered that would not have been proper, but the general principle whether we should not have in our law a disposition or establish in the department a practice whereby we could in cases like that protect Canadian companies against branches of United States concerns, that certainly appealed to my judgment and good sense. But in the specific case referred to the decision rendered by myself was based upon the advice of the officers of the department and did not differ from the general line of policy we follow in the department. I repeat: There might be occasion to amend the act in such a way as to foresee such conflicts, but taking all in all, the decision rendered in that case was, I think, in accordance with the tradition of the department for a long number of years under every minister who has been in charge of it.

Mr. LADNER: I do not wish to prolong the argument, because this is an individual case. The minister certainly has under him most able and competent officers—he could not have better—but they are governed by the statute law, and the statute law in its wording prescribes the course of action in such a way that perhaps the officers, technically speaking and not having regard to public policy, might find themselves obliged, having granted the charter, to allow the name to be retained. The point I was making was whether the minister's discretion should not have been exercised on the ground of public policy. This is an enormous concern covering two or three blocks in New York city. It had not been very active in Canada, doing a little

[Mr. Rinfret.]

business in eastern Canada and none at all in the west. It desired to invade this field. It bought Christie's in Toronto and then purchased plants in Winnipeg and Calgary. In the meantime it used the name which it had been using in the United States, and it came to Canada and incorporated under that name. During all this time the concern in Vancouver had been growing to considerable proportion. With all due deference to the minister, for whom I have a personal regard, I submit that it was his duty to have helped to protect the business interests of this country as he could have done by simply saying to this American company, "You must use some other name than that of this provincial company." I think he should have done that as a matter of public policy. It is important from the public point of view, and that is why I emphasize it. When matters of this kind arise in the future the minister, on grounds of public policy, apart from the statutory provisions altogether, in the exercise of his discretion, should see to it that protection is first given to Canadian interests and that their good will and opportunities for business advancement be not hindered or prejudiced merely because someone from the United States comes here and makes application for a charter which clearly on the face of it is prejudicial to a Canadian concern. The names of these three companies were very similar. There was the National Biscuit Company of New York, the National Biscuit Company of Canada, and the National Biscuit and Confection Company, Limited. On the grounds of public policy, I repeat, the minister should have safeguarded the Canadian concern by requiring our American friends to use some other name in Canada.

Section agreed to.

Sections 11 to 30 inclusive agreed to.

On section 31—Liability of directors.

Sir GEORGE PERLEY: This section is to repeal the liability of directors, according to the marginal note. Would the minister give some explanation of this clause?

Mr. RINFRET: The repeal of section 114 of the act is a consequence of the repeal of section 28.

Sir GEORGE PERLEY: I understand that, but are the directors relieved of all liability?

Mr. RINFRET: I am afraid the marginal note is a little misleading. The section to be repealed reads as follows:

Every director of any company who expressly or impliedly authorizes the commencement of