

Canada Corporations Act

Mr. Basford: I am grateful for the intervention. It was my understanding that the other place, as you said, Your Honour, was to be referred to as "the other place". For readers of *Hansard* we will take it as being noted that "the other place" is the Senate.

As I pointed out, this would require an application by shareholders for an investigation to be in the form of a solemn declaration, which means a statutory declaration. This again is designed to deter applicants from making irresponsible or careless statements in an application to the commission for an investigation.

Another amendment would specifically recognize the right of a company and other interested parties to whom a notice of an application for an investigation has been given, to appear before the commission when the application will be dealt with and be heard on the application. This provision would not, of course, apply when the commission will have decided that notice of the application should not be given because the commission is of the opinion that the giving of the notice would unduly prejudice any investigation that might be ordered.

Finally, with respect to the investigation and inspection process, I should mention that some clarification has been brought to the wording of some of the grounds on the basis of which the commission could order an investigation. This is a matter of great concern to the hon. member for Edmonton West (Mr. Lambert). Hon. members will recall that one of these grounds upon which an investigation could take place related to, and I quote from the bill "one or more acts performed in a manner unfairly prejudicial to the interests of any shareholder". This has been slightly changed to read "one or more acts performed wrongfully and in a manner prejudicial to the interests of any shareholder".

Finally, a new section 37 has been added to the bill providing in effect that compliance with provincial legislation, wherever relevant, shall not exempt a company to which the Canada Corporations Act applies from complying with the provisions of that Act. The view was expressed in the other place that it might be useful to have such a provision in the Canada Corporations Act in order to ensure that federal companies will not be under the mistaken assumption that the fact that they comply with the provincial legislation does not relieve them from complying with the federal legislation.

As I said in my opening remarks, the amendments made in the other place—for

readers of *Hansard* in the Senate—do in my view improve the bill, and in no way change it in any fundamental respect. All of them are acceptable to me and to the government. I hope they will commend themselves to members of this House so that this important piece of legislation, first introduced in this House over a year ago and thoroughly reviewed by a committee of this House and a committee of the other place, will before this session ends become the law of the land. I will of course be happy to deal, by way of answer to questions, with any of the specific amendments that have been made in an endeavour to explain them to hon. members. I have simply endeavoured to deal with those I regard as the most important.

Hon. Marcel Lambert (Edmonton West): Mr. Speaker, Bill C-4 has had a long history in Parliament. We first discussed this at second reading on November 10 last. The bill was then brought forward again in January, following which it went to the committee and was ultimately dealt with in this House on June 10. At that time several amendments were put forward and decided upon. The matter then went to the other place.

One must bear in mind that we are now dealing with some 25 amendments, some of which came from the other place. I give three cheers to the other place. They were able to convince the minister in respect of more than one particular point in respect of which he proved to be rather obdurate—I hesitate to use the word obstinate—when he appeared before the Commons committee. He was supported at that time by a majority of government members who refused to see the light of day at that time. It is instructive that both he and those members are now going to support at least the principle of many of the amendments made in the other place.

Mr. Basford: Always an open mind.

Mr. Lambert (Edmonton West): Many of these changes were suggested in the Commons committee. Naturally, there may have been some profit obtained in the other place from a reading of the Commons committee reports on this matter. If one reads the House debates of November 10, as I have done, particularly the statement of the minister at that time, one will find that the minister and his officials larded the remarks with their self-satisfaction in the production of what they thought was a pretty good bill.

But experience has shown that 39 pages of amendments were brought before the House