

simply takes over certain securities and assumes a certain indebtedness, and that could be done far more simply by the Minister of Finance acting in that capacity.

Then, so far as management is concerned, he could act very simply with the approval of the governor in council in dealing with such questions. No by-laws would be necessary; no quorum of trustees would be necessary; no powers would necessarily be given to the deputy minister of finance. In fact, the deputy minister of finance is not the proper person to deal with these matters, nor is the deputy minister of transport a proper person to deal with these financial questions; nor is the deputy minister of justice. If the assets were vested in the Minister of Finance and the liabilities assumed by him as minister, then, upon consultation with his colleagues, he might do anything that may be necessary to preserve any equities that might hereafter arise in connection therewith. But certainly if it is presumed by this bill to incorporate the trustees, that purpose is not effected by such language as is used in this bill.

Mr. HOWE: I am sure that if the only difficulty is in regard to the incorporation, that could be attended to separately.

Mr. CAHAN: But, first, you must organize it.

Mr. HOWE: Yes. This bill says that it shall be done, and if it is not done here it will have to be done separately.

Mr. CAHAN: But why not deal with it now? How will you do it separately? Does the minister intend to introduce a separate bill of incorporation at this session? And if he should introduce a separate bill, then I submit that it would be difficult to provide by statute for such incorporation, consistently with some other provisions of this bill.

Mr. HOWE: All I can say is that we have had a corps of high-priced legal talent working on this legislation for at least two months, including the chief counsel of the Canadian National Railways and several officers of the Department of Justice. I should be sorry to think that they had let us down.

Mr. CAHAN: That may be so, and I am not assuming any special knowledge in the matter; I have to confess my ignorance of many things in connection with the administration of corporations, though I may be allowed to say that I have had considerable experience. But I am not bound to accept, nor is this committee bound to accept, the opinions of counsel who have never heard

the other side of the case, opinions that may have been given without a full appreciation of all the underlying facts with which we as a parliament have to deal.

Mr. BENNETT: If the minister, who is not a lawyer, will look at the section he will see how unanswerable is the criticism of the hon. member for St. Lawrence-St. George (Mr. Cahan). "There shall be a corporation to be known as 'The Canadian National Railways Securities Trust.'" The explanatory note clearly indicates that whoever drafted this clause assumed that he had thereby created a corporation. As a matter of fact, it cannot be said to create a corporation. It would be competent, if the government so desired, to say, "There shall be, and is hereby created a corporation," and so on. Personally, I should not like that way of doing it, but at any rate that would be sound in the sense of creating the corporation. As it stands here, however, it does not create a corporation, and I am sure the minister sees the point. A corporation can come into existence only if it is created by one of several methods, and for our purposes this corporation is being created by legislative action. There must be something declaring that these five persons together shall constitute the corporation; there must be that declaration before you can have the corporation.

Mr. HOWE: Will my right hon. friend do me the favour of writing an amendment to that effect?

Mr. BENNETT: I hardly think that would be proper in view of what the minister has said as to the number of highly talented legal gentlemen who have advised him. I am a mere volunteer.

Mr. HOWE: I should have added that I took no responsibility from a legal point of view, because I am not a lawyer.

Mr. BENNETT: If I did rewrite the section I would word it differently. At any rate, that is my view. There is a great deal to be said for the proposal to vest it in the Minister of Finance, for it gets away from the necessity of calling meetings, and avoids the question of trusteeship and all these other difficulties if the Minister of Finance is the persona designata. In that event you have continuance in office; it is not the Hon. Charles Dunning; it is the Minister of Finance; and although he might think it impossible that there should be another to fill that office in his lifetime, still, whoever that person might be, he would be Minister of Finance. The promotion might not take place nearly