We strongly approve of the desire which has been manifested to assimilate our law to the English Companies Act, 1908, and consider that, except in certain matters referred to later, the more nearly our law is made to resemble the English Act the greater will be the advantage, as the legal profession and the courts will then have the advantage of the English text books and decisions explaining and interpreting the law. This in our opinion will make for certainty, and we deprecate anything in the nature of trifling deviations from the English Act that will tend to have an opposite effect.

The English Companies Act is well known to the legal profession in Canada, and in many of the provinces its main provisions have already been adopted. The first English Act was adopted, I think, in 1844, and there have been several amending and consolidating Acts since then. The existing Act is known as the Companies Consolidated Act, 1908. It has been the subject of many dicta and decisions by the English courts, which are more or less known to the Canadian bar; therefore, as the resolution passed by the Chamber of Commerce of Victoria very properly sets forth, it is very much in the interest of the public that we take advantage of the experience with the English by adopting it here insofar as possible. The provinces of British Columbia, Alberta, Saskatchewan and Nova Scotia have the English Act in its main features. The other provinces have as well many features of the English Act, though in many important respects it has never been adopted. There is one distinction which I should like to explain to the House between the company Acts of several of the Canadian provinces and which have adopted the English Act in principle and the company law of other of the provinces and the Federal law as well, and that is in reference to incorporation. In some of the Canadian provinces the principle of incorporation by registration has been adopted. That is, applicants for incorporation as a company file a document with the proper officer setting forth the purposes or objects of the company and the capital of the company, which document is known as the memorandum of association. Concurrently with the filing of the memorandum of association they file what is known as the articles of association, and then the certificate of incorporation issues as a matter of course. The memorandum is, in fact, the constitution of the company and the articles of association are the by-laws of the company. The issuance of the certificate of incorporation is purely a ministerial Act. It issues to the incorporators as a matter of right, not as a matter of grace; it cannot be refused. I think that principle is sound, and, for the sake of uniformity, should be adopted in all the provinces of Canada. We should adopt that principle in the Canadian Companies' Act; we have not now any provision to that effect. In the provinces of Ontario, Quebec, New Brunswick and Manitoba and under the Canadian Companies' Act, we have incorporation by letters patent, so called. That is, the applicants petition a person or body designated by statute to be incorporated as a company under a stated name. It is known to lawyers as a common law corporation, and it has been decided by our courts that a company incorporated by letters patent has the capacity of a natural person. That is to say, a company incorporated in the province of Ontario under letters patent has greater capacity than a company incorporated in the province of British Columbia under the registration principle, or greater than a company incorporated in England under the English Companies' Act.

The distinction is one that has not heretofore been generally understood in Canada. In fact, it was only recently determined judicially that there existed between companies incorporated under letters patent and companies incorporated by registration, such a broad distinction as to their powers and capacities. The theory is that a company incorporated under letters patent derives its existence from the prerogative of the Sovereign, and not from any statute. In England many years ago companies could be created only by charter granted by the Sovereign. Gradually Parliament undertook to create corporations, but they did so, not under the common law, but by changing the law. There should not be in Canada any such thing as incorporation by letters patent. In a democratic country like this, it should be the natural and inherent right of any body of men to associate themselves together as an incorporation for private business; that right to incorporation should not be dependent upon the discretion or grace of any sovereign, government or minister. It is an unfortunate principle to have in our law, and I protest against a further continuance of the principle in the company law of this country, at least insofar as the Canada Companies Act is concerned. This distinction was given emphasis recently by virtue of a case which arose in the Yukon in connection with a company incorporated under letters patent in the province of Ontario for the purpose of carrying on a mining business. The company made