

sions.<sup>1</sup> The Ontario Act requires the use of the *unabbreviated* word "Limited;"<sup>2</sup> and directors will be jointly and severally liable on written contracts or undertakings of the company where "Ltd." is used for "Limited."<sup>3</sup>

The word "Limited" is no part of the name of a company incorporated under the Dominion Joint Stock Companies' Act;<sup>4</sup> but in a company incorporated under the British Columbia or Ontario Acts, it forms the last word of the name.<sup>5</sup>

**13. Registration to be effected by companies.**—All companies formed in Quebec must file a declaration, in which must be stated the name and head office of the company, together with the name of the President, with the Prothonotary of the Superior Court of the district, or with the Registrar of the Registration Division,<sup>6</sup> the object being to enable papers to be served on the company with certainty. In default of this the company will be subject to a fine of \$400, to be recovered by a *qui tam* action.<sup>7</sup> This declaration must also be made when the company changes its name or place of business.<sup>8</sup> In British Columbia registration must be effected with the Registrar of Joint Stock Companies,<sup>9</sup> likewise any alteration in the memorandum.<sup>10</sup>

A foreign company having an agency in Quebec must register, but not when it only employs an agent there for advertising and

<sup>1</sup> Dom. Act, sec. 79 (2), (3), (4). Ont. Act, sec. 23 (2), (3), (4), (5). The secretary of a limited company was held personally liable on a bill which he had accepted on behalf of the company in which the words "Limited" as part of its name was omitted, the same not having been paid by the company. *Penrose v. Martyr*, E. B. & E., 499; *Atkins & Co. v. Wardle*, 58 L. J. (Q. B.), 377. Our Act so provides, sec. 79 (4).

<sup>2</sup> R. S. O., ch. 191, sec. 23.

<sup>3</sup> *Ibid.*, *Howell Lithographing Co. v. Brethour*, 30 O. R. 204; 19 Can. L.T., 69.

<sup>4</sup> *Waterous Engine Works, Ltd. v. McLean*, 2 Man., 279.

<sup>5</sup> R. S. B. C., ch. 44, sec. 11, ss. 1. See also secs. 86 and 87. R. S. O., ch. 191, sec. 23.

<sup>6</sup> R. S. Q., Sec. 4754.

<sup>7</sup> R. S. Q., art. 4754 *et seq.*

<sup>8</sup> *Ibid.*, sub-article (4). The production of a power of attorney by the agent of a foreign company filed in the office of the Prothonotary in conformity with the Federal law (R. S. C., ch. 124, sec. 15), is not sufficient for the purpose of the Provincial Acts, 40 Vict., ch. 15, and 45 Vict., ch. 47 (4754 R. S. Q.), which requires a declaration to be filed and registered in the offices of the Prothonotary and Registrar, *Brown v. Lord*, Q. B. 1889, 18 R. L., 353.

<sup>9</sup> R. S. B. C., ch. 44, secs. 19 and 84.

<sup>10</sup> R. S. B. C., ch. 44, sec. 22.