

gulated nor restrained by any foreign legislation, Foelix, *Droit International Privé*, vol. 2, pp. 40, 41-42, Nos. 318, 319 and 320.

Story, *Conflict of Laws*, § 539, after citing the rule laid down by Boullenois, Pr. Gen. l. 2, pp. 2-3, that: "the laws of a Sovereign rightfully extend over persons who are domiciled within his territory, and over property which is there situated," adds:—"On the other hand, no sovereignty can extend its process beyond its own territorial limits, to subject either persons or property to its judicial decisions." *Idem*, § 549—§ 556. Having stated these general principles in relation to jurisdiction, (the result of which is, that no nation can rightfully claim to exercise it, except as to persons and property within its own domains,) etc., the same writer says: "It is universally admitted and established, that the forms of remedies, and the modes of proceeding, and the execution of judgments are to be regulated solely and exclusively by the laws of the place where the action is instituted; or, as the civilians uniformly express it, according to *lex fori*."

The same legislative authority which can prescribe the mode in which sheriffs and other judicial officers may attach, sell and dispose of the real and personal property of a debtor to satisfy the claims of his creditors, may also, without exceeding its powers, direct that the seizure, sale and disposal of the property, in this country, of incorporated companies, may take place by other officers acting under the orders and directions of the Courts; and this is what has been done by the Winding-up Act, enacted by the Dominion Parliament.

But it is said that the Winding-up Act, besides providing for the sale and distribution of the property of insolvent companies, when found in this country, also provides that a list of contributories shall be settled, their rights established, and that the business of the company shall cease, and that all transfers of shares and alterations in the status of the members of the company, after the commencement of the winding up, shall be void.

From the principle already stated, that the laws of sovereignty only extend over per-

sons domiciled within the territory of the sovereign, and over property which is there situated, it is evident that the Dominion Parliament never intended to regulate, suspend, or dissolve by the Winding-up Act, any corporation existing under British or foreign authority, but merely to regulate their property and restrain their action in this country, which it undoubtedly had a right to do. The several legislative bodies in Canada can have no concern in what a foreign corporation may do elsewhere; they are only interested in protecting the rights of creditors of such corporation upon their property within this country, and more particularly the rights of their own citizens, and of resident creditors. There are in every statute enactments which do not apply to every case coming under its provisions; this does not destroy the effect of such enactments as are applicable to the particular case to be acted upon; and even if such enactments were *ultra vires*, the remainder of the Act would still remain in force, in so far as it is applicable to foreign corporations and their property in this country.

Our attention has been called, at the argument, to the case of *The Merchants' Bank of Halifax v. Gillespie, Moffatt & Co.*, 10 Supreme Court Rep., 312.

If I understand rightly the report given of that case, the only point raised by the parties and decided by the Court, was that the Winding-up Act, 45 Vict., ch. 23, Canada, did not apply to "*The Steel Company of Canada (Limited)*," incorporated in England under the Companies' Act, 1862-1867. This objection has been removed by the 47 Vict., ch. 39, which has declared that the Winding-up Act should apply to all incorporated companies doing business in Canada, no matter where incorporated. As this last Act was passed since the question was raised in the case of the Merchants' Bank of Halifax, there can now be no doubt as to the intention of Parliament to apply the Winding-up Act to foreign as well as to domestic incorporated companies. See also Revised Statutes, Canada, ch. 129, sect. 3, and sect. 108 § 5.

It is true, that two of the Honorable