

Effect of "Registration."

It is to be noted also that in Saskatchewan, Alberta and British Columbia, where foreign companies are required to register (f), the ordinary method of incorporating companies is not by letters patent issued in the name of the Crown, but by the registration of the memorandum of association and the issuing of a certificate by the Registrar. Foreign companies "registered" in these provinces are, therefore, in name as well as in effect re-incorporated for the purposes of the province.

The following section or its equivalent appears in the Acts of each of the three provinces (g):—

"Every extra provincial company registered as a company under this Act shall, subject to the provisions of its charter and regulations, and of this Act, have and may exercise all the rights, powers and privileges by this Act granted to and conferred upon companies incorporated thereunder, and every such extra-provincial company and the directors, officers and members thereof shall be subject to and shall, subject as aforesaid, observe, carry out and perform every act, matter, obligation and duty by this Act prescribed and imposed upon companies incorporated thereunder, or upon the directors, officers and members thereof."

The registration of a foreign company thus produces the phenomenon of a corporation doubly incorporated, and serving, as it were, two masters, not alone as to its outward activities but also as to its internal constitution, including apparently its internal management and administration, its corporate powers, the form of its contracts, use of its seal and transfer of stock, liability of shareholders, place and time of meeting, qualification of directors, annual returns, winding up, etc., etc. It is to be remembered that this registration is not of a subsidiary company for local purposes, but of the parent company itself; and it is also to be observed that the duties and obligations imposed by the Acts are "subject to the provisions of its charter and regulations." It is difficult to calculate just what complications might arise under this peculiar provision.

Even in those provinces where companies are "licensed," the effect and intention of the Acts appear to be to require foreign companies to receive and hold their corporate capacities and rights in the province, not from their original instrument of incorporation, but from the provincial license.

(f) In British Columbia, only certain classes of companies are required to become "registered." Others may obtain a "license." See post p. 31.

(g) Saskatchewan, s. 12; Alberta, s. 12; British Columbia, s. 142.