

Department of Consumer and Corporate Affairs, to which all such matters are referred. As you know, we no longer normally incorporate private corporations. That is done by the Corporations Branch, but in certain cases, of which this is one, we are informed by the Corporations Branch that they cannot incorporate. I have a letter here saying:

I wish to confirm Mr. Lesage's advice...

Senator Grosart: To whom is the letter addressed?

The Law Clerk: It is addressed to me. I do this in the ordinary course, under direction.

I wish to confirm Mr. Lesage's advice to Mr. Aubrey Golden, counsel for the incorporators, to the effect the incorporation could not be carried out under the Canada Corporations Act...

If it is to be done at all there must be a private bill.

The Acting Chairman: Is this the only way we can proceed?

The Law Clerk: Yes.

Senator Grosart: Do you know why?

The Law Clerk: Yes, it had to do with the amalgamation provisions. They refer to section 144 of the Canada Corporations Act. Apparently they have been advised by the Department of Justice that when it comes to the amalgamation of companies, some federal and some provincial, they are not competent under the terms of the Canada Corporations Act to so incorporate.

Senator Grosart: Do you have a copy of the act with you?

The Law Clerk: No, I did not bring it.

Senator Aseltine: This is the only way it can be done.

Senator Flynn: Because of clause 2, which says:

2. (1) The Manitoba Farmers Union and the Saskatchewan Farmers Union, hereinafter referred to as the "predecessor corporations", are hereby merged and amalgamated with the Union and shall continue hereafter as one and the same corporate entity as and with the name of the Union.

The Law Clerk: That is right and I was satisfied, together with the Corporations Branch, that if this is to be done it will have to be done by private act of Parliament.

Senator Flynn: Have you any comments on this bill?

The Law Clerk: I am satisfied with the bill.

Senator Flynn: With the form?

The Law Clerk: Yes, and I have so signified to the Chairman.

Senator Flynn: If no one has further comments I would like to report the bill.

Senator Grosart: I would like to come back to questions.

The Acting Chairman: There is a memorandum to Senator Phillips, the Acting Chairman, who is away. It says:

Bill S-22, an act to incorporate National Farmers Union. In my opinion this bill is in proper legal form.

Signed "E. Russell Hopkins, Law Clerk and Parliamentary Counsel."

The Law Clerk: I suggest we call on Mr. Golden.

The Acting Chairman: Honourable senators, is it your wish to hear from Mr. Golden, counsel for the National Farmers Union?

Mr. Aubrey E. Golden, Counsel, National Farmers Union: I have a copy of the act.

Senator Grosart: I would like to have section 144 read into the record.

Mr. Golden: I can read section 144 into the record, and I shall. That is one of the two problems with which Mr. Lesage and I dealt. The other was with regard to the jurisdiction respecting the provincial statutory corporations.

Senator Grosart: I am only concerned with the provisions of the act which make it impossible for this amalgamation to be handled by letters patent.

Mr. Golden: The section with reference to amalgamation is a separate one. Section 144 reads:

144. (1) The Secretary of State may by letters patent under his seal of office grant a charter to any number of persons, not being fewer than three, who apply therefor, constituting the applicants and