

### *SOME SUGGESTIONS REGARDING COMPANY LEGISLATION.\**

The Dominion Parliament has power to and has enacted a statute under which the Secretary of State may issue charters of incorporation for all manner of commercial companies with authority to transact business throughout Canada, and it has been lately held that companies so incorporated may carry on their operations in all or any of the Provinces. Each of the nine Provinces has its statutes, under which it undertakes to incorporate companies with power to carry on their operations in the Province and elsewhere at their discretion.

The Provinces generally require companies incorporated by the Dominion or by another Province to obtain licenses and to file elaborate statements of their affairs with officers, designated by the respective Acts.

Some of the Provinces deny the right of extra-Provincial corporations and Dominion corporations to do business or to enforce contracts within the Province unless and until they had paid the fee, registered, and complied with the other conditions laid down by the Provincial legislation. We need not consider whether the Provinces have any jurisdiction over Dominion or extra-Provincial corporations or whether they can insist as a prerequisite to doing business within the limits of the Province on such companies complying with their requirements. It is enough to know that they insist they have these powers and that companies disputing their validity must ascertain their own rights by tedious processes of litigation ending in the Privy Council.

Lawyers can readily understand how desirable it is that all company law or indeed all law should in so far as possible be the same throughout the Dominion of Canada so that a man of business, educated in the law of one Province, may not be in a foreign land when he crosses its borders into another or that companies, like individuals, may not be thwarted or embarrassed in business

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\* This is a paper by Hon. George Lynch Staunton, K.C., Senator, read at the Annual Meeting of the Ottawa Bar Association.