

large the capital stock of this company, or do the other things here mentioned? It is not proposed we should turn it into a federal corporation; it remains a local corporation. We merely give to this local corporation, created by a Local Legislature, and wanting something that that Legislature has not forbidden it to have, but cannot give it, that which it lacks. There we stop. We leave its whole domestic arrangements where they were. Suppose this company wants something else next Session. Cannot it get it from the Legislature of Nova Scotia? Are some of the domestic arrangements to be altered by the Nova Scotia Legislature and some to be altered here? What inextricable confusion would be created if we adopted this principle. I beg to move that the Bill be not read the third time, but be referred back to the Committee of the Whole for reconsideration.

*Mr. McCarthy.* I entertain not the slightest doubt that we can give increased powers to an incorporation although it may owe its existence to one of the Provinces, just as we could give increased powers to an American company or an English company. But I think it must rest there. I agree with my hon. friend who has moved the amendment to the amendment, that we ought not to go beyond that, because it is not necessary for us to do so, and it will only create endless confusion. Now, by the second clause of this Bill we are asked to increase the capital stock of this company. The Local Legislature of the Province of Nova Scotia had power to incorporate this company with such capital as that Legislature thought fit; in the same way it has power to increase that capital from time to time upon such terms as the Legislature thinks proper. But it would be difficult to know how the matter should be dealt with if we were going to give them additional power, or were interfering with the organization of the company, which are matters wholly within the jurisdiction of that sovereignty which is creating that corporate right. I shall, therefore, have great pleasure in voting for the amendment to the amendment. I am glad the line has been drawn so clearly and distinctly, because we could not have voted for the original amendment.

*Sir John A. Macdonald.* This matter has already been referred to in the Railway Committee, but we might also allude to it here. In the Railway Committee we laid down the principle that if the purpose be a Dominion purpose, and any individual can apply to Parliament, surely any local or foreign corporation may apply to Parliament for the purpose of getting powers which we are able to confer upon it. But when a local corporation, for instance, is incorporated by a Provincial Legislature it is the creature of that Legislature, and it is only created as a corporation under certain conditions and provisions; and if those conditions and provisions had not been inserted in the Provincial charter, *non constat* that the Pro-

vincial Legislature would have created the corporation and brought the entity into existence. And, therefore, a complication arises when the local corporation, having certain limited powers conferred on it by a Provincial Legislature, seeks extended powers. While we can give extended powers we cannot alter the constitution of the corporation granted by a Provincial Legislature; nay, I go further and say, that if a corporation, chartered under conditions and provisions by a Provincial Legislature, comes to the Dominion Legislature and asks for increased powers, which the Provincial Legislature says are contrary to their policy, and would thwart their policy, under which, by which, and for which they created it a corporation originally, then I think it is quite within the jurisdiction of the Provincial Legislature to destroy that corporation and to take steps to dissolve it. The company has committed a breach of the ground and of the principle under which it received its charter. Those powers having been granted, so long as the entity exists, they can be exercised by that entity; but any local corporation which comes here for extended powers runs the risk of being destroyed altogether. We will take any Provincial Act—we will not speak of this Act—say the Provincial Insurance Companies' Act. Suppose that company comes here seeking for enlarged powers. The Local Legislature may say: "It is contrary to our policy to have insurance companies taking risks in more than our own Province; we want to have Provincial insurance companies for Provincial purposes, under Provincial charters, so that we may be able to look after the administration of their funds, and we do not desire that they should invest money and take insurance risks all over the Dominion, or in foreign countries." The Provincial Legislature may say that, and if it does, and if we give the company additional powers contrary to the policy of the Local Legislature, that Legislature may say: "This is a breach of the primary condition under which the company's charter was granted, and as we brought the company into existence so we now repeal the Act." If this were done incorporation would cease to exist, and all the extended powers given by the Dominion Parliament would of course expire with the decess, and with the destruction of the Provincial corporation. So that I quite agree with hon. gentlemen opposite, in stating that the most convenient way to obviate the inconvenience already pointed out, is, that when a corporation wishes to extend its powers, obtained from the Provincial Legislature which originally created it, the company should come to this Parliament and obtain a new charter giving it a Dominion instead of a Provincial existence, which existence can be destroyed or hampered at any time by our dealing with the company contrary to the policy of the Provincial Legislature which created it.

Main motion as amended agreed to.