

Sub-section 21, section 91, of the B.N.A. Act bestows exclusive legislative authority on the parliament of Canada in all matters pertaining to bankruptcy and insolvency; on the other hand, the exclusive powers of provincial legislatures to make laws in relation to the incorporation of companies with provincial objects, under paragraph 11 of section 92 of that act, would permit to consider as legal the provisions of section 1892 of the civil code concerning the dissolution of the company through bankruptcy, and of sections 371 and following of the civil code, with regard to the forced and voluntary liquidation of companies.

Such objections have not been raised to the many amendments made to other parts of the civil code, of which Mr. Pouliot has drawn a complete list. In addition, he indicated the source and effect of each amendment on every amended section of the civil code. The transcription of the French version of those amended sections is completed and that of the English version is almost finished.

Subject to the above-mentioned reservations, it remains for us to point out which sections must be removed from the civil code because they come under federal jurisdiction as, for instance, those pertaining to citizenship and naturalization, to maritime law, to commercial law, etc., before making the necessary corrections required by the civil code revision act, to every section of the civil code amended or not, of which a great number will have to be made also to the code of civil procedure.

Montreal December 23, 1958.

Yours truly,

(Signed) Thibaudeau Rinfret,
Reviser of the civil code.

Countersigned by the special officers,
(Signed) Jean François Pouliot, C.R.
(Signed) Emile Delâge, N.P.”

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“In the course of the legal studies we made over a period of years for the revision of the civil code of the province of Quebec, we noticed, not without some amazement, a general and complete lack of interest in the close relationship that exists between constitutional law and the law in all other fields.

As special officers, we worked in co-operation with the Right Honourable Thibaudeau Rinfret, C.R., former Chief Justice of Canada, who revised the civil code and who was the first to point out to the government of the province of Quebec the inadequacy of the amendments made by the legislature to several articles of the civil code.

His letter of December 23, 1958 to the Premier and Attorney General is based on the crystal-clear text of the constitution of 1867, as interpreted by the Privy Council's jurisprudence. That is an official document which is the property of the province of Quebec. I fail to understand why it has never been produced in the legislative assembly because we feel that this warning is probably the greatest service the former Chief Justice of Canada did for the Canadian people and, especially, for his compatriots of the province of Quebec.

While we were working on the revision of the civil code, we never felt for a minute that we were working for any provincial government in particular. We just simply carried out our legal searches conscientiously