

persons who had signed the memorandum on which the letters patent were based, became shareholders by virtue thereof. This would seem equally true, in view of s. 3, of the Ontario Act, to all who "thereafter" sign, if signatures thereafter be permissible, in view of all the sections which refer to the memorandum. The consequences which would follow give strength, I think, to my contention that as the agreement must be executed in duplicate, and accompany the petition for letters patent, it cannot subsequently be executed by any person. But only those who sign the memorandum (at some time) are by the Act incorporated a company; possibly those who afterwards sign may become shareholders, but not members. Mr. Mulvey has not dealt with my query as to what is the status of those persons who acquire shares (so far as they lawfully may) without actually signing the memorandum. Sec. 3 says that the persons who sign the memorandum become a body corporate; *Haggart's Case* says they become shareholders by virtue of the letters patent; what then is the status of those who never actually sign? They are, I think, the greater part of that body of persons who consider themselves to-day to be full members and shareholders in various companies. I doubt if they are either as the law now stands. If those who sign the memorandum become shareholders without allotment, and if those who do not sign do not become members, what becomes of ss. 106, 107, 108 et al?

The Deputy Provincial Secretary agrees with me that the provisions of the Ontario Act respecting mining companies are indefensible from a legal standpoint, and he is of the impression (apparently) that they are equally indefensible from a strict business point of view. He, however, does not concur in my suggestion that "any company by being incorporated as a mining company may issue its shares at a discount, yet carry on any kind of business," and cites a number of English decisions which, in his opinion, negative that contention, but which, I think, fall short of supplying a completely satisfactory answer. In *Haven Gold Mining Company*, 20 Ch.D. 151, *German Date Co.*, 20 Ch.D. 169, and other cases mentioned by him (ante, p. 228), it was decided that "a company under the Act of 1862, can