

Canada Corporations Act

Surely, as in this case, we should write good laws which are progressive and modern. Equally, the corporate community, the legal profession and the accountancy profession are entitled to know with some certainty what the law is. If the amendment were adopted, no one would know whether a company would have to disclose or not. One year the minister might permit an exemption, the next year he might not. Ought we not try, as the government has sought to do in Bill C-4, to write some rules which are fairly certain and easy of interpretation, so that companies would know whether they have to disclose or not? The amendment before us destroys that certainty and makes it impossible for companies to know where they stand. For these reasons I must oppose it.

Mr. Burton: Mr. Speaker, would the minister not agree that ministerial discretion could be exercised by dealing with some of the cases to which he referred by way of general rules which would apply unless there was a specific case where a different situation prevailed? Second, cannot a distinction be drawn between ministerial discretion which is exercised with public knowledge and the exercise of discretion which cannot become public knowledge, when the public does not know that discretion is being exercised?

Mr. Basford: I suppose it would be possible for the minister to pronounce some rules by which he would be guided, but whether he did so or not these rules would be made purely at his own discretion and this is what we are trying to avoid. If the hon. member feels that rules should be pronounced, does he not think they should be provided for in the legislation so that people would have the benefit of knowing what the law says? I do not think the suggestion contained in the hon. member's question is really very practical.

• (8:40 p.m.)

Mr. Saltsman: Mr. Speaker, the minister has made a great point about ministerial discretion, but surely this is within the capacity of the Minister of Consumer and Corporate Affairs. He often makes decisions on specific questions which are referred to him. For example, just recently he made a decision in regard to drugs. I do not think this power is specifically spelled out in any legislation, but it does seem to me that virtually everything the minister has done in this connection in recent times has been through the exercise of discretion.

[Mr. Basford.]

Would the minister not agree that we also gave this ministerial discretion to the Minister of Regional Economic Expansion (Mr. Marchand) in order to free him from the rigidity of rules that had not worked and with regard to which people had fallen between stools? The minister would have to answer to Parliament for the exercise of his discretion, and this would be very desirable because we could then scrutinize his activities and he would have to be responsible for his acts.

Mr. Basford: I think that the rules applicable to whether or not a company should disclose, and what kind of annual statements and returns it should prepare, should be spelled out in the legislation.

Mr. Deputy Speaker: All those in favour of the motion will please say yea.

Some hon. Members: Yea.

Mr. Deputy Speaker: All those opposed will please say nay.

Some hon. Members: Nay.

Mr. Deputy Speaker: In my view the nays have it.

And more than five members having risen:

Mr. Deputy Speaker: Pursuant to Section 11 of Standing Order 75, a recorded division on the motion No. 7 stands deferred.

Hon. Marcel Lambert (Edmonton West) moved:

That Bill C-4, an act to amend the Canada Corporations Act and other statutory provisions related to the subject matter of certain of those amendments, be amended by deleting in clause 20

(a) line 16, page 62, the words "every company" and substituting therefor "every public company"

(b) subparagraphs (3) (4) (5) of section 121E, being lines 32 to 44 inclusive, page 62, lines 1 to 43 inclusive, page 63, and lines 1 to 18 inclusive, page 64.

He said: Mr. Speaker, in moving this amendment, I do not intend to repeat the remarks I made when discussing the motion moved by the hon. member for Regina East (Mr. Burton). However, I am following up the remarks I made on that occasion with the proposal that the disclosure called for in this bill shall be limited to what it is in the present law; in other words, it will be applicable to public companies.

I have given a number of reasons for contending that disclosure of the information requested in the government's amendment is