

of the sum lent is excessive, or the amount charged for expenses, or other charges, is excessive, and that, the transaction harsh and unconscionable, the Court may take an account between the money-lender and the person sued, and may, notwithstanding any agreement purporting to close previous dealings and create a new obligation, re-open any account already taken between them, and relieve the person sued from payment of any sum in excess of the sum adjudged by the court to be fairly due in respect of such principal, interest and charges as the court adjudges to be reasonable. If any such excess has been paid, or allowed in account, by the debtor, the court may order the creditor to repay it; and the court may set aside, or alter, any security given or agreement made in respect of money lent by the money-lender, and if the money-lender has parted with the security may order him to indemnify the borrower or other person sued.

The holder in due course of a negotiable instrument discounted by a preceding holder at an excessive rate of interest may, nevertheless, recover the amount thereof, but the party discharging such instrument may reclaim from the money-lender such amount paid thereon for interest or discount as the court finds to be extortionate. No judgment, whether rendered before or after the coming into force of this Act, shall bear a rate greater than the legal rate of interest.

Whether such an Act would stop the business of those whose operations are sought to be restrained is doubtful. It would certainly develop the ingenuity of money-lending sharks who would devise some plan of evading the law and of protecting themselves from suits for illegal usury.

INCORPORATION POWERS WIDER THAN ADVISABLE.

The British Columbia "Official Gazette," contains advertisements of several companies whose proposed business is of a transportation character that are applying for incorporation, or which have been incorporated in that Province. The powers sought by these companies are so extraordinary and so entirely outside the main business for which they are or are to be incorporated as to excite curiosity in regard to the motive underlying the desire to exercise such powers. The width indeed of the range of these powers suggests the question whether the incorporation of a joint stock company need specify its objects at all, but simply be an official registration of its title, for, judging by the cases before us, companies are practically incorporated to transact any class of business they think proper. Indeed one transportation company's certificate authorizes it to "To do all such other things as are conducive to the attainment of the above objects," those objects being very multifarious. A transportation company for instance is empowered,

"To apply for, accept, purchase, sell, pledge, dispose of and deal with stocks, bonds, debentures, obligations, mortgages, or other securities of any company, corporation or corporations, individual or individuals. To make, draw, accept, endorse, transfer, execute and discount and deal with promissory notes, cheques, bills of exchange, drafts, bills of lading, warehouse receipts and other negotiable instruments. To do all or any of the above things as principals, agents, trustees, or otherwise."

Another company incorporated to do a fish packing business has received powers;

"To draw, make, discount and issue promissory notes, bills of exchange, debentures, debenture stock, and other negotiable or transferable instruments." A third company organized to carry on the distillery and brewing businesses, has been given similar powers. These wide powers have also been granted to a newspaper publishing company with a capital of \$10,000. A fifth company, incorporated to do a newspaper business, has been provided with even wider privileges, for it is authorized,

"To borrow or raise money for any purpose of the company in such manner as the company shall think fit, in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the company's property, present, or future, including its uncalled capital."

A sixth company organized for "exploration and development" objects is empowered,

"To subscribe for, purchase, or otherwise acquire, hold, sell, exchange, dispose of and deal in shares, stocks, bonds, debentures, debenture stock, or obligations of any company, whether British, Colonial or foreign, or of any authority, supreme, municipal, local, or otherwise. With power to promote or form or assist in the promotion of any other company, either for the purpose of acquiring, working or otherwise dealing with all or any of the property, rights and liabilities of this company, or for any other purpose."

Another development company is given power:

"To act as bankers, agents, or brokers, and as trustees for any person, firm, or company."

The above list furnishes conclusive evidence that companies in British Columbia which have been incorporated for such objects, as conducting a transportation, or exploration and development, or newspaper publishing, or, a general publishing, or, distilling and brewing, or hotel and restaurant, or fish packing business, are empowered also to transact the business, of (1) banking; (2) lending money on mortgages or securities; (3) acting as the trustee of estates and individuals; (4) engaging in the enterprise of company promoting; (5) conducting stock brokerage business; and (6) engaging in the purchase and sale of stocks, bonds, or any form of securities for speculation or any other purpose. Indeed, under the terms of their certificate these British Columbia joint stock companies, each one of which is avowedly incorporated to conduct a specific, and limited class of trading business, has been given blanket powers covering any and every class of financial operations. The debentures they are empowered to issue are not restricted to any amount or to any proportion of the paid-up capital, indeed, in their certificate of incorporation there is not one word said about "paid-up capital." These companies, therefore, could proceed to issue and sell debentures, debenture stock, "perpetual or otherwise," to float off promissory notes to any extent, to assume control over properties, stocks,