

letters patent) being obtained, the company is validly incorporated, and subsequent avoidance of the minor's contract does not invalidate the registration of the company or any intermediate acts affecting the rights of third parties. As already stated,¹ letters patent under our Act are not invalidated on account of any irregularity in respect of any matter preliminary to the issue of the letters patent or supplementary letters patent; and again, under section 68 of the Act it is provided that except in any proceeding by *scire facias* or otherwise for the purpose of annulling or rescinding the letters patent, they shall be conclusive proof of every matter and thing therein set forth. Thus if the company is not properly incorporated, the letters patent could only be set aside by a direct action for that purpose.²

Under the English Act,³ it has been held that the certificate of incorporation is not conclusive to prevent the objection being taken that the company was not duly incorporated, on the ground that, in fact, less than the required number of persons signed the memorandum of association;⁴ but Mr. Palmer, at p. 34 of his work on Company Law, says of this decision that it may be disregarded as being opposed to other decisions both before and since, and cites Lord Chelmsford's remarks in *Oakes v. Turquand*⁵: "I think that the certificate prevents all recurrence to prior matters essential to registration, amongst which is the subscription of the memorandum of association by seven persons, and that it is conclusive in this case that all previous requisites had been complied with." Mr. Palmer also cites Peel's case,⁶ *Princess of Reuss v. Bos*,⁷ *Salomon v. Salomon*.⁸ The views expressed in these cases, he says, are and must be authoritative.

5. Provisions peculiar to certain Provinces as to notice re incorporation.—In some of the Provinces it is also provided that when a notice has been published according to the rules of the Legislative

¹ *Supra*, p. 2.

² And see per Hagerty, C. J. O., in *Hamilton Road Co. v. Townsend*, 13

³ *Companies' Act* 1862, sec. 18; very similar to the *Brit. Columbia Act*,

⁴ In *re National Debenture and Assets Corporation* (1891), 2 Ch., 505, dis-Ont. App., at p. 548.

R. S. B. C., ch. 44, sec. 20, and also to the old *Brit. Columbia Act*, 1890, sec. 7.

tinguished in *re Laxon & Co.* (1892), 3 Ch., 555.

⁵ L. R. 2 H. L., at p. 354.

⁶ (1867) 2 Ch., 674.

⁷ (1871) L. R. 5 H. L., 176.

⁸ (1897) A. C., 22.