

Question of Privilege—Mr. Masse

The Hon. Member said that on May 5 this year, I deliberately misled the House when I said that the agreement between Amoco Canada and Dome Petroleum allowed for other bids to be made.

Yesterday, he said that the agreement prohibits or would prohibit or prohibited other companies from making bids, under threat of a suit.

Mr. Speaker, perhaps I may refer you to the statement made by Dome Chairman Mr. Macdonald, who explained at a press conference in Calgary on April 22 this year that under the agreement with Amoco, Dome could not seek other bids but would nevertheless have to consider any bids it would receive.

In a letter to Imperial Oil dated April 24, 1987, the president of Amoco Canada, Don Stacy, recalled details of the memorandum of agreement concluded by Dome and Amoco, to warn the company not to make a bid. That was what the letter contained. The complete text of the memorandum of agreement was subsequently submitted to the U.S. Securities and Exchange Commission on May 4, 1987.

It will be up to counsel for the parties interested in making bids to interpret the details of this memorandum of agreement. Any conflict between Amoco, Dome and other parties regarding the interpretation of the conditions of the agreement will have to be settled by those parties and not by the Government of Canada.

As I pointed out in a letter I sent last week to the Leader of the New Democratic Party, Mr. Broadbent, according to the legal advice I received from the Department of Justice, I may not intervene in this basically private matter, which should be resolved by the parties themselves.

I maintain what I said in my answer to the Hon. Member on May 5 and subsequent days. The Government of Canada will examine all bids to purchase Dome Petroleum which are submitted for review under the Investment Canada Act.

Mr. Speaker, that is how we will ensure that the transaction, once it has been accepted by Dome, will provide a net benefit to Canada.

[English]

Mr. Russell MacLellan (Cape Breton—The Sydneys): Mr. Speaker, on May 5 I did not say the Minister was intentionally misleading the House. I said he was misleading the House. As you will remember, Sir, you rose to state that you hoped I was not implying that he was intentionally misleading the House and I said that I would not do that. That seemed to clarify the issue at that time.

• (1520)

With regard to the Minister's statement, I said "misleading" because in answer to my question the Hon. Minister said:

I can only refer the Hon. Member to the statements made by the President of Dome Petroleum where the answer is yes.

I had asked, "Does the agreement between Amoco Canada and Dome Petroleum allow for other bids to be made?", and the Minister said yes.

In my opinion and that of others the memorandum of agreement which was signed by the Chairman of Dome Petroleum on April 17 and the President of Amoco Canada on April 18 states that Dome Petroleum will not enter into any agreements with any other bidders, which indicates to me, as do other things in the agreement, that Dome Petroleum cannot entertain any other bids.

Regardless of what the fiduciary responsibilities of the management and directors of Dome are to the shareholders, that is not stated in the agreement. We must look at what is stated in the agreement, which is that Dome Petroleum cannot enter into an agreement with any other party.

My feeling was and still is that the Minister's statement that Dome could entertain other bids was a misleading statement. I still stand by that. I cannot say that the Minister intentionally misled because I do not know whether the Minister actually read that memorandum of agreement. He should have had access to it, but I cannot say whether he read it and I thereby cannot say he intentionally misled. However, I do think this is an important question and I think it is misleading. I certainly am not attributing any clandestine motives to the Hon. Minister.

Hon. Herb Gray (Windsor West): Mr. Speaker, I want to begin by saying that the Hon. Minister of Energy, Mines and Resources (Mr. Masse) was completely in error when he said that the Member for Cape Breton—The Sydneys (Mr. MacLellan) claimed that the Minister had deliberately misled the House with respect to the agreement in question. At no time, either today or on May 5, did the Hon. Member say anything of the kind. In fact, you were good enough to intervene on May 5 to confirm that it was not the Member's intention to allege that the Minister was deliberately misleading the House.

Second, if the Hon. Minister had a question of privilege about the May 5 question, surely the time to have raised it was on May 5, and the Hon. Minister did not do that.

Mr. Masse: He said that yesterday.

Mr. Gray (Windsor West): The Hon. Minister says that he is complaining about what the Member for Cape Breton—The Sydneys said yesterday. I repeat that nowhere in *Hansard* is it recorded that the Hon. Member claimed that the Hon. Minister deliberately misled the House.

In any event, if I am not mistaken, the Minister's complaint is not the basis for a question of privilege. If he has a complaint, it may be the basis for a point of order. Even then, it is a valid point of order only if, as I have already said, the Hon. Member for Cape Breton—The Sydneys stated that the Hon. Minister deliberately misled the House which, I repeat, he did not say.