

tary liquidation of a company do not infringe on the exclusive legislative power conferred upon the Dominion Parliament,¹ hence a Province may enact legislation for the purely voluntary winding-up of companies incorporated by it.² But where a provincial company is in liquidation or in process of being wound up, whether voluntarily or not, it may be brought under the operation of the Dominion Winding-up Act on the petition of shareholders or creditors, as well as assignees or liquidators.³ A wider power now exists under the Dominion Winding-up Amendment Act.⁴ This Act provides only for the voluntary winding-up of the companies falling within its provisions, and not for their compulsory liquidation, which is provided for by the former.⁵ The companies falling within the provision of the Amendment Act are those whose incorporation and affairs are subject to the legislative authority of the Parliament of Canada,⁶ and those incorporated by a Provincial Legislature, when the latter has enacted that the Amendment Act shall apply to them,⁷ as, for example, companies incorporated under the British Columbia Act of 1890.⁸

4. **Means of Incorporation.**—Companies in Canada are incorporated either by letters patent or registration under a general joint stock companies' Act or by special Act of the Parliament or Legislature.

5. **Dominion Acts, General and Special.**—Pursuant to the above enumerated powers given by the British North America Act respecting the incorporation of companies, the Dominion Parliament has enacted at different periods statutes for that purpose, culminating in the present Companies' Act, contained in the Revised Statutes, ch. 119, as amended. It has also incorporated by *special* act of Parliament a large number of companies. Soon after Confederation (1869)

¹ *Atty. Genl. of Ontario v. Atty. Genl. for Dominion of Canada*, P. C., 1894, 6 The Reports, 409.

² See R. S. O., ch. 222.—In *re* Wallace Huestis Grey Stone Co., Russell's Nova Scotia Rep. 1873-82, p. 461.

³ R. S. C., ch. 129, sec. 3(b); *Shoolbred v. Clarke*, 17 Can. S. C. R., per Patterson, J., at p. 274.—*Re* Iron Clay Brick Mfg. Co.; and see *Atty. Genl. of Ontario v. Atty. Genl. of Canada supra*.

⁴ 52 Vict., ch. 32.

⁵ *Re* Ontario Forge & Bolt Co., 25 O. R., 407.

⁶ *Shoolbred v. Clarke*, 17 Can. S. C. R., at p. 275.

⁷ In *re* B. C. Iron Works Co., 6 B. C. L. R., 536.

⁸ R. S. B. C., ch. 44, sec. 160, as amended by 61 Vict., ch. 13, sec. 14.—In *re* B. C. Iron Works, *supra*.