

*Dominion Companies Act*

concerned, they have been in the statute for a long time; I do not know that there is any decision on the point and I do not think it will do any harm to leave them in.

Section stands.

Section 60 agreed to.

Section 61 stands.

On section 62—Notice of changes in capital structure to be filed.

Mr. CAHAN: This clause has been the subject of considerable discussion and I have proposed a clause in substitution therefor. Clause 62 was before this house in 1930 and some difficulty has arisen with regard to the construction of it. I have not changed its purport, but I have, I think, made it clearer. For instance, the old section 62 which was reinserted in the original bill reads:

When any class of shares is created or becomes subject to redemption or conversion into any other class—

The difficulty has arisen, I believe, in the courts as to whether "redemption" covers the words "purchase for cancellation" and so I have inserted the latter words to make the meaning abundantly clear. The clause will now read:

When any class of shares is created or becomes subject to redemption or purchase for cancellation or conversion into any other class—

Simply for purposes of clarification we have inserted the words "purchase for cancellation," which in the ordinary course was deemed to be included in "redemption."

Mr. DUPRE: I therefore move to strike out this section and to substitute therefor the following:

62. When any class of shares is created or becomes subject to redemption or purchase for cancellation or conversion into any other class, and such redemption or purchase for cancellation or conversion is effected, notice thereof, setting forth the number of shares of the class redeemed or purchased for cancellation or converted and the number of shares and the class into which conversion is made, shall be filed forthwith with the Secretary of State.

Amendment agreed to.

Section as amended agreed to.

Mr. HANSON (York-Sunbury): I would like to ask that clauses 63, 64 and 65 relating to borrowing powers stand. This is one of the important parts of the bill. Of course if the minister wants to go on with it, I cannot help it.

[Mr. R. B. Hanson.]

Mr. CAHAN: If the hon. gentleman wishes I will certainly allow these clauses to stand. I do not think the changes made are important except for purposes of clarification.

Sections 63 to 65 inclusive stand.

On section 66—Registration of mortgages and charges.

Mr. CAHAN: In respect of this clause there is a slight amendment. Provision was not made in the old act for a special condition of affairs prevailing under the civil law of Quebec. In that province a mortgage is executed before a notary and he retains the original document. Under the law of that province a notarial copy from the records of the notary has the same force and effect as evidence as has under the English law the original mortgage which is signed by the parties.

Mr. POWER: It is an authentic document.

Mr. CAHAN: Yes; I was striving for that word. In order to make it clear that that is recognized by this bill I am proposing to insert on page 34, line 3, after the word "company" these words:

Or, in the province of Quebec, a notarial copy of such instrument.

I have been asked by the lawyers of that province to see that that defect is remedied.

Mr. DUPRE: I move in subsection (1) of section 66, on page 34, line 3, to insert after the word "company" the words "or, in the province of Quebec, a notarial copy of such instrument."

Amendment agreed to.

Mr. CAHAN: In line 29, after the word "company" the same words should be inserted, "or in the province of Quebec a notarial copy of such instrument."

Mr. DUPRE: I move an amendment accordingly.

Amendment agreed to.

Section as amended agreed to.

On section 67—Registration of order appointing receiver.

Mr. BUTCHER: Would the minister allow this section to stand?

Mr. CAHAN: Certainly. I am quite willing to cooperate, because I regard this as a peculiar bill on which we should have the best judgment of all members on both sides of the house to guide us. When we allow these sections to stand, however, I should be very happy indeed if hon. gentlemen who