

The Dominion Companies Act provides that the Secretary of State "may by letters patent grant a charter" to any number of persons not less than five who apply therefor. Subsequent sections of the Act specify the requirements in regard to incorporators, capital, shares, etc., and the schedules of the Act contain forms of petitions, agreement and stock-book, notice, etc.

It is true that the word "may" is commonly held to confer an enabling and discretionary power. In a number of cases, however, the word has been construed as obligatory, the principle laid down in these cases being that where a power is reposed in a public officer for the purpose of being used for the benefit of persons who are specifically pointed out and with regard to whom a definition is adopted by the Legislature of the conditions upon which they are entitled to call for its exercise, that power ought to be exercised, and the Court will require it to be exercised: *Julius v. Bishop of Oxford*, 5 A.C. 235.

In the present instance, in view of the detailed conditions set out in the Companies Act which must be complied with by applicants for a charter, it might well be contended that no discretion is intended to be reposed in the Secretary of State, and that his duties are ministerial only; at any rate the matter is not free from doubt. Had it been the intention of the legislature to confer a broad discretionary power such as Parliament would have, it might easily have inserted such words as "when he deems expedient." Assuming that the duties are ministerial a mandamus would lie to the Secretary of State compelling him to issue letters patent under his seal of office: *In re Massey Manufacturing Co.*, 13 A.R. 446.

If there is a discretion on the part of the Secretary of State no jurist would approve of an absolutely free and unfettered discretion at the whim of the tenant of the office for the time being. Such a practice would be intolerable. We are afraid that even the enthusiastic supporter of unfettered powers in the present instance who writes for the *Toronto Mail and Empire* would not approve of a discretion which might refuse charters to