

not say that I was prepared to accept it, for the proposition that a mandamus might issue. However, I think we may anticipate that no Secretary of State will fail to perform the duty incumbent upon him in this matter. However, it is a legal question. Other methods could be found if it was thought desirable to make it quite clear that those who issue letters patent under the Companies' Acts enacted by the provinces or enacted by ourselves, would be governed absolutely by the statute and not entitled to fall back upon the, to my mind, not very clearly defined capacity that, in the case to which the hon. gentleman referred, it was held they derived from the fact that our system involves the issuing of letters patent. There was in the case the hon. gentleman referred to a question of provincial letters patent issued by the Lieutenant Governor of the province. It was contended that the Lieutenant Governor, being vested with the Crown's prerogative in regard to the province, had powers not derived exclusively from the statute of the province, and not necessarily limited within the territorial boundaries of the province. If I correctly grasped the effect of the judgment when I had occasion to read it some time ago, and if my memory serves me, I did not quite apprehend that the judgment determined that the particular corporation thus authorized—in this case the Bonanza Mining Company—had power other than the power conferred upon it by its charter. I would not have been disposed to think as the hon. gentleman suggests, that the company being incorporated to carry on a mining business, might under the judgment, have carried on an insurance business.

Mr. MACLEAN: That is contended by some; but, of course, the view which the Minister of Justice is putting forward is held by others.

Mr. DOHERTY: I am not suggesting that my view should necessarily prevail, but I am trying to convey what I understood to be the effect of the judgment. I do not understand the effect to be that the corporation created by the province and under the provincial statute, though by letters patent issued by the Lieutenant Governor, would enjoy any power other than the letters patent themselves as authorized by the statute would confer. What I understood to have been held was that, in so far as the charter derived its effectiveness from being granted by the

[Mr. Doherty.]

Lieutenant Governor in the exercise of the prerogative powers referred to, the created corporation became a person with the capacities of a natural person from which the conclusion was drawn, that that capacity as a person was not territorially limited, that the person that was so created under letters patent issued under the prerogative powers of the Crown was a person who might go to the Yukon, and, if, under the laws of the Yukon, or any other country or province that that person went into, those charged with the legislative power in that particular country chose to recognize him as an existing person and allow him to proceed to carry out his powers within their territory, he then could lawfully do so. I did not grasp the judgment as conveying the idea that the created corporation had more powers than its letters patent, or the statute under which they were issued, gave it, but merely as holding that its personal existence was not limited within the territorial boundary of the province in which it was created, and that therefore if it went out into another province, if that other province chose to permit, or not to interfere, it might proceed with the exercise of the powers that had been conferred upon it just as any corporation does that goes into a foreign country. All of our corporations, when they go into a foreign country, derive their existence from no legislative body or no authority which has power to confer upon them either existence or powers to be exercised within the foreign country, but under the ordinary principle of the comity of nations, a corporation, when it goes into a foreign country, is allowed, in the majority of cases, to carry on the business it was incorporated to carry on, but I doubt very much if it would be suggested that it could carry on a business for which it was never incorporated. However, it is perhaps not necessary to go into this discussion for the purpose of what I desire to say. I think we can all readily agree that there is room for improvement in our present company legislation and the source from which this proposition comes gives us reason to believe that it certainly calls for a great deal of consideration on our part. As regards the hon. gentleman's suggestion that this should go to a special committee, I would ask him whether he does not think it might be as advantageously dealt with by being referred to the committee on Banking and Commerce. I would not speak positively, but my impression is that when we dealt with the sub-