

1932

PROCEEDINGS
OF THE
FIFTEENTH ANNUAL MEETING
OF THE
CONFERENCE OF COMMISSIONERS
ON
UNIFORMITY OF LEGISLATION
IN CANADA

HELD AT

CALGARY

AUGUST 25TH, 26TH, 27TH AND 29TH, 1932

**Conference of Commissioners on Uniformity of
Legislation in Canada.**

OFFICERS OF THE CONFERENCE.

<i>Honorary President</i>	Hon. John F. Lymburn, K.C., Edmonton, Alberta.
<i>President</i>	John D. Falconbridge, K.C., Osgoode Hall, Toronto 2, Ontario.
<i>Vice-President</i>	Douglas J. Thom, K.C., Regina, Saskat- chewan.
<i>Treasurer</i>	E. René Richard, Sackville, New Bruns- wick.
<i>Secretary</i>	Sidney E. Smith, Dalhousie Law School, Halifax, Nova Scotia.

Local Secretaries.

*(For the purpose of communication between the commissioners of
the different provinces.)*

<i>Alberta</i>	R. Andrew Smith, K.C., Parliament Buildings, Edmonton.
<i>British Columbia</i>	Avard V. Pineo, Parliament Buildings, Victoria.
<i>Manitoba</i>	R. Murray Fisher, K.C., Parliament Buildings, Winnipeg.
<i>New Brunswick</i>	E. René Richard, Sackville.
<i>Nova Scotia</i>	Frederick Mathers, K.C., Parliament Buildings, Halifax.
<i>Ontario</i>	John D. Falconbridge, K.C., Osgoode Hall, Toronto 2.
<i>Prince Edward Island</i>	Sylvere Des Roches, Charlottetown.
<i>Quebec</i>	Hon. Ed. Fabre Surveyer, Judges' Cham- bers, Superior Court, Montreal.
<i>Saskatchewan</i>	Robert W. Shannon, K.C., Regina.

**Commissioners and Representatives of the Provinces of
Canada for the Purpose of promoting
Uniformity of Legislation.**

Alberta:

R. ANDREW SMITH, K.C., Legislative Counsel, Parliament Buildings, Edmonton.

HENRY G. NOLAN, Lancaster Building, Calgary.

STANLEY H. MCCUAIG, McLeod Building, Edmonton.

(Commissioners appointed under the authority of the Statutes of Alberta, 1919, c. 31).

British Columbia:

AVARD V. PINEO, Legislative Counsel, Parliament Buildings, Victoria.

HENRY G. LAWSON, K.C., 918 Government Street, Victoria.

HON. R. L. MAITLAND, 626 West Pender Street, Vancouver.

(Commissioners appointed under the authority of the Statutes of British Columbia, 1918, c. 92).

Manitoba:

ISAAC PITBLADO, K.C., Bank of Hamilton Building, Winnipeg.

HON. RICHARD W. CRAIG, K.C., Standard Bank Building, Winnipeg.

R. MURRAY FISHER, K.C., Deputy Municipal Commissioner, Parliament Buildings, Winnipeg.

(Commissioners appointed under the authority of the Statutes of Manitoba, 1918, c. 99).

New Brunswick:

E. RENÉ RICHARD, Sackville.

RALPH P. HARTLEY, Deputy Attorney-General, Fredericton.

JOHN A. CREAGHAN, Newcastle.

(Commissioners appointed under the authority of the Statutes of New Brunswick, 1918, c. 5).

Nova Scotia:

FREDERICK MATHERS, K.C., Deputy Attorney-General, Halifax.

SIDNEY E. SMITH, Dean, Dalhousie Law School, Halifax.

HIS HONOUR JUDGE SANGSTER, Windsor.

(Commissioners appointed under the authority of the Statutes of Nova Scotia, 1919, c. 25).

Ontario:

JOHN D. FALCONBRIDGE, K.C., Dean, Osgoode Hall Law School,
Toronto 2.

CHARLES P. McTAGUE, Security Building, Windsor.

(Commissioners appointed under the authority of the Statutes of Ontario, 1918, c. 20).

Prince Edward Island:

GEORGE J. TWEEDY, Charlottetown.

SYLVERE DES ROCHES, Charlottetown.

DONALD O. STEWART, Summerside.

(Commissioners appointed under the authority of the Statutes of Prince Edward Island, 1918, c. 3).

Quebec:

HON. ED. FABRE SURVEYER, Judges' Chambers, Superior Court,
Montreal.

Saskatchewan:

ROBERT W. SHANNON, K.C., Regina.

DOUGLAS J. THOM, K.C., Regina.

MEMBERS EX OFFICIO OF THE CONFERENCE.

Attorney-General of Alberta: Hon. John F. Lymburn, K.C.

Attorney-General of British Columbia: Hon. R. H. Pooley, K.C.

Attorney-General of Manitoba: Hon. W. J. Major, K.C.

Attorney-General of New Brunswick: Hon. C. D. Richards, K.C.

Attorney-General of Nova Scotia: Hon. John Doull, K.C.

Attorney-General of Ontario: Hon. W. H. Price, K.C.

Attorney-General of Prince Edward Island: Hon. J. D. Stewart,
K.C.

Attorney-General of Quebec: Hon. L. A. Taschereau, K.C.

Attorney-General of Saskatchewan: Hon. M. A. MacPherson, K.C.

PREFACE.

The independent action of the several provincial legislatures naturally results in a certain diversity of legislation. In some cases diversity is inevitable, as, for instance, when the province of Quebec legislates upon subjects within the purview of the Civil Code of Lower Canada and according to principles derived from the law of France, and the other provinces legislate upon similar subjects according to principles derived from the common law of England. In such cases the problem of securing uniformity is confined to the common law provinces. There are, however, many other cases in which no principle of either civil law or common law is at stake, with regard to which the problem of securing uniformity is the same in all the provinces. Both these classes of cases include subjects of legislation as to which it is desirable, especially from the point of view of merchants doing business in different parts of Canada, that legislation should be made uniform throughout the provinces to the fullest extent possible.

In the United States work of great value has been done by the National Conference of Commissioners on Uniform State Laws. Since the year 1892 these commissioners have met annually. They have drafted uniform statutes on various subjects, and the subsequent adoption of these statutes by many of the state legislatures has secured a substantial measure of uniformity. The example set by the state commissioners in the United States was followed in Canada when, on the recommendation of the Council of The Canadian Bar Association, several of the provinces passed statutes providing for the appointment of commissioners to attend an inter-provincial conference for the purpose of promoting uniformity of legislation.

The first meeting of commissioners and representatives of the provinces took place at Montreal on the 2nd of September, 1918, and at this meeting the Conference of Commissioners on Uniformity of Legislation in Canada was organized.

Subsequent annual meetings have been held as follows:—

1919. August 26-29, Winnipeg.

1920. August 30-31, September 1-3, Ottawa.

1921. September 2-3, 5-8, Ottawa.

1922. August 11-12, 14-16, Vancouver.

- 1923. August 30-31, September 1, 3-5, Montreal.
- 1924. July 2-5, Quebec.
- 1925. August 21-22, 24-25, Winnipeg.
- 1926. August 27-28, 30-31, St. John.
- 1927. August 19-20, 22-23, Toronto.
- 1928. August 23-25, 27-28, Regina.
- 1929. August 30-31, September 2-4, Quebec.
- 1930. August 11-14, Toronto.
- 1931. August 27-29, 31, September 1, Murray Bay.
- 1932. August 25-27, 29, Calgary.

In 1919 the Conference considered and adopted a report on legislative drafting, containing a carefully prepared selection of extracts from books written by the leading authorities on the subject, and directing attention to many important rules to be observed by draftsmen of statutes.

In 1919 and 1920 the Conference secured the adoption of the Sale of Goods Act, 1893, and the Partnership Act, 1890, in those common law provinces which had not already adopted them; and these two codifying statutes are now in force in all the provinces of Canada except Quebec.

In 1920 the Conference revised and approved model uniform statutes respecting legitimation by subsequent marriage and bulk sales.

In 1921 the Conference revised and approved model uniform statutes respecting fire insurance policies and warehousemen's liens, and discussed the draft of a uniform life insurance act. It also received a report on provincial legislation relating to the protection and property rights of married women.

In 1922, in consequence of representations made by the superintendents of insurance and the insurers, the Conference reconsidered the model uniform statute respecting fire insurance policies, and approved it in a revised form. The Conference also revised and approved a model uniform statute respecting conditional sales, and devoted much time to the consideration of the revised draft of an act respecting life insurance.

In 1923 most of the time of the Conference was devoted to an act respecting life insurance, which was approved in its revised form. The subjects of intestate succession and reciprocal enforcement of judgments were also discussed.

In 1924 the Conference again discussed the act respecting fire insurance policies, as revised in 1922, and made some additions to

statutory condition 17, and revised and approved model uniform statutes respecting contributory negligence and reciprocal enforcement of judgments. The subjects of devolution of estates, intestate succession and defences to actions on foreign judgments were also discussed.

In 1925 the Conference revised and approved a model uniform statute respecting intestate succession, and discussed and approved certain amendments of the Bulk Sales Act as revised and approved by the Conference of 1920. It also discussed and referred again to committees an act respecting devolution of real property, a report on defences to actions on foreign judgments, and a report on a uniform Wills Act. Other subjects upon which reports were received and which were referred again to committees were chattel mortgages and bills of sale and trustees.

In 1926 the Conference considered a draft Wills Act, a draft Bills of Sale Act and a draft Devolution of Real Property Act, and referred them again to committees for further consideration and report.

In 1927 much of the time of the Conference was devoted to the discussion of the draft Bills of Sale Act, which was again referred to a committee. The Conference also revised and approved a model uniform Devolution of Real Property Act.

In 1928 most of the time of the Conference was devoted to the discussion of the draft Bills of Sale Act and the draft Assignment of Book Debts Act, and both of these Acts were finally revised and approved.

In 1929 the Wills Act was further discussed, and finally revised and approved. The Conference also discussed the subjects of limitation of actions and proof of statutes.

In 1930 the Conference revised and approved a model uniform Limitation of Actions Act, certain amendments to the uniform Conditional Sales Act, and draft sections for insertion in provincial Evidence Acts respecting judicial notice of statutes and proof of state documents were discussed, revised and approved.

In 1931, in consequence of certain questions raised by commissioners, the Conference reconsidered the model uniform Limitation of Actions Act, and approved it in revised form. The Conference also revised the draft sections for insertion in provincial Evidence Acts respecting judicial notice of statutes and proof of state documents. A model uniform Corporation Securities Registration Act was discussed and finally revised and approved. Progress was made

in drafting a Registration of Partnerships Act and a Foreign Judgments Act.

In 1932 the Conference revised and approved, provisionally, a model uniform Foreign Judgments Act, and subsequently the President referred it again to a committee for further consideration and report at the next meeting. A draft Partnerships Registration Act was considered and referred to a committee for report at the next meeting. Certain amendments to the uniform Conditional Sales Act and the uniform Limitation of Actions Act were discussed, revised and approved.

Statutes have been passed in some of the provinces providing both for contributions by the provinces towards the general expenses of the Conference and for payment by the respective provinces of the travelling and other expenses of their own commissioners. The commissioners themselves receive no remuneration for their services.

The appointment of commissioners or participation in the meetings of the Conference does not of course bind any province to adopt any conclusions reached by the Conference, but it is hoped that the voluntary acceptance by the provincial legislatures of the recommendations of the Conference will secure an increasing measure of uniformity of legislation.

The following table shows to what extent, if any, each model statute drawn by the Conference has been adopted by the provinces:

- 1920. Bulk Sales Act (amended, 1925): adopted in Alberta (1922), British Columbia (1921), Manitoba (1921), and New Brunswick (1927).
- 1920. Legitimation Act: adopted in Alberta (1928), British Columbia (1922), Manitoba (1920), New Brunswick (1920), Ontario (1921), Prince Edward Island (1920), and Saskatchewan (1920). Provisions similar in effect are in force in Nova Scotia and Quebec.
- 1921. Warehousemen's Lien Act: adopted in Alberta (1922), British Columbia (1922), Manitoba (1923), New Brunswick (1923), Ontario (1924), and Saskatchewan (1922).
- 1922. Conditional Sales Act (amended, 1927, 1929 and 1930): adopted in British Columbia (1922), New Brunswick (1927), and Nova Scotia (1930).
- 1923. Life Insurance Act: adopted in Alberta (1924), British Columbia (1923), Manitoba (1924), New Brunswick (1924), Nova Scotia (1925), Ontario (1924), Prince Edward Island (1924), and Saskatchewan (1924).

1924. Fire Insurance Policy Act: adopted (except statutory condition 17) in Alberta (1926), British Columbia (1925), Manitoba (1925), Nova Scotia (1930), Ontario (1924), and Saskatchewan (1925).
1924. Reciprocal Enforcement of Judgments Act (amended, 1925): adopted in Alberta (1925), British Columbia (1925), New Brunswick (1925), Ontario (1929), and Saskatchewan (1924).
1924. Contributory Negligence Act: adopted in British Columbia (1925), New Brunswick (1925), and Nova Scotia (1926).
1925. Intestate Succession Act (amended, 1926): adopted in Alberta (1928), British Columbia (1925), Manitoba (1927) with slight modifications, New Brunswick (1926), and Saskatchewan (1928).
1927. Devolution of Real Property Act: adopted in Alberta (1928), and Saskatchewan (1928).
1928. Bills of Sale Act (amended, 1931 and 1932): adopted in Alberta (1929), Manitoba (1929), Nova Scotia (1930), and Saskatchewan (1929).
1928. Assignment of Book Debts Act (amended, 1931): adopted in Alberta (1929), Manitoba (1929), New Brunswick (1931), Nova Scotia (1931), Ontario (1931), Prince Edward Island (1931), and Saskatchewan (1929).
1929. Wills Act: adopted in Saskatchewan (1931).
1930. Judicial Notice of Statutes and Proof of State Documents (amended, 1931): adopted in British Columbia (1932), and New Brunswick (1931).
1931. Limitation of Actions Act (amended, 1932): adopted in Manitoba (1932), and Saskatchewan (1932).
1931. Corporation Securities Registration Act: adopted in Ontario (1932), and Saskatchewan (1932).

S. E. S.

PROCEEDINGS.

PROCEEDINGS OF THE FIFTEENTH ANNUAL MEETING OF THE CONFERENCE OF COMMISSIONERS ON UNIFORMITY OF LEGISLATION IN CANADA.

The following commissioners or representatives of the provinces were present at some or all of the sessions of the Conference:

Alberta:

HON. J. F. LYMBURN, K.C., Attorney-General of Alberta, and
MESSRS. SMITH, NOLAN and McCUAIG.

Manitoba:

HON. W. J. MAJOR, K.C., Attorney-General of Manitoba, and
MR. FISHER.

New Brunswick:

MR. HARTLEY.

Nova Scotia:

HON. JOHN DOULL, K.C., Attorney-General of Nova Scotia, and
MR. SMITH.

Ontario:

MESSRS. FALCONBRIDGE and McTAGUE.

Saskatchewan:

MR. THOM.

FIRST DAY.

Thursday, 25th August, 1932.

The Conference assembled at 10.30 a.m. at the Hotel Palliser, Calgary, Mr. Falconbridge, the President, in the chair.

The Attorney-General of Alberta welcomed the members of the Conference to Alberta and expressed his appreciation of the value of the work done by the Conference. He reminded the Conference that quality and not quantity of model statutes should be sought. He expressed the hope that it would be possible for the Attorneys-General of the various provinces to attend the meetings of the Conference.

The minutes of last year's meeting, as printed, were taken as read and confirmed.

The President, Mr. Falconbridge, read his *Presidential Address*, and the Conference directed that it should be printed in the proceedings.

(*Appendix A.*)

It was then resolved that the President be authorized to appoint a committee to consider subjects upon which it would be profitable for the Conference to work in future. Pursuant to this resolution, the President appointed Messrs. Thom, Fisher, R. Andrew Smith, and Sidney Smith a committee to consider *future business* and he requested the committee to report to the Conference at the present meeting.

Messrs. Fisher, Hartley, and R. Andrew Smith were appointed a *Nomination Committee* to submit recommendations as to the election of officers of the Conference for the ensuing year.

Mr. Thom was appointed the representative of the Conference to make a *statement before the Canadian Bar Association* on the work of the Conference.

Oral reports of the work of the various committees of the Conference were received. It was then decided to consider the memorandum of the Saskatchewan Commissioners on the uniform *Limitation of Actions Act* which was presented by Mr. Thom.

(*Appendix B.*)

At 1.00 p.m. the Conference adjourned.

At 2.30 p.m. the Conference reassembled.

It was resolved that the *Secretary* should have authority to employ such secretarial assistance as he might require, to be paid for out of the funds of the Conference.

The *Secretary* was also instructed (1) to arrange with The Canadian Bar Association to have the report of the proceedings of the Conference published as an addendum to the report of the proceedings of the Association, the expense of the publication of the addendum to be paid by the Conference; and (2) to prepare a report of the proceedings of the Conference and to have the same published in pamphlet form and send copies to the other Commissioners.

A letter from Mr. R. Andrew Smith to the Secretary relating to *automobile insurance* was read and discussed.

(Appendix C.)

It was then resolved that the Conference take no action with respect to the matter at the present time.

The President presented the report of the committee on the uniform *Life Insurance Act* (Conference Proceedings, 1931, p. 12; Canadian Bar Association Year Book, 1931, p. 258).

(Appendix D.)

It was resolved that the report of the committee be adopted, and that the Conference appoint the Ontario Commissioners a committee to consider the various matters mentioned in the report, and to forward to each local secretary a copy of its provisional report, and, after ascertaining the views of the Commissioners from the other provinces, to report to the Conference in 1933.

The Conference resumed discussion of the memorandum relating to the uniform *Limitation of Actions Act*.

Mr. Fisher, on behalf of the Manitoba Commissioners, presented a report with respect to the proposed amendment to section 4(2) of the uniform *Bills of Sale Act* (Conference Proceedings, 1928, p. 30; Canadian Bar Association Year Book, 1928, p. 270; Conference Proceedings, 1931, p. 30; Canadian Bar Association Year Book, 1931, p. 265).

At 5.30 p.m. the Conference adjourned.

At 8.15 p.m. the Conference reassembled and resumed discussion of the amendment to section 4(2) of the uniform *Bills of Sale Act*.

It was resolved that section 4(2) of the uniform *Bills of Sale Act* (Conference Proceedings, 1928, p. 30; Canadian Bar Association Year Book, p. 270) be struck out and the following be substituted therefor:

4(2) If a bill of sale is subject to any defeasance, condition or trust, the terms or substance of the defeasance, condition or trust shall be set forth in the bill of sale or in a schedule annexed thereto or referred to therein.

The President presented a report on the uniform *Assignment of Book Debts Act* and the uniform *Corporation Securities Registration Act*.

(Appendix E.)

It was resolved to refer the report on the uniform *Assignment of Book Debts Act* and the uniform *Corporation Securities Registration Act* to the Manitoba and Ontario Commissioners to consider section 5 of the uniform *Assignment of Book Debts Act* in the light of the 1932 amendment to the Bankruptcy Act (section 63), and to consider the advisability of retaining the requirement for registration in a province where the assignor carries on business other than the province in which he has his principal place of business in cases which do not come under the Bankruptcy Act, and also to consider Mr. H. T. Ross's suggestion as stated in paragraphs 7 and 8 of the report, and also to consider the suggestion contained in paragraph 9 of the report.

At 10.00 p.m. the Conference adjourned.

SECOND DAY.

Friday, 26th August, 1932.

At 9.30 a.m. the Conference reassembled.

Mr. Thom, on behalf of the Saskatchewan Commissioners, presented a draft of a *Foreign Judgments Act* (Conference Proceedings, 1931 p. 20; Canadian Bar Association Year Book, 1931, p. 266). The Conference proceeded to discuss the draft Act section by section.
(*Appendix F.*)

At 1.00 p.m. the Conference adjourned.

At 2.15 p.m. the Conference reassembled.

Mr. Hartley, on behalf of the Treasurer, presented the *Treasurer's Report* and it was referred to Messrs. McTague and McCuaig for audit and report.

Discussion of the draft *Foreign Judgments Act* was resumed.

At 4.00 p.m. the Conference adjourned.

At 8.30 p.m. the Conference reassembled. The *Auditors' Report* was received and adopted as follows:

REPORT OF THE TREASURER FOR THE YEAR ENDING JULY 31ST, 1932.

1931

Nov. 2—Grant Province of Ontario	\$ 200.00
Dec. 19—Transfer from R. M. Fisher (\$1,133.23 less commission \$1.45)	1,131.78
Dec. 31—Bank Interest	.92

1932

June 30—Bank Interest	16.49
July —Grant Province of Saskatchewan	200.00
Grant Province of Nova Scotia	200.00

1931

Nov. 23—Cheque to S. E. Smith, Secretary, for secretarial expenses	\$ 15.00
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1932

April 30—Cheque to Carswell Company:	
500 copies Proceedings of 14th Annual Meeting	241.77
250 Envelopes	1.56
2,800 copies Report of Conference C.B.A. Year Book	315.54
200 copies Limitation of Actions Act	
200 copies Evidence Act and Cor- poration Securities Registra- tion Act	92.92
July 4—Cheque to Secretary for balance of secretarial expenses	2.71
July 31—Balance on hand	1,079.69
	<hr/>
	\$1,749.19
	<hr/>
	\$1,749.19

Respectfully submitted,

E. R. RICHARD, Treasurer.

NOTE—Since making out my report as Treasurer I have received a grant of \$200.00 from the Province of British Columbia and

\$100.00 from the Province of Manitoba so that the balance on hand at this date is \$1,379.69.

August 16, 1932.

Audited and found correct.

C. P. McTAGUE,

S. H. McCUAIG,

Auditors.

August 26th, 1932.

Discussion of the draft *Foreign Judgments Act* was resumed.

At 10 30 p.m. the Conference adjourned.

THIRD DAY.

Saturday, 27th August, 1932.

At 9.30 a.m. the Conference reassembled and resumed discussion of the *Foreign Judgments Act*.

The following resolution was adopted:

Resolved that the draft *Foreign Judgments Act* be referred to the Commissioners for Saskatchewan with instructions to revise the draft in the light of the discussion at the present meeting and

Further resolved that the revised draft be printed and that copies be sent to all members of the Conference, and that if within two months thereafter the revised draft is not disapproved by one-fourth of the members who have attended the present meeting it shall be deemed to be approved by the Conference and shall be recommended to the Legislatures of the several provinces of Canada, for enactment. [The draft was subsequently disapproved by one-fourth of the members attending the meeting, and the President thereupon appointed the Saskatchewan Commissioners a committee to reconsider the draft and report to the Conference in 1933.]

(Appendix F.)

The Conference resumed discussion of the memorandum relating to the uniform *Limitation of Actions Act*.

Mr. Hartley, on behalf of the New Brunswick Commissioners, presented a draft *Partnerships Registration Act* (Conference Proceedings, 1931, p. 18; Canadian Bar Association Year Book, 1931, p.

264). The Conference proceeded to discuss the draft Act section by section.

(Appendix G)

It was resolved that the Act may be cited as the *Partnerships Registration Act*

It was resolved that there be required (1) registration in local offices rather than a sole registration in a central office; (2) registration in the local registration district in which the partnership has its principal place of business in the province, and also in a central office in the province, notwithstanding that the principal place of business is in another province and the partnership is there registered.

At 12.45 p.m. the Conference adjourned.

At 8.00 p.m. the Conference reassembled and resumed discussion of the *Partnerships Registration Act*.

At 10 30 p.m. the Conference adjourned.

FOURTH DAY.

Monday, 29th August, 1932.

At 9.30 a.m. the Conference reassembled and resumed discussion of the memorandum relating to the uniform *Limitation of Actions Act*.

It was resolved to strike out the heading, "Acquiescence," to section 44 of the uniform *Limitation of Actions Act* (Conference Proceedings, 1931, p. 53; Canadian Bar Association Year Book, 1931, p. 299).

It was resolved that the third suggestion with respect to collateral bonds contained in the memorandum relating to the uniform *Limitation of Actions Act* be not dealt with by the Conference.

(Appendix B.)

The following resolution was adopted.

Resolved that the draft sections for insertion in the uniform *Limitation of Actions Act* be referred to the Commissioners for Saskatchewan with instructions to revise the draft in the light of the discussion at the present meeting and

Further resolved that the revised draft be printed and that copies be sent to all members of the Conference, and that if within two month's thereafter the revised draft is not disapproved by one-fourth of the members who have attended the present meeting it shall be deemed to be approved by the Conference and shall be recommended to the Legislatures of the several provinces of Canada for enactment.

(*Appendix B.*)

At 1.00 p.m. the Conference adjourned.

At 2.00 p.m. the Conference reassembled and resumed discussion of the *Partnerships Registration Act*.

At 6.00 p.m. the Conference adjourned.

At 8.00 p.m. the Conference reassembled.

The Conference expressed its grateful appreciation of the hospitality of the Hon. J. F. Lymburn, K.C., Attorney-General of Alberta, and of the members of the Alberta Bar.

It was resolved that the Conference express to the Past President, Mr. Pitblado, its sincere wishes for a speedy restoration to his accustomed vigour and the hope for his return to the next meeting of the Conference.

It was resolved that the next *meeting of the Conference* should be held five days (exclusive of Sunday) before the next meeting of the Canadian Bar Association, and at the same place.

Discussion of the *Partnerships Registration Act* was resumed.

It was resolved that the draft *Partnerships Registration Act* be again referred to the New Brunswick Commissioners to revise the draft Act submitted by them at the present (1932) meeting in accordance with the instructions of the Conference and in the light of the discussion at the present meeting, and to send the revised draft to the Secretary for inclusion in the proceedings of the present meeting and further to report to the Conference at the next meeting.

(*Appendix G.*)

It was resolved that, in view of the absence of Commissioners for British Columbia, the consideration of section 12 of the uniform *Conditional Sales Act* (Conference Proceedings, 1931, p. 13; Canadian Bar Association Year Book, 1931, p. 259) be deferred until the next meeting, and that the matter be referred again to the British

Columbia Commissioners to report to the next meeting of the Conference with such suggestions as they may consider advisable.

Mr. Hartley, on behalf of the New Brunswick Commissioners, raised the question whether the uniform *Conditional Sales Act* (Conference Proceedings, 1922, p. 40; Canadian Bar Association Year Book, 1922, p. 346) should not permit the registration of an original of the writing or a true copy thereof. It was resolved to refer this question to the British Columbia Commissioners for report to the next meeting of the Conference.

Mr. Sidney Smith, on behalf of the Committee on *Future Business*, presented the report of the committee which is as follows:

Report of the Committee on Future Business.

1. The report of the Committee of the Canadian Bar Association on Comparative Legislation and Law Reform to the Association relating to *contributory negligence* was considered, and it was decided to recommend that the Conference authorize the President to take such steps before the next meeting of the Conference as he deems necessary to further consideration by the Conference of this topic.

2. The topics of *company law* and *automobile insurance* were considered by the committee and it was recommended that either or both of these matters should be considered by the Conference if a request for uniform legislation with respect to either of them or both is received from at least three Attorneys-General of the provinces. If a request from three Attorneys-General for uniform legislation upon company law and/or automobile insurance is received by the Conference it is recommended that the President be authorized to take such steps before the next meeting of the Conference as he deems necessary to further consideration by the Conference of the subject-matter of the request.

3. It was decided to recommend that the Conference appoint a committee to consider and report to the next meeting of the Conference upon amendments to the uniform *Legitimation Act* in view of the English legislation of 1926.

4. It was decided to recommend that consideration of a uniform Act with respect to *limited partnerships* should be deferred

5. It was decided to recommend that the topic of *wagering contracts* should not be considered by the Conference.

6. It was decided that the subjects mentioned in the report of the British Columbia Commissioners (Conference Proceedings, 1921, p. 88; Canadian Bar Association Year Book, 1921, p. 350) on the *Protection and Property Rights of Married Women* should not be dealt with by the Conference.

7. It was decided to recommend that the Conference appoint a committee to report at the next meeting of the Conference upon the state of the law concerning *landlord and tenant* in the eight common law provinces and that the committee should raise in their report any questions of principle involved in the drafting of a uniform act upon this subject

8. It was decided to recommend that the Conference appoint a committee to report at the next meeting of the Conference upon the various *Factors Acts* in force in the provinces and that the committee should raise in their report any questions of principle involved in the drafting of a uniform Factors Act.

The Conference then proceeded to discuss the report of the Committee on *Future Work*, paragraph by paragraph.

It was resolved that paragraph 1 of the report relating to *contributory negligence* be adopted.

It was resolved that paragraph 2 of the report relating to *company law* and *automobile insurance* be adopted.

It was resolved that paragraph 3 of the report relating to the uniform *Legitimation Act* be adopted, and that the matter be referred to the Nova Scotia Commissioners for report to the next meeting of the Conference.

It was resolved that paragraph 4 of the report relating to *limited partnerships* be adopted.

It was resolved that paragraph 5 of the report relating to *wagering contracts* be adopted.

It was resolved that paragraph 6 relating to the subjects mentioned in the report of the British Columbia Commissioners on the *Protection and Property Rights of Married Women* be adopted.

It was resolved that paragraph 7 of the report relating to *landlord and tenant* be adopted, and that the matter be referred to the Alberta Commissioners for report to the next meeting of the Conference.

It was resolved that paragraph 8 of the report relating to the *Factors Acts* be adopted, and that the matter be referred to the Nova Scotia Commissioners to report to the next meeting of the Conference. (As to the Factors Acts, see the Report on Sale of Goods and Partnership in Conference Proceedings, 1920, p. 20; Canadian Bar Association Year Book, 1920, p. 324).

Mr. Fisher, on behalf of the *Nomination Committee*, submitted the following report which was received and adopted:

Your Committee on Nomination of Officers submits the following nominations:

Honorary President—Hon. J. F. Lymburn, K.C., Edmonton.
 President—John D. Falconbridge, K.C., Toronto.
 Vice-President—Douglas J. Thom, K.C., Regina.
 Secretary—Sidney E. Smith, Halifax.
 Treasurer—E. René Richard, Sackville.

At 10.45 p.m. the Conference adjourned

APPENDICES.

- A. Presidential Address.
- B. Memorandum relating to the uniform Limitation of Actions Act, and draft sections for insertion in the uniform Limitation of Actions Act as revised and approved.
- C. Letter relating to automobile insurance.
- D. Report with respect to the uniform Life Insurance Act
- E. Report with respect to the uniform Assignment of Book Debts Act and the uniform Corporation Securities Registration Act.
- F. Revised draft Foreign Judgments Act.
- G. Revised draft Partnerships Registration Act.

APPENDIX A.

PRESIDENTIAL ADDRESS.

Notwithstanding the intimation contained in my address of last year that I should be absent this year from the Conference, I find myself here again, making now a firm promise to be absent next year, and in the meantime again charged with the duty of making a presidential address, and presiding at the meetings of the Conference.

It is a great pleasure for me to welcome the commissioners, old and new, to this meeting, and to invite them to give their attention to the subjects mentioned on the agenda, but it is with the deepest regret that I must record the death, only a few days ago, of one of the members of the Conference. Mr. Allan M. Dymond, K.C., though one of the more recently appointed members of the Conference, had a very long period of service as legislative counsel in the province of Ontario. He attended several meetings of the Conference and took a helpful part in its proceedings, notwithstanding an increasing infirmity which has now unfortunately culminated in his death. I know that the members of the Conference will desire to express their sympathy with his widow and his sons and daughters.

The members of the Conference are always so orderly and so devoted to the work of the Conference that the duty of presiding over their deliberations is never an unpleasant one, but I confess that it has not been so easy for me to find a subject for the presidential address which I am supposed to make. The Conference is now assembled at its fifteenth annual meeting. I am one of the few survivors (in the sense of existing members) of those who were present at the organization of the Conference in 1918, and it has occurred to me that I might well attempt on the present occasion to make a brief review, to take stock so to speak, of the work done, and to consider the work to be undertaken in the future.

As a basis for what I shall have to say, I have copied from the secretary's preface the following list of model statutes prepared by the Conference, stating after each one the number of provinces in which it has been adopted (including the legislative sessions of 1932 so far as the information is available to me):

- 1920. Bulk Sales Act, four provinces.
- 1920. Legitimation Act, seven provinces.
- 1921. Warehousemen's Lien Act, six provinces.

- 1922. Conditional Sales Act, three provinces.
- 1923. Life Insurance Act, eight provinces.
- 1924. Fire Insurance Policy Act (excepting statutory condition 17), six provinces.
- 1924. Reciprocal Enforcement of Judgments Act, five provinces.
- 1924. Contributory Negligence Act, three provinces.
- 1925. Intestate Succession Act, five provinces.
- 1927. Devolution of Real Property Act, two provinces.
- 1928. Bills of Sale Act, four provinces.
- 1928. Assignment of Book Debts Act, seven provinces
- 1929. Wills Act, one province.
- 1930. (revised in 1931) Judicial Notice of Statutes and Proof of State Documents, two provinces.
- 1931. Limitation of Actions Act, two provinces.
- 1931. Corporation Securities Registration Act, two provinces.

In all, these sixteen model statutes have been reproduced in 62 provincial statutes. In other words each model statute has on the average been adopted approximately by four provinces,—an average which of course is rendered unduly low by the fact that three of these statutes were prepared so recently by the Conference, and at least two of them will probably be widely adopted in the next year or two.

Of these statutes the uniform Life Insurance Act is probably the outstanding achievement of the Conference, if regard is had to its wide scope and the complicated character of the law with which it deals, and to its adoption without change in every province except Quebec. The statute has I believe not given rise to much difficulty of interpretation and has been little before the courts. Some proposed amendments have, however, been under consideration outside of the Conference, as I shall mention in a separate report.

Of the other model statutes the following have also been adopted in more than the average of four provinces, namely, the Legitimation Act (seven provinces), the Warehousemen's Lien Act (six provinces), the Fire Insurance Policy Act (six provinces), the Reciprocal Enforcement of Judgments Act (five provinces), the Intestate Succession Act (five provinces), and the Assignment of Book Debts Act (seven provinces). This group of statutes alone constitutes a considerable body of law upon which, as a result of the work of the Conference, a substantial measure of uniformity has been attained. Even the other model statutes which, perhaps for special reasons, have not yet been so widely adopted, have no doubt been sufficiently useful to justify the time which the Conference devoted to their preparation.

The foregoing review of some of the work done by the Conference in the past leads me to make some observations about the future of the Conference.

At the present meeting the two chief subjects will be the revision of the Foreign Judgments Act and the Registration of Partnerships Act, redrawn by committees of the Conference in the light of last year's discussion. Then we shall have various items connected with model statutes prepared by the Conference in former years—the Life Insurance Act (as already mentioned), the Conditional Sales Act and the Bills of Sale Act (upon which committees will report), the Assignment of Book Debts Act and the Corporation Securities Registration Act (upon which I am making a separate report).

As to the duration of the present meeting, Mr. Thom has reminded me that in 1928 the Conference decided to meet in 1929 five days instead of four days (exclusive of Sunday) before the meeting of the Canadian Bar Association, and he submits that the chief object of this change was to enable the Conference to conclude its meeting on the Monday preceding the meeting of the Association, so as to make it possible for some members of the Conference to take part in the various meetings which are usually held on Tuesday (such as the meeting of the Council of the Association and that of the Conference of Representatives of the Governing Bodies of the Legal Profession) and generally to afford some respite to the members of the Conference prior to the formal opening of the Association on Wednesday.

I come now to the important question of the future work of the Conference. The Committee on Comparative Provincial Legislation of the Canadian Bar Association intends, I understand, to submit to the Association this year a report on Contributory Negligence and on the other related topics mentioned in last year's resolution of the Conference (Proceedings, 1931, p. 19; Canadian Bar Association Year Book, 1931, p. 265). In view of the possibility that this report, after discussion by the Association, may be referred to the Conference for further consideration it would be advisable for the Conference to appoint a committee at the present meeting to report in 1933. It is possible that in this way the Conference may have at least one major subject to discuss in 1933.

Apart from the matter just mentioned, there will probably be a dearth of work for the Conference in the near future unless action is taken at the present meeting by way of referring new subjects to committees for consideration and report, and I venture to suggest

that a committee should be appointed to-day to report on a later day of the present meeting as to the subjects upon which it would be profitable for the Conference to work. Apart from matters arising out of this year's agenda, I suggest for the committee's consideration the following subjects:

Limited Partnerships (Proceedings, 1920, p. 22; Canadian Bar Association Year Book, 1920, p. 326).

Legitimation Act (Proceedings, 1920, pp. 7, 18; Canadian Bar Association Year Book, 1920, pp. 311, 322) to be revised in the light of the English legislation of 1926.

Some of the subjects mentioned in the report of the British Columbia Commissioners on the Protection and Property Rights of Married Women (Proceedings, 1921, p. 90; Canadian Bar Association Year Book, 1921, p. 350), as, for example, Guardianship of Infants, Deserted Wives Maintenance and Relief of Dependents of Testators.

Wagering Contracts (already mentioned in my 1931 address).

It remains to mention the suggestion made to me by one of the commissioners, namely, that the Conference was brought into existence primarily to secure uniformity on commercial subjects, and that there does not appear to be any commercial subject of importance requiring the attention of the Conference at present or upon which the Conference would be likely to secure uniformity, and that especially in view of the need for reducing the expenses of provincial governments it might be desirable that the Conference should cease to meet for some years.

Without taking the foregoing suggestion quite literally, we must admit that sometimes the expense involved in sending commissioners from those provinces which are situated far from the place of meeting of the Conference may seem to be a ground for questioning the value of the Conference, but I think that you will all agree that any break in the continuity of the work of the Conference would gravely imperil its usefulness. Quite apart from the formidable series of uniform statutes prepared by the Conference, which may be called the direct results of its meetings, Mr. Pitblado, in his presidential address in 1929, very properly laid emphasis on some of the indirect results of the meetings of the Conference. The Conference has, I believe, been by no means the least important of the various agencies which work towards a greater unity in a country where immense distances have always been an obstacle to mutual understanding

APPENDIX B.

MEMORANDUM RELATING TO THE UNIFORM LIMITATION OF ACTIONS ACT.

This Act was placed on the Statute Books of the Province of Saskatchewan, being cap. 18 of the Statutes of Saskatchewan, 1932.

There was added to the Act, however, section 47 which states that the Act shall come into force on a day to be named by proclamation of the Lieutenant-Governor.

While the bill was before the House, one or two rather important matters were brought up by different interests and the Attorney-General, while he is a warm supporter of the movement toward uniform law, thought quite properly that it would be in order to hold the Act till we found what the other Provinces were doing and till he was satisfied with respect to the special points brought up

The more important of these points were as follows:

Firstly, with respect to repossession under a lien note. This right would fall under clause (j) of subsection 1 of section 3. Repossession under a conditional sale agreement (or a lien note as it is usually called in Saskatchewan) is an action within the meaning of that clause by reason of the combined operation of clauses (a) and (g) of section 2. To this period of six years there are two objections:

First there seems to be no reason why the rights of a chattel mortgagee and the rights of a vendor under conditional sale should not be treated on the same basis as these two methods of doing business are in other respects treated in the same way in practice and legislation in Saskatchewan.

Under section 32, the time for seizure under a chattel mortgage runs for 10 years.

A more serious objection, however, is that, if the right to seize under conditional sale agreements (lien notes) was simply left to be regulated by clause (j) of section 3(1), there would be no provision for part payment or acknowledgment.

In the case of small, perishable articles this might not make much difference but a great deal of expensive machinery is now sold under lien note as, for example, combines, roadmaking machines; and elevators on railroad rights-of-way are sometimes sold as chattels under lien notes. In such case it is most important that the rights of

parties shall be kept alive by part payment or acknowledgment in the same way as arises under section 33 of the uniform Act with respect to chattel mortgages.

The following section was drafted to be added to our Conditional Sales Act in case the Limitation of Actions Act was going to be put through. It reads:

"7a. No seller shall take any proceedings to recover any goods the subject of a conditional sale but within ten years next after the right to take the proceedings first accrued, unless prior to the expiry of that period the buyer, or some one claiming by, through or under the buyer, pays any part of the price or interest thereon to a person entitled to receive the same, or his agent; and, when such payment is made, the right to repossess the goods shall be deemed to have first accrued at the time at which the payment or the last of the payments, if more than one, was made; or if any acknowledgment in writing of the title of the seller, or his rights under the conditional sale, is given prior to the expiry of the said period of ten years, then the right to repossess shall be deemed to have accrued at the time at which such acknowledgment or the last of such acknowledgments, if more than one, was given."

I do not think the Limitations Act will be declared in force in Saskatchewan till we have another session of the Legislature and insert this section in the Conditional Sales Act. I would suggest that the Conference criticise this section and possibly suggest it as an amendment to our uniform Limitations Act to be adopted by all the Provinces if they so desire.

Secondly, there is the matter of agreements for sale of land. It would appear in the absence of special provision that the period of limitation with respect to the covenant for payment and indeed for any proceeding on an agreement for sale will be reduced to six years.

This may raise some objection on the ground that dealings in agreements for sale of land are at least akin to dealings in mortgages and should have the same limitation period.

Thirdly, there is the question of collateral covenants in the case of mortgages of land. This question created a considerable agitation in the minds of the loan company men. However, in view of the case of *Colonial Investment and Loan Company v. Martin*, [1928] S.C.R. 440, I feel confident that under the new Act where a person enters into a covenant in a mortgage instrument, action on

that covenant will have the same limitation period as the action on a covenant by the owner of the land himself, that is to say 10 years.

It is a very frequent practice of loan companies to obtain subsequent covenants by other persons.

I am inclined to think that, if such other person is made definitely to covenant to pay the mortgage money as such, that the limitation period here also will be 10 years.

In the case of actual bonds instead of covenant agreements which are often taken as collateral to mortgages where a third person gives a bond for a round sum of money conditioned to be void on payment of the mortgage money, it would seem that under the new Act the limitation period for such a bond is six years from the last payment by the person actually making the bond or the last acknowledgment by that same person.

Such a bond would not be kept alive by payments by other persons interested in the mortgaged lands.

Whether or not this is actually a serious objection may be questioned but loan company men did not like to give up anything they had and there will be opposition to proclaiming the Act in Saskatchewan on that ground.

It would be advisable for the Conference to declare itself unequivocally one way or another on this point.

All of which is respectfully submitted,

D. J. THOM.

19th August, 1932

LIMITATION OF ACTIONS ACT.

Amendments to the Uniform Act (1931) as revised and approved by the Conference of Commissioners of Legislation in Canada in August, 1932.

1. Insert after section 12, as section 12a, the following:

“**12a.** No proceedings shall be taken to recover any sum of money payable under an agreement for the sale of land but within ten years after a present right to recover the same accrued to some person entitled to receive the same, or capable of giving a release thereof, unless prior to the expiry of such ten years some part of the sum of money or some interest thereon has been paid by a person bound or entitled to make a payment thereof or his agent in that behalf to a person entitled to receive the same or his agent, or some acknowledgment in writing of the right to receive such sum of money signed by any person so bound or entitled or his agent in that behalf has been given to a person entitled to receive the same or his agent, and in such case no action shall be brought but within ten years after such payment or acknowledgment, or the last of such payments or acknowledgments, if more than one was made or given.”

2. Insert after Part IV as Part IV-A the following:

“PART IV-A.

“AGREEMENTS FOR THE SALE OF LAND.

“**33a.**—(1) No purchaser of land or any person claiming through him shall bring any action in respect of the agreement for the sale thereof but within ten years after the right to bring the action first accrued to the purchaser, or if the right did not accrue to the purchaser, then within ten years after the right first accrued to a person claiming through the purchaser.

“(2) When any person bound or entitled to make payment of the purchase money or his agent in that behalf, at any time prior to the expiry of ten years from the accrual of the right to bring the action pays any part of the money payable under the agreement of sale to a person entitled to receive the same, or his agent, or if any acknowledgment in writing of the right of the purchaser or person claiming through him to the land, or to make such payment, was given prior to the expiry of such ten years to the purchaser or person claiming through him or to

the agent of such purchaser or person signed by the vendor or the person claiming through him or the agent in that behalf of either of them, then the right to take proceedings shall be deemed to have first accrued at (and not before) the time at which the payment or the last of the payments, if more than one, was made, or the time at which the acknowledgment or the last of the acknowledgments, if more than one, was given.

“33b. No vendor of land or person claiming through him shall take any proceedings for cancellation, determination or rescission of the agreement for the sale of the land or for foreclosure or sale thereunder or to recover the land but within ten years after the right to take the proceedings first accrued to the vendor, or if the right did not accrue to the vendor, then within ten years after the right first accrued to a person claiming through the vendor.

“33c. When any person bound or entitled to make payment of the purchase money or his agent in that behalf, at any time prior to the expiry of ten years from the accrual of the right to take the proceedings mentioned in the last preceding section, pays any part of the money payable under the agreement of sale to a person entitled to receive the same, or his agent, or if at any time prior to the expiry of such ten years, any acknowledgment in writing of the right of the vendor or person claiming through him to the land or to receive the payment was given to the vendor or person claiming through him or to the agent of such vendor or person signed by the purchaser or the person claiming through him or the agent in that behalf of either of them, then the right to take proceedings shall be deemed to have first accrued at (and not before) the time at which the payment or last of the payments, if more than one, was made, or the time at which the acknowledgment or last of the acknowledgments, if more than one was given”

3. Insert the following as Part IV-B after Part IV-A:

“PART IV-B.

“CONDITIONAL SALES OF GOODS

“33d. In this part unless the context otherwise requires,

“(a) ‘Buyer’ means the person who buys or hires goods by a conditional sale;”

“(b) ‘Conditional Sale’ means (a) any contract for the sale of goods under which possession is or is to be delivered to the

buyer and the property in the goods is to vest in him at a subsequent time upon payment of the whole or part of the price or the performance of any other condition; or (b) any contract for the hiring of goods by which it is agreed that the hirer shall become, or have the option of becoming, the owner of the goods upon full compliance with the terms of the contract;

“(c) ‘Goods’ means all chattels personal other than things in action or money, and includes emblements, industrial growing crops, and things attached to or forming part of the land which are agreed to be severed before sale, or under the contract of sale;

“(d) ‘Seller’ means the person who sells or lets to hire goods by a conditional sale.

“**33e.** No seller shall take any proceedings for the sale of or to recover any goods the subject of a conditional sale but within ten years after the right to take the proceedings first accrued to the seller or, if the right did not accrue to the seller, then within ten years after the right first accrued to a person claiming through him.

“**33f.** When any person bound or entitled to make payment of the price, or his agent in that behalf, at any time prior to the expiry of ten years from the accrual of the right to take the proceedings pays any part of the price or interest to a person entitled to receive the same, or his agent, or if at any time prior to the expiry of such ten years, any acknowledgment in writing of the right of the seller or person claiming through him to the goods or to receive the payment was given to the seller or person claiming through him signed by the buyer or the person claiming through him or the agent in that behalf of either of them, then the right to take proceedings shall be deemed to have first accrued at (and not before) the time at which the payment or last of the payments, if more than one, was made, or the time at which the acknowledgment or last of the acknowledgments, if more than one, was given”

4. Strike out the word “acquiescence” where it appears as the heading above section 44.

APPENDIX C.

Edmonton, June 8th, 1932.

Sidney Smith, Esq.,
Dean of the Faculty of Law,
Halifax, N.S.

Dear Mr. Smith:

I am in receipt of your communication of the 25th ultimo with reference to the meeting of the Commissioners on Uniformity of Legislation in Canada to be held in Calgary on the 26th August.

The only suggestions which occur to me at the moment which are not mentioned in your letter are legislation providing for compulsory insurance by drivers of automobiles, and general legislation dealing with insurance.

I think it will be agreed that uniformity in general insurance law is highly desirable and that legislation dealing with this suggestion should be considered by the Commission and not be left to conferences of insurance officials of the various Governments.

With reference to automobile insurance, it seems to me that what the public really needs is insurance against all damages caused by the operation of an automobile on a public highway and that the right to recover from an insurance company under an automobile policy for damages caused by an automobile should not depend upon whether or not the automobile was operated with the consent of the proprietor.

It seems to me that the owner of an automobile ought to be made responsible for all damage occasioned by the car whilst operated on a public highway even in cases where the car has been stolen, and it ought to be compulsory for every person driving or operating an automobile on a public highway to be insured against damage and to be required at all times whilst driving an automobile to have upon his person a certificate that he is so insured.

Yours very truly,

R. ANDREW SMITH,

Legislative Counsel

APPENDIX D.

REPORT ON THE UNIFORM LIFE INSURANCE ACT.

1. At the 1931 meeting of the Conference it was resolved:

"That the report of the Committee be adopted, and that the Conference appoint the Ontario Commissioners a committee to co-operate with a committee to be appointed by the Association of Superintendents of Insurance in considering any proposed amendments to the uniform *Life Insurance Act*, and that the committee of the Conference be instructed to endeavour to ascertain the views of the insurance companies as to any proposed amendments, and to report to the Conference thereon at the next meeting." (Conference Proceedings, 1931, pp. 12, 32; Canadian Bar Association Year Book, 1931, pp. 258, 278).

2. During the past year I have had some correspondence with Mr. H. G. Garrett, Superintendent of Insurance of the Province of British Columbia, representing the Association of Superintendents of Insurance of the Provinces of Canada, and it will be sufficient for the present purpose to state his latest suggestion as to the manner in which the amendments of the Life Insurance Act which may be proposed by the Association should be dealt with by the Conference.

3. Mr. Garrett states in effect (1) that the Association has had under consideration certain proposed amendments, but that these amendments are to be further discussed at the 15th annual conference of the Association, which is to be held at Winnipeg on the 6th, 7th and 8th of September, 1932; (2) that a detailed report on the proposed amendments as finally settled by the Association will be printed in the Proceedings of the Association, and that a copy of these Proceedings will be sent to every member of the Conference of Commissioners.

4. In these circumstances Mr. Garrett suggests that the Conference of Commissioners at the present meeting appoint a committee to consider the amendments to be proposed by the Association and to report thereon to the Conference in 1933. He further suggests that it might be advisable for the Association to be represented at the meeting of the Conference of Commissioners when the proposed amendments are discussed, and expresses the hope that final action may be taken by the Conference of Commissioners in 1933.

5. I have also received through Mr. Richard a copy of a letter from his partner, Mr. R. Trites of Sackville, N.B., suggesting that s. 42, sub-s. 2, of the Life Insurance Act ("Insurance money shall be payable in the province in lawful money of Canada": Proceedings, 1923, p. 40; Canadian Bar Association Year Book, 1923, p. 450) should be amended by inserting after the word "shall" the words "at the option of the beneficiary or person entitled to receive the insurance money." If, for example, a policy for \$10,000 is payable at the office of a company in New York, the amendment is intended to prevent the company from contending that the statute entitles it to pay \$10,000 in Canadian money, instead of the equivalent in Canadian money of \$10,000 United States currency.

6. Lastly, I have received a letter from Mr. M. Ross Gooderham, K.C., of Toronto, suggesting that the Life Insurance Act should be amended so as to make it clear that a beneficiary, and especially an ordinary beneficiary, named in a policy or in a declaration, may give a good receipt for insurance money and is entitled to sue in his own name, notwithstanding the common law rule that a third person, not a party to a contract, is not entitled to sue on it.

7. As the Conference has not before it the text of the amendments to be proposed by the Association of Superintendents, it is of course impossible to discuss them at the present meeting, but I suggest that the points raised by Mr. Trites and Mr. Gooderham should be discussed, and that a committee should be appointed to report in 1933 upon those points and upon the amendments proposed by the Association

All which is respectfully submitted,

JOHN D. FALCONBRIDGE.

25th August, 1932.

APPENDIX E.

REPORT ON THE UNIFORM ASSIGNMENT OF BOOK DEBTS
AND THE UNIFORM CORPORATION SECURITIES
REGISTRATION ACTS.

1. I am venturing in the present report to bring to the attention of the Conference certain matters which have been brought to my attention by correspondence and otherwise, so that the Conference may consider whether amendments of the Assignment of Book Debts Act and the Corporation Securities Registration Act are desirable.

2. It will be remembered that last year (Proceedings, 1931, pp. 14, 56; Canadian Bar Association Year Book, 1931, pp. 260, 302) the Conference declined to approve of a suggestion made by Mr. Henry T. Ross, Secretary of the Canadian Bankers' Association, that s. 5, sub-s. 1, of the Assignment of Book Debts Act should be amended by adding the following:

“(f) Where the assignor is not a corporation and at the time of the execution of the assignment does not carry on business in the province in the registration district of . . .”

3. The idea underlying the suggested amendment seemed to be that under the Bankruptcy Act registration of an assignment of book debts might be required in a province in which any debtor whose debt was assigned resided, notwithstanding that the assignor did not carry on business there, whereas the view of the Conference, approving the report of its committee, was that each province should and could legislate only as to assignors doing business within the province. It appears, however, that in some provinces the suggestion of the Secretary of the Canadian Bankers' Association has been incorporated in the Assignment of Book Debts Act as there enacted. See, e.g., Nova Scotia (1931, c. 5), and Prince Edward Island (1931, c. 17); cf. New Brunswick (1931, c. 48). It is respectfully suggested that the commissioners for those provinces should now endeavour to have their statutes amended so as to conform with the Conference draft in this respect.

4. The difference of opinion above mentioned was chiefly due to the ambiguity of s. 63 of the Bankruptcy Act, which, after providing in effect that an assignment of book debts made by a person engaged in any trade or business should be void against his trustee in bankruptcy, continued

"(2) This section shall not apply in any province in which there is a statute providing for the registration of such assignment, if the assignment in question is registered in compliance therewith."

5. In December last I discussed the matter fully with Mr. A. W. Rogers, of counsel for the Canadian Bankers' Association, and I concurred with him that advantage should be taken of the fact that various amendments of the Bankruptcy Act were being considered by the Department of Justice, and that the ambiguity of s. 63 should be brought to the attention of the Department by the Canadian Bankers' Association. The result was that by the Statutes of Canada, 1932, c. 39, s. 27, the provisions of sub-s. 2 of s. 63 of the Bankruptcy Act were amended, so that the whole section now reads as follows:

"63. Where a person engaged in any trade or business makes an assignment of his existing or future book debts or any class or part thereof, and is subsequently adjudicated bankrupt or makes an authorized assignment, the assignment of book debts shall be void against the trustee in the bankruptcy or under the authorized assignment as regards any book debts which have not been paid at the date of the presentation of the petition in bankruptcy or of the making of the authorized assignment.

(2) This section shall not apply *if, in the province where the assignor has his principal place of business*, there is a statute providing for the registration of such assignment, *and* if the assignment is registered in compliance therewith.

(3) Nothing in this section shall have effect so as to render void any assignment of book debts, due at the date of the assignment from specified debtors or of debts growing due under specified contracts, or any assignment of book debts included in a transfer of a business made *bona fide* and for value, or in any authorized assignment.

(4) For the purposes of this section 'assignment' includes assignment by way of security and other charges on book debts. 1919, c. 36, s. 30; 1922, c. 8, s. 4."

6. In 1932 a bill was introduced in the Ontario Legislature for the purpose of amending s. 3 of the uniform Assignment of Book Debts Act of the preceding year in accordance with the resolution of the Conference (Proceedings, 1931, p. 16; Canadian Bar Association Year Book, 1931, p. 262), and amending s. 5, sub-s. 1, clause (c), so as to make it conform with the Conference draft. My attention

was then drawn to the fact that the words "in the province," which occur in s. 3 of the Corporation Securities Registration Act after the words "engaged in a trade or business," do not occur in the corresponding section (s. 4) of the Assignment of Book Debts Act, and I approved of the amendment of the latter statute in this respect so as to make the two statutes conform with each other. The bill was changed accordingly and was passed in its amended form. I suggest that the same change should be made in any other province in which the uniform Assignment of Book Debts Act has been or may be adopted. Last year, in reporting upon Mr. Ross's suggestion mentioned in paragraph 2 of this report, the Manitoba Commissioners expressed the view that s. 4 must be construed as if it contained the words "in this province."

7. Mr. Ross, in informing me of the amendment of s. 63 of the Bankruptcy Act, added:

"It now appears that the amendment to the Bankruptcy Act has paved the way for doing away entirely with multiple registrations either in several provinces or in several districts in one, and that it should be possible to work out amendments to the uniform Assignment of Book Debts Act which would require registration only in one place in the province where the chief place of business is, namely, in the registration district where the assignor has his or its principal place of business. The exact phraseology of The Bankruptcy Act should be adopted to avoid the necessity for registering in all provinces where there is a principal place of business.

"While the argument in favour of single registration of assignment of book debts in the province is principally a question of convenience it does not lose strength on that account as a very great deal of trouble will be saved by requiring merely that registration be made in the district where the principal place of business is."

8. Mr. Ross also made the following suggestion:

"There is another matter in respect of this Statute which we wish to bring to the attention of the Conference of Commissioners and that is the discharge of a registered assignment. Under the present provisions, section 6(1) of the Ontario Act, a discharge would be signed by the assignee which, in the case of a corporation such as a bank, would be exceedingly inconvenient as the bank manager who knows all about the matter would have to send

a report to head office and there would be a great deal of delay and inconvenience. In sections 11, 12 and 13, provision is made for the making of the affidavit on behalf of the corporation by an official employee or agent who has personal knowledge of the facts. Surely, therefore, the discharge could be proven in some similar fashion and if, as a matter of law, it was felt inadvisable to have a discharge signed by the branch bank manager, he, knowing the fact of the discharge, could swear to that fact in an affidavit which might be taken as sufficient proof of the discharge for the purposes of the Act."

9. It is provided by s. 3, sub-s. 3, of the Corporation Securities Registration Act, as approved by the Conference (Proceedings, 1931, p. 60; Canadian Bar Association Year Book, 1931, p. 306) as follows:

"(3) A mortgage, charge or assignment required to be registered under this Act, shall, as against creditors and the subsequent purchasers or mortgagees referred to in subsection (1), take effect only from the time of its registration."

When the bill relating to this subject was introduced in the Ontario Legislature in 1932, my attention was drawn to the difficulty of construing s. 3, sub-s. 3, in the light of the definition of creditors in s. 2. As regards subsequent purchasers and subsequent mortgagees it seems reasonable to postpone the operation of a mortgage, charge or assignment until its registration, so as not to exclude from the protection of the statute purchasers or mortgagees who take in good faith and without notice in the interval between the execution and the registration of the instrument. Registration affords to purchasers or mortgagees a means of ascertaining the existence of the instrument, and until registration the instrument should not be effective as against them if they take without notice. But as regards creditors it is difficult to give any meaning to s. 3(3). Creditors are defined by s. 2 as meaning creditors who become creditors before the registration of the instrument. If s. 3(3) means merely that creditors who become creditors in the interval between the execution and the registration of the instrument are within the class of persons who may attack the instrument on the ground that it has not been registered, the sub-section adds nothing to the definition of creditors in s. 2, and is therefore useless. Some advisers of trust companies who are especially interested in the kind of security covered by the statute have, however, expressed the fear that some court will attempt to give some other meaning to the sub-section, and that doubt will be cast upon the validity of the security. As I was unable to suggest

any useful purpose to be served by the retention of the sub-section as applied to creditors, I approved of the striking out of the words "creditors and" in the Ontario bill, and the statute as so amended was passed in Ontario in 1932. If there is any validity in the objection to s. 3(3) of the Corporation Securities Registration Act, the same objection would be equally valid in the case of the corresponding provision of s. 3(1) of the Bills of Sale Act (Proceedings, 1928, p. 29; Canadian Bar Association Year Book, 1929, p. 269). There appears to be no corresponding provision in the Assignment of Book Debts Act (Proceedings, 1928, p. 47; Canadian Bar Association Year Book, 1928, p. 287).

All which is respectfully submitted,

JOHN D. FALCONBRIDGE.

25th August, 1932.

APPENDIX F.

UNIFORM FOREIGN JUDGMENTS ACT.

(As revised and provisionally approved by the Conference of Commissioners on Uniformity of Legislation in Canada in August, 1932: subject to further revision in 1933.)

An Act to make uniform the Law respecting Actions upon Foreign Judgments.

HIS Majesty, by and with the advice and consent of the Legislative Assembly of the Province of _____, enacts as follows:

SHORT TITLE.

- 1.** This Act may be cited as *The Foreign Judgments Act*.

INTERPRETATION.

- 2.** In this Act, unless the context otherwise requires:
 - (a) "Action" includes any civil proceeding;
 - (b) "Defendant" means a person who is ordered to pay a sum of money by a foreign judgment;
 - (c) "Foreign country" means any country other than this province, whether a kingdom, empire, republic, commonwealth, state, dominion, province, territory, colony, possession or protectorate, or a part thereof;
 - (d) "Foreign judgment" means a judgment or order of a court of a foreign country, whether obtained before or after the passing of this Act, whereby a sum of money is made payable;
 - (e) "Original court" means the court in which the foreign judgment was obtained.

JURISDICTION IN ACTIONS IN PERSONAM.

- 3.** For the purposes of this Act, in an action *in personam* a court of a foreign country has jurisdiction in the following cases only:
 - (a) where the defendant is, at the time of the commencement of the action, ordinarily resident in that country;
 - (b) where the defendant, when the judgment is obtained, is carrying on business in that country and that country is a province or territory of Canada;

- (c) where the defendant has submitted to the jurisdiction of that court
- (i) by becoming a plaintiff in the action; or
 - (ii) by voluntarily appearing as a defendant in the action without protest; or
 - (iii) by having expressly or impliedly agreed to submit thereto.

WHERE JURISDICTION NOT POSSESSED.

4. For the purposes of this Act, no court of a foreign country has jurisdiction:

- (a) in an action involving adjudication upon the title to, or the right to the possession of, immovable property situate in this province; or
- (b) in an action for damages for an injury in respect of immovable property situate in this province.

WHEN FOREIGN JUDGMENT CONCLUSIVE.

5. Subject to the other provisions of this Act, and for the purposes of this Act, a foreign judgment is conclusive as to any matter adjudicated upon and shall not be impeached for any error of fact or law.

DEFENCES TO ACTION ON FOREIGN JUDGMENT.

6. Where an action is brought in this province upon a foreign judgment, it shall be a sufficient defence:

- (a) that the original court had not jurisdiction for the purposes of this Act;
- (b) that the defendant, being a defendant in the original action, was not duly served with the process of the original court and did not appear, notwithstanding that he was carrying on business or was ordinarily resident in the foreign country or agreed to submit to the jurisdiction of that court;
- (c) that the judgment was obtained by fraud;
- (d) that the judgment is not a final judgment;
- (e) that the judgment is not for a sum certain in money;
- (f) that the judgment is for payment of a penalty or a sum of money due under the revenue laws of the foreign country;
- (g) that the judgment has been satisfied or for any other reason is not a subsisting judgment;
- (h) that the judgment is in respect of a cause of action which, for reasons of public policy or for some similar reason, would not have been entertained by the courts of this province;

- (i) that the proceedings in which the judgment was obtained were contrary to natural justice.

STAY OF PROCEEDINGS.

7. In an action on a foreign judgment, the court, upon being satisfied that the defendant has taken or is about to take an appeal or other proceeding in the nature of an appeal in respect thereof, may from time to time, pending the determination of the appeal or proceeding, and upon such terms as may be deemed proper, grant a stay of proceedings.

PROCEEDING ON ORIGINAL CAUSE OF ACTION.

8. Nothing in this Act shall prevent the bringing of an action upon the original cause of action in respect of which a foreign judgment was obtained.

CONSTRUCTION OF ACT.

9. This Act shall be so interpreted and construed as to effect its general purpose of making uniform the law of those provinces which enact it.

COMING INTO FORCE.

10. This Act shall come into force on the _____ day of
193 .

APPENDIX G.

DRAFT PARTNERSHIPS REGISTRATION ACT.

(An Act to make uniform the law respecting the Registration of Partnerships).

HIS Majesty, by and with the advice and consent of the Legislative Assembly of the Province of
enacts as follows:

SHORT TITLE.

- 1.** This Act may be cited as *The Partnerships Registration Act.*

INTERPRETATION.

- 2.** In this Act, unless the context otherwise requires:
- (a) "Carrying on business" means the doing of any act in the Province for the promotion of the lawful objects and purposes for which a partnership or a business, conducted by one person, with a name indicating a plurality of members, has been formed or created, but does not include the taking of orders for or the buying or selling of goods, wares and merchandise by travellers or by correspondence, if the partnership has no resident agent or representative or no office or place of business in the Province;
 - (b) "Proper officer" means the officer in whose office certificates are required to be filed in any registration district;
 - (c) "Registration District" means a district established under this Act for the filing of certificates.

CERTIFICATES OF PARTNERSHIP OR CHANGE IN PARTNERSHIP TO BE
SIGNED AND FILED.

- 3.** Every person carrying on or intending to carry on business in the Province in partnership for trading, manufacturing or mining purposes shall sign a certificate (Form A) setting forth the full name, address and occupation of every partner, the firm name of the partnership, the principal place of business in the Province, the time during which the partnership has existed, and stating that the persons therein named are the only members thereof.

4. Whenever any change takes place in the membership of the partnership, or in the name under which it carries on business, a certificate (Form B) setting forth the change in the membership of the partnership, or in its name, and the full name, address and occupation of every incoming partner, if any, shall be signed by every continuing partner and every incoming partner.

5. The certificates (Form A or Form B) may be made in one or more counterparts, each of which may be signed by one or more of the partners, and the statements contained therein shall be verified by a statutory declaration of one of the partners, which declaration shall be deemed to be part of the certificate.

6. The certificate (Form A) shall be filed in the office of the proper officer within three months from the time the partnership commences to carry on business in the Province, or, in the case of a partnership existing but unregistered at the commencement of this Act, within three months from the commencement of this Act.

7. The certificate (Form B) shall be filed in the office of the proper officer within three months from the time that any change takes place in the membership of the partnership or in the name under which it carries on business, or, if both of such changes take place within three months of each other, then the certificate shall be filed within three months from the time that the last of such changes takes place.

8. The certificate (Form A or Form B) shall be filed in the registration district in which is situate the principal place of business of the partnership in the Province.

CERTIFICATE OF DISSOLUTION OF PARTNERSHIP.

9. Upon the dissolution of the partnership, a certificate (Form C) setting forth the name of the partnership, the names of its members, the fact that it has been dissolved, and the date of the dissolution, may be signed by any partner, and filed in the office of the proper officer, in the registration district in which is situate the principal place of business of the partnership in the Province.

STATEMENTS CONTAINED IN CERTIFICATES NOT TO BE CONTROVERTIBLE.

10. The statements made in a certificate filed under this Act shall not be controvertible by any person who has signed it, and, except as against the other members of the partnership mentioned therein, shall not be controvertible by any person who was a mem-

ber of the partnership at the time the certificate was made, but who did not sign it.

11. Every person who has signed a certificate stating that he is a partner shall, except in the case of a person to whom he is known not to be a partner, be deemed to continue a partner until a certificate is filed showing that he has ceased to be a partner or that the partnership has been dissolved.

CERTIFICATE OF ONE PERSON IN BUSINESS UNDER FIRM NAME TO BE SIGNED AND FILED.

12. Every person engaged in business for trading, manufacturing or mining purposes, and who is not associated in partnership with any other person, but who uses as his business name or style some name or designation other than his own name, or who in such business uses his own name with the addition of "and company," or some other word or phrase indicating a plurality of members in the firm, shall sign a certificate (Form D) setting forth his full name, address and occupation, his business name, his principal place of business in the Province, the time during which he has been engaged in business, and stating that he is engaged in business solely by himself under that business name, and shall file the certificate in the office of the proper officer in the registration district in which is situate his principal place of business in the Province, within three months from the time when he commences to carry on business in the Province.

TRUE COPY OF CERTIFICATES TO BE FURNISHED PROVINCIAL SECRETARY.

13. Whenever a certificate is filed under this Act, a true copy thereof shall be furnished therewith to the proper officer, who shall forthwith transmit the copy to the Provincial Secretary.

PENALTY FOR FAILURE TO FILE CERTIFICATES.

14. Any person required to file a certificate under this Act and who fails to do so shall be guilty of an offence and shall be liable, on summary conviction, to a penalty not exceeding one hundred dollars and costs, and in default of payment, after conviction, to imprisonment for a term not exceeding three months.

DISABILITY FOR FAILURE TO FILE CERTIFICATES.

15. Any person required to file a certificate under this Act who fails to do so shall not bring any action or suit or other proceeding in any court.

POWER OF JUDGE TO EXTEND TIME FOR FILING.

16.—(1) Subject to the rights of other persons, accrued by reason of the failure of any person to comply with the provisions of this Act, a judge of _____ Court, in his discretion, and upon such terms and conditions as he may direct, may make an order,—

- (a) To extend the time for the filing of a certificate;
- (b) To permit one or more counterparts of a certificate to be filed without the other or others, on condition that the other or others be subsequently filed within such time as the judge, by his order, directs.

(2) The order, or a copy thereof, made under this section, shall be annexed to the certificate tendered for registration, and appropriate entries shall be made in the register.

DUTIES OF PROPER OFFICER AND PROVINCIAL SECRETARY.

17. The proper officer shall cause every certificate filed in his office, and the Provincial Secretary shall cause every true copy of such certificate filed in his office, to be numbered, to be endorsed with the day of its filing, and to be indexed by entering, in alphabetical order, in a register to be kept for this purpose, the information, in an abbreviated form, contained in the certificate, in the manner shown in the Forms E, F and G. Each counterpart of a certificate subsequently filed shall bear the same number as the first counterpart filed, with the addition of consecutive alphabetical lettering after the number on all counterparts subsequently filed.

REGISTRATION BOOKS TO BE FURNISHED BY MUNICIPALITY.

18. The books required by the proper officer for the purposes of this Act shall be furnished by the treasurer of the municipality in each registration district, at the expense of the municipality.

RIGHT TO SEARCH RECORDS.

19. Upon payment of the prescribed fees, every person shall have access to and be entitled to inspect the books of any proper officer or of the Provincial Secretary, containing any records or entries of certificates filed under the provisions of this Act; and no person shall be required, as a condition of his right thereto, to disclose the name of the person in respect of whom such access or inspection is sought; and every proper officer, as well as the Provincial Secretary, shall, upon request accompanied by payment of the

prescribed fees, produce for inspection any certificate or true copy of such certificate so filed in his office.

REGISTRATION DISTRICTS AND OFFICES.

20. For the purpose of filing certificates, each district in the Province shall be a registration district and the whose office is situate within a registration district shall be the proper officer for the filing of certificates in that registration district.

(NOTE—In each province a sub-section should be inserted here, making appropriate provision as to the effect of changes in the judicial or other districts on which registration districts are based.)

FEEES.

21. For services under this Act the proper officer shall be entitled to receive the following fees:

- (a) For filing and indexing each certificate, cents.
- (b) For searching in Firm index, each firm, cents.
- (c) For searching in Individual index, each name, cents.
- (d) For searching in Change of Membership index, each firm, cents.
- (e) For certified copy of any certificate, each folio, ten cents.
- (f) For any other service not herein specially provided for, such sum as the Lieutenant-Governor-in-Council may prescribe.

EVIDENCE OF RECORDS.

22.—(1) Whenever the proper officer furnishes a certified copy of a certificate, under his hand, such certified copy shall be received for all purposes as *primâ facie* evidence of the facts set out therein, to the same extent as if the original certificate filed under this Act were produced.

(2) No proof shall be required of the signature or official position of any proper officer in respect of any certified copy produced as evidence pursuant to this section.

SAVING CLAUSES.

23. Nothing in this Act shall prejudice or diminish the rights of any other party or parties as against any partnership, or limit or restrain the liability of the different members thereof.

24. Nothing in this Act shall exempt from liability any person who, being a partner, fails to make and file a certificate as required

by this Act, and such person may, notwithstanding the omission, be sued jointly with the partners who have filed a certificate or certificates, or they may be sued alone, and if judgment is recovered against them he may be sued on the original cause of action upon which the judgment was recovered.

25. A person required to file a certificate, who has heretofore complied with the provisions of any former Act respecting the registration of partnerships, shall be deemed to have complied with the provisions of this Act.

REPEAL.

26. "The Registration of Partnerships Act," being Chapter of the Revised Statutes of , is hereby repealed.

(NOTE.—In provinces where registration of partnerships provisions form part of the Partnerships Act the necessary change will have to be made in this section.)

CONSTRUCTION OF ACT.

27. This Act shall be so interpreted and construed as to effect its general purpose of making uniform the law of those provinces which enforce it.

COMING INTO FORCE.

28. This Act shall come into force on the day of 19 .

SCHEDULE.

Form A.

(Section 3).

CERTIFICATE OF PARTNERSHIP.

Province of

Registration District.

We, of ,
in the County of and Province of ,
(occupation), and of ,
in the County of and Province of ,
(occupation), hereby certify:

(NOTE.—Include all the members of the partnership here, even if one or more partners sign counterparts.)

1. That we have carried on (or intend to carry on) trade and business as _____, at _____, in the County of _____, (or at the following places in the province, naming them), in partnership, under the firm name of _____.

2. That the principal place of business in the Province is (or will be) at _____ in the County of _____.

3. That the said partnership has subsisted since the day of _____, 19 _____.

4. That we are and have been, since the said day, the only members of the partnership.

Witness our hands at _____, this _____ day of _____, 19 _____.

A. B.
C. D.

STATUTORY DECLARATION.

I, _____, of _____, in the County of _____ and Province of _____, (occupation), hereby declare:

- 1. That I am one of the partners signing the foregoing certificate.
2 That all of the statements contained in the foregoing certificate are true.

Declared before me at _____ in the _____ of _____ this _____ day of _____ 19 _____.

A Commissioner, etc.

Form B.
(Section 4).

CERTIFICATE OF CHANGE IN FIRM NAME OR MEMBERSHIP OF
PARTNERSHIP.

Province of

Registration District.

We, _____ of _____,
in the County of _____ and Province of _____,
(occupation), and _____ of _____,
in the County of _____ and Province of _____,
(occupation), hereby certify:

(NOTE.—Include all the members of the partnership here, even if one or more partners sign counterparts.)

1. That our partnership has been registered under the firm name of _____
2. That the firm name has now been changed to _____
3. That the membership of our partnership has been changed in the following manner:

Retiring Partners (if any)

<i>Name.</i>	<i>Address.</i>	<i>Occupation.</i>
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Incoming Partners.

<i>Name.</i>	<i>Address.</i>	<i>Occupation.</i>
--------------	-----------------	--------------------

Witness our hands at _____, this
day of _____, 19 _____

A. B.
C. D.

(NOTE —Use statutory declaration provided in Form A with this form.)

(NOTE —This form must be signed by all continuing and incoming partners.)

(NOTE.—If there is no change in the partnership name, omit paragraph 2.)

Form C.
(Section 9).

Province of

Registration District.

I, _____, of _____,
in the County of _____ and Province of _____,
(occupation), do hereby certify:

1. That I was formerly a member of a partnership registered
under the firm name of _____

2. That the following were the names of the partners:

Names of Partners.

3. That the partnership was dissolved on the
day of _____, 19 _____.

Witness my hand at _____, the
day of _____ 19 _____.

A. B.

Form D
(Section 12).

Province of

Registration District.

I, _____, of _____,
in the County of _____ and Province of _____,
(occupation), hereby certify:

1. That I have carried on trade and business as
_____, at _____,
in the County of _____, (or at the following
places in the Province, naming them).

2. That the business is carried on under the business or trade
name of _____

3. That the principal place of business in the Province is at
, in the County of

4. That the said business has subsisted since the
day of . . . , 19 . . .

5. That I am engaged in business solely by myself, under the
business or trade name set out above.

Witness my hand at . . . , this
day of . . . , 19 . . .

(Form E)

FIRM INDEX.

<i>No. of Certificate</i>	<i>Name of Firm</i>	<i>Name of Persons Comprising the Firm</i>	<i>Date of Filing Certificate</i>
	Abbott, Black & Co.	George Abbott, John Black, Edward Cook	10th February, 19.....
	Bernard, Green & Jones	John Bernard, Edward Green, John Jones	12th February, 19.....
	Cook (Thos.) & Co.	Thomas Cook, James Wilson	14th February, 19.....
	Dodson William	William Dodson, Thos. Jones, Robert Watson, James Johnson	14th February, 19.....
	Dick & Co.	Richard Dick	15th May, 19.....
	Dow (Wm.) & Sons	William Dow	19th May, 19.....

(Form F).

INDIVIDUAL INDEX.

<i>No. of Certificate</i>	<i>Name of Individual</i>	<i>Name of Firm of which a Member</i>	<i>Date of Filing Certificate</i>
	Abbott, George	Abbott, Black & Co.	10th February, 19.....
	Black, John	Abbott, Black & Co.	10th February, 19.....
	Bernard, John	Bernard, Green & Jones	12th February, 19.....
	Cook, Edward	Abbott, Black & Co.	10th February, 19.....
	Cook, Thomas	Thomas Cook & Co.	14th February, 19.....
	Dodson, William	William Dodson	14th February, 19.....
	Dick, Richard	Dick & Co.	15th May, 19.....
	Dow, William	William Dow & Sons	19th May, 19.....

(Form G).

CHANGE OF FIRM NAME AND CHANGE OF MEMBERSHIP.

<i>No. of Certificates Affected</i>	<i>Former Name of Firm</i>	<i>New Name of Firm</i>	<i>Name of Retiring Members</i>	<i>Name of New Members</i>	<i>Date of Filing Certificate</i>

(NOTE.—Any new member should be added to Index Form F.)

**CONFERENCE OF COMMISSIONERS ON UNIFORMITY OF
LEGISLATION IN CANADA.**

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