



Province of Manitoba

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*Information Section*

DEPT. OF PROVINCIAL SECRETARY  
ROOM 137 — PHONE WH 6-7439  
LEGISLATIVE BUILDING  
WINNIPEG 1, MANITOBA

'MIDNIGHT OIL' IS  
BURNED FOR MANITOBA

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Corporation Lawyers  
Tackle Companies Act

A small group of Manitoba's foremost corporation lawyers are engaged in a series of shirt-sleeve sessions, some lasting well into the night, as they voluntarily contribute their time and abilities in the public service.

Their task: to undertake a step-by-step study of the Manitoba Companies Act to recommend changes that would have the two-fold result of modernizing the act -- to keep it in line with latest developments in commercial practice and to give it that degree of flexibility needed for growing industrial development in Manitoba -- and of protecting the public against "unscrupulous" company and inter-corporate dealings.

A third task is to bring to Manitoba a type of legislation that uniformly could be accepted by other provinces to aid in inter-provincial commerce.

The 13-member group, bolstered by four provincial officials, is under chairmanship of Irwin Dorfman, Q.C., Dominion Chairman of the Canadian Bar Association's commercial law committee. It has been giving what Mr. Dorfman described as "active and serious consideration" to the question of public protection within a streamlined, up-to-date Companies Act.

Members of the committee include Duncan J. Jessiman; Q.C., Walter C. Newman, Q.C.; A.S. Dewar, Q.C.; D.A. Thompson, Q.C.; T. McKay Long, Q.C.; Alan Sweatman, Q.C.; D.B.W. Forrester; Harold Buckwald; Clive Tallin, Q.C.; R.G.B. Dickson; Q.C., D.C. McGavin, Q.C.; A. Lorne Campbell, Q.C. and Mr. Dorfman.

Provincial officers working with the highly-qualified group include Charland Prud'homme, Q.C., deputy provincial secretary; W.J. Johnston, Q.C., chairman of the Municipal Board; G.S. Rutherford, Q.C., law revision officer; and G.B. Snider, registrar of companies.

Mr. Dorfman said the committee had met with representatives of the Canadian Institute of Chartered Accountants on the matter of disclosures in financial statements and balance sheets for the information of minority shareholders. It has examined the problem of providing more information in connection with <sup>"take-over"</sup> bids when offers to purchase shares of minority shareholders are made. It has studied situations relating to inter-corporate dealings and will next examine the matter of disclosures and methods of investigation into prospectuses as a means of protecting the public.

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"But with all our work, we are just on the periphery of the question," said Mr. Dorfman. "There's a lot still to be done, but we have a conscientious, able committee and we are pressing forward."

The volunteer committee members who have undertaken this task are members of the Manitoba Branch of the Canadian Bar Association that have been working on the question of uniform commercial law for the nation.

The whole matter of uniformity of various laws has been under discussion for 50 years. Work of drafting a proposed uniform companies act has been underway for some time, and in 1959 a Federal-Provincial Conference on uniform draft acts introduced such a draft. This has since been under study by the Canadian Bar Association, and in September of this year the Association, at its annual meeting, approved 90 per cent of the draft act. The hard-core ten per cent was held over for further consideration and reporting at the next convention.

At the same time consideration was being given to determine ways and means of incorporating the best and most up-to-date features of new companies and securities legislation into Manitoba statutes, as major amendments had been held up for a number of years awaiting the outcome of the studies to provide uniform laws in these fields.

Mr. Dorfman's committee was able to step into the job of examining the Manitoba Companies Act in the light of past studies, and in keeping with the principles established by the federal-provincial conference on uniform laws.

The studies of the committee have attracted wide attention. In a message to the provincial government, Ronald C. Merriam, of Ottawa, secretary of the Canadian Bar Association, stated:

"The Canadian Bar Association appreciates the opportunity afforded by the Government of Manitoba to the lawyers of Manitoba to co-operate with the Government in studying proposed amendments to The Manitoba Companies Act. Mr. Irwin Dorfman, Q.C., and the members of his committee, all of whom have had wide experience in corporate law, have given many hours of their time freely and gladly in the best tradition of the profession to a study of the proposed amendments. Such close co-operation between the Government and the members of the Bar must inevitably result in sound and desirable improvements in the law."