

trustees (Messrs. Badgerow, Irving, and Graham) met for organization. The meeting in question was a meeting of the trustees, called by notice, for the purpose, stated in the notice, of electing trustees, and of considering and approving by-laws for the society. At this meeting of trustees certain persons were proposed as members, and on motion were declared to be elected. After the election of members the trustees proceeded to elect the five new members as trustees of the association for the succeeding year, and then adjourned the meeting until the 24th of June, 1890. At the adjourned meeting on the 24th of June a number of by-laws were passed. Those present at the meeting were the three old trustees, and the five new trustees elected on June 21st. The by-laws in question, as adopted, provided rules and regulations for carrying on the business of the association; specified the qualification of membership; named the officers and their duties; and directed that the affairs of the association should be managed by a board of twenty-one directors or more. They also fixed the date (section 8) of the annual meeting, which was to take place on the third Thursday in January in each year; and at this annual meeting it was enacted that the election of officers should take place.

On the 22nd of December, 1890, in spite or in the face of the by-laws, a meeting was called for the election of members, trustees, and auditors, and for the election of president, vice-president, secretary, treasurer, medical director, and solicitor. At this meeting the only persons present were the same eight gentlemen as had met on the previous 24th of June, and who had passed the by-laws, one of which by-laws had definitely fixed the qualifications and conditions under which a person could become a member of the association. Yet at this meeting, before proceeding to the immediate business of electing officers and the board of directors in succession to the trustees, a motion was made proposing the names of some sixty-six persons as members of the association, and these were declared to be elected. Subsequently, there was elected a board of directors of sixty-six persons, and various officers were also, on motion, declared to be elected or appointed. Nothing more of any importance appears to have been done by the association looking towards the commencing of business, beyond changing its name to the Cosmopolitan Life Association, and the authorizing a committee to make arrangements to commence operations, etc. On the same 22nd December a resolution was passed to open a bank account, and the executive committee were given authority to overdraw to the extent of \$2000. In April 1892, certain proceedings, which I held to be beyond my jurisdiction, were taken under the Winding-up Act; and then on the 18th May, 1893, a fresh application was made to this court by J. B. Carlile, as an alleged contributory for a winding-up order, which order was granted. The present application arises upon proceedings under the last-mentioned winding-up order.

Now, let us go back and examine these various steps taken towards organization, and scrutinize them carefully with a view to determine their legality. It will be first observed that in the charter there is no provision determining the qualification of a member, or stating how many trustees should constitute a quorum. It says that the object of the society is to associate and continue together, under various classifications to be regulated by by-laws, persons who