

This is followed by a proviso which it will be necessary to refer to hereafter. Thus we are obliged, in order to see what were the obligations created by the debentures issued under the 16th Vict. and now sued on, to examine the provisions of the Ordinance 4 Vict., c. 17.

By that Ordinance the Governor was empowered to appoint not less than five nor more than nine persons to be and who and their successors should be Trustees for the purpose of opening, making and keeping in repair the roads thereafter specified.

By Section 3 it was enacted that the said Trustees might, by the name of the Trustees of the Quebec Turnpike Road, sue and be sued, and might acquire property and estates moveable and immoveable, which being so acquired should be vested in Her Majesty for the public use of the province, subject to the management of the said Trustees for the purposes of the Ordinance.

By the 18th section it was enacted that the roads should be and remain under the exclusive management, charge, and control of the said Trustees, and the tolls thereon should be applied solely to the necessary expenses of the management, making, and repairing of the said roads, and the payment of the interest on and the principal of the debentures therein mentioned.

The 21st section is the most important, and is as follows:—"21. And be it further ordained and enacted that it shall be lawful for the said Trustees, as soon after the passing of this Ordinance as may be expedient, to raise by way of loan, on the credit and security of the tolls hereby authorized to be imposed, and of other moneys which may come into the possession and be at the disposal of the said Trustees, under and by virtue of this Ordinance, and not to be paid out of or chargeable against the general revenue of the province, any sum or sums of money not exceeding in the whole 25,000l. currency."

Unless, therefore, it can be shown that some qualification of these words is to be found expressed or implied in the Ordinance or the statutes amending it, it is clear that the suppliers lent their money on the credit and security of the tolls, "and not to be paid out or chargeable against the revenues of the province."

Their contention is that, notwithstanding these words, the province was bound to pay the debentures.

The Trustees, it is said, were the agents of the province, and in that character they borrowed money for the province, to be applied to provincial purposes; thus the province became the principal debtor, and the tolls are to be regarded only as a first source of repayment of the debt of the province.

These general propositions cannot afford assistance in the consideration of the question we have to determine. It is of no avail to call the Trustees agents of the province if it is admitted, as it must be, that the extent and limits of their agency must be sought in the Act of the Legislature which gives them existence. To make the Trustees the agents of the province, it must be shown that, by their constitution, they have authority to act for the province, and to create obligations binding upon it. But this has not been shown. The Trustees are a corporate body, the absolute creation of the Legislature, and their rights, duties, and powers are exclusively contained and defined in the instrument by which they were incorporated. Such corporations are well known to the law as well of this country as of Canada. They are created for a great variety of purposes, some of local, others of general importance. In the present instance the corporation is created for the local object of improving the roads round Quebec, and to this end the Trustees are empowered to borrow money on certain specific terms, for the purposes of the trust as defined in the Ordinance. The benefit which the province may be supposed to derive from the expenditure of the money borrowed no more imposes such a liability on the province to repay it than it imposes such a liability on the adjoining landowners, the value of whose property may be increased by the construction of the roads authorized to be made.

In order to ascertain the powers of the Trustees we must examine the provisions of the Ordinance.

By the 21st section it appears that the loan is to be raised on the credit and security of the tolls authorized to be imposed, and other moneys which may come into the possession, and be at the disposal of, under and by virtue of the Ordinance. On this it is observed, that it does