

servant of the company in general accordance with his powers as such agent, officer, or servant, under the by-laws of the company or otherwise, shall be binding upon the company, and in no case shall it be necessary to have the seal of the company affixed to any such contract, agreement, engagement, or bargain, or to prove that the same was made in pursuance of any by-law or special vote or order, nor shall the party so acting as agent, officer, or servant of the company, be thereby subjected individually to any liability to any third party therefor.

As to the responsibility of the company, despite the absence of a by-law, the decision of the Exchequer Chamber in *Royal Bank v. Turquand*, 6 E. & B. 327, affirming the judgment in 5 E. & B. 248, is in point. . . . That case was cited with approval in the opinion of the Judges in *Mahoney v. East Holyford Mining Co.*, L. R. 7 H. L. 869, and was referred to by the Privy Council without dissent in *Irwin v. Union Bank of Australia*, 2 App. Cas. 366; and by the Supreme Court of New York in *Connecticut Mutual Insurance Co. v. Cleveland, &c., R. R. Co.*, 41 Barb. at p. 26.

I see no difference in principle between a resolution by the shareholders and their by-law. Then I find that the execution of the contract by Locke, the vice-president and manager, was within the wide general powers of management allowed by the directors to be exercised by Locke, if not actually expressly conferred upon him, and that Foley, Locke, & Larsen are bound by his act.

Under the various assignments all the interests in the amounts unpaid upon the shares became vested in the liquidator, and there is no reason why the plaintiffs in both cases should not pay him the amounts for which they may be liable as contributories.

Both actions will be dismissed as against both defendants, with costs, and Montreuil and his partners will be placed upon the list of contributories for \$1,500, and Foley, Locke, & Larsen for \$7,500, the counterclaims being allowed to that extent with costs.