

Held, by MEREDITH, C.J.C.P., on appeal from the Master in Chambers, that paragraph 14 should be struck out as being irrelevant and therefore embarrassing.

Semble, that the plaintiff could take nothing by his suit under the charges of misrepresentation if the Hydro-Electric Commission was not made a party defendant.

Lefroy, for defendants (appellants). *McEvoy*, for plaintiff.

MASTER'S OFFICE—COUNTY OF CARLETON.

WEBSTER v. JURY COPPER MINES.

Company—Employment of agent—Sale of shares—Action for wages—Absence of by-law or resolution of directors—Parol agreement with directors—Sale of shares without prospectus.

Held, that a contract is binding on a company although not under seal and without by-law or resolution of the directors, nor is a meeting of the directors material provided the necessary number concur in making the contract.

[OTTAWA, August 18.—W. L. Scott.

This was an action referred by consent to W. L. Scott, Esq., Local Master at Ottawa, for trial under s. 27 of Arbitration Act.

The defendants were an incorporated mining company, and in May, 1907, the plaintiff, who resided at Ottawa, went, by defendants' request, to Sault St. Marie, with a view to his employment as agent for the sale of the company's stock in Ottawa and elsewhere. After interviews with the president and secretary he attended a meeting of the directors where the matter was further discussed. It was finally arranged that the plaintiff should be employed for two months, at least, at \$100 per month and his expenses paid, and in addition he was to receive 10% commission on all stock sold. No formal resolution was passed. The parol agreement, however, was made on the part of the company by the president and secretary and at least three other directors, and a fourth director, though not present at the meeting, was a party to the agreement and consented to the arrangement. It appears from the evidence that these six formed the entire directorate. The sum of \$100 was paid to the plaintiff on account of expenses. He returned to Ottawa and endeavoured to sell the stock. Later on he assisted the company in preparing