

MACMAHON, J.

DECEMBER 7TH, 1906.

TRIAL.

CARTON v. WILSON.

Vendor and Purchaser—Contract for Sale of Land—Specific Performance—Offer to Sell Land—Absence of Consideration—Right to Withdraw before Acceptance—Company—Service of Notice of Withdrawal on Secretary—Notice Addressed to Secretary Personally.

Action for specific performance of an alleged contract for the sale and purchase of land.

A. P. Poussette, K.C., and G. Edmison, K.C., for plaintiff.

D. O'Connell, Peterborough, for defendant.

MACMAHON, J.:—The Trent Valley Sugar Provision and Cold Storage Company, Limited, was incorporated under the Ontario Joint Stock Companies Letters Patent Act. At a meeting of the provisional board of directors of the company, held on 23rd September, 1905, Mr. J. E. Dixon was by resolution appointed president, Mr. A. P. Poussette, secretary, and Messrs. Edminson & Dixon, solicitors of the company. After appointing the officers of the company, and on the same day, the directors passed by-law No. 1, entitled "A By-law to regulate the Affairs of the Company," to which is attached the seal of the company, attested by J. E. Dixon, the president, and A. P. Poussette, the secretary.

Section 1 of the by-law provides that the affairs of the company shall be managed by 5 directors, of whom not less than 3 shall constitute a quorum.

By sec. 15, the officers of the company to be appointed by the board of directors shall consist of a secretary, manager, and such other officers as the board may deem advisable.

On 24th March, 1906, Mr. Poussette, the secretary, and George Carton (the husband of the plaintiff), who acted as