of the United Kingdom, or the power to punish the breach of those privileges by imprisonment, without express authority from the Imperial Legislature, yet in this case power to pass the Act in question (which is similar in its terms to R.S.O., c. 11) was conferred by the B.N.A. Act, s. 92, as a necessary part of the constitution of the local legislatures; and independently of that, the legislature had ample power to pass the clause of indemnity to its members, s. 26 (see R.S.O., c. 11, s. 40), which, of itself, constituted a bar to the action.

COMPANY—COMPANIES ACT—SHARES DEEMED TO BE PAID UP—CONTRACT—(R.S.C. c. 119, s. 27).

Smith v. *Brown*, (1896) A.C. 614, is a decision of the Privy Council (Lords Halsbury, L.C., and Herschell, Watson, Hobhouse, Macnaghten, Morris and Davey, and Sir R. Couch), upon an appeal from New South Wales upon an oft occurring point of company law. A syndicate having acquired a mining property and having determined to form a joint stock company, it was agreed between the members of the syndicate that their trustees, in whose names the property was vested, should convey the property to a trustee for the intended company, and that upon the formation of the company the whole of the shares should be allotted to them in proportion to their interests in the syndicate as purchase money for the property, and that 17s. on each share so issued should be deemed to be paid up. On September 6th the memorandum of association was filed by which the terms and conditions of the agreement under which the transfer above mentioned had been made to the trustee for the company were adopted, and the company was completely formed, and the deed to the trustee for the company was registered under the Act (see R.S.C., c. 119, s. 27) on the following day. Afterwards the shares in question were issued. The company having been ordered to be wound up, the liquidator claimed to put an allottee of certain of the shares thus issued on the list of contributories for 17s. per share, being the amount not actually paid on the shares. The colonial