

G. to recover the sum of \$9,000 alleged to be due by G. in respect of the shares held by him, it appeared that no entry of any transfers, except those to M. and G., was to be found in the books of the company, and there was no proof that any book existed in which such transfers could or should have been entered.

Held. 1. G. having done all that was in his power to make the transfer good and effectual, the irregularities and omissions of H. and his associates—the directors—over whom he had no control, could not so operate as to continue him as a shareholder.

2. The transfer executed by G. having been prepared by H., the president of the company, it would be unreasonable to assume that it was not in proper form.

The provisions of the N.S. Railway Act, R.S., 5th series, c. 53, being materially different from those of the English Companies' Act, there being nothing in the former act to require a similar strict construction as to the liability of a shareholder who was made a bona fide transfer of his shares, and done what he could to make such transfer effectual, the cases decided under the English Act as to transfers of stock are applicable in this province.

Per WEATHERS, J.—Under the wording of the Railway Act R.S., 5th series, c. 53, s. 23, sub-s. 1, any man who can be said to be the "holder of the stock" is the person liable, and is the only person liable, and there is nothing to prevent a creditor from following the stock into the hands of a stockholder who is not registered.

In 1890 (Acts of 1890, c. 63) H. and his associates procured the passage of an act to amend and consolidate the original act of incorporation and the acts in amendment thereof, under which H. and his associates were incorporated under the same name as in the original act but with different powers and increased capital. By the amended act it was enacted that the company having already organized and gone into operation in accordance with the original act, such organization and operation were thereby confirmed; and all acts and parts of acts inconsistent with the amended act were thereby repealed.

Per TOWNSEND, J.—As the words "organization and operation" would clearly cover the appointments of president and directors who were acting as such by virtue of stock transferred to them at the time in fact if not in law, the provision of the statute would legalize the transfer in question, assuming that the stock had not already been legally transferred. Also, that inasmuch as the effect of the Act of 1890 was to extinguish the company incorporated under the Act of 1886, except in so far as the Act of 1890 specially affected the position and assets of the company. Creditors who had claims against the old company would require to proceed under the provisions of the Act respecting corporations, R.S., 5th series, c. 78, ss. 10, 11, within three years after the dissolution of the corporation, and