

of the directors of a corporation which are illegal, and so absolutely void, as well as to those which are only voidable, while the remaining considerations apply especially to such acts as are only *voidable*, and so capable of confirmation by the body of corporators, we think it will be more convenient to refer to the authorities before passing on to those other considerations.

In the *Attorney-General v. Wilson*, (a) the information and bill were filed by the Attorney-General, at the information of the Mayor and Burgesses of Leeds, and the Mayor and Burgesses of Leeds, plaintiffs, and the former directors, defendants. In that case, the Mayor and Burgesses of Leeds had accumulated a considerable sum, principally the product of fines imposed upon each other, and being desirous that those funds should not fall into the hands of such Mayor and Burgesses as might be elected after the passage of the Reform Bill, they disposed of the entire fund to the clergy and different charitable institutions in Leeds. The bill and information was filed to set aside these transactions. It was argued that it was competent to the governing body to dispose of those funds as they might see fit: that the acts of the mayor and burgesses were the acts of the whole body, and that therefore the corporation could not be heard to impeach its own acts. In combating this argument, Lord Cottenham said: "The true way of viewing this is to consider the members of the governing body of the corporation as its agents, bound to exercise its functions for the purposes for which they were given, and to protect its interest and property; and if such agents exercise those functions for the purpose of injuring its interests and alienating its property, shall the corporation be estopped in this court from complaining, because the act done was ostensibly an act of the corporation?" And again, "I think both objections are founded upon the same error, namely, that of confounding the *legitimate* acts of the corporation with *unauthorised* acts, effected by members or agents of the corporation in the name of the corporation. Of these the

1849.

Hamilton  
v.  
Desjardins  
Canal Co.

Judgment.

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(a) 1 C & Ph. 1.