

**The**  
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HIGH COURT OF JUSTICE.

DIVISIONAL COURT.

AUGUST 23RD, 1911.

\*BARTLETT v. BARTLETT MINES LIMITED.

*Company—Director—Salary as Officer of Company—Approval  
of Shareholders—Ontario Companies Act, 1907, sec. 88—  
Resolution of Directors—Confirmation—Performance of  
Duties.*

Appeal by the defendants from the judgment of SUTHERLAND, J., ante 919, in favour of the plaintiff, in an action to recover \$2,500, as his salary for a year as mineralogist for the defendants, the plaintiff being himself a director of the defendants, an incorporated mining company.

The appeal was heard by FALCONBRIDGE, C.J.K.B., TEETZEL and LATCHFORD, JJ.

J. W. Bain, K.C., and M. Lockhart Gordon, for the defendants.

H. Cassels, K.C., for the plaintiff.

TEETZEL, J.:—The objection to the judgment chiefly relied on, and the only one which I think it necessary to discuss, is, that the provisions of sec. 88 of the Ontario Companies Act, 7 Edw. VII. ch. 34, were not complied with. . . .

[The learned Judge then set out the facts and gave extracts from the by-laws and minutes of meetings of the shareholders and directors of the company defendants.]

The proper finding of fact should be, that the resolution appointing the plaintiff mineralogist was not laid before the meeting of the new directors or considered or approved by them, or by the shareholders who signed the minutes. . . . It follows that the plaintiff must fail, for want of any colour of confirmation by shareholders, as required by sec. 88. . . .

[Mackenzie v. Maple Mountain Mining Co., 20 O.L.R. 615, distinguished; quotation from the judgment of Osler, J.A., at p. 618.]

\*To be reported in the Ontario Law Reports.