

with the views I have expressed. Because Parliament has made some provisions respecting the transfer of shares, some of which are to prevail whether by-laws are or are not passed, and some of which give some particular power to the directors, if they choose to avail themselves of it, without a by-law, cannot reasonably be said to be a curtailment of the power conferred upon them to pass by-laws.

As the Chief Justice of this Court has pointed out, in giving leave to bring this appeal, there is no case, in any of our Courts, which supports the judgment in appeal; the case of *In re Smith*, 6 P.R. 107, was decided on the ground that the company had no power to refuse to transfer stock without assigning a sufficient reason. On the other hand the case of *In re Macdonald*, 6 P.R. 309, is one in which the very point was decided, 35 years ago, the other way; and, unless I am much mistaken, the practice has since been in accord with that judgment, as I believe have been the judgments of the Courts of the Province of Quebec under the same enactment. To rule otherwise now could not, I fear, be without disturbance to long settled notions and rights.

Another word, to end as I set out, with an endeavour to view the case from the proper standpoint and clear away some errors which seem to beset the case, I know of no general absolute law against restraints upon alienation; reasonable restraints are not obnoxious, indeed they are sometimes commendable. Nor can I see any sort of injustice, or any hardship to any shareholder, in a reasonable restriction of the power to transfer stock. If the law gives that power the shareholder takes his stock subject to it, it is part of his contract; if he does not like it he need not buy; if he buy he must stand to his bargain. Restrictions are for the benefit of the company as a whole, and must be reasonable; and companies are not created or carried on—or at least should not be—for the especial benefit of any particular shareholder; nor should they be at the mercy of his spite or selfishness.

Whether the directors had power to pass the by-law in question, I do not stop to consider; the general question whether there was any power anywhere in the company to put any restriction upon the transfer of shares is the question which the parties have come here to have determined; and that question I must answer in the affirmative; and that is as far as I need go at present.

MAGEE, J.A., agreed with MEREDITH, J.A., in dissenting from the judgment of the Court, for reasons to be stated.