

the majority of shareholders acted ultra vires or there is fraud, then any shareholder can sue in his individual capacity: *Dominion Cotton Mills Company v. Amyot, supra*. The company of which the shareholder is a member is properly made a defendant, and also any other person or corporation affected by the act in dispute. In *Russell v. Wakefield Waterworks Company, supra*, Sir George Jessel says, at p. 481: "If the subject-matter of the suit is an agreement between the corporation acting by its directors or managers and some other corporation or some other person strangers to the corporation, it is quite proper and quite usual to make that other corporation or person a defendant to the suit because that other corporation or person has a great interest in arguing the question and having it decided, whether the agreement in question is really within the powers or without the powers of the corporation of which the corporator is a member."

With the above limitations, the rule in *Foss v. Harbottle* is inviolable.—*Law Times*.

PROFESSIONAL ETHICS.

Ought a lawyer to defend a prisoner whom he believes to be guilty? Mr. Justice Darling in a case in which a solicitor was the plaintiff made some observations on this familiar problem which ought not to go unrecorded. He protested, says the *London Globe*, against the notion that a lawyer, whether barrister or solicitor, is under an obligation to cease to conduct a case which he realizes to be bad. "If an advocate in the course of a trial for murder comes to recognize that his client is guilty, is he," asked the learned judge, "to say to the court, 'Hang my client'?" To lawyers this counter-query with its self-evident response effectually places beyond the realm of argument the original question. They know that when once embarked on a case they cannot retire therefrom without the consent of the client or the court, and to come before the latter with a revelation of facts damaging to the person they have chosen to defend