

Order made staying, pending the determination of the appeal, the operation of so much of the injunction as restrained the defendants O'Brien, McLean, and Verrall, their tenants, etc., from entering upon the lands.

Costs of the motion to the party successful upon the appeal to the Supreme Court of Canada.

MASTEN, J.

AUGUST 4TH, 1917.

COOK v. HINDS.

Company—Directors—Remuneration for Services as Managers—By-law—Approval by Shareholders—Attempt to Shew Fraud on Rights of Minority—Payment of Large Sum out of Funds of Company—Costs of Former Litigation—Costs Personally Payable by Directors Paid out of Funds of Company—Restoration.

Action by A. B. Cook against Thomas R. Hinds, George S. Deeks, George M. Deeks, and the Toronto Construction Company Limited, for a declaration that the sum of \$70,461.43 paid out of the funds of the defendant company to the defendant George S. Deeks and a like sum paid to the defendant Hinds for the services of each in managing and conducting the business and work of the company, being at the rate for each of \$25,000 per annum for the period from the 1st May, 1909, till the 23rd February, 1912, were improperly paid and for repayment thereof to the company; and also for a declaration that certain costs taxed by the plaintiff or incurred by the defendants in a former action, *Cook v. Deeks*, 33 O.L.R. 209, [1916] A.C. 554, were improperly paid out of the funds of the company, and for repayment thereof to the company.

The action was tried without a jury at Toronto.

Wallace Nesbitt, K.C., and A. M. Stewart, for the plaintiff.
R. McKay, K.C., for the defendants.

MASTEN, J., in a written judgment, said that the defendant company was a joint stock company incorporated under the Ontario Companies Act, and carried on operations as a contractor for the construction of public works. The plaintiff and the three individual defendants were the shareholders and directors of the company. The defendant George S. Deeks was president; the