

REVIEW OF CURRENT ENGLISH CASES.

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**COMPANY—DIRECTORS—RESOLUTION OF MAJORITY SHAREHOLDERS
FOR SALE OF UNDERTAKING—REFUSAL OF DIRECTORS TO CARRY
OUT RESOLUTION OF SHAREHOLDERS.**

Automatic Self-Cleansing Filter Co. v. Cunningham (1906) 2 Ch. 34 was an action by the company and by the plaintiff McDiarmid, a shareholder, on behalf of himself and all other shareholders of the company against the directors of the company to compel them to carry out a resolution passed by a majority of the shareholders of the company authorizing a sale of the company's undertaking. The articles provided inter alia that the management of the business of the company should be vested in the directors, and they considered it would not be in the interests of the company to carry out the resolution and refused to do so. Warrington, J., who tried the action dismissed it, and the Court of Appeal (Collins, M.R., and Cozens-Hardy, L.JJ.) affirmed his decision. The articles of association provided that the directors might be removed by a special resolution of the shareholders, and the Court held that so long as they were continued in office their action could not be overruled by a resolution of a mere majority of the shareholders, as that would in effect be transferring to a mere majority of the shareholders the management of the company which, by the articles, was vested in the directors.

**LAND TRANSFER—FORGERY—RIGHT OF REGISTERED PROPRIETORS TO
INDEMNITY—RECTIFICATION OF REGISTER—PARTIES.**

Attorney-General v. Odell (1906) 2 Ch. 47 is an important decision under the English Land Transfer Act. Mrs. Connell was the registered proprietor of a charge on certain land, and her solicitor produced to Odell what purported to be a duly executed transfer of the charge to Odell, which Odell took to the office and registered, and he was entered on the books as the owner of the charge. It was subsequently discovered that the transfer was a forgery, and Mrs. Connell applied for and obtained a rectification of the register. Odell, who had acted bona fide, then applied to the Registrar for indemnity, which was granted. An application was then made by the Attorney-General