

met and adopted by-laws, one of which provided that the affairs of the company should be managed by a board of five directors, and another provided for the terms upon which stock subscriptions should be received. About ten months later, a document in the form of an agreement to purchase stock was signed by the plaintiff and the words "accepted by" written at the foot over the signature of one of the three directors, who had been elected president and general manager; and at a meeting of the directors a resolution was passed giving to the president full power to deal with the defendant's "application." On the following day the president wrote to the defendant notifying him that calls had been made upon the shares subscribed for by him, "which have this day been allotted to you by by-law of this company." Nothing further was done in the way of allotting shares to the defendant, and his name did not appear in the register of shareholders. About two weeks after the receipt of the president's letter, the defendant wrote to the company withdrawing and cancelling his application.

Held, in an action for the amount of calls alleged to be due, that the directors had no power to delegate to the president their authority as to the allotment of shares or their authority to accept the offer of the defendant; there was, therefore, no valid allotment, and the withdrawal was effectual.

Semble, that the fact that the by-laws passed by the directors provided for a board of five directors, while a board of only three assumed to manage the affairs of the company, would be a bar to the plaintiff's success in the action.

DuVernet, K.C., for plaintiffs. *McAndrew*, for defendant.

Province of Nova Scotia.

SUPREME COURT.

Longley, J.]

ANGLE v. MUSGRAVE.

[May 1.

Ejectment—Mesne profits—Expenditures—Set-off—Evidence of title.

In an action claiming possession of land and mesne profits plaintiff as part of his title put in evidence a certified copy of the last will of G. J. B. executed in Montreal under the hand and seal of two notaries and certified by the registrar.