

of the statute applied:" per Riddell, J., in *Beaudry v. Read*, 10 O. W. R. 622.

The alternative argument—that the director can be allowed the value of his services rendered—is ill-founded. A recovery upon a quantum meruit can only be permitted where, from the circumstance that services have been rendered and accepted, an implied promise to pay can be inferred. Apart from statutory authority, a director cannot receive remuneration for his services except with the sanction of a shareholders' meeting duly convened, when the remuneration is payable out of moneys which belong to the shareholders alone: *In re George Newman & Co.*, [1895] 1 Ch. 674; *Re Bolt and Iron Co.*, 14 O. R. at p. 216. *Re Ontario Express Co.*, 25 O. R. 587, turned entirely upon the fact that the appointment of the directors to salaried offices had been confirmed by legislation.

*Mackenzie v. Maple Mountain Mining Co.*, 20 O. L. R. 615, merely determines that, under the circumstances there shewn, the statute had been complied with; as Osler, J.A., says (p. 618), "in substance all that the Act requires has been done." Here, neither in form nor substance, probably through ignorance of the statute, has there been any attempt to comply with its provisions.

The appeal is dismissed with costs.

MIDDLETON, J.

JUNE 2ND, 1910

RE J. A. FRENCH & CO. LIMITED.

*Company—Ontario Companies Act, sec. 116—Rectification of Register of Shareholders — Fraud Practised Prior to Issue of Charter—Shareholder Named in Charter—"Sufficient Cause."*

Motion by Charles Augustus Hernan to rectify the register of members and the memorandum of agreement and stock book of the company by removing therefrom the name of the applicant as the holder of \$1,000 par value of shares of the capital stock of the company.

W. Proudfoot, K.C., for the applicant.

McGregor Young, K.C., for the company.

MIDDLETON, J.:—Power is given to the Court, "if the name of any person is without sufficient cause entered in or omitted from" the register of the shareholders of the corporation, to make an order for rectification: sec. 116 of the Ontario Companies Act.