

purported to assign a sum of 2,000*l.* retention moneys in the hands of the defendants. Thereupon the plaintiffs wrote to the defendants giving them notice of the charge. The defendants' secretary wrote back to say that they noted that "the contractors had charged the retention money in their hands to the amount of 2,000*l.*, which they held to the plaintiffs' order." The secretarial style in this instance became confused, and it is not easy to see whether the writer meant that the charge was 2,000*l.*, and that he held whatever retention money there was to meet it, or that the retention money was 2,000*l.* and he held it charged to an equal amount. The bankers wrote back hopefully, but not without some appearance of misgiving, to ask whether they might assume that this 2,000*l.* was absolutely free from any existing or possible claims on the part of the company or anyone else. The secretary somewhat rashly replied that the moneys they held had no further charge on them except the possible claim of the company upon the contractors to keep up their works for six months after the expiration of their contracts. This was literally correct, but it turned out that the amount was not 2,000*l.* but 675*l.*, which sum the defendants paid to the plaintiffs. Whether the plaintiffs could have extracted a representation that the sum was 2,000*l.* out of the letter is matter of some doubt, but there was the preliminary difficulty of the authority of the secretary to make any such representation. The Master of the Rolls repeated what he had said in the case of *Newlands v. The National &c., Accident Association*, 54 Law J. Rep. Q. B. 428. In that case it is held that the company is not responsible for the fraudulent misrepresentation of its secretary, by which persons were induced to take shares, so that they can neither rescind nor recover damages. The Master of the Rolls repeated that a secretary is a mere servant, and no one can assume that he has any authority to represent anything at all. Lord Justice Fry threw out a suggestion that possibly, if it were proved that by the course of business, a secretary was considered to represent the company, the plaintiff might recover, but not otherwise.

The Charmwood Railway Case belongs more

to the class of cases in which the servant of a company is guilty of an independent act, as if a railway servant were maliciously to alter the signals, or a coachman strike a man with his whip from the seat of his master's carriage. The secretary appears to have been in league with a person who had been issuing forged debenture stock of the company, and when a transfer of some of this stock was presented to the secretary he said that they were in order, and that the stock was in the company's office. It was a banker who confided in this secretary too. He advanced money on the debentures, but when he brought his action, it was held that he could not recover. Lord Justice Bowen, borrowing from Goldsmith's *Mad Dog*, laid down that a secretary who committed a fraud of this kind, to gain his private ends, did not make his company responsible. An attempt was made to show an estoppel, but this was crushed by Lord Justice Bowen saying that the secretary could not estop the company if he could not contract for it, and Lord Justice Fry pointing out that to estop the company was tantamount to their ratifying the stock, which would be *ultra vires*. It was also argued that benefit to the master was not necessary when the act was of an authorised class, but the argument was not allowed to prevail. All these cases show the difficulties of dealing with a company, and the necessity of going in all cases as near the fountain-head as possible. What is the fountain we are not told, but it is obvious from these cases that to put one's trust in secretaries is *sectari rivulus*.—*Law Journal*, (London.)

INSOLVENT NOTICES, ETC.

Quebec Official Gazette, Sept. 17.

Judicial Abandonments.

Irving & Sutherland, Montreal, Sept. 10.

William Skinner Thomson, (W. S. Thomson & Co.), Montreal, Sept. 9.

Curators appointed.

Re Dame Jane Atchison, (James Murray & Co.) Montreal.—J. McD. Hains, curator, Sept. 8.

Re Patriok P. Kelly, St. Stanislas de Kostka.—Wm. S. Maclaren, Huntingdon, curator, Sept. 7.

Re D. S. Robichaud.—C. Desmarteau, Montreal, curator, Sept. 13.

Dividend.

Re Adam Darling.—Supplementary dividend, payable Oct. 3, P. S. Ross, Montreal, curator.