

be impeached by it under pretence that they were done without authority.

PER CURIAM.—This case is very important, in view of the large amount involved, and also of the great interests which the County of Pontiac and the railway company have in the issue of the suit.

The company defendant was incorporated for the purpose of constructing a railway from Aylmer to Pembroke, passing through the County of Pontiac; and the corporation of the County of Pontiac passed a by-law, which was approved by the electors and by the Lieutenant-Governor-in-Council, granting an aid to the company in the shape of a bonus of \$100,000.

This bonus was to be given in debentures of \$100 each, payable twenty-five years from the 2nd January, 1882, and bearing interest at six per cent a year; and they were to be accepted by the company in payment of the bonus, in the proportion of \$2,500 for each mile constructed.

I have nothing to do in the present case with the conditions on which payment is to be made. The issue before me is simply as to the legality of the debentures themselves, as signed and issued.

When the by-law was passed, Mr. William J. Poupore was warden of the County of Pontiac. After the by-law had been approved by the Lieutenant-Governor-in-Council and had come into force, Mr. Poupore, for a reason which is not disclosed in the record, refused to perform the ministerial act which was required of him by the by-law; he refused to sign the debentures and to deposit them in the hands of the Provincial Treasurer, who, by the terms of the by-law, was to hold them in the interest of the company and of the corporation, and to deliver them to the company when the conditions on which the bonus was granted had been fulfilled.

A special session of the county council was held on the 18th January, 1882, and at this meeting Mr. Poupore explained the reasons for which he refused to sign the debentures. His refusal is recorded in the minutes of the session, but his reasons are not mentioned. A resolution was then and there adopted, censuring him for his conduct

in this matter; and he thereupon said that he would sooner resign his office of warden than sign the debentures. A second resolution was then passed instructing and directing him to sign the debentures in pursuance of the by-law; but he again refused to do so, and pressed his resignation upon the council. It was then agreed that another meeting should be held to accept his resignation, name his successor, and instruct his successor to sign the debentures.

A special session was convened. The notice stated that it was called to accept Mr. Poupore's resignation as warden. A copy of this notice was served upon Mr. Poupore, but although he was aware of what was intended, he did not attend the meeting. The special session in question was held on the 1st February, 1882. A resolution was first passed to record the verbal resignation of Mr. Poupore on the minutes; and then another resolution was adopted, accepting his resignation as warden, and appointing Mr. McNally as his successor. Mr. McNally thereupon took the oath of office and was installed as warden by the council; and he forthwith assumed the functions of the office. He was afterwards authorized at the same meeting to sign the debentures. He did so, and on the 13th February he delivered them to the Provincial Treasurer, to be held by him as trustee.

On the 8th March following, the ordinary or general quarterly session of the county council was held. At this meeting the minutes of the two previous special sessions, which contain the record of the resignation of Mr. Poupore and of the nomination of his successor, were read; and the only objection made was, not as to the correctness of the minutes, but as to the legality of the nomination of Mr. McNally as warden. Mr. Poupore caused his protest against the nomination of Mr. McNally to be entered upon the minutes, but afterwards the minutes were unanimously approved and ratified. Then Mr. McNally made a report in writing, that he had signed the debentures and had delivered them to the Provincial Treasurer in pursuance of the by-law; and his report was unanimously accepted by the council as satisfactory.