

will interfere where the majority of a company propose to benefit themselves at the expense of the minority: *Menier v. Hooper's Telegraph Works*, 30 L.T. Rep. 209, L. Rep. 9 Ch. 350. To give the minority a cause of action, the majority must abuse their powers so as to deprive the minority of their rights and confiscate their interests: *Dominion Cotton Mills Company v. Amyot*, 106 L.T. Rep. 934, (1912) A.C. 546; and see *Alexander v. Automatic Telephone Company Limited*, 82 L.T. Rep. 400; (1900) 2 Ch. 56. Where a scheme for voluntary winding-up and amalgamation of company A and company B by sale and transfer of their assets to a new company is unfair to the independent minority of A company, and is only passed as regards A company by means of a large majority of shares held by B company, who benefit by the scheme, the court will at the instance of the minority of A company stop the scheme by making a compulsory winding-up order, and will not leave the minority to their remedy of being paid out as dissenting members: *Re Consolidated South Rand Mines Deep*, 100 L.T. Rep. 319. (1909) 1 Ch. 491.

When a shareholder wishes to sue, the question arises as to who are the proper parties to the action. A majority may vote in favour of taking action, and then, of course, the proper plaintiff is the company: *Russell v. Wakefield Waterworks Company*, 32 L.T. Rep. 685, 20 Eq. 474. "Where there is a corporate body capable of filing a bill for itself to recover property, either from its directors or officers, or from any other person, that corporate body is the proper plaintiff and the only proper plaintiff": *Gray v. Lewis*, 29 L.T. Rep. 12, L. Rep. 8 Ch. 1035, at p. 1050. Where the act complained of is alleged to be ultra vires the company or unfair to the minority, a single shareholder can sue on behalf of himself and all other shareholders except the defendants, as the form of action is preferable to an action in the name of the company and then a fight as to the right to use its name: *Alexander v. Automatic Telephone Company*, *supra*; *Menier v. Hooper's Telegraph Works*, *supra*; and *MacDougall v. Gardiner*, *supra*, at p. 22. Where it can be established that