

ENGLISH CASES.

EDITORIAL REVIEW OF CURRENT ENGLISH
DECISIONS.

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COMPANY—WINDING-UP—TRANSFER OF SHARES PENDING WINDING-UP—CONTRIBUTORY—COMPANIES' ACT, 1862 (25 & 26 VICT., c. 89) ss. 38, 131, 133, 153—(R.S.C. c. 129, ss. 15, 44.)

In re National Bank of Wales, (1897) 1 Ch. 298, it was held by the Court of Appeal that the power of a liquidator under s. 131 of the Companies' Act, 1862, to sanction a transfer of shares pending the winding-up (see R.S.C. c. 129, s. 15), also involves the power to alter the register of members, and that the transferor is therefore released from the liability to contribute as a present member, and the transferee alone is the person to be placed on the list of contributories primarily liable, and where successive transfers are sanctioned by the liquidator pending the winding-up, the ultimate transferee alone is liable to contribute as a present member, the transferor and prior transferees being liable as past members. It may be noted that under the English Act past members are liable to contribute if they have not ceased to be members for a year or upwards before the winding-up commences, but past members are only liable in the event of present members being unable to satisfy the contributions required to be made under the Act. But these provisions do not appear to have been embodied in the Dominion Act, which simply renders the shareholder at the time of the winding-up liable to contribute in respect of the amount then unpaid on his shares: see s. 44. Any transfer of shares after the winding-up would probably fail to be sanctioned by the Court except on the terms of reserving the liability of the transferor in default of the transferee failing to pay.