

The result is, that the members are divided into two classes: (1) those who have "their pews bought;" and (2) those who have not. All may vote at general meetings, "except on property affairs"—on these only the first class.

At a meeting of the congregation-corporation, with the defendant, the president, in the chair, it was proposed to lease the basement of the Synagogue for two years, at a rental of \$200 per annum. A number of pew-owners protested, as an offer for \$500 per annum had been received. It is said that the tenant in either case was to sweep out the Synagogue, also. The president, against the protest of the majority of the pew-owners, allowed the general body of members to vote, and declared the motion carried.

I am asked to continue the injunction restraining the president from acting on this resolution.

There are two arguments which might be advanced to support this resolution, but I pass over them, as the defendant does not object to the injunction being continued on this branch.

But there is another and more important matter. The defendant, the president of the Synagogue, intends, it is said, to sell pews "notwithstanding . . . that fully two-thirds of the total number of fifty-nine pew-owners in said congregation are opposed to the sale of any further pews or seats at the present time." There does not seem to have been any vote of the congregation directing such sale; and, therefore, the first ground suggested why the leasing was proper does not here appear. That was, that in the charter the declaration by the president, etc., is made sufficient evidence of the passing of a resolution without any proof of the number of the votes, etc. But, while the declaration of the president and entry in the books are sufficient evidence, they are not conclusive evidence; and there is nothing to operate by way of estoppel or otherwise to prevent the truth appearing.

What is mainly relied upon is, that the directors, including the president, are charged with the management of the affairs of the corporation; that the directors may exercise all the powers of the corporation except as specifically excepted. It is to be observed that these powers are to be "subject . . . to any regulations not inconsistent . . . prescribed by the corporation in general meeting. . . ." Regulations were made in general meeting (article 6, secs. 1, 2) as to the sale of pews; and these do not prevent the exercise by the directors of the power to sell the pews, provided the sale be: (1) at a regular or special meeting called for the purpose; and (2) at auction, to mem-