

months, unless the fine and costs imposed, including the costs of conveying to the jail, should be sooner paid :—

Held, that the justices having had jurisdiction over the offence, and the warrant being valid on its face, it afforded a complete protection to the constable executing it, and that the defendant was properly convicted of assaulting the constable while attempting to execute the warrant, notwithstanding that the awarding of the punishment may have been erroneous, in directing imprisonment for non-payment of the fine and costs, including costs of conveying to jail, as not authorized by the said Act. *Regina v. King*, 566.

CORPORATIONS.

1. *Company*.—*Illegal acts done by meeting of shareholders*.—*Right of minority to investigation*.—*By-laws ratifying illegal acts*.—*Invalidity of*.—*Injunction*.—In a company consisting of seven shareholders, the plaintiffs, four of the shareholders holding 25 per cent. of the stock, claimed that there had been mismanagement of the company's funds in the payment out of large sums to the president and secretary, for salaries or services without any legal authority therefor, and in the failure to declare any dividends though the company had made large profits, and that no satisfactory investigation or statement of the company's affairs could be obtained, though frequently applied for, and that it was impossible to ascertain the company's true financial standing. Under these circumstances an investigation of the company's affairs was directed.

At a meeting of four of the directors, constituting the majority, held

after proceedings taken by the minority to disallow the illegal payments made to the president and secretary, and without proper notice to the minority of such meeting or its objects, a resolution was passed ratifying the payments made to the secretary; and at an adjourned meeting of which also the minority received no notice, by-laws were passed ratifying the payments made to the president and secretary.

Held, that the resolution and by-laws were invalid, and could not be confirmed by the shareholders, and an injunction was granted restraining the company from acting thereunder, or from holding a meeting of shareholders to ratify and confirm same.—*Waddell v. Ontario Canning Co. et al.*, 41.

2. *Company*.—*Defective incorporation of*.—*Actions by, dismissed with costs*.—*Liability for costs, of intending corporators and solicitors*.—*Malice*.—*Want of reasonable and probable cause*.—*Liability upon unpaid shares*.—Actions brought in the name of a road company against the present plaintiffs, were dismissed with costs on the ground that the company had never been incorporated according to law. The present actions were brought against four of the corporators of the company, three of them composing the firm of solicitors who had conducted the former actions on behalf of the supposed company, and all four having expressly authorized the bringing of the former actions, seeking to recover the costs of such former actions, execution therefor against the company having been returned *nulla bona*:

Held, that, in the absence of malice and want of reasonable and probable cause in bringing the former actions,