

cense Act and the authorities cited by counsel. To these may be added *Reay v. Gateshead Corporation*, 55 L.T. 92.

In the second place the resolution cannot be upheld, owing to its unreasonableness. In addition to cases cited by counsel, I have been able to examine many others bearing upon this branch of the case.

In *Burnett v. Berry*, L.R. 1 Q.B.D. 643 (1896), Lord Russell, of Killowen, says:—"Authorities cited on the construction of other by-laws are of very little use in assisting the Court to decide whether the particular by-law before them is, or is not, good. Each must be judged by its own language, and having regard to the circumstances to which it is addressed." And from a consideration of reported cases in which the validity of by-laws is the question concerned one sees that Lord Russell is not alone in his opinion.

In Comyn's Dig. vol. 2, p. 309, it is said C. 6, "A by-law not reasonable in any respect will be void," and C. 7, "A by-law being entire, if it be unreasonable in any particular, shall be void for the whole; or if the penalty be unreasonable." The dictum of Lord Kenyon, in *The King v. Company of Fishermen*, 8 Durnford & East, T.R. 356 is "a by-law may be good in part, and bad in part, yet it can be so only when the parts are entire and distinct from each other." In American and English Encyclopædia of Law, 2nd ed., p. 97, "A by-law must be reasonable." It is a governing rule, with regard to corporations, that their by-laws must be reasonable, and such as are vexatious, oppressive, unreasonable and opposed to common right are inoperative and void." At p. 100: "By-laws to be valid must be certain, must be directed against all within the sphere of their operation, and must operate equally."

In *Kruse v. Johnston*, L.R. 2 Q.B.D. (1898), 91, which was heard before a specially constituted court, Lord Russell, at p. 99, drew a distinction between by-laws of bodies of a public representative character entrusted by Parliament with delegated authority and those of railway companies, dock companies, or other light companies which carry on business for their own profit although incidentally for the advantage of the public, and speaking of the latter class, he says: "In this class of case it is right that the courts should jealously watch the exercise of these powers and guard against their unnecessary or unreasonable exercise to the public disadvantage. But when the Court is called upon to consider the by-laws of public representative bodies, clothed with the ample authority which I have described, and exercising the authority accompanied by the checks and safeguards which have been mentioned, I think the consideration of such by-laws ought to be approached from a different standpoint. They ought to be supported, if possible. They ought to be as has been said, benevolently interpreted, and credit ought to be given to those who have to administer them, that they will be reasonably administered. This involves the introduction of no new canon of constitution. . . . I do not mean to say that there may not be cases in which it would be the duty of the Court