

CLARY v. GOLDEN ROSE MINING CO.—FALCONBRIDGE, C.J.K.B.—
JUNE 21.

Company—Directors—Reduction of Number—By-laws—Election of Directors—Postponement of Annual Meeting of Shareholders—Validity of Proceedings—Costs.]—Action by a shareholder in the defendant company for a declaration that the individual defendants were illegally holding the offices of president, vice-president, and secretary-treasurer of the defendant company, and for an injunction, a mandamus, and an accounting. The learned Chief Justice said that the case at the trial narrowed itself down to a question of the validity of the reduction of the number of directors from five to three and of the election of the three individual defendants as directors. The president's reasons for causing the general meeting to be put off from July to November, viz., inability to get an auditor and lack of funds, seemed to be good ones, and by-laws for these purposes were accordingly passed by the directors. All of these resigned, and it was necessary to appoint directors to carry on the company. The plaintiff contended that, in any event of the cause, he should have some special consideration as to costs, because he claimed that his action had the effect of compelling the defendants to do their duty as to some matters complained of in the statement of claim. Townsend, the president, denied this under oath, and gave his own explanations. Therefore, there was no reason for departing from the usual rule of giving the spoils of war to the victor. Action dismissed with costs. R. R. McKessock, K.C., for the plaintiff. A. D. Meldrum, for the defendants.