

companies, it was manifest that the real complaint was based upon an alleged breach by these companies of an agreement or agreements with the Blake Contracting Company. It was sufficiently alleged in the statement of claim that the plaintiff and those whom he represented were minority shareholders, and that the offending companies were majority shareholders—and in that case the plaintiff could sue only if the majority were shewn to have acted *ultra vires* the company or in fraud: *Burland v. Earle*, [1902] A.C. 83, 93. The facts alleged were sufficient to bring the acts of the defendants within the rule. See also *Exeter and Crediton R.W. Co. v. Buller* (1847), 5 Ry. Cas. 211; *Normandy v. Ind Coope & Co.*, [1908] 1 Ch. 84; *Alexander v. Automatic Telephone Co.*, [1900] 2 Ch. 56; *Palmer's Company Precedents*, 11th ed., pp. 1359 et seq.

The objection of the defendant McWhinney to answer questions, in the broad form in which it was made, could not be sustained.

No ruling was made as to the propriety of any particular question: if any objection shall be made, the examiner will rule, and another application may be made to the Court.

Order made requiring the defendant McWhinney to attend at his own expense and answer all proper questions then put to him; he is also to pay the costs of the application forthwith.

RIDDELL, J.

DECEMBER 11TH, 1915.

*RE SOVEREIGN BANK OF CANADA.

*CLARK'S CASE.

Bank—Winding-up—Contributory — Double Liability — Shares Purchased for Infant—Ratification after Majority—Receipt of Dividends—Knowledge.

Appeal by Muriel I. Clark from the order of an Official Referee, upon a reference for the winding-up of the bank, confirming the placing of the name of the appellant upon the list of contributories; and alternative cross-appeal by the liquidator from the refusal of the Referee to place the name of A. D. Clark, Muriel I. Clark's father, upon the list of contributories in lieu of that of his daughter. The liability sought to be enforced was the double liability of shareholders of a bank.