TEETZEL, J.:—On 6th August, 1902, a certificate for 238 shares of the par value of $25 each, described therein as fully paid up and non-assessable, was issued to McNeil, but he in fact only paid to the company a sum equal to 171 shares, and the $1,675 represents the par value of the remaining 67 shares.

The records contain no evidence of an application by McNeil for those 67 shares, nor does there appear to have been any formal resolution allotting them to him; but I think the evidence is conclusive that they were issued in the same certificate with the shares that he had paid for, as bonus stock, in pursuance of an understanding between the directors and McNeil and others. In other words, I think, an effort was made to issue stock at a discount.

There is no doubt, I think, that McNeil had actual knowledge that the 67 shares were not paid for, and he received and accepted the certificate with that knowledge, but, I have no doubt, with the innocent belief that there would be no further liability cast upon him in respect of the shares.

After receiving the certificate for the 238 shares he transferred one share, and afterwards became and for several months continued to be a director of the company. When he transferred the one share he surrendered the certificate for 238 shares, and obtained a new certificate for 237 shares.

He appears in the stock ledger and in the stock register as the holder of 237 shares, and, in my opinion, he is a shareholder in the company, with all the rights and liabilities of such a shareholder, and, having chosen to accept the certificate of ownership of these shares, and having acted upon the same with full knowledge of all the facts, he cannot now repudiate his status as a shareholder in respect of them. . .

[McCracken v. McIntyre, 1 S. C. R. 479, and Page v. Austin, 10 S. C. R. 132, distinguished.]

Whether McNeil would be entitled to relief against the company, who issued the stock as fully paid up shares, it is not necessary to consider; but I think he has no defence to the application of the liquidator to put him on the list of contributories for the amount actually unpaid in respect of the shares. . . .

[Reference to Mosely v. Koffyfontein, [1904] A. C. 108; Emden, 7th ed., pp. 188, 189.]

The appeal must, therefore, be dismissed with costs.

With reference to the liquidator's appeal, I am of opinion, with much respect, that the referee was in error in allowing