

RIDDELL, J.:—The plaintiffs, two shareholders of the defendant company, sue on behalf of themselves and all other the shareholders of the company, making the company and the directors parties defendants. The statement of claim alleges that at the annual meeting held on the 27th January, 1910, a resolution was illegally put and carried to sell out the plant of the company (a creamery company) to the defendant Butler, the president, for \$650, whereas the property was worth much more—and that at the same meeting a resolution was “illegally and fraudulently” passed for the payment to the defendant directors of \$65 each for their services. The relief claimed is an injunction restraining the carrying out of these resolutions. A motion for an interim injunction was enlarged sine die to enable the company to hold a regular general meeting and get rid of all irregularity. This has been done, and the motion is now renewed before me.

It is contended that the proceedings are in fraud of the minority shareholders; but that is just a manner of speaking intended to describe the fact that the majority of the shareholders consider this course to be for their own interests as against the opinion of the minority.

I can see nothing to indicate fraud in any other sense, so far as the material goes. The transactions are such as the company could legally do—there is nothing illegal, criminal, or ultra vires—and in such cases no shareholder suing for himself, or for himself and others, has any locus standi: Buckley, 9th ed., pp. 612, 613; Lindley, 6th ed., pp. 774, 779, 781.

No case has been made out for an interim injunction, and it is admitted that the defendants are men of substance.

The motion will be refused with costs to the defendants in any event.

This is, of course, quite without prejudice to any case that may be made at the trial.

DIVISIONAL COURT.

APRIL 28TH, 1910.

\*McMURRAY v. EAST NISSOURI S.S. No. 3 PUBLIC SCHOOL BOARD.

*Public Schools—Salary of Teacher—Absence of Written Agreement—Public Schools Act, 1 Edw. VII. ch. 39, sec. 81 (1)—Costs.*

Appeal by the defendants from the judgment of the County Court of Oxford in favour of the plaintiff in an action tried with a jury.

\* This case will be reported in the Ontario Law Reports.