as the officer of a corporation, and is recognized by it as such officer, a regular appointment will be presumed, and his acts will bind the corporation, although no written proof is, or can be, adduced of his appointment.

Moss, for plaintiffs.

Boyd, Q.C., contra.

WALMSLEY v. RENT AND GUARANTEE CO.

Corporation—Ultra vires—Liability of directors and shareholders.

A Company, receiving money on deposit, which is placed to its credit at a bank, is liable for the money so received, though the taking of money by deposit be *ultra vires*; and if the officers of the Company use such moneys in other *ultra vires* transactions, that may be a proper matter for the shareholders to charge those officers with, but it is not one with which the depositor has anything to do.

One E. advanced $4,000 to I. & M., on the guaranty of the defendant Company, clearly acting *ultra vires*, who obtained, as security for such guaranty, an order from I. & M., on the Water Works Company, for the amount. I. & M. afterwards induced the defendants to give up the order on replacing it by orders for half the amount. E. recovered judgment by default against the defendants, and by *sci. fa.* realized the amount of his loan.

Held, 1. Affirming the master's report, that B. who was one of the directors of the defendant company, and who had been instrumental in procuring the above guaranty, was properly charged with the amount the defendants had lost through the delivery up of the order on the Water Works Company; but that he was not liable for the balance of the claim of E., since it had been made up to the defendants by the moneys realized on the orders by which the order so delivered up had been replaced.

2. That before directors can be charged for an act *ultra vires* the act must be shown to amount to a want of *bona fides*, and not merely a mistake or error of judgment.

Semble 1. That when such transactions are laid before shareholders at a public meeting, they are equally liable with directors.

2. That there may be contribution between parties to acts *ultra vires*, as distinguished from illegal acts.

3. That the judgment of a stranger against a Company is not *res adjudicata*, as between directors and shareholders, and does not prevent the latter from showing that the transactions giving rise to the suit were *ultra vires*.

W. A. Foster, for plaintiff.

Spencer, and *W. Cassels*, for Company.

Maclennan, Q.C., *Moss*, and *Bain*, for other parties.

Spragge, C.] [Feb. 15.

ADAMSON v. ADAMSON.

Statute of limitations—Equitable remainder—Practice—Dismissal of former bill—Reading evidence in former suit—Secondary evidence.

The plaintiff, who was a *cestui que trust* in remainder, acquired the legal estate three years after the death of the tenant for life. It was attempted to be shewn by the defendant who, with her husband, had been in possession by herself or her tenants for eleven years when the tenant for life died, in 1875, that she was entitled to the land by length of possession.

Held, that the facts in the case would no support such a contention, as no laches could be imputed to the plaintiff for not having compelled the trustee to take proceedings to obtain possession at an earlier date, as his right had only been acquired on the death of the tenant for life, and therefore his right to the land was not barred.

A former suit had been instituted by the plaintiff, which had been dismissed as the plaintiff had not acquired the legal estate until after the bill was filed.

Held, (1) that under such circumstances the question was not *res judicata*; (2) and that the evidence taken in the former suit was admissible in the present one, the issue being practically the same.

The deed declaring the trusts upon which certain lands were held, a true copy of which was produced at the hearing, was traced into the hands of certain parties and every search therefor had been made, but without success:

Held, that sufficient was shewn to entitle the plaintiff to give secondary evidence of the instrument.

Mowat, Q.C., and *Maclennan*, Q.C., for plaintiff.

Blake, Q.C., and *Bethune*, Q.C., contra.