pose nowhere authorized by the by-laws. The only person who could become a member was an individual over eighteen and under fifty-one years of age, in good health, record of temperate habits, and good moral character; and this person must obtain a policy of membership, and no policy was to take effect till the admission premium and annual dues should be paid in advance (ss. 2 and 3 of by-laws); and this application must have been approved by the medical director (s. 18). The directors, twenty-one or more, were to be elected from the members of the association. It is clear that the sixty-six persons elected members were not applicants for policies. Indeed, it was stated in argument that most of them had been applied to to allow their names to be used merely to boom the prospects and importance of the association, and so secure *bonâ fide* members.

This society being a mutual benefit society, and the admission of members being regulated by by-laws at the date of the meeting, I am of opinion that there was no power to elect or appoint any persons members of their association save persons coming within the meaning and requirements of these by-laws, and that the resolution of the 22nd of December, 1890, purporting to elect these sixty-six persons members of the association, was void and *ultra vires*. I am further of opinion that the meeting in question, by reason of the association by-laws, or by the charter, was not authorized to elect directors or officers, and that resolutions upon these points were also irregular and void. In order that a resolution come to at any meeting, whether of directors or shareholders, may have any legal effect, it is necessary that the meeting should be duly convened: Lindley, 305. In order that a meeting may be duly convened, it is necessary that it be convened (1) by those who have the right to convene it, (2) at the proper time, (3) at the proper place, and (4) by a proper notice: Lindley, 305.

I propose now to consider a few of the objections taken to the regularity and legality of the proceedings by counsel representing the different persons sought to be made contributories.

(1) It was argued that the charter of the association was void because it purports to organize a society to carry on a trade or business forbidden, or not allowed, by the Benevolent Societies Act

Swift v. *The Provincial Provident*, 17 A.R. 66, seems to dispose of this point by holding that an association organized to insure the lives of its members only, upon the mutual principle, is not an association to carry on a trade or business. Insurance of this kind, and confined in this way to their own members, was held to be a provident and benevolent purpose, and not to be a trade or business within the meaning of the exception of the Benevolent Societies Act.

(2) The objection was taken that if the business of the society was legal, they could not do business without a license. This objection is, however, met by the decision in *Swift* v. *Provident*, in the judgment of Mr. Justice Maclennan, who holds that a license was not required in these cases. (See R.S.O., 1887, c. 167, s. 3, s-s. 2.)

(3) It was urged that the charter had lapsed by non-user, the association not having been organized from the date of the charter until June, 1890. I am