

The company was incorporated under the Dominion Companies Act, sec. 45 of which provides that the stock of a company incorporated thereunder shall be personal estate and shall be transferable in such manner and subject to all such conditions and restrictions as are prescribed by Part I. of the Act or by the letters patent or by the by-laws of the company.

Section 80 authorises the directors to make by-laws regulating the transfer of stock.

By-law number 17 of the company provides: "That shareholders may with the consent of the board, but not otherwise, transfer their shares, and such transfers shall be recorded in a book provided for the purpose and signed by him or her and the transferee duly witnessed. But no person shall be allowed to hold or own stock in the company without the consent of the board, and all transfers of stock must first be approved by the majority of directors before such transfer is entered."

It was held in *In re Imperial Starch Co.*, 10 O. L. R. 22, in the case of a company incorporated under the Ontario Companies Act, which contains a provision similar to that found in the Dominion Act, that the Act nowhere authorises a company to refuse to transfer on their books fully paid-up shares, notwithstanding that in that case the company had passed a by-law providing that no transfer should be valid until approved of by the directors, and that all transfers of stock should be at the discretion of the directors.

I cannot distinguish that case from this, and I am bound to follow it, notwithstanding that it may be difficult to reconcile it with such cases as *Re Macdonald and Mail Printing Co.*, 6 P. R. 309; *In re Gresham Life Assurance Society*, L. R. 8 Ch. 446; and *In re Coalport China Co.*, [1895] 2 Ch. 404.

I must therefore allow the application with costs.

BRITTON, J.

MARCH 14TH, 1910.

*RE RAYCRAFT.

Quieting Titles Act—Certificate of Title free from Mortgage—Mortgagee not Heard of for Long Period—Presumption of Death—Absence of Claim by Mortgagee or Heirs—Claim of Crown by Escheat—Statute of Limitations—Claim not Proved—Certificate free from Claim—Crown Grant after Mortgage and Presumption of Death—Estoppel.

Appeals by the Crown, in a matter under the Quieting Titles Act, from the report and certificate of the Local Master of Titles

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