

was a violation of the Act in consequence of the publication of a prospectus by the company itself, and also a question of fact which does not appear to me to be open upon the stated case, as to whether in point of fact the company was a party to the publication of the advertisement by Brunskill, who, it is said upon the evidence, ought to be held to be an agent of the company.

The case ought not to leave it to the Court to determine any question of fact, where there is a dispute, but the question of fact should be determined by the magistrate, and the question should be stated in this form: "Assuming the facts to be (stating them just as they are put in the case which has been stated), was the conviction properly made?"

There will be no costs, I suppose, of this appeal.

Ferguson. Will your Lordship, for our information, state in the first case—Mr. Mulvey, I understand, in practice, contends that where a prospectus is filed and signed as required by the Act, our advertisements need not be signed, as long as they comply with the Act. I understand that each advertisement must be signed and filed.

MEREDITH, C.J.:—I think not; and I intended to mention that. That makes against the contention of Mr. Poussette—"Where any such prospectus as is mentioned in this section is published as a newspaper advertisement, it shall not be necessary to specify the names of original incorporators and the number of shares subscribed by them." That, I think, clearly dispenses with the necessity for publishing the signatures, but leaves it necessary to have them upon the prospectus filed with the Provincial Secretary.

Ferguson. The question is whether the directors for the time being have to sign the advertisement.

MEREDITH, C.J.:—As I have said, I do not think they have. It says "of original incorporation." Suppose that you were going to issue debentures or to issue new stock, then, as I understand the Act, you would have to file a new prospectus.

Poussette. May I trouble your Lordship for a little more advice on this subject? I apprehend that a mere state-