

I. F. Hellmuth, K.C., and A. R. Bartlet, for the appellants.  
J. H. Rodd, for the plaintiff, the respondent.

The judgment of the Court was delivered by MEREDITH, C. J.O.:—The action is brought by the plaintiff, suing as the only shareholder of the Regal Motor Car Company of Canada Limited, which I shall afterwards refer to as the Canadian company, other than the defendants C. R. Lambert, J. A. Lambert, Bert Lambert, and F. W. Haines, against those defendants and against the Regal Motor Car Company, afterwards referred to as the Detroit company, and the Canadian company.

The Detroit company carries on business in Detroit, and its principal if not only shareholders are the four individual defendants.

The allegations contained in the statement of claim, after setting out the proceedings leading up to the incorporation and the incorporation of the Canadian company, and its organisation early in February, 1910, are that, in breach of an agreement between the respondent and the four individual appellants, that he should be appointed manager of the Canadian company they appointed the appellant Haines to that position; and that afterwards, in consequence of the respondent having protested against this, he was appointed resident or assistant manager and put "in charge of the work;" that the manufacture of automobiles was continued until about the middle of June, 1910; that the appellants continually interfered with the respondent in the management of the business, and wrongfully took charge of the finances of the company, and about the middle of June, 1910, "wrongfully conspired together to deprive the plaintiff of any voice whatever in the management of the affairs of the said company, with the fraudulent intention of disposing of the assets and of winding up the company;" and that, in pursuance of such conspiracy, they assumed to dismiss the respondent from his position; that the manufacture of automobiles was immediately stopped, and those that had been manufactured were sold at and below cost; that the appellants "proceeded to appropriate the other assets of the company to their own use and to the use of the Regal Motor Car Company of Detroit, assuming to pay non-existent debts, and by the end of December last had removed from the premises of the company and disposed of practically all of the assets except the land and buildings, leaving a considerable indebtedness still unpaid, although there was in the beginning more than ample assets for the satisfaction of all liabilities, with a reasonable