

become members and contribute to the common fund, etc. The society had no shares or capital ; no stock or money was subscribed ; and at the period of the issue of the charter no common fund yet existed to which any one contributed. It was clear that the charter was only an outline or skeleton of the corporation, and that it was contemplated that the five charter members, who were also entered as the first trustees, should pass by-laws regulating the classification, qualifications, and conditions under which persons might become members. The trustees were expressly given the power to pass such by-laws ; and any by-laws, as passed by them, the charter declared were to remain in force till disallowed by the members of the society at the annual or special meeting. The charter also directed the trustees to forthwith call a meeting of the members to elect their successors ; but nothing was done under the charter till the meeting of the 21st of June, 1890. At this meeting, as we have seen, five persons were proposed as members, and declared to be elected.

It may, perhaps, be argued that at this date there were no qualifications prescribed for membership, and as the persons so elected for members afterwards acted as members that would be sufficient to constitute them members ; and for the sake of argument I propose to concede this point. But what was the next step ? The election of the five new members as trustees for the succeeding year, as it is stated in the resolution. Now, the meeting in question was not the annual meeting ; it was not a special general meeting of the members called for the purpose ; it was simply a meeting of trustees called as such ; and therefore, so far as the three out of the five charter trustees—as I shall call them—attempted to elect their successors, the proceeding was irregular and void. Again, if it be conceded that the meeting of the 21st of June, 1890, had power to elect members, though not to appoint trustees, the adjourned meeting, at which three charter members were present, has, as trustees, it may be argued, the power to pass by-laws fixing the qualification of membership, and generally providing rules and regulations for carrying on the business of the association. If they legally passed these by-laws, thenceforward persons only could become members who complied with the conditions and requirements prescribed by these by-laws. By the by-laws adopted on the 24th June, 1890, section 8, annual meetings were to be held on the third Tuesday in January in each year for the election of officers. Section 9 directed that the affairs of the company should be controlled by a board, composed of twenty-one, or more, directors. Now, in the face of these by-laws, this so-called meeting for the election of members and trustees, etc., was held on the 22nd of December, 1890. There was no vacancy, so far as appears, among the trustees at the time. On the previous 21st of June five trustees had nominally been elected for the ensuing year, and after their election by-laws were passed altering the date fixed in the charter for holding the meeting till the third Tuesday in January, and also declaring that the election of officers should take place at that date. In spite of these plain directions, and without any amendment of their by-laws upon the point, the meeting of the members was called for the 22nd of December, 1890, for the purpose above described, and, as we have seen, the first thing the meeting did was to attempt to elect sixty-six gentlemen as members of the association. Now, this was a pur-