ing lots in Dakota Territory, U.S., in the proportion of 6-10 to Dorion, 3-10 to Bickerdyke, and 1-10 to Matheney, under a deed of sale before Doucet, N.P., on the 10th March, 1880, and had associated themselves for the purpose of carrying on the business of mining under the name of the Silver Plume Mining Company, according to the rules and regulations attached to the deed. The property cost $15,000, and was taken as representing a capital of $1,000,000, paid-up, divided into 10,000 shares. Thereupon Dorion transferred to Charlebois and Doucet, who intervened, ten shares and one share respectively, to qualify them; and the Company was organized, Dorion becoming President, Charlebois Vice-President, and Doucet Secretary. Under the constitution and by-laws annexed to the deed, article 22, the stock of the Company was to be issued to a trustee, who was to sign all transfers and certificates to shareholders. Under article 5, to constitute membership, there must be subscription and ownership appearing by the books of the Company. By article 1, the Company was to be a corporation, and under article 7 it was to have a corporate seal. The minutes of the meeting of the Company, produced by Mr. Doucet on his examination as witness for petitioner, showed that the first thing done was to decide upon the shape of a corporate seal. Mr. Dorion, as president of the Company, would then appear to have issued certificates with the corporate seal, mentioning the number of shares which each represented, and those certificates were accompanied by a printed transfer containing the name of the transferee in blank, which was signed by Mr. Dorion as trustee. In this way these certificates could be transferred from hand to hand until some one desired to become an actual and regular shareholder, when, under the conditions in the printed form of transfer, he was to exchange his certificate from the President as trustee for certificates to be signed by the Secretary, and registered in the books of the Company.

PER CURIAM. The Court has no difficulty in deciding this case. The constitution of the Company shows it to be a corporation. It has a corporate seal. It has a board of directors with power to make by-laws. All these circumstances show that the defendants have assumed to act as a corporation. In England it has been a question whether assuming to act as a corporation was an offence at common law. There have been conflicting decisions there, and Lindley—Partnership—summing up, p. [153] of American edition of 1860, says, "it is by no means clear that it is illegal at common law to assume to act as a body corporate." But our Code of Procedure is clear, 997: "Whenever any association or number of persons acts as a corporation without being legally incorporated or recognized, &c., it is the duty of Her Majesty's Attorney-General for Lower Canada to prosecute in Her Majesty's name such violation of the law," &c. Lindley says: "What distinguishes corporations from other bodies is their independent personality, and no society which does not arrogate to itself this character can be fairly said to assume to act as a corporation." The converse may be said, that a society which arrogates to itself this character of independent personality does assume to act as a corporation. At p. [148] he says:—"With respect to acting or presuming to act as a body corporate, considerable difficulty was felt as to the meaning of the words. It was held in *R.* v. *Webb* that having a committee, general meetings, and power to make by-laws, was not unequivocally assuming to act as a body corporate; but in the later case of *Joseph* v. *Pelser* the Court was of a different opinion. To create transferable shares in a common stock has also been said to amount to assuming to act as a body corporate, although only such bodies corporate as are specially empowered so to do can lawfully possess stock, the shares in which are transferable." In the present case, we have, in addition, the declaration that the company was a corporation and in the possession of the corporate seal.

It is right then that the conclusions of the Attorney-General should be granted. It remains to say against whom the judgment should go. There is no question as to Dorion, the President, Boyd and Masson, the Directors, and Doucet, the Secretary. A question has been raised as to the liability of Marshall. He resigned his office of director on the 6th of October, and it was accepted on the 7th of October and notified to him on the 13th. But he is a shareholder and owner of scrip, for his offer to the company of his shares does not appear to have been accepted, and the Court