

The claimants were a neutral firm in Sweden, and they claimed that the wool was only to be sent to Germany to be combed, and was to be returned to Sweden as combed, or spun wool, and was therefore not subject to condemnation, notwithstanding that the waste wool with its by products would be retained by the German spinners. Evans, P.P.D., however, held that as the wool in question was absolute contraband, and was captured on its way to enemy territory, a Court of Prize will not inquire what was ultimately to become of it. The wool was consequently condemned as lawful prize.

COMPANY—TRANSFER OF SHARES—RESTRICTIONS IN COMPANY'S ARTICLES ON RIGHT TO TRANSFER SHARES—REFUSAL OF ONE DIRECTOR TO ATTEND DIRECTORS' MEETING—INABILITY TO OBTAIN QUORUM—RECTIFICATION OF REGISTER—COMPANIES ACT, 1908 (8 EDW. 7 c. 69) 32—(R.S.C. c. 79 s. 64)—(R.S.O. c. 178 s. 60).

*In re Copal Varnish Co.* (1917) 2 Ch. 349. This was a proceeding by originating summons to compel a company to register a transfer of shares in the following circumstances: By the articles of association it was provided that no share should be transferred to any person not already a member without the consent of the directors. There were only two directors, viz., Percy Randall and Ernest Randall. Ernest being chairman and having in that character a casting vote, and the quorum necessary for the transaction of business was two. Ernest, without having obtained the consent of the board, executed a transfer of some of his shares to persons who were not members of the company, and sent the transfers to the company for registration. Percy refused to attend board meetings summoned to consider the transfers, in order to prevent a quorum being formed. The transferees applied to the Court to direct the transfers to be registered. Eve, J., heard the application. On behalf of Percy Randall it was argued that no transfer could be made until the consent of the directors had been obtained, and to ask them to consent to the transfers already made, was to ask them to ratify something already done, and not to consent to something being done; but the learned Judge held that that argument was based on an erroneous view as to the effect of the transfer, which was assumed to be effectual, whereas until registered it was ineffectual to convey any more than an equitable interest; and he held that Percy could not lawfully obstruct the consent of the directors being obtained, by refusing to attend board meetings, and in the exercise of the