

TO CORRESPONDENTS.

We would beg our French correspondents to write to us in their own language. Although the *Legal News* is issued by English publishers, we have equal facilities for printing the contents in either language, and correspondence, articles, or other contributions, will be equally welcome, whether the manuscript be in French or English.

NEW PUBLICATION.

STEPHENS ON THE LAW AND PRACTICE OF JOINT STOCK COMPANIES.

In this work, which is issued by Carswell & Co. of Toronto, we have the first attempt, in Canada, to treat in a brief and comprehensive form the law upon the important subject of Joint Stock Companies. The author is already favourably known to the bar as the editor of a Digest of the decisions of the Province, and the present work places his reputation as a legal writer upon a more solid basis as the annotator of an extremely important text of law. The work consists mainly of a commentary on the Joint Stock Companies Act, 1877, but in connection with this Act, the author has collated all the decisions, English and United States, as well as Canadian, which bear upon the subject. The work is preceded by an introduction which is alike interesting and instructive, presenting an admirable view of the law relating to associations in the Roman and modern systems. Mr. Stephens has treated the theme in a manner which will be appreciated by readers who desire to obtain in brief compass a lucid statement of the development of the law on this subject. He has also shown great industry and thoroughness in his examination of decided cases, English and American, as well as Canadian. The work will add greatly to his reputation as a legal writer, and should find a place in every Canadian law library. The book is admirably printed and bound. We regret only that the proof-reading has not been more carefully done; such errors as "Code Civile" and "Société" offend the eye too frequently. But apart from this minor defect, which can hardly be obviated in a new country, the book is a credit to the legal profession of Canada, and we hope that the

author will meet with such encouragement as will induce him to issue new editions as occasion arises for them. In a recent issue, we published a letter from Mr. Stephens, on the subject of the Bar secretaryship. The present work shows, we think, that while he well deserves any compliment which his *confrères* have it in their power to bestow, his time has been more advantageously employed than in the duties of an office which are largely of a routine character.

NOTES OF CASES.

SUPERIOR COURT.

MONTREAL, November 30, 1880.

Before JOHNSON, J.

LA COMPAGNIE DE NAVIGATION UNION V. CHRISTIN, and LEFERVRE et al., intervening.

Incorporated Company—Liquidation—Sale of assets.

The sale of all the assets of an incorporated company, authorized by the majority of shareholders present at a meeting duly called for the purpose, held valid, where such proceeding was not prohibited by the charter of the company.

PER CURIAM. I kept this case before me under the impression that the parties were not properly before the Court; but I must now dispose of it, as I find on examination I was in error. The plaintiffs claim from the defendant \$1,448.04, balance on his subscription of \$2,000 of the stock of the Company. The defendant admits having subscribed, but says he did so under a promise from some of the directors that he might pay in soda water and other things that he manufactured. At the same time, the defendant not feeling very sure, I suppose, about such a defence as that, took an action *en garantie* against the persons who had made the promise. In that action he failed here and in appeal. So that the first plea is dropped.

After the dismissal of the action *en garantie*, the defendant put in a supplementary plea to the effect that the plaintiff's company was no longer existing, having allowed three years to elapse without availing itself of its charter, which had therefore expired; and further, that the company had dissolved by consent of its members, and there was no board of directors or any other officer. On the day of the filing of the supplementary plea an intervention by way