to be brought up to this House upon a final judgment being pronounced in the case; for it provides, that "no appeal to the House of Lords shall be allowed from interlocutory judgments, but such appeals shall be only allowed from judgments or decrees on the whole merits of the cause, except with the leave of the Division of the Judges pronouncing such interlocutory judgments, or except in cases where there is a difference of opinion among the Judges of the said Division." And then there is a proviso, that "where the judgment or decree is appealed from, it shall be competent to either party to appeal to the House of Lords, from all or any of the interlocutors that may have been pronounced in the cause, so that the whole, as far as it is necessary, may be brought under the review of the House of Lords." Now I apprehend, that this does not apply to the case of separate and independent interlocutory judgments, where no interlocutory judgment is allowed to be appealed from, or where the party has the power to appeal; but that it means that, when the cause has been finally determined, every part of that cause may be brought before your Lordships by appeal.

Whether that is so or not is wholly immaterial in the present case, because I apprehend, that the ninth interlocutor is one which clearly, according to the rules of this House, and the decisions upon the subject, could not have been appealed from, it having been on the subject of costs. It was contended, with regard to the ninth interlocutor, that it was an excess of jurisdiction on the part of the Court of Session, because the case had been removed from the Court of Session by means of the appeal. But I apprehend, that that question is decided by the standing order of your Lordships' House of the 19th of April 1709. The state of the proceeding was such, that there had not been, at that time, any service of the appeal, and therefore undoubtedly the cause remained in the Court of Session. Under these circumstances, therefore, it appears to me clear, that, with regard to the first eight interlocutors, there could be no appeal from them, because there was no difference of opinion among the Judges. And that, with regard to the ninth, although there was a difference of opinion, yet the subject matter of that interlocutor prevented an appeal to your Lordships. My Lords, upon the subject of the merits, upon which my noble and learned frend has addressed the House, inasmuch as it is not competent to your Lordships to decide finally this case, I think it will be better for me to say merely, that I entirely agree in all that my noble and learned friend has said upon the subject; and I am glad that he has made the observations to your Lordships which he has made, because it may possibly have the effect of preventing further litigation in this long protracted proceeding.

LORD KINGSDOWN.—I quite agree with my noble and learned friends.

Appeals dismissed as incompetent, with costs.

For Appellants, Deans and Rogers, Solicitors, London; Wotherspoon and Morison, S.S.C., Edinburgh.—*For Respondents*, Grahame, Weems, and Grahame, Solicitors, London; James F. Wilkie, S.S.C., Edinburgh.

APRIL 24, 1860.

JAMES ORR and Others, *Appellants*, *v.* THE GLASGOW, AIRDRIE, AND MONKLANDS JUNCTION RAILWAY CO., and PETER BLACKBURN and Others, *Respondents.*

Railway—Liability of Directors of—Ultra vires—Process—Relevancy—Count and Reckoning—*Several shareholders of an abortive railway company, whose statutory powers had expired, raised against the company and the directors an action, concluding for reduction of minutes making certain calls, and for repetition of so much of the deposit and calls already paid as should be found due in an accounting. They alleged against the directors acts of mismanagement and malversation.*

HELD (affirming judgment)—1. *That there were no relevant averments to support either the reductive conclusions, or those for count and reckoning, against the company; and* 2. *That the directors were only liable to account for their management to the company, and could not be called upon to hold count and reckoning with individual shareholders, though the latter might, in certain circumstances, have an action of damages directly against a director, as an individual, based upon averments of fraudulent mismanagement.*

The meaning of ultra vires *is, where the corporation does something which is expressly or impliedly forbidden by their act of parliament:* Per *Lord Cranworth.*[1]

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[1] See previous reports 20 D. 327; 30 Sc. Jur. 176. S. C. 3 Macq. Ap. 799; 32 Sc. Jur. 486.

This was an action of reduction, count, reckoning, and payment, at the instance of the pursuer, Robert Bell, banker, Glasgow; the North British Bank, Glasgow, and others,—against the Glasgow, Airdrie, and Monklands Junction Railway Company, incorporated by "the Glasgow, Airdrie, and Monklands Junction Railway Act, 1846," and the directors.

The pursuers called for the production of the whole minutes and minute books of the Glasgow, Airdrie, and Monklands Junction Railway Company, and of the directors and office bearers thereof, and, in particular, of the minutes or alleged minutes, and relative resolutions, dated respectively on or about 24th November 1846 and 13th September 1847, whereby certain calls were said to have been made upon the pursuers and other shareholders of the said railway company, in respect of shares held, or alleged to be held, by them therein. And the summons concluded, that the said minutes and resolutions should be reduced, that a full state of the whole accounts should be exhibited and produced, and that the defenders should pay to the pursuers £2000 or such other sum, &c., as their share of the funds.

The following is an abstract of the averments stated by the pursuers on record:—*Cond.* 1. The Glasgow, Airdrie, and Monklands Junction Railway, was incorporated by an act passed on 27th July 1846, for the purpose of making a railway from Glasgow to Airdrie, with two branches diverging from the main line. 2. The statute enacted, that the capital of the company should consist of 16,000 shares of £25 each; that the accounts of the company should be balanced each year at 31st January and 31st July; that the quorum for every general meeting of the company should be 10 shareholders, holding in the aggregate not less than £20,000 of stock; that there should be 11 directors, each possessing in his own right 50 shares, with powers to increase or reduce the number. 2. That the powers of the company for the compulsory purchase of land should not be exercised until the expiry of three years from the passing of the act; that the railway should be completed within seven years from the same date; and that, on the expiration of such period, the powers granted to the company for constructing the railway, or otherwise in relation thereto, should cease to be exercised. 4. At the outset a deposit of £2 10*s.* per share was levied from the subscribers for stock. There was afterwards, viz., on 24th November 1846, a resolution of directors, directing a call of £2 10*s.* a share, payable on 15th January 1847; and on 13th September 1847, there was another resolution making a similar further call, payable on 1st December 1847. These calls were unnecessary for any of the statutory purposes, none of which had ever been even entered upon. The demands for payment thereof were wrongfully and collusively got up by the pretended directors or managers to reimburse themselves for money spent, or liabilities incurred, in certain wrongful and unwarrantable transactions and operations. 5. The pursuers became holders of stock in the railway company, and made advances of money which were intromitted with by the defenders, and particularly they and the other shareholders paid the original levy of £2 10*s.* a share, and also the call made on 24th November 1846 was paid by the pursuers and by other shareholders. 6. In March 1847 the directors reported to the shareholders, that they had taken all necessary steps to insure the speedy completion of the line, and were in hopes, that within 18 months a considerable portion of it would be open for traffic, and stated, that, at the 31st of January 1847, a sum of upwards of £37,000 was at the company's credit, and since that date considerable further sums had been received by them. 7. Afterwards large additional sums of money were received and intromitted with by the defenders, or others acting under their authority, on account of the foresaid deposit and call, and also on account of the further call made on the shareholders by the directors on 13th September 1847. But notwithstanding the said advances of money, no part of the railway projected, and by the said act of parliament authorized to be made, ever was made. The powers conferred by the said act expired on 17th July 1853, being seven years after its date, without any part of the authorized railway being constructed. 8. The individual defenders are the parties by whom, and through whose schemes and devices, the object of the said act of parliament has been defeated, and the funds contributed by the pursuers and other shareholders have been intromitted with, without being either applied to the purpose for which they were levied and advanced, or returned to the pursuers and the other contributors. 9. The defenders were, at the dates after referred to, deeply interested in the success of the Edinburgh and Glasgow Railway, of which they were shareholders, and of which Blackburn had, for several years, been the chairman. That railway had originally contemplated forming a connexion with the projected Glasgow, Airdrie, and Monklands Railway, and having a general terminus at Glasgow College. This scheme having failed, and the defenders having conceived, that the formation of the latter railway would be prejudicial to the former, resolved to frustrate the undertaking, and prevent the formation of the Glasgow, Airdrie, and Monklands Railway. With this view, and to acquire the absolute control of the affairs of the latter line, 8630 shares of the stock thereof were acquired in the names of the defenders, Blackburn, Dunlop, and Adam, who were directors of the Edinburgh and Glasgow Railway, and in trust for and at the risk of the latter railway. Blackburn further acquired additional 1749 shares, which he caused to be registered in the names, partly of the defender Thomson, and partly of the defender Borthwick, the former being assistant secretary to the Edinburgh and Glasgow Railway. The defender, Drysdale, also a director of the latter railway,

held 2000 Glasgow, Airdrie, and Monklands shares, acquired in trust for the Edinburgh and Glasgow Railway. 11. The defenders illegally took advantage of their position and influence, acquired as above, to counteract the wishes and votes of the other shareholders and directors of the Glasgow, Airdrie, and Monklands Company, and on 29th September 1847, succeeded in carrying an amendment for delaying the construction of the line. 12. At a subsequent meeting of shareholders on 6th October 1847, the defenders again opposed the approval of the directors' report, which was in favour of proceeding with the formation of the railway, and this led to a protest being entered on behalf of the other shareholders against the right of the individual defenders to vote upon the shares held by them in trust for the Edinburgh and Glasgow Railway. 13. The directors' report, the approval of which was thus opposed, correctly stated the great advantages which would result in the formation of the line, and the great interest displayed in its success by the proprietors through whose lands it would pass. 14. But the formation of the railway was wrongfully opposed by the defenders for their illegal purposes aforesaid. On 6th October 1847, the defender Dunlop, seconded by the defender Blackburn, opposed a motion for the approval of the said directors' report, and that certain shareholders were duly elected directors. This motion, however, was declared to be carried; against which decision of the chairman Mr. Blackburn protested, and declared, that he held all parties who acted on that decision personally liable in the consequences. 15. The defenders successfully continued their illegal schemes and devices for opposing the formation of the railway throughout the year 1848; and in the year 1849 they had contrived to concentrate in their own persons the entire management of the affairs of the railway. On 18th April 1849 they carried a motion, that the directors should be reduced in number, and procured a resolution, that the quorum of directors should be three in place of five; and at a meeting on 20th April thereafter, they procured the election of the defender Peter Blackburn as chairman, and the other defender, Borthwick, as deputy chairman. 16. Thereafter, in furtherance of their said illegal designs, the individual defenders prepared a report by the directors to the shareholders, recommending an application to parliament to dissolve the company and wind up its affairs. This report, at a meeting of shareholders on 26th September 1849, presided over by Blackburn, was remitted to a committee of inquiry. 17. This committee reported to a meeting of shareholders on 27th March 1850, that the whole proceedings of the parties then acting as directors, viz., the individual defenders, had been adopted with the view to defeat the object of the company's act, and in subserviency to the interests of the Edinburgh and Glasgow Railway, and that regular books of the accounts and cash transactions had not been kept; and that the promotion of the proposed act for the dissolution of the company would be improper. But the defender, Blackburn, with the assistance of the other defenders, obtained a pretended approval of a report by himself and the other defenders, which contained untrue and improper statements and recommendations. Under colour of which report (18), and notwithstanding protests against it, they illegally introduced a bill into parliament for the dissolution of the company; which bill, though supported by the defenders, was unanimously reported against and rejected. 19. The individual defenders illegally contrived, by electing and re-electing themselves, to hold their offices as directors during the subsequent years; but they illegally refused to construct the railway; violated, repudiated, and resiled from the contracts of their predecessors; and entered into unauthorized transactions inconsistent with the objects of the statute; *inter alia* (the article then specified various acts of malversation falling under the above head). 20. The individual defenders assumed the powers of, and acted as, directors, without being elected or duly qualified in terms of the statute, as they did not possess in their own right 50 shares each in the undertaking. The various meetings of shareholders, at which they procured their election, obtained powers and approval of their acts, were not duly constituted, as there was not present thereat a quorum of 10 shareholders, holding in the aggregate not less than £20,000 stock. Further, the act 11 and 12 Vict., cap. 118 (August 1848), provided that, till a certain event occurred, it should not be lawful for the Edinburgh and Glasgow Railway to vote at the meetings of the Glasgow, Airdrie, and Monklands Railway. The object of this provision was to protect the independent shareholders of the latter railway against the undue interference of the former. But the individual defenders, in violation of this act, procured and used pretended votes in support of motions adverse to the execution of the undertaking; and these votes were truly votes of the Edinburgh and Glasgow Railway illegally given through the individual defenders. 22. Although the individual defenders, by their illegal acts, votes, and contrivances, as pretended shareholders and pretended directors and office bearers of the said Glasgow, Airdrie, and Monklands Junction Railway Company, have defeated the objects of the company, and the powers conferred by their act of parliament for the construction of the railway have expired without any part of the railway being formed, yet the defenders have not repaid to the pursuers any of the sums which were advanced by them under the names of a deposit and a call for the purpose of constructing the railway; nor have the defenders accounted for their intromissions with the funds and property of the pursuers and other shareholders. The intromissions had by the defenders, and others acting under their authority, with the proceeds of the deposit and calls before mentioned, and the sales of the

company's property and effects, exceed £100,000. No books were kept, and no accounts have been exhibited, containing a true, full, or accurate statement of the intromissions on the one hand, or the manner in which the funds have been wholly or partially invested, expended, or applied by the defenders, on the other hand. No proper balance-sheets were made up and produced to shareholders, exhibiting a true statement of the capital, stock, credits, and property of the company, and the debts due by the company. 23. Throughout their course of pretended management, the individual defenders had not acted in the execution of the company's statute before mentioned, or relative statutes. Their proceedings were wrongful and illegal, in *malâ fide*, and in breach of the trust and duties undertaken by them. In such accounts as they kept, the defenders had illegally taken credit for various sums not expended in execution of the statute, nor for the proper purposes of the company, but expended or incurred for or on account of the defenders' illegal transactions and proceedings before referred to, and other unauthorized and illegal transactions. 24. In 1853, the individual defenders caused actions to be raised in the Court of Session in name of the Glasgow, Airdrie, and Monklands Junction Railway Company, against the present pursuers, for payment of certain calls pretended to be owing by the latter under the resolutions of November 1846 and September 1847. These actions had been sisted till the issue of the present process. No part of the projected railway had been formed, and no calls were necessary. The statutory powers to make the railway had expired, and there was a large balance in the hands, or under the control, of the defenders out of which the pursuers claimed repetition of the advances made by them under deduction of the expenses lawfully incurred. In consequence of the defenders having refused to account for their intromissions, the present action became necessary.

The Court of Session held, that there were no relevant grounds for reducing the minutes or for repayment of calls; and that the directors were not called on to hold count and reckoning with each individual shareholder, though the latter might in relevant averments have an action of damages for fraudulent mismanagement.

The pursuers appealed, maintaining, in their case, that—1. The appellants' application for a diligence for the recovery of the various writings contained in the specification, No. 21 of process, was improperly refused. 2. As the record contained averments relevant to support the conclusions of the action, it ought to have been admitted to proof. 3. Whether the minutes were reduced or not, the defenders are bound to hold count and reckoning with the appellants for the deposits and calls intromitted with by them, and to repay to the appellants the amount of such deposits and calls, in as far as the same had not been legally applied to the purposes contemplated by the Glasgow, Airdrie, and Monklands Junction Railway Act.

The respondents, in their case, averred that—1. The action was not relevantly laid. 2. The record contained no sufficient or relevant averments to support the conclusions.

The *Attorney General* (Bethell), and *R. Palmer* Q.C., contended, that the appellants' application for a diligence to recover the writing specified was improperly refused. Sufficient ground for it had been shewn, and the documents were necessary to enable the appellants to prepare their pleadings, and close the record. The action was relevant in the circumstances set forth in the condescendence. The calls were made for purposes clearly beyond the powers of the company. The directors were conniving with another company, and engaging in a design, the object of which was to destroy the appellants' company. Even if the calls were properly made, the respondents were bound to account for the deposits applied to other than the legitimate purposes of the company—*Davidson* v. *Tulloch*, *ante*, p. 930; 3 Macq. Ap. 783; *Salomons* v. *Laing*, 12 Beav. 339; *North British Bank* v. *Collins*, 1 Macq. Ap. 369; *ante*, p. 186.

Sir H. Cairns Q.C., and *D. Mure*, for the respondents, contended, that the application for a diligence was incompetent, because there was no ground of action. The calls were properly made, and could not be reduced on the grounds alleged. If any remedy lay against the directors, it must be through the means of the company as a body, and not against individual directors, who were not shewn in this case to have been parties to the making of the calls. The appellants should have called a general meeting of shareholders, and have exhausted the statutory powers given them by their act of parliament, before resorting to an action against individual directors—*Mozley* v. *Alston*, 1 Phillips, 790; *Foss* v. *Harbottle*, 2 Hare, 461.

LORD CHANCELLOR CAMPBELL.—My Lords, in my opinion the interlocutors appealed against ought to be affirmed. The first interlocutor appealed against is for refusing a diligence. Now, when I look at the nature of this action, I think, that the diligence, at the time it was applied for, was properly refused, because then the question arose as to relevancy, and until that question was determined, I think there was no obligation to grant diligence. The granting of this is generally a matter of discretion, but, in this case, I think the discretion was properly exercised in withholding it until it was ascertained, whether the action could lie, giving credit to all the allegations in the condescendence.

Then, the next ground of appeal is respecting the reduction of the orders for the two calls. Now, upon that point, I never entertained the smallest doubt. It is not disputed, that these calls were lawfully made. They were made at a time when the company was in full vigour, and they

were made by those who had the right to make them. The only ground upon which it is now sought to reduce them is, that there has been a misapplication of the money raised by these calls. If there had been such a misapplication, that might have been, when it was going on, a ground for interdict, but it cannot possibly be a ground for declaring, that that was null and void, which we are of opinion was perfectly valid in all respects.

Then we come to the petitory conclusion of the summons. And it must be observed, that this is not, as was the case in *Davidson* v. *Tulloch*, an action founded, *ex delicto*, for damages in respect of a deceitful representation, or damages in respect of fraudulent conduct. It is for count and reckoning; it is with a view to surcharge and falsify accounts which have been rendered.

Now, if this had been a common partnership, and the partnership had come to an end, and there had been assets to be distributed, and accounts to be settled, I should have thought, that no doubt, in Scotland as in England, a suit might have been instituted for the purpose of having the accounts adjusted and distribution made. But, that is not the nature of this case. Here you have a joint stock company, a corporation; and although there is not in Scotland, as there is in England, any process provided for winding up the concerns of the company when it is dissolved, there are special opportunities and means given to all the shareholders from time to time to see, that proper accounts are rendered, and that their affairs are properly conducted, and the accounts are to be periodically submitted to the general meetings of the shareholders, and balances are to be struck.

Now, it seems to me, that, under these circumstances, until there has been a complaint made, and until there has been an effort made to obtain justice by applying to the company, this mode of bringing an action at the suit of one or of several of the shareholders is incompetent. It may probably be unnecessary. At all events, it would be right to try what could be done without appealing to a court of justice. Such an appeal to a court of justice, under such circumstances, evidently leads to the most inconvenient consequences, and unless it be absolutely necessary, I think it ought not to be permitted. Now, here there has been no complaint at any public meeting of the company, as far as we know, and no attempt to make any such complaint of the accounts rendered, or to call a meeting for the purpose. There are means of calling a meeting, but none of them have been resorted to. But this action is brought by several gentlemen against the company, and against the directors of the company, and I think that, according to the analogy of the cases that have been decided in England, which rest upon principles that are equally applicable to Scotland, this ought not to be permitted. If one shareholder is allowed to bring such an action, then each individual who has a different complaint of his own, on different parts of the accounts which have been rendered, may follow the example, and the company may be torn in pieces, and utterly ruined by the litigation in which it is involved.

It seems to me, therefore, that this is a case in which, in the first instance, until application has been made to obtain justice by the means which the legislature has put in the possession of every shareholder, such an action cannot be maintained.

I do not find here anything which might not have been ratified and adopted by the company if they had thought fit. I think, that Sir Hugh Cairns' observations upon the allegations respecting the misconduct of the directors are well founded, because, although the acts that were done by the directors were *ultra vires* of the directors, I do not think it was necessarily *ultra vires* of the company to have condoned the acts done by the directors, and to have adopted them.

For these reasons, my Lords, I think, without going into the circumstantial facts of the case, and the authorities cited, I must advise your Lordships, that this appeal be dismissed with costs.

LORD CRANWORTH.—My Lords, I concur with my noble and learned friend in thinking, that there is no ground whatever which ought to induce your Lordships to interfere with these interlocutors; on the contrary, I think, that they have been correctly made.

First, (not taking the interlocutors in the order in which they were pronounced,) as to the interlocutors which relate to the merits of this case. In my opinion, the merits of the case are to be looked at with reference to those cases which have been decided in England, and which have been decided on a principle not confined to the peculiar jurisdiction of the English Courts, but applicable to the jurisdiction of Courts everywhere. And, that principle appears to me to resolve itself into this, that where there are shareholders in any incorporated body who have, or think they have, a right to complain of the conduct of those who are managing the affairs of that body, their remedy is not directly against the managers, but through the company, against the managers—and through the company only. And upon very obvious principles, the managers are the servants not of the individual shareholders, but of the company; and the course, therefore, that any shareholder must take, if he is aggrieved, is to call upon the employers of those managers to bring them to account, and then, that being done, to get relief from the company itself. If, indeed, there be any collusion, that can be suggested, or any specialty to shew, that

the ordinary course being pursued would lead to injustice, that would give rise to different considerations; but nothing of that sort occurs here.

Now Mr. Roundell Palmer, with great ability, tried to make a distinction in this case, arising from the circumstance, that the object of the company had here come to an end; that there was no railway to be made; and, therefore, he likened it to the ordinary case of a partnership, where the partnership has come to an end, and where there might be a suit by any partner for an account and administration of assets. But it appears to me, that the position in which these parties stand here towards these directors is not at all affected by the circumstance, that it has become impossible to make the railway. What these parties complain of is, that, in the progress towards making the railway, funds got into the hands of the managers of this company, and that those funds have not been duly and properly accounted for. Now it appears to me, that the principle which would have regulated this case, if it were still possible to make the railway, will regulate it exactly in the same way, now that the object of the company has come to an end. There can be no difficulty in the way of these parties having a general meeting called for the purpose of winding up the concern. There is no doubt, that such a meeting could be called, and that, with the sanction of that meeting, a suit might be brought against the directors on the part of the company. That they could have done just as well, now that it has become impossible to make the railway, as if no such impossibility had existed.

At one time I was much struck with the observation, that in one of the articles of the condescendence there is an averment, that proper accounts had not been taken; consequently it was said, that something had been done, that was in violation of the act of parliament, and therefore *ultra vires*. That, in my opinion, is a misapplication of the principle of *ultra vires*. The meaning of *ultra vires* is,—if a corporation, having been constituted for a particular object, appropriates its funds to something else than that object, it is doing something, that impliedly it is forbidden to do by the act of parliament. That is *ultra vires*. But to say, that it is *ultra vires* of the company, that the accounts have not been accurately kept, seems to me to be confounding together two grounds of complaint which are altogether distinct. The very object of the suit for calling the directors to account is to have corrected any irregularites which there may be in the accounts that have been rendered.

My Lords, that being my view of the merits of the case, then the question arises as to other interlocutors—the interlocutors of the Lord Ordinary which never went to the Inner House. Upon that subject it is enough perhaps to say, that is a matter of discretion, but I do not think it would have been a wise exercise of discretion; indeed, I think it would have been a very wrong exercise of discretion to have ordered the production of documents upon a record in which it was obvious, that the record, *rebus sic stantibus*, could lead to no result; because, looking at the record, if I am right in the view which I take of it, the allegations do not amount to any relevant ground of complaint. Consequently the ordering a production of the documents would have been merely an officious interference on the part of the Court. Upon these grounds, therefore, I agree with my noble and learned friend in thinking, that the interlocutor ought to be affirmed.

LORD KINGSDOWN.—My Lords, I am not prepared to express to your Lordships any dissent from the opinions of my noble and learned friends. You have the unanimous opinion of the Court below, and two of your Lordships having expressed a decided opinion to the same effect, I do not see any ground of doubt sufficient to justify my asking for time for a further consideration of this case.

Interlocutors affirmed with costs.

For Appellants, Grahame, Weems, and Grahame, Solicitors, London; W., A. G., and R. Ellis, W.S., Edinburgh.—*For Respondents*, Connell and Hope, Solicitors, London; George Wedderburn, W.S., Edinburgh.

MAY 14, 1860.

The REV. DR. GRANT, Collector of the Ministers' Widows' Fund, *Appellant*, *v.* The REV. ARCHIBALD LIVINGSTON and Executrix, *Respoudents*.

Et è contra.

Church—Ministers' Widows' Fund—Stipend, Vacant—Statutes 54 Geo. III. c. 169; 1592, c. 117—Interdict—*A minister having been found guilty by the presbytery, on a libel concluding for his deposition, obtained an interdict against any church judicatory pronouncing sentence against him in the process. Thereafter, the General Assembly having pronounced sentence of*