

have been authorized by the express provisions of their Act of incorporation.

The validity of the first of these grounds of defence must depend * upon the extent to which the resolutions of this corporation are to be deemed final and conclusive; or, how far **141** this Court can exercise over bodies politic of this, or any other description, a superintending and controlling authority. It must be constantly borne in mind, that all corporations are artificial beings who have all the capacities and faculties of natural beings to the full extent of the powers vested in them by the express terms of their incorporation; and also of such other powers as are necessarily incident to those expressly granted. Each corporation, whether sole or aggregate, or however constituted, is and must be, from its nature, an artificial being, in itself altogether separate and distinct from that of any one, or any aggregation of natural persons of whom it is constituted. The internal government of many of the corporations of England is exercised subject to the superintendence and control of the visitor, who is, most commonly, the private founder or donor of the funds with which it deals. This visitatorial power, in the hands of private persons, is exercised in a summary or arbitrary manner, and being liable to abuse, is therefore never encouraged or extended. *Attorney-General v. Middleton*, 2 *Ves.* 328. But where there is no special visitor, which is commonly the case with all civil corporations, the visitatorial power is exercised in England, by the Court of King's Bench, by means of a mandamus or information; 1 *Blac. Com.* 481; and here, in like manner, by the Courts of common law having original jurisdiction.

In this instance, the object is to control this company in the disbursement of its corporate funds, on the ground, that they are not applied to corporate purposes, or in the manner authorized by the Act of incorporation. It is said, that according to the civil law, the rights of bodies politic over their corporate property is like that of minors; and that they cannot be permitted to dispose of it in any way to the prejudice of the institution. *Vattel*, b. 1, s. 247. But, according to the common law, it is otherwise; for it is laid down as an incident of all bodies politic, that corporate property may be encumbered, applied, or aliened, by its full and regular assent, in any manner, and for any purpose whatever; the will of the artificial body, as of a natural body, in all such cases, being the law, and standing in the place of any reason for so doing. This uncontrollable right of alienation, in the case of ecclesiastical corporations, in England, * was productive of such evils, **142** as occasioned a check to be put upon it by what are, there, called the disabling statutes; but, as to all other corporations, the common law rule is still in force. *Co. Litt.* 44, 300; *Com. Dig.*, tit. *Franchise*, F. 18. There are many cases to be met with, and some