

of a very complicated nature, where a single corporator has by bill in equity called the corporation itself to account, in order to obtain his due share of rents and profits; *Adley v. The Whitstable Company*, 17 Ves. 316; *S. C. 1 Meriv.* 107; and also where the body politic itself has, by bill, asked to have relief against its own directors, officers and servants, in respect of their frauds, mismanagement or breaches of trust. *The Charitable Corporation v. Sutton*, 9 Mod. 350; *S. C. 2 Atk.* 400; *Drewry v. Barnes*, 3 Cond. Chan. Rep. 311. But this is the first instance, in this Court, in which a member has charged the body politic itself with making expenditures not for corporate purposes; and, on that ground, prayed to have it prevented from doing so by injunction.

It is said, that, in this case, such a restriction may be imposed; because, the State is a stockholder; and, therefore, that the public is peculiarly interested in the proper application of the corporate funds. But if the Republic condescends to become a dealer in stocks, and to place herself upon the foot merely of a corporator, or member of an incorporated company, she must, by so doing, be presumed to have consented to have her funds so invested, subjected to the same management, and made liable in the same manner, and to the same extent as those of the individual corporators with whom she has become so associated. *U. S. Bank v. Planters Bank*, 9 Wheat. 907; *Towson v. The Havre de Grace Bank*, 6 H. & J. 52.

It seems to follow as a just, and necessary consequence, from the very nature of delegated and limited powers, with which kind of authority alone this corporation has been invested, that there ought to be, and must exist somewhere a superintending authority to restrain and confine the exercise of such powers within the limits assigned to them. Within the scope of its general and discretionary powers, the authority of the corporation to dispose of its funds, for any purpose whatever, may be admitted to be absolute and beyond all control. But, if property be given to a body politic for certain specified and limited purposes, any application of it to an obviously different object is a violation of the law; and consequently, expenditures not for corporate purposes, in whatever

143 * way they may have been authorized by the body politic, may be enjoined and prohibited. *Child v. Hudson's Bay Company*, 2 P. Will. 207; *Attorney-General v. The Governors of the Foundling Hospital*, 2 Ves. Jun. 43; *The Mayor and Commonalty of Colchester v. Lowten*, 1 Ves. & Bea. 226; *Gray v. Chaplin*, 1 Cond. Chan. Rep. 451; *Bromley v. Smith*, 2 Cond. Chan. Rep. 5; *Blain v. Agar*, 2 Cond. Chan. Rep. 19; *Hichens v. Congreve*, 3 Cond. Chan. Rep. 796; *The People v. The Utica Insurance Company*, 15 John. Rep. 358.

It is therefore conceived, that this resolution of The Chesapeake and Ohio Canal Company, by which these projected and in part