

ment, of which there is no allegation or proof of any having been made, to make any portion of the navigable canal, constructed by that company, tributary to any mills or water-works, or to draw water from such canals for any purpose whatever.

This plaintiff, after having presented himself as the legal owner of certain natural mill-sites; and as the claimant of certain privileges with which the property of these defendants stand charged; and endeavouring to sustain his right to have that property, and those privileges protected by the conservative process of this court, now assumes a new and entirely different garb, and comes before the court as one of the society, and a collegiate brother of the defendants. He alleges, that he is a stockholder of the body politic, called *The Chesapeake and Ohio Canal Company*; that the corporation themselves, or their president and directors are expending the funds of the institution in a manner not warranted by law; and are erecting works, and extending them to points beyond the assigned limits, to answer purposes, and subserve interests entirely alien to the great objects of the act of incorporation, and altogether at variance with the authority conferred by it, which operations, the plaintiff complains, will work a fraud upon him, and result in the most irreparable injury to his property and rights as a stockholder in the company. And he thereupon prays, that these defendants may be restrained by an injunction from thus illegally misapplying those funds.

The defendants meet and oppose this complaint; *first*, on the ground, that the works, projected and now in part executed, were expressly authorized by the whole corporation, at a general meeting, to which all the stockholders were regularly called, and this plaintiff among the rest; which determination of the corporation, in general meeting, must be deemed final and conclusive; *next*, on the ground, that the erecting and extending the works, in the manner projected, being altogether within the District of Columbia, is a matter which belongs exclusively to the government of that District; and, having been heretofore submitted to a legal and competent tribunal there, by which the formation of them had been decided to be legal and proper, this court can have no jurisdiction of the matter in any way whatever; and *lastly*, upon the ground, that the erection and extension of the works as planned, and in part executed, are in violation of no law, and have been authorized by the express provisions of their act of incorporation.

The validity of the first of these grounds of defence must de-