

"If a matter is left to the discretion of any individual or body of men who are to decide according to their own consciences and judgment, it would be absurd to say that any other tribunal is to inquire into the grounds and reasons on which they have decided, and whether they have exercised their discretion properly." *Tenterden in King vs. Mayor*, 3 Barn. and Ad. 271.

"With the exercise of the Commissioners' judgment over the subject-matter confided to them, and within the scope of their authority, this court has nothing to do; so long as they act in good faith, and with pure and upright motives, I am not at liberty to interfere against their positive denial." *Clarke v. Brooklyn Bank*, 1 Edwd. Ch. 361. The Commissioners were authorized to distribute stock amongst such subscribers as they should deem most advantageous to the institution, and though they distributed it amongst themselves, they were not enjoined.

"I suppose the court thought itself at liberty to examine whether the refusal proceeded from a vicious, corrupt, or unreasonable cause. *A dangerous power*, which, however, has always been assumed by the court." Lord Eldon in *Clarke v. Parker*, 19 Vesey 1.

In *Bruner v. Storm*, 1 Sandf. Ch. 358, where the necessity of a sale was to be left to the judgment of the executor, it was held that this could not be controlled if it was exercised in good faith.

In *Re Beloved Wilkes*, 3 Mac. & Gor. 441, where trustees were to appoint such a boy to a foundation out of one of four named parishes, as might be deemed eligible, they decided that there was no boy therein who was eligible and selected one who resided elsewhere. There had been a *cy pres* settlement in chancery which allowed them to select outside the prescribed limits under such circumstances. It was held that in the absence of proof that the trustees had exercised their discretion other than fairly and honestly, the court had no jurisdiction to interfere. "Discretion must be exercised with an absence of indirect motives,

