

"can conclude that the donee of a power is acting in fraud
 "of it. But when, as in your case, the trustee acts in ac-
 "cordance with his own best judgment, and in so doing
 "follows the positive directions of the testator, it will be
 "altogether unprecedented for a court to interfere and
 "substitute its discretion for that invoked by the will."

Where, in *Re Gresham Life Ins. Co.*, 21 Weekly Re-
 porter, 188, it was alleged that a corporation had improp-
 erly refused to approve of transfers of shares, the Vice-
 Chancellor refused to interfere, saying: "Although I per-
 "fectly agree that if it can be shown affirmatively that
 "they are exercising their power capriciously and wantonly,
 "then there might be good ground for the court to inter-
 "fere."

"Unless it can be shown that the trustee, having the
 "discretion, exercises the trust corruptly or improperly, or
 "in a manner which is for the purpose, not of carrying
 "into effect the trust, but of defeating the purpose of the
 "trust, the court will not control or interfere with the ex-
 "ercise of the discretion." *Wellesley v. Mornington*, 2
 Kay and Johns. 154.

"Where a power is given to trustees to do or not to do
 "a particular thing, at their discretion, the court have no
 "jurisdiction to lay a command or prohibition upon the
 "trustees as to the exercise of that discretion, provided
 "their conduct be *bonâ fide*, and their determination is not
 "influenced by improper motives." *Lewin on Trusts* (5th
 ed.), 439.

"And in such cases the court cannot decide upon the
 "propriety or impropriety of the refusal by the trustees
 "to give their assent, unless the refusal be shown to pro-
 "ceed from a vicious, corrupt, or unreasonable cause. And
 "it will rest with the other party to prove the existence of
 "an improper motive, and not with the trustees to show
 "a reason for their refusal." *Hill on Trustees*, 490.

"If the trustees exercise their discretionary powers in
 "good faith, and without fraud or collusion, the court can-