

"It is said in *Angel and Ames on Corporations*, as to the form required in removing a ministerial officer elected during the pleasure, very little formality is requisite. Such an officer is not entitled to any notice."

Little Formality
Required

In *Regina v. Governors of Darlington School*, 6 Q.B. 681, Tindal, C. J., in delivering the judgment of the court, at p. 714, said:

"The plaintiff in error contends that, upon the proper construction of the letters patent of Elizabeth, the schoolmaster is appointed during good behavior at least, so that he had in contemplation of law a freehold in his office, and that, upon the authority of *Bagg's Case*, 11 Rep. 93 b, *Dr. Gaskin's Case*, 8 T.R. 209, and others cited, the plaintiff could not be legally removed without being summoned to answer the charge, nor, without having a reasonable time to answer, nor, lastly, without proof of the charges brought against him: all which steps are found by the jury not to have existed in this case.

"And, if this is the true construction of the charter of foundation, if the office of the schoolmaster resembled that of a freeman of a borough, which was *Bagg's Case*, who according to the report of Lord Coke, 11 Rep. 98 b, had 'a freehold in his freedom for his life, and with others, in their politic capacity,' 'an inheritance in the lands of the said corporation,' or if the office of schoolmaster resembled that of a parish clerk which was the subject of discussion in *Dr. Gaskin's Case*, the inference drawn from those cases might be correct. But, looking to the terms of the letters patent of Queen Elizabeth, we think the office in question is, in its original creation, determinable at the sound discretion of the governors whenever such discretion is expressed, and that it is in all its legal qualities and consequences not a freehold but an office *ad Libitum* only. The Governors would be guilty of misconduct, might perhaps render themselves liable to a criminal prosecution, if they exercised their discretion of removal in an oppressive manner, or from any corrupt or indirect motive: but we see nothing that is to restrain them from exercising such discretionary power whenever they honestly think it proper so to do. The letters patent, after incorporating the Governors, expressly give them the power of nominating from time to time, a master of the said school, 'so often as to them and their successors, or the major part of them, occasion them moving thereto, should appear, and of removing the same master, etc., from the said school, according to their sound discretion, and of placing or appointing other or others more fit in their stead or steads.' The founder had an undoubted right to repose this large confidence in the governors, if she thought proper: and she appears to have intended so to do without subjecting the exercise of this discretion either to the judgment of any visitor or of any jury; and, if the master was appointed *ad Libitum*, as we think he was, it is clear he was removable without any summons or hearing of him; *Rex v. Mayor of Stratford-on-Avon*, 1 Lev. 291. And there seems nothing unreasonable in the founder's giving such authority to the Governors. For there may be many causes which render a man altogether unfit to continue to be a schoolmaster, which cannot be made the subject of charge before a jury, or otherwise of actual proof. A general want of reputation in the neighborhood, the very suspicion that he has been guilty

No Restraint to
Discretionary
Powers

Founder's
Rights