

wholly to remove human frailty from the possibility of yielding in to be continually plunging into darkling inquiries as to the probable purity and uprightness of sundry isolated transactions. It is possible that any person, being a director, might, at a meeting of the board, vote honestly and with a single eye to the bank's welfare, upon a question in which he had an individual interest opposed to that of the corporation. It is also possible that he might intend so to vote, and yet not succeed in doing so by reason of the unconscious obliquity of mental vision which such circumstances may often produce. But a sound precaution prefers to exchange these possibilities for a certainty. The law, therefore, has, with wholesome care, declared that it is a duty of a director, resulting from the employment itself, not to acquire any interest in any matter adverse to that of the bank so long as he remains in office. Likewise as a trustee is not allowed to make any profit from, or by the aid or use of, the object matters of his trust, so a director is forbidden to make any profit out of his employment. Not only must he refrain from voting on questions in which he is directly interested, but he must not use his influence, resulting from his official position, to secure his own ends or his private advantage. Neither, of course, can he directly or indirectly barter this influence to any outside person upon any species of consideration moving from that person to himself. It is not enough in the eye of the law to protect him that he did not mean to prejudice the bank, if his act is open to suspicion he will, like a trustee, be held to have violated his duty, which is not to strive to do questionable things conscientiously, but wholly to refrain from all actions or intermeddling in them of what nature soever (1).

54. Attempts have often been made to prevent, by statutory enactment, some of the more definite and openly dangerous acts which directors may sometimes be tempted to do for their own use and advantage. But this method is necessarily insufficient. The language, if specific, will cover too little: if general, will cover too much: and so in either case the phraseology will be easily perverted and the intent evaded on the plea of reasonable construction or necessity. The present act, like the National

---

(1) The English and American cases in support of these common law rules are cited in Morse, p. 115, from whose work the principles here laid down are taken.