when the institution was be given up, and the Regents took places under the Trustees, all must regard them as having assented, voluntarily, to the alterations in their charter, for the idea of coercion is ridiculous. What was there to prevent the Regents from asserting their claim then as well as in 1837. The history of the University, for the eleven yearsof the governmentof the Trustees, furnishes a mass of circumstances that would challenge belief from the most incredulous, that the new charter had received from the Regents all the sanction necessary to its validity, which as before remarked, our limits will not permit us to repeat. We will however advert to one striking fact of recognition on the part of the Regents; and one too, which it would be difficult for them, consistent with fair principles, to controvert; we allude to the fact of their permitting, under their sanction and signatures, diplomas to be issued, thereby proclaiming to the world that the Trustees were a lawful body politic, and that the students who graduated under their authority, were legitimately entitled to practice medicine. If the act of 1825 be a nullity, what becomes of all these diplomas? Could the same individuals who invited students to pay for their lectures and instruction, under the assurance that they could confer upon them the privileges and honors of graduation, now be permitted, without violating common sense and justice, to say to these same students, that the Trustees are a *nonentity*, your diplomas void, and our lectures unsanctioned by corporate authority.

The claim of the Regents then, as we believe, resting upon the *technical* existence given to their charter by the decision of the Court of Appeals, we would suggest that their rights should be brought fairly before the court, not trammelled as they were in the recent controversy by the form of action. In such a proceeding the extinction of the charters of 1807 and 1812 would be ascertained. It would be found that both corporations were dissolved; that the Regents had assented to the act of 1825, had surrendered their charter of 1812, or that a majority of the members of some Faculty had either died or resigned. In any of these events the corporation would be unquestionably annihilated; and even if it were possible for the Regents to escape all these causes of dissolution, the neglect to perform the duties imposed upon them for ten years, would be ample ground for vacating their charter.

It is true the Court of Appeals have stated propositions in their opinion, which would seem to fence in this charter from all the effects of *'resignation,' assent 'acceptance'* or *surrender;* they have not however decided or intimated that it may not be dissolved by loss of members or forfeited for neglect of duty.

Relative to resignations in the 37th page of the opinion, the court say, "an office may be resigned in a corporation in two ways, by an express agreement between the officer and corporation, or by such an agreement implied, from his being elected to another office incompatible with it,' and that acceptance by the corporation is necessary to perfect a resignation. From this it might be inferred, that