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UBCHEA ARCHIVES
COLLEGE FILES
RG 11

Huachung
Admin.
Correspondence related to
incorporation of Board of
Trustees 1934-1935

JOHN WILSON WOOD, D.C.L.
EXECUTIVE SECRETARY
THE REV. A. B. PARSON
ASSOCIATE SECRETARY

SECRETARY FOR LATIN AMERICA

J. G. VAUGHAN, M.D., MEDICAL ADVISER
(150 Fifth Avenue, New York)

CABLE ADDRESS: "PENALONG NEW YORK"
CODES: MISSIONS, WESTERN UNION AND BENTLEY

THE NATIONAL COUNCIL
PROTESTANT EPISCOPAL CHURCH
IN THE UNITED STATES OF AMERICA

CHURCH MISSIONS HOUSE
281 FOURTH AVENUE
NEW YORK, N. Y.

Telephone: GRAMERCY 5-3012

DEPARTMENT OF FOREIGN MISSIONS

CORPORATE TITLE
THE DOMESTIC & FOREIGN MISSIONARY SOCIETY
OF THE PROTESTANT EPISCOPAL CHURCH
IN THE UNITED STATES OF AMERICA

THE SPIRIT OF MISSIONS
ONE DOLLAR A YEAR

MAKE CHECKS PAYABLE TO
LEWIS B. FRANKLIN, TREASURER

IN REPLY TO THIS LETTER,
PLEASE REFER TO ITS DATE

December 27, 1934.

Dr. A. L. Warnshuis,
Dr. John W. Wood.

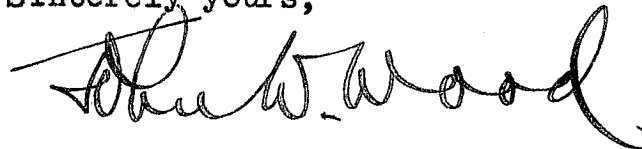
At the meeting of the Board of Trustees
of Hua Chung College held on December 13th, the following
resolution was adopted:

~~94~~ RESOLVED: That the Committee on Incorporation
be requested to arrange for a conference to be attended by
its members and by Messrs Feild and Gilchrist in the hope
of finding a legal method for accomplishing the desired
purpose and with instructions to make recommendations of
some other procedure if the plan at present under
consideration should finally prove to be impracticable.

I believe that you and I are the only members
available for this service. I suggest that as soon as possible
after New Years Day, we try to arrange for the proposed
conference.

I presume it would be well to give Mr. Feild and
Mr. Gilchrist an opportunity to review the correspondence on
the subject prior to their meeting to discuss it.

Sincerely yours,



JWW:MK

Try 14 - 16

January 7, 1935.

Mr. Thomas B. Gilchrist,
Cadwalader, Wickersham and Taft,
14 Wall Street,
New York, N.Y.

My dear Gilchrist:

Some time ago you were good enough to advise us regarding the organization of the Board of Trustees of the Central China College. Your advice was with particular reference to the status of proxies. In accordance with your advice we amended the by-laws of the Board and we authorized the necessary steps to incorporate the Board. At this point, however, our proposals were questioned by Mr. A. J. Feild, who is the counsel of the National Council of the Protestant Episcopal Church.

We are anxious to complete the incorporation of the Board as soon as possible and with that in view it is desirable that this point should be finally cleared up or that some legal way may be found to accomplish the purposes we have in view. Our suggestion is that you or your representative meet with Mr. Feild, Dr. Wood, and myself in order that we may discuss the problem and agree upon the necessary steps. We suggest that you meet us at luncheon on January 14, 15, or 16, as may be most convenient to you.

Yours faithfully,

ALW:W

Copy sent to Dr. Wood

Mr. W. J. Noble, Methodist Missionary Society, London

January 16, 1935.

Mr. T. Cooker Brown,
London Missionary Society,
Livingstone House,
Broadway,
Westminster, S.W.1, London.

My dear Brown:

For some time we have been struggling with a problem that has arisen in connection with the proposed incorporation of the Board of Founders of Hua Chung College. I do not know whether this has been brought to your attention but in any case you will doubtless find the necessary papers in your files, as we have previously corresponded with Mr. Hawkins on this subject.

The difficulty arises in connection with the present plan by which the two British societies - your own and the Methodist - who cooperate in this institution appoint alternates resident in New York City who are empowered to act at all meetings in the absence of the principal representatives of these two societies on the Board of Founders. We have just had another conference with our legal advisers and it has been made clear to us that it is impossible to have alternates voting in an incorporated board. The Board of Founders is the same as any other board of trustees or the board of directors of a corporation. The responsibilities of the members of such a board are fiduciary in character and it is impossible for its members to transfer their responsibilities to alternates. The members of the board are the only ones qualified to act in all meetings of the corporation board.

In our previous correspondence you will find reference to an idea that was suggested that alternates might be accepted on condition that they were elected by the same body that appointed the principal representatives. On further inquiry we find that this idea arose from a misunderstanding of a previous memorandum by our legal advisers. Such alternates can act only in meetings of the members of the corporation in electing representatives on the board of directors or founders and in transacting such other business as the members of a corporation would choose to do. In this case the members of the corporation are the cooperating societies themselves and those persons who speak for them. I shall enclose a diagram which will make this distinction plain, I hope. In any case it is clear to us that on the Board of Founders no alternates can serve.

In order that we may speedily accomplish the incorporation of the Board of Founders of Hua Chung College, we suggest that the two British boards agree to one of two plans. (1) The simplest method would be for each of these boards to elect representatives who are resident in New York. We believe this would be the

simplest plan. Of course, if you or someone representing the Methodist Society were in New York at the time of the meeting of the Board you would be recognized as the real spokesman for your Society and in voting in the meeting the official representative would simply express your decisions. In effect there would be no real difference between this plan and that which is now followed. For in practice the alternates are exercising all of the active responsibilities of representing the two British societies. The alternative plan would be to set up a new body which would have the character of a Foundation and which would exercise the functions under Article III of the Constitution, which deals with the holding of property. All other functions in the control of the University would be exercised by the Board of Founders. This plan is also illustrated in a diagram that I shall enclose.

In connection with Dr. Wei's campaign, we are expecting to receive funds and it is exceedingly important that there should be an incorporated body to receive these funds. For this reason we hope that we can arrange for the incorporation of the board within the next few weeks. A regular meeting of the Board of Founders is to be held on February 14 and it would be exceedingly helpful if at that time we could have some reply from you and the Methodist Society. At the last meeting of the Board this whole subject was again referred to Dr. Wood and myself, and I am writing on behalf of this special committee.

I shall send a copy of this letter to the Methodist Missionary Society and I hope that you will find it possible to confer on the subject soon so that we may be advised regarding the desires of both of your societies with reference to this matter.

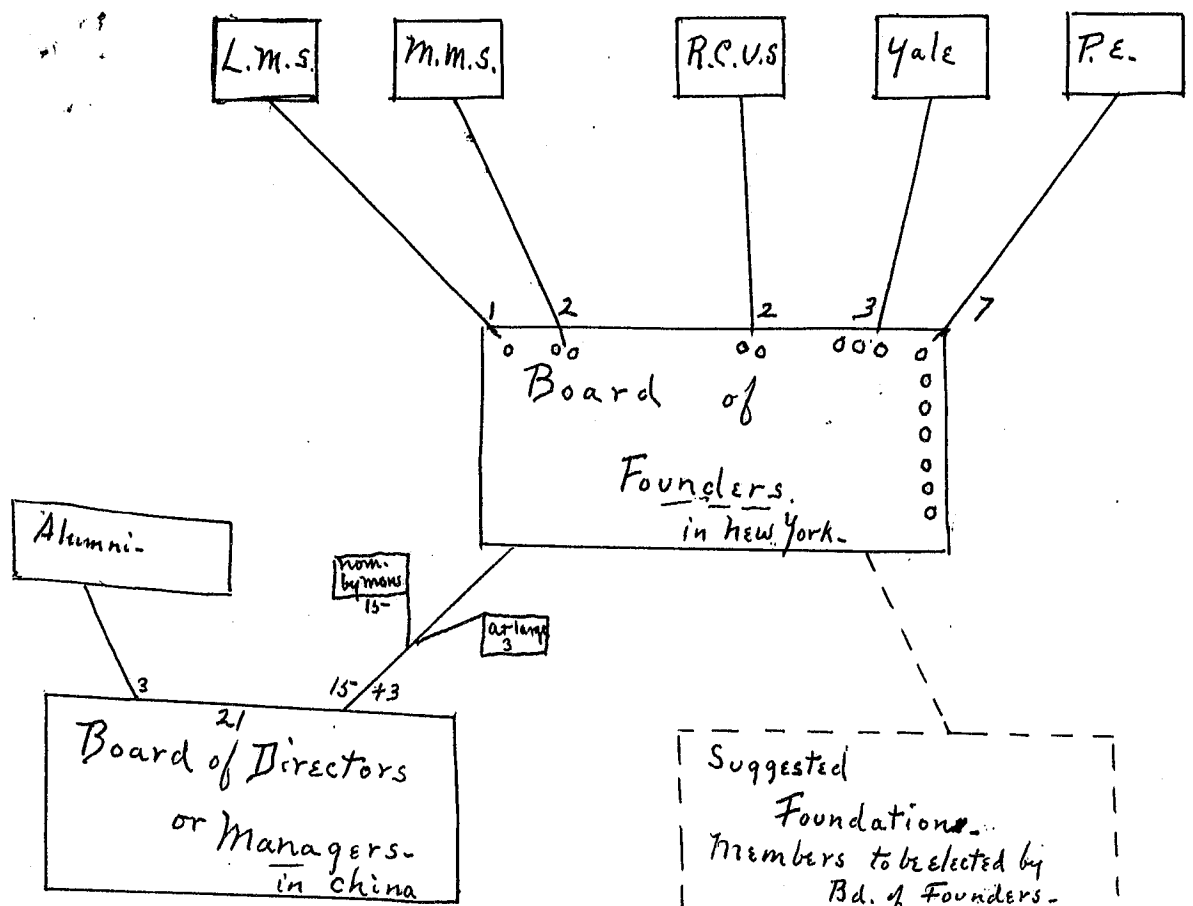
Yours faithfully,

ALW:W

Shareholders in Corporation -
At meetings of Shareholders, if any were held, proxies are accepted.

Board of Directors or Trustees.
No proxies are legal.

This Foundation could be incorporated, and in that case the Board of Founders would not be incorporated. If the Bd of Founders is incorporated, this Foundation is unnecessary.



Suggested Foundations...
Members to be elected by Bd. of Founders -
Functions limited to Art. III.

January 16, 1955.

Dr. John W. Wood,
281 Fourth Avenue,
New York, N.Y.

Dear Dr. Wood:

I enclose a draft of the letter which I propose to send to London with reference to the incorporation of Hua Chung College. I should like to get this off on the mail Friday. I should therefore be glad if you would telephone to me regarding any changes that you think ought to be made in this letter before it is mailed.

Yours faithfully,

ALW:W
Encl.

telephoned approval

JOHN WILSON WOOD, D.C.L.
EXECUTIVE SECRETARY
THE REV. A. B. PARSON
ASSOCIATE SECRETARY

SECRETARY FOR LATIN AMERICA

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IN REPLY TO THIS LETTER,
PLEASE REFER TO ITS DATE

January 17, 1934

JAN 18 1935

Dr. A. L. Warnshuis,
156 Fifth Avenue,
New York, N.Y.

Dear Dr. Warnshuis:

Your letter of January 16 to Mr. T. Cocker Brown seems to express exactly the situation confronting the Board of Trustees of Hua Chung in their endeavor to incorporate. I hope that our British friends will have no hesitation in accepting immediately yours first suggestion.

Sincerely yours,

John W. Wood

JWW:M

Chelsea 3-0973

January 18, 1935.

Reverend W. J. Noble,
Methodist Missionary Society,
24 Bishopsgate,
London, E.C.2, England.

My dear Noble:

Due to our recent annual conference and now to the moving of our office we are under unusual pressure and I trust that you will pardon me for sending you only carbon copies of the letters to Mr. Brown instead of writing original letters to you. This saves us a good deal of work. Please accept the letters as addressed to you.

Yours faithfully,

ALW:W

Chelsea 5-0973

January 22, 1935.

Dr. John W. Wood,
281 Fourth Avenue,
New York, N.Y.

Dear Dr. Wood:

The enclosed diagram should be attached to the copy of my
letter to Mr. Brown in London.

Yours faithfully,

ALW:W

Chelsea 3-0973

January 22, 1935.

Mr. Thomas E. Gilchrist,
Care of Cadwalader, Wickersham and Taft,
14 Wall Street,
New York, N.Y.

My dear Gilchrist:

We had a most useful conference a few days ago with reference to the incorporation of Hua Chung College at which you were represented by Mr. Bissell.

In the course of this conference it was suggested that a diagram would be useful in understanding the organization of the controlling bodies of this institution. I enclose such a diagram, which has been attached to a letter that I have sent to the cooperating bodies in London. I have suggested to them that they should accept our recommendation to appoint residents in New York as their representatives on the Board of Founders so that no alternates would be necessary. This would simplify the question of incorporating that board.

We appreciate very much indeed the assistance you have given and we thank you most heartily.

Cordial greetings.

Yours faithfully,

ALW:W

Cadwalader, Wickersham & Taft

*George W. Wickersham
Henry W. Taft
Francis Smyth
W. Lloyd Kitchel
Cornelius W. Wickersham
George Coggill
Walbridge L. Taft
Robert Le Roy
G. Forrest Butterworth, Jr.
De Coursey Sales
Sidney P. Henshaw
Thomas B. Gilchrist
Merrill M. Manning
F. Hans. McGrath
R. Keith Kane
John G. Boston
Edward J. Haney*

(Strong & Cadwalader)

114 Wall Street

New York

*Telephone, REctor 2-5100
Cable address, Labellum*

January 25, 1935.

JAN 26 1935

A. L. Warnshuis, Esq., Secretary,
International Missionary Council,
Suite 1219,
156 Fifth Avenue,
New York, N. Y.

My dear Dr. Warnshuis:

I am glad that Mr. Bissell's presence at your recent conference proved helpful to you in planning your organization.

I have shown him your letter of January 22nd and he has gone over the chart with me and explained the situation so that I now have, I must confess, a much clearer picture of it than I did when I wrote you on March 16, 1934. It seems to me that you have arrived at a workable solution.

Mr. Bissell commented on the clarity of the chart-- especially as to the annotations in the boxes at the right. He has made two minor comments, however, which may be of interest to you: In the first place he points out that in a membership corporation there is strictly no such thing as "shareholders". The exact term is "members". He says, however, that he used the word "shareholder" at the conference for the purpose of showing that members of a membership corporation occupy a position analogous to shareholders in a stock corporation. For this reason he thinks that the use of the word "shareholders" may well remain on the chart provided that you bear in mind that it actually means "members". In the second place, in connection with the use of the word "alternates" he says that as a matter of procedure you will probably have to work this out by means of proxies. This is, of course, a mere matter of detail.

Yours very truly,

Robert Le Roy

TBG/lm

TELEGRAPHIC ADDRESS:
WESLEY - STOCK
LONDON

CABLE ADDRESS:
WESLEY · LONDON
CABLE CODE:
C · I · M

TELEPHONE NUMBERS:
LONDON WALL
0427 & 0428

*Copy sent to Dr. Wei
" " " " Dr. Wood*

METHODIST MISSIONARY SOCIETY

24 · BISHOPSGATE
LONDON · E · C · 2

H. C. P. 14

SECRETARY FOR CHINA;
REV. W. A. GRIST.

WAG/ES

FEB 8 1935

Dr. A. L. Warnshuis,
Suite 1219,
156, Fifth Avenue,
New York, N.Y.

1st February, 1935.

Dear Dr. Warnshuis,

Mr. Noble handed me a copy of your letter to Mr. Brown, concerning the proposed incorporation of the Board of Founders of Huachung College.

Our Committee considered the matter very carefully, but cannot see their way to adopt either of the alternatives which you suggest, and prefer rather that the status quo should be continued. Even if the alternates Dr. Cartwright and Dr. Vaughan are not able to vote, they might be allowed to attend the Meetings of the Board of Founders and perhaps have the right to speak.

In reply to your letter of Jan. 17th, we are delighted that Dr. Francis Wei is meeting with so much success during his visit to America, and that he has already secured the promise of 30,000 dollars (U.S.) and hopes to raise another 30,000. We hope that this also indicates a general economic recovery in your country. All the Missionary Societies will rejoice if this is so.

I am very sorry that we here are faced by a probable deficit in this year's accounts, and we have been obliged to give notice of a 10% reduction in our grants to all fields, so that on this ground we are bound to refrain from fresh commitments, and with great regret must decline to make the increased grant of 500 dollars for our contribution to the Huachung College.

Dr. Warnshuis, cont.

2.

Even had we been able, financially, to do this, we should have had to refer the matter to the Synod in Hupeh, as one of our rules is that all requests for grants in any Districts must first of all be voted on by the Synod.

Like you, we believe that the Huachung College is doing a great work and meeting an important need in Central China. We hope that it may soon be granted full University status. For these reasons our regret is all the deeper that we are unable to consent to any increase of our own grant.

With kind regards,

Yours sincerely,

Wm. A. Grist.

Chelsea 3-0973

February 15, 1935.

Dr. John W. Wood,
281 Fourth Avenue,
New York, N.Y.

Dear Dr. Wood:

Herewith for your files a copy of the letter from the Methodist Missionary Society in England which I read at the meeting yesterday.

On my way home last night I suddenly remembered that in the rush of our business we failed to settle the question regarding incorporation. I shall be glad to confer with you about this matter at your convenience. I am inclined to think we ought to press forward immediately to incorporate the Board of Founders as it exists and at the same time we ought to continue our efforts to persuade the two societies in England to appoint Americans as their representatives.

Yours faithfully,

ALW:W

JOHN WILSON WOOD, D.C.L.
EXECUTIVE SECRETARY
THE REV. A. B. PARSON
ASSOCIATE SECRETARY

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March 21, 1935.

MAR 21 1935

Dr. A. L. Warnshuis,
156 Fifth Avenue,
New York City.

Dear Dr. Warnshuis:

Herewith a copy of the Certificate of Incorporation for the Central China Foundation. When we talked on January 14th about this matter, I think you made rather a clear distinction between the incorporation of a Central China College Foundation and the Incorporation of the Board of Trustees.

After the meeting of the Board on February 14th, I took this up with Mr. Feild. He strongly advised adhering to the plan of incorporating a foundation. That is why the certificate takes the enclosed form. So far as I can see, there is no material difference and it safeguards, as Mr. Feild pointed out, any possibility of Hua Chung coming under the jurisdiction of the Regents of the University of the State of New York. He felt that this would very likely be the case, to the embarrassment of Hua Chung, if the Trustees were incorporated.

I have extra copies of the certificate, for the other members of the Executive Board.

Mr. Feild will be on hand to explain and we can arrange to have the necessary affidavits taken right then and there.

Sincerely yours,

John W. Wood

CERTIFICATE OF INCORPORATION
of
CENTRAL CHINA COLLEGE FOUNDATION

Pursuant to the Membership Corporations Laws
Of the State of New York

We, the undersigned, desiring to form a corporation pursuant to Article Two of the Membership Corporations Law of the State of New York, United States of America, do hereby certify as follows:

I.

The name of the proposed corporation is Central China College Foundation.

II.

The purpose for which the corporation is to be formed is.

To foster and promote the interests of HUA CHUNG (CENTRAL CHINA) COLLEGE, located at Wuchang, China, and to maintain the Christian character of said institution; and to that end,

To secure funds and financial support to assist in the maintenance and development of said institution.

The corporation shall be conducted exclusively for the purpose aforesaid. No director, officer or member of the corporation shall receive or be entitled to receive any part of its income or assets, or any pecuniary profit from its operation, except reasonable compensation for services rendered in effectuating the aforesaid purpose; and upon a dissolution of the corporation no member thereof, as such, shall have any right, title or interest in or to its property or any part thereof.

III.

The territory in which the operations of the corporation are principally to be conducted is the United States of America and the Republic of China, but its activities and operation shall not be restricted to these countries.

IV.

The office of the corporation is to be located in the City, County and State of New York.

V.

The directors of the corporation shall not be less than nine (9) nor more than twenty-one (21) in number.

VII.

The names and residences of the directors until the first annual meeting are as follows:

- Arthur M. Sherman, 281 Fourth Avenue, New York, N.Y.
- H. St. George Tucker, 110 W. Franklin St., Richmond, Va.
- John K. Shryock, 4509 Regent Street, Philadelphia, Pa.
- Philip S. Parker, Brookline, Mass.
- Georgiana Sibley. 100 Sibley Block, Rochester, N.Y.
- John S. Newbold, 1517 Locust Street, Philadelphia, Pa.
- John W. Wood, 281 Fourth Avenue, New York, N.Y.
- Anson Phelps Stokes, 2408 Massachusetts Ave., N.W., Washington, D.C.
- Oliver Lyford, 125 Dana Place, Englewood, N.J.
- Edward H. Hume, 303 East 20th Street, New York, M.Y.
- John M. G. Darms, 1505 Race Street, Philadelphia, Pa.
- Arthur B. Casselman. 1505 Race Street, Philadelphia, Pa.
- Abbe L. Warnshuis, 156 Fifth Avenue, New York, M.Y.

VII

All of the subscribers to this certificate are ~~xx~~ of full age; at least two-third (2/3) of them are citizens of the United States of America; at least one of them is a resident of the State of New York, and of the persons named herein as directors at least one is a citizen of the United States and a resident of the State of New York.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this certificate in triplicate, as of this 15th day of March, 1935.

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

On this _____ day of _____, 1935, before me personally appeared John W. Wood, to me known and known to me to be one of the persons described in and who executed the foregoing certificate and he acknowledged to me that he duly executed the same for the purposes therein set forth.

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

On this _____ day of _____, 1935, before me personally appeared Arthur M. Sherman, to me known and known to me to be one of the persons described in and who executed the foregoing certificate and he acknowledged to me that he duly executed the same for the purposes therein set forth.

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

On this _____ day of _____, 1935, before me personally appeared Oliver Lyford, to me known and known to me to be one of the persons described in and who executed the foregoing certificate and he acknowledged to me that he duly executed the same for the purposes therein set forth.

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

On this _____ day of _____, 1935, before me personally appeared Abbe L. Warnshuis, to me known and known to me to be one of the persons described in and who executed the foregoing certificate and he acknowledged to me that he duly executed the same for the purposes therein set forth.

STATE OF PENNSYLVANIA)
 : SS.:
COUNTY OF PHILADELPHIA)

On this _____ day of _____, 1935, before me personally appeared Arthur B. Casselman, to me known and known to me to be one of the persons described in and who executed the foregoing certificate and he acknowledged to me that he duly executed the same for the purpose therein set forth.

APPLICATION FOR APPROVAL AND
APPROVAL BY A JUSTICE OF THE SUPREME COURT

STATE OF NEW YORK)
 :SS.
COUNTY OF NEW YORK)

ALEXANDER J. FEILD, being duly sworn, deposes and says:

I am attorney for John W. Wood, and others, signers of the foregoing Certificate of Incorporation of Central China College Foundation, and prepared same pursuant to their instructions. The purpose of the proposed corporation is fully set forth in said certificate. No previous application has been made to any court or justice for the approval of said certificate or the certificate of any corporation having the same purpose.

WHEREFORE the signers of said certificate pray that the same be approved.

Sworn to before me

this day of 1935.

On the foregoing affidavit, of Alexander J. Feild, verified on the day of ,1935 and the Certificate of Incorporation of Central China College Foundation, thereto annexed, I, a Justice of the Supreme Court in and for the First Judicial District of the State of New York, do hereby approve the foregoing Certificate of Incorporation of Central China College Foundation.

Dated, New York

,1935

Justice of the Supreme Court of
the State of New York, in and for
the First Judicial District.

Chelsea 3-0973

March 27, 1935.

The Reverend T. Cocker Brown,
Livingstone House, Broadway,
Westminster, London, S.W.1, England.

Dear Mr. Brown:

I thank you for your letter of the 26th February referring to the question of the incorporation of Hua Chung College. At a meeting of the Executive Committee of the Board of Founders last Friday I presented your letter and also one from Mr. Grist. After further consideration of the whole question and further discussion of the problem with our legal counsel, the Executive Committee made a definite decision authorizing with its full approval the organization of a Central China College Foundation, the membership of which will be the same persons who are members of the Board of Founders but limited to those who are resident in the United States. The purposes and functions of the corporation will be limited to the holding of property and money in the interests of Hua Chung College. This holding corporation will not have any power in the direction or management of the College. It is organized in accordance with Article III of the Constitution of the Board of Founders, which provides that the Board would hold property either in its own name if incorporated or in the name of one or more of its members. In view of all of the facts, the simplest procedure seemed to be to incorporate such a Foundation to be the holding body for the College. Steps to complete this incorporation are being taken immediately in order that we may receive gifts that may soon be obtainable.

With reference to our previous correspondence, you will see that this action means that nothing more needs to be done with reference to the representation of the L.M.S. in the Board of Founders. We can go forward as we have been doing. However, if you desire that I should be a member also of this incorporated body, it will be necessary to make me a direct representative of the L.M.S. in the Board of Founders, only the full members of which who are resident in the United States can be members of the Foundation. As proxies under our existing by-laws, we can act for you in the Board of Founders but we could not act for you in the incorporated body. This is not of any real importance and if I am not a member of the Foundation it would give me a good reason to be relieved of the office of treasurer, which, however, does not carry any heavy responsibility.

Cordial greetings.

Yours faithfully,

*filed alphabetically
T. Cocker Brown*

Chelsea 3-0973

March 28, 1935.

The Reverend W. A. Grist,
24 Bishopsgate,
London, E.C.2, England.

My dear Mr. Grist:

Your letter of February 1 concerning the question of the incorporation of the Board of Founders of Hua Chung College was duly received and I presented it at the recent meeting of the Board. At that time action was taken to confirm the authority already given to a committee to complete the incorporation of a body representing the College. Such incorporation is necessary in order that the College may be legally competent to receive funds and to hold property.

After further consideration of the whole question and after further discussion of the problem with our legal counsel, we reported to the Executive Committee of the Board last Friday and at that time definite decision was reached to approve the organization of a "Central China College Foundation." It seemed wise to set up this holding body in order to avoid the necessity of any changes in the existing organization of the Board and also to avoid complications in administration due to the laws of the State of New York with reference to educational institutions. The incorporation of the Board of Founders as now organized would have made it necessary to comply with the regulations of the Board of Regents of the University of the State of New York. We do not desire that status, for as an educational institution Hua Chung College is registered in China as a Chinese university. Here we desire only a corporation that will be a property holding body. This is the main reason for the incorporation of this foundation, the purposes and functions of which will be limited so that it will not have any share in the direction or management of the College. It is organized in accordance with Article III of the Constitution of the Board of Founders, which provides that that Board would hold property either in its own name, if incorporated, or in the name of one or more of its members. The membership of the board of directors of the proposed foundation will consist of the same persons who are members of the Board of Founders but necessarily limited to those who are resident in the United States. In the board of direction of this incorporated body, no proxies can be legally accepted. Steps to complete this incorporation will be taken immediately in order that we may receive gifts that may soon be obtainable. As soon as possible I shall send you a copy of the certificate of incorporation.

With reference to our previous correspondence, you will see that this action means that nothing more needs to be done with reference to the representation of the Methodist Missionary Society in the Board of Founders. We can go forward on our present basis. However, the representatives of your Society would not be members of the board of direction of the foundation unless you should decide to appoint one or more residents in New York as your principal representatives. It does not seem to me that this is of any real importance, for the business of the corporation will probably be conducted at the time of the meeting of the Board of Founders and those who represent you as proxies will be present and participate in all the discussions even though they may not have a legal vote.

Cordial greetings.

Yours faithfully,

ALW:W

LONDON MISSIONARY SOCIETY

(Established 1795)

LIVINGSTONE HOUSE, BROADWAY, WESTMINSTER, S.W.1

General Secretary :
Rev. A. M. Chirgwin, M.A.

Foreign Secretaries :
Rev. G. E. Phillips, M.A.
Rev. T. Cocker Brown, B.A., B.D.

Cables :
"Missionary, London."

Codes :
Missions, Bentley.

1st April 1935.

Dr. A. L. Warnshuis,
International Missionary Council,
Suite 1219 - 156 Fifth Avenue,
NEW YORK, N. Y.

APR 10 1935

Dear Warnshuis,

Re the Incorporation of the Hua Chung Board of Founders, about which I wrote to you on the 26th February, I brought this matter before our China Committee last week. I was surprised to find some hesitation on the part of the Committee in accepting the proposal that I made that we should ask you to be our full representative on the Board. The hesitation was due to some uncertainty as to the powers of such a representative under the new conditions proposed, and I was instructed to ask that you should send us a copy of the draft of the Articles of Incorporation, as proposed. The reasons lying behind this request are of a purely legal character, which I think will prove themselves to you. I still hope that the Committee may express its approval, in spite of the adverse action of the Methodist Society. The fact that you would probably represent us would go far to reassure the minds of our Committee, but of course the arrangement has to rest on something more than a personal basis, however secure for the moment the latter may be.

With many thanks in anticipation.

I am,

Yours truly,

T. Cocker Brown

Similar letter sent to: The Rev. W. A. Grant
24 Bishopsgate
London, E.C. 2, England

April 4, 1955.

Chelsea 3-0973

Mr. T. Cocker Brown,
Livingstone House,
Broadway, Westminster,
London, S.W. 1, England.

My dear Brown:

I enclose herewith a copy of the certificate of incorporation
of Hua Chung College.

Yours faithfully,

ALW:W

Chelsea 3-0973

April 12, 1935.

Reverend T. Cocker Brown,
Livingstone House, Broadway,
Westminster, London, S.W.1, England.

My dear Brown:

I have received your letter of the 1st April. This crossed in the mails the letter in which I sent you a copy of the certificate of incorporation. I fully appreciate the hesitancy of your Board. Practically, however, I think the incorporation will make little difference. The business will be done by the Board of Trustees as heretofore. Incorporation is necessary only for legal reasons, in order that we may have a body legally constituted to receive bequests and large donations and empowered to hold the title to property.

Yours faithfully,

ALW:VF

Hua Chung

ALEXANDER J. FEILD
COUNSELLOR AT LAW
281 FOURTH AVENUE
NEW YORK

9CT 9 1935

October
9th
1935

Mr. Abbie L. Warnshuis,
156 Fifth Avenue,
New York, N.Y.

Dear Mr. Warnshuis:

After further investigation I found that Central China College Foundation could be incorporated in New York in the slightly amended form set out in the enclosed certificate, and that the laws of New York are perhaps as favorable as the laws governing the District of Columbia. All of the other incorporators have executed the certificate and I hope you will do so and return it to me. Acknowledge your signature before a notary public and have him affix his seal.

Very truly yours,

Alex. J. Feild