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The
University of the  State of New York

Absolute charter of
West China Union University

This instrument witnesseth *That the Regents of the University of the State of New York*
being satisfied that the required conditions have been met, have granted to West China Union University, located at Chengtu
in the province of Szechuan, China, provisionally incorporated on May 25, 1922, this absolute charter to replace its provis-
ional charter, with power to confer the degrees of Bachelor of Arts (B.A.), Bachelor of Science (B.S.), Doctor of Medicine
(M.D.) and Doctor of Dental Surgery (D.D.S.), in conformity with the rules of the Regents of the University and the reg-
ulations of the Commissioner of Education for the registration of institutions of higher education, and have confirmed the said
corporation with all its powers, privileges and duties.



Alvin R. Payne
Chancellor

Granted October 18, 1934 by the Regents
of the University of the State of New York
executed under their seal and recorded in their
office. Number 4246

W. J. Felt
President of the University
and
Commissioner of Education

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THE UNIVERSITY OF THE STATE

of NEW YORK

Provisional Charter of

WEST CHINA UNION UNIVERSITY

THIS INSTRUMENT WITNESSETH That the Regents of the University of the State of New York have granted this provisional charter incorporating

Rev. Austin K. DeBlois, Rev. Joseph Beech, Rev. James Endicott, Vincent Massey, Rev. Canon E. Price Devereaux, James Edmund Clark, Rev. Cyril C. B. Bardsley, Rev. John Franklin Goucher, Mornay Williams, Willian North Rice, Rev. Richard Pinch Bowles, Ross A. Hadley, Rev. F. Baylis, Henry T. Hodgkon, Michael Sadler, William O Gantz, Rev. Emory William Hunt, Rev. James Henry Franklin, H. Wilson Harris, T. R. W. Luntz, Rev. Frank Mason North and James Wood, Newton W. Rowell, George Vaux, Jr., Rev. Frank Anderson,

and their successors and associates as a university for the elementary, secondary and higher education of youth in China, under the corporate name of "West China Union University", to be located at Chengu, in the province of Szechwan, China, with the principal office to be located in the Borough of Manhattan, in the City, County and State of New York, with twenty-five trustees who shall be known as the Governors of the University, to be at first the persons Named herein as incorporators, to hold in the order of their naming, eight until the annual meeting of the University in the year 1922, eight until the annual meeting in 1923, and nine until the annual meeting in 1924 and until their successors shall be chosen by the members of the corporation each year in place of those whose terms expire within that year, one from the American Baptist Foreign Mission Society, one from the Friends Foreign Mission Association, Great Britain and Ireland, one from the General Board of Missions of the Methodist Church of Canada, one from the Board of Foreign Missions of the Methodist Episcopal Church, one from the Church Missionary Society, and the remainder from the Board of Governors of the University as it may be constituted from time to time, and to hold office for terms of three years each with power in them to increase or decrease its membership in such manner and upon such terms as shall be provided for by the general rules of its trustees, with power in them from time to time by unanimous vote of their full board to fix their terms of office and their number to be not more than twenty-five nor less than five; and with the provisions that this charter will be replaced by an absolute charter authorizing the university to confer upon its graduates the usual degrees, subject to the restrictions and requirements of the University, if within five years the corporation shall acquire resources and equipment of the value of at least \$500,000, Available for its use and support and sufficient and suitable for its chartered purposes in the judgment of the Regents of the University and be maintaining an institution of educational usefulness and character satisfactory to them; and that until the granting of the absolute charter suitable degrees of The University of the State of New York will be conferred upon the graduates of the University who in the judgment of the Regents shall have duly earned the same.

GRANTED MAY 25, 1922, by the Regents of the University of the State of New York, executed under their seal and recorded in their office. Number 3126

ADELBERT MOOT
Vice Chancellor

FRANK D. GRAVES
President of the University

0602

WEST CHINA UNION UNIVERSITY

BOARD OF TRUSTEES

1927
Thursday, September 29th, at 9 A.M.

A G E N D A

1. Election of Chairman and Secretary of the Meeting.
2. Election of Chairman and Secretary of the Board of Trustees.
3. Election of such Trustees as are required by the terms of the Charter, in order to bring the number up to the Statutory twenty-five. For the information of the members, the terms of the Charter are subjoined, as follows:-

"THE UNIVERSITY OF THE STATE OF NEW YORK
Provisional Charter of West China
Union University.

This Instrument Witnesseth That the Regents of the University of the State of New York have granted this provisional charter incorporating.

Rev. Austin K. DeBlois, Rev. Joseph Beech, Rev. James Endicott, Vincent Massey, Rev. Canon E. Price Devereaux, James Edmund Clark, Rev. Cyril C.B. Bardsley, Rev. John Franklin Goucher, Mornay Williams, William North Rice, Rev. Richard Pinch Bowles, Ross A. Hadley, Rev. F. Baylis, Henry T. Hodgkins, Michael Sadler, William O. Gantz, Rev. Emory William Hunt, Rev. James Henry Franklin, Newton W. Rowell, George Vaux, Jr., Rev. Frank Anderson, H. Wilson Harris, T.R. W. Lunt, Rev. Frank Mason North and James Wood, and their successors and associates as a university for the elementary, secondary and higher education of youth in China, under the corporate name of "West China Union University", to be located at Chengtu, in the Province of Szechwan, China, with the principal office to be located in the Borough of Manhattan, in the City, County and State of New York, with twenty-five trustees who shall be known as the Governors of the University, to be at first the persons named herein as incorporators, to hold in the order of their naming, eight until the annual meeting of the University in the year 1922, eight until the annual meeting in 1923, and nine until the annual meeting in 1924 and until their successors shall be chosen by the members of the corporation each year in place of those whose terms

expire within that year, one from the American Baptist Foreign Mission Society, one from the Friends Mission Association, Great Britain and Ireland, one from the General Board of Missions of the Methodist Church of Canada, one from the Board of Foreign Missions of the Methodist Episcopal Church, one from the Church Missionary Society, and the remainder from the Board of Governors of the University as it may be constituted from time to time, and to hold office for terms of three years each with power in them to increase or decrease its membership in such manner and upon such terms as shall be provided for by the general rules of its trustees, with power in them from time to time by unanimous vote of their full board to fix their terms of office and their number to be not more than twenty-five nor less than five.

GRANTED May 25, 1922, by the Regents of the University of the State of New York, executed under their seal and recorded in their office. Number 3126.

Adelbert Moot
Vice Chancellor

Frank D. Graves
President of the University

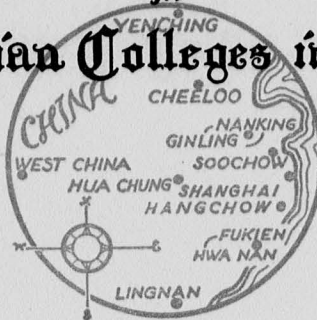
(SEAL)

Elected 1923 as Governors of the West China Union University under the Provisional Charter:-

Mr. W.C. Gantz, Mr. J.M. Clark, Rev. C.C. Bardsley,
Mr. H.T. Silcox, Chancellor R.P. Bowles, Rev. F.
Anderson, Dr. Joseph Beech, Professor H.B. Robins.

THE COLLEGES
CHEELOO UNIVERSITY (SHANTUNG)
FUKIEN CHRISTIAN UNIVERSITY
GINLING COLLEGE
HANGCHOW CHRISTIAN COLLEGE
HUA CHUNG COLLEGE
HWA NAN COLLEGE
LINGNAN UNIVERSITY
UNIVERSITY OF NANKING
UNIVERSITY OF SHANGHAI
SOOCHOW UNIVERSITY
WEST CHINA UNION UNIVERSITY
YENCHING UNIVERSITY
—
TEL. WATKINS 9-8703
CABLE: ABCHICOL

Associated Boards
for
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B. A. GARSIDE, EXECUTIVE SECY.
C. A. EVANS, SECY. AND ASSOC. TREAS.
MRS. T. D. MACMILLAN, SECRETARY

150 FIFTH AVENUE
NEW YORK

August 17, 1938

Dr. Frank Anderson
Gregory P. O.
Muskoka Lakes, Ontario, Canada

Dear Dr. Anderson:

I am enclosing copy of a letter which I have written to Dr. Robins, who has raised two questions regarding the functions of the Trustees as over against those being performed by the Board of Governors.

You will note that we have not fully answered this first question, as I am not able to find the action taken by the field in approving the constitution. It is possible that some of the minutes did not come to us and that they are in your possession. It you have them with you, can you give us some light on this subject? If they are at home, of course, we will have to wait until after your return.

Dr. Robins' second question is regarding the degree-granting function of the University. I believe this is clearly defined, as the powers were given to West China Union University and not to a Board of Trustees or a Board of Governors.

You may have in mind also what has been done regarding the ownership of property. If you do not have this at hand, we will have to wait until after the vacation period.

Very truly yours,

C. A. EVANS

CAE/B
ENC.

0605

August 17, 1938

Dr. Henry B. Robins
The Colgate-Rochester Divinity School
Rochester, New York

Dear Dr. Robins:

Your letter addressed to Garside came to hand, but as he is absent from the office until late in the month, I am passing on to you such information as you requested which I have been able to uncover.

I find that you were chairman of the original committee which gave consideration to the constitution of the Board of Governors and the Board of Directors, which, with some modifications that were finally approved by the Board of Governors and the cooperating boards, was forwarded to the Board of Directors in the field. Up to this moment, I have not been able to locate the minutes wherein approval was given by the Board of Directors. Subsequently, however, the contractual agreement was signed by both the Directors and the Governors which, in effect, quite fully recognized the conditions as set forth in the proposed constitution.

This is all preliminary to answering your question. The Board of Governors could readily take over the responsibility of the Trustees as the power to hold property of the University was included in the constitution, and is covered quite definitely.

Originally the titles to the property were held in the names of the various cooperating organizations. English societies registered with the British Emissary, and at one time it was suggested that American societies should register with the American Government. That, however, was never done. The section of the constitution dealing with the authority of the Board of Governors regarding property is as follows:-

"The Board of Governors shall hold, either in the name of one or more members of the said Board, or as a corporate body on behalf of the University, all deeds of trust, endowments and other property of the University not otherwise provided for.

"The Board of Governors may, insofar as the exercise of its trusts may permit, lease or loan its properties to the Board of Directors or others as the interests of the university may require. Rentals for income derived therefrom shall belong to the Board of Governors."

Frankly the question you raised regarding the present holders of property will have to be checked still further.

The degree-granting function is fully covered as far as the registration with the Chinese government is concerned, and also as far as the Charter received from the State of New York covers the situation. The body of this latter document reads as follows:-

0606

Dr. Robins

-2-

August 17, 1938

"THIS INSTRUMENT WITNESSETH That the Regents of the University of the State of New York being satisfied that the required conditions have been met, have granted to West China Union University, located at Chengtu, in the province of Szechuan, China, provisionally incorporated on May 25, 1922, this absolute charter to replace its provisional charter, with power to confer the degree of Bachelor of Arts (B.A.), Bachelor of Science (B.S.), Doctor of Medicine (M.D.), and Doctor of Dental Surgery (D.D.S), in conformity with the rules of the Regents of the University and the regulations of the Commissioner of Education for the registration of institutions of higher education, and have continued the said corporation with all its powers, privileges and duties!"

As the powers have been granted to West China Union University, and as the Board of Governors has reposed that power in the Board of Directors, there seems to be no question as to where the Trustees are involved at all. Our Filing Department is pursuing the study still further, and I believe I should check with the Secretary as to the actual approval of the constitution of the Board of Governors by the Board of Directors in China. If this has been done, the constitution is so sweeping that there seems to be no necessity for continuing the Trustees.

Very truly yours

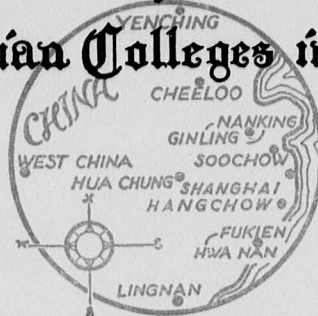
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THE COLLEGES
CHEELOO UNIVERSITY (SHANTUNG)
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GINLING COLLEGE
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HUA CHUNG COLLEGE
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UNIVERSITY OF SHANGHAI
SOOCHOW UNIVERSITY
WEST CHINA UNION UNIVERSITY
YENCHING UNIVERSITY

TEL. WATKINS 9-8703
CABLE: ABCHICOL

Associated Boards
for
Christian Colleges in China



150 FIFTH AVENUE, NEW YORK, N. Y.

November 29, 1938

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SECRETARIES
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OLIVER J. CALDWELL
MRS. T. D. MACMILLAN
JOSEPH I. PARKER

Dr. Frank Anderson
26 Grosvenor Street
London, Ontario, Canada

Dear Dr. Anderson:

I feel a bit dilatory in regard to the situation growing out of Dr. Henry Robins' request for information about the trustees. He wrote us on August 8th to which I replied on August 17th - a copy of this letter having been sent to you on the same day.

I am wondering if this was taken up direct with Dr. Robins and, if not, is there anything we can do to help the situation? At the present time, the entire staff is available for any research necessary, whereas during the summer we were scattered to the four winds of heaven.

I sincerely trust you are enjoying the Canadian winter of which you probably had a much earlier sample than fell to our lot. And "fell" is a good word, as it certainly did on Thanksgiving Day and last Saturday night. As a matter of fact, the New York area now looks more like Canada than otherwise.

With sincerest personal regards, I remain

Very truly yours,

C. A. EVANS

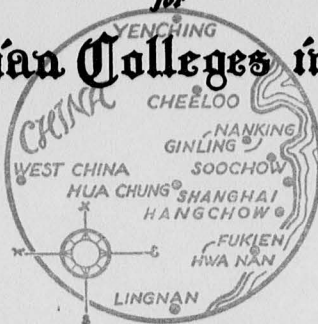
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THE COLLEGES
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JOSEPH I. PARKER

December 7, 1938

Dr. Frank Anderson
26 Grosvenor Street
London, Ont., Canada

Dear Dr. Anderson:

Your letter of December 1st came to hand and my only reason for writing regarding the inquiry of Dr. Robins was to clear up the matter for his committee, but I see no reason why it would not be much better to let it rest until the Christmas vacation.

"Where is the original Provisional Charter?" I cannot answer this, even after searching our place most thoroughly. We have copies of same, of which I am enclosing one. The Absolute Charter is in our safe and I enclose herewith a photostatic copy of same. This covers the question you raise as to the degree. You will notice that both charters are drawn in the name of West China Union University. You will also notice that the trustees shall be known as the governors of the University, and that the Absolute Charter designates the degrees to be conferred.

As soon as you let us know the decision regarding the Executive Committee meeting, we will immediately make plans for a Finance Committee meeting.

Before closing, may I say that Dr. Robins will receive copies of the Provisional and Absolute Charters.

Most cordially yours,

C. A. EVANS

CAE/B

ENC.

0609

26 Grosvenor Street,
London, Ontario.

Jan. 2 1939.

Rev. Prof H.B. Robins D.D.
Rochester Theological Seminary,
Rochester N.Y.

Dear Dr. Robins,

At Mr. Evans' request I have been looking into the matter of the Trustees of the University, as incorporated under the Regents of the University of the State of New York, with special reference to the correspondence between himself and you last summer, especially his letter to you of August 17th.

I have before me the full text of the Provisional Charter, dated May 25 1922, and also that of the Absolute Charter, dated Oct. 18 1934. Mr. Evans, in a letter to me dated Dec. 7th last, stated that you will receive copies of both these documents.

The arrangements that were made in connection with the Provisional Charter, and continued in the Absolute Charter, seem to me to be very strange. Instead of granting the Charter to and already existing (and, I presume, incorporated) body, viz. the Board of Governors, it was granted to a newly constituted body of "Trustees", "under the corporate name of the West China Union University"; this body was constituted in an entirely different manner to that by which, according to its constitution, the Board of Governors of the West China Union University is composed. The Board of Governors, as we understand it, does not come into the picture at all. If you will peruse the text of the Provisional Charter, you will see this at once. You will also see that, by the last words of the Absolute Charter, the Regents of the University of the State of New York "have continued the said corporation with all its powers, privileges and duties"

On the surface, therefore, this is the body which alone possesses the Charter for conferring the degrees, and, as such, must be continued.

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On the other hand, how did the Regents so satisfy themselves that the conditions had been fulfilled "if, within five years, the Corporation shall acquire resources and equipment to the value of \$500.000 etc etc" by these Trustees, that they were ready to grant the Absolute Charter? So far as I know, these Trustees do not possess any such resources; they are all held by the Board of Governors, and made available by them for the purposes of the University according to the terms of the Contractual Statement.

Thus the whole situation seems anomalous. I am wondering whether the logical action would not be to request the Regents to transfer the Charter to the Board of Governors as at present constituted, thus bringing the Trustees to an end.

I should be very grateful if I could hear from you whether you think that I have read the position aright.

With all good wishes for the New Year,

Yours very sincerely,

0611

THE COLGATE-ROCHESTER DIVINITY SCHOOL
ROCHESTER, NEW YORK

THE HISTORY AND PHILOSOPHY
OF RELIGION
HENRY B. ROBINS

January 4, 1939

Rev. Professor Frank Anderson, D.D.,
26 Grosvenor Street,
London, Ontario,
Canada.

Dear Dr. Anderson:

I have yours of the 2d instant before me. Mr. Evans sent me copies of the Provisional Charter and the Absolute Charter granted by the Board of Regents of the University of the State of New York. I observe in the Provisional Charter the identification of the twenty-five trustees with the Board of Governors - that is, the document says, "twenty-five trustees who shall be known as the Governors of the University." My first query would be, How did the trustees ever come to be a separate body from the Governors? Mr. Evans says in his recent letter to me:

"As the powers have been granted to West China University, and as the Board of Governors has reposed that power in the Board of Directors, there seems to be no question as to where the Trustees are involved at all."

This raises my second query, whether, as a matter of fact, since the Board of Directors operates by authority of the Department of Education of the Government of China, and the Department of Education of Szechuan Province, its degrees, there is any need of an authorization of the University's degrees by a North American or other educational authority - whether, that is, the authorization of degrees by the Board of Regents of the University of the State of New York is not now superfluous.

There is, however, another phase of the whole matter which I have brought to Mr. Evans' attention, viz. the relation of this whole connection with the University of the State of New York with any possible contingency which may arise from the present conflict in China. In pursuance of this inquiry, I raised with him the question where the right of the Board of Governors as a property-holding corporation is based. I have reference now not to the property of the several colleges, which is, I assume, that of the Mission Boards responsible for their maintenance, but to the property of the University as distinct from the colleges. Did the provisional instrument, which incorporated so-and-so and "their successors" as a university..., under the corporate name of 'West China Union University,' confer upon them the legal right to hold property? If not, how was the Board of Governors constituted a legal person? Frankly, I am not clear as to the status of these union institutions which are internationally sponsored and controlled, in the eyes of the several governments to which their sponsors are subject.

Now I am not concerned with this matter as an academic issue, but only for what practical bearing its determination may have upon possible future international complications arising out of activities of a disruptive and destructive military character in which the Japanese may engage in West China. Quite possibly our governments would waive any fine legal points in such an event and recognize the institution's actual origin and sponsorship.

0612

But it seems to me that, in raising the question whether connection with the University of the State of New York should be maintained, we should consider what bearing this wider question may have upon the issue. I recognize that this goes beyond the specific matter which Dr. Garside, Mr. Sage and I were commissioned by the Board of Governors to explore. I have asked Mr. Evans what light the office of the Associated Boards could throw, if any, upon the matter. I am not sure that it is not a question which the Executive Committee should explore.

If the Governors are, de jure, also the trustees, whether in practice they have been so treated by the Board of Governors itself or by the Regents of the University of the State of New York, it would seem to me that our original question is disposed of. All we require is that the Board of Governors, as trustees of the Union University, which by provisional charter they are, shall assume that responsibility and act directly upon all questions relating to the Board of Regents, instead of mediately through a so-called Board of Trustees regarded as a distinct entity from the Board of Governors. I still cannot see how a distinct Board of Trustees ever came into being under the terms of the provisional Charter.

If you think that this letter should be submitted as a report of progress to the Executive, I shall be very glad to have you present it. I have not formally submitted the matter to the Committee as yet, nor have I consulted Mr. Sage, as it seemed to me that I ought to be more certain in my own mind just where the hub of the matter is. Please advise me what you think my course should be. I am awaiting further word from Mr. Evans, but do not wish to delay presenting some sort of report too long.

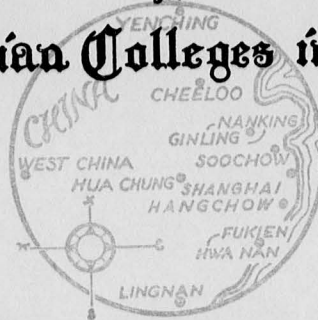
It is not too late, I trust, to wish ^{for you} the best and richest gifts of Divine Grace in the New Year.

Cordially and sincerely,

Henry B. Robert

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FUKIEN CHRISTIAN UNIVERSITY
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OLIVER J. CALDWELL
MRS. T. D. MACMILLAN
JOSEPH I. PARKER

January 5, 1939

Dr. Frank Anderson
26 Grosvenor Street
London, Ontario, Canada

Dear Dr. Anderson:

I have read the copy of your letter of January 2nd to Dr. Robins regarding the standing of the Board of Trustees and, after studying the situation somewhat during the summer and also several weeks ago, I have come to one of the following conclusion:-

Either, - there was a tacit understanding that an extra board of trustees, consisting of twenty-five members was to carry on the actual contact work with the State Department of Education and that the Board of Governors, as mentioned in the Charter, is an entirely different organization.

Or, - there has been a misunderstanding or misinterpretation of the Provisional Charter.

In reaching these conclusions, I am influenced by the fact that there is no correspondence available as covering the actual issuing of a charter in 1922, and quite naturally the document itself would be the governing factor in subsequent operation by the Board taking the Charter itself. In quoting its reference to organization, I find the following:-

"THIS INSTRUMENT WITNESSETH That the Regents of the University of the State of New York have granted this Provisional Charter incorporating (list of twenty-five names follows) * * * * * under the corporate name of "West China Union University" * * * * * with twenty-five trustees who shall be known as the Governors of the University (then follows the provisions covering their election naming the cooperating boards) and the remainder from the Board of Governors of the University as it may be constituted from time to time * * * * * with the power to increase or decrease its members etc."

Strictly speaking, the interpretation of the Charter quite justifiably could be that the Board of Governors in reality is really the Board of Trustees - the word, "trustees" as appearing in the Charter representing simply the nomenclature or appellation used in designating members of the governing board known as the Board of Governors. In that event, the incorporating body, if they desire to call themselves trustees, could be automatically dissolved any time into the Board of Governors, - the only difficulty being that the Board immediately proceeded to set up a constitution with representations which

0614

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would exceed the twenty-five original incorporators. Strangely enough, however, I can find no record where this proposed constitution was actually approved by both the field and the board itself - it taking the form of a constitution for the Board of Managers and a contractual statement.

In a conversation I had with Dr. Beech he did not recall that there had ever been any final action on the constitution - his remark being regarding the one in our files, "That is not correct." He also stated that the Board of Trustees was constituted at the request of the New York State Department of Education, as they did not desire to deal with the large unwieldy board which the University proposed to organize. As a matter of fact, however, the development of the University and cooperating institutions has not warranted a large membership, and at present there are only twenty-seven members - the conclusion being that it would be easier to keep within the twenty-five limit rather than carry a board of trustees and a board of governors.

As all correspondence has been carried on with the State Department in the name of the Board of Governors and, unless the secretary has correspondence with the State Department which we do not have available, no reports of the Board of Trustees have ever been issued to the Department. These conclusions would point to the trustees being a needless organization.

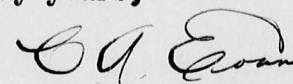
To my mind, however, Dr. Robins has raised a much more important question to which I have not found an answer as yet. That is, in who's hands rests the title or tenure of the property? This is very pertinent to the present conditions in China and would seem to call for an immediate investigation. I have twice addressed communications to Dr. Beech on this important question, but have received no reply up to this minute.

It is my understanding that various boards cooperated in purchasing property and erecting buildings for the University but that cooperating boards purchased their own land and erected their own buildings for their own staff members. If this is true, it is a hodge-podge of the American, British and Canadian ownership which would produce a rather complicated situation in case diplomatical negotiations were necessary at any time.

Seeing I have been unable to clarify this question, if you can give any light to Dr. Robins, I sincerely trust you will do so. At the same time, I am enclosing a copy of this letter and if you think it possess any merit in the effort to clear up the trustees' situation you may forward same to Dr. Robins. My own personal reaction is that the matter should be referred to the State Department for a decision and that immediate steps should be taken toward clearing up the land situation.

In a recent letter, Dr. Robins calls attention to the fact that the question of property technically did not come within the purposes for establishing the special committee. But, regardless of whether this is true or not it is a situation which should not be allowed to go by default.

Very truly yours,



C. A. EVANS

CAE/B

0615

Jan. 5 1939.

Prof. H.B. Robins Ph.D
The Cogate-Rochester Divinity School
Rochester N.Y.

Dear Dr. Robins,

Many thanks for your letter of Jan 4th.

Frankly I am at a loss just what to answer to the points raised by you. I am wondering, however, whether some such procedure as the following will commend itself to you:--

There will be a meeting of the Executive Committed in New York on some date in the week beginning Jan. 16th. We shall probably be inviting Mr. Dean Sage Jr to attend this. Dr. Beech will also be there; he expects to leave for China at the end of the month; he must surely be well informed on all the points involved. Would there be any possibility that you also could attend this meeting of the Executive and have time also for further conference with the other two members of your Sub-Committee? Failing that do you think that it would be a good plan if Beech, Sage, Evans, Garside and myself were to get together and talk the whole thing over, and report to you any conclusions to which we might come?

I am expecting daily to hear from Evans the exact date of the Executive Meeting. I will advise you further as soon as I hear from him.

With kind regards,

Yours very sincerely,

0616

26 Grosvenor Street,
London, Ong.
Jan. 7 1939.

Rev. A.E. Armstrong D.D.
299 Queen Street West
Toronto.

Dear Dr. Armstrong,

Two questions have arisen on which it is possible that your Office can throw some light:--

1. Where and how was the legal incorporation of the University carried out? I am not referring to its incorporation under the Regents of the University of the State of New York, of which details are found in the Minutes of the years 1919 to 1922. My Minutes do not go further back than 1919, when I first joined the Board of Governors. But I assume that Minutes are in your Office going back to the very inception of the University. Would it be too much trouble for one of your staff to make a search, and supply me with copies of any items in the Minutes relevant to the point?

2. I am under the impression that the University property is held by the United Church of Canada (legal successors to the former Methodist Church) in trust for the Board of Governors and the cooperating units. Perhaps your Office can check this point also; If this is the case, are the Deeds in the possession of your Office?

Please find on a separate sheet a query, which I have put separate, as it will go to another Department.

I trust that I am not troubling you too much in these matters. With kind regards,

Yours very sincerely,

0617

Jan. 9 1939

Prof H.B.Robins Ph.D.
Colgate-Rochester Divinity School,
Rochester N.Y.

Dear Dr. Robins,

Continuingg our correspondence I enclose
copy of a further letter form Mr. Evans, together with my reply
thereto. I do not think that there is anything further to add.

With kind regards,
Yours very sincerely,

06 18

Copy

Jan. 9 1939.

Mr. C.A. Evans,
Associated Boards,
150 Fifth Avenue,
New York City.

My dear Mr. Evans,

In reply to your letter of Jan. 5th:--

It may be well that I should say a word about the two matters that are engaging our attention:--

1. Incorporation for Degrees. I have gone carefully over the Minutes of the period when this matter was under consideration, and enclose copies of all the excerpts that I can find. Unfortunately, as you say, there is no correspondence or Minutes of the special Committee that had charge of the matter. I do not even know who were the other members of it, in addition to Mr. James Wood. I am inclined to think that the natural course to pursue would be one of us to seek an interview with the official who would represent the Regents of the University of the State of New York, and take up with him the question of transferring the Charter to the Board of Governors, as at present constituted, and doing away with the Trustees. There is, of course, the other consideration as to whether, in view of the Registration and recognition of the University by the Chinese Government, there is any need for a Charter from the Regents at all, and we quietly drop the whole organization of the Board of Trustees. What guidance can we get from other Universities?

2. Titles of Property. I have traced considerable action on this matter in past Minutes, and will arrange to have copies made of all relevant material. I fear, however, that this cannot be done in time for the meeting of the Executive Committee next week; nor would it be much use discussing it there. It will suffice, I think, if the points raised by Dr. Robins are brought to their attention;

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if they think it advisable they can refer the matter to the same or another Committee, for investigation.

I have written to the Office of the United Church of Canada asking for copies of all items in early Minutes which have to do with the Incorporation of the University at the time of its inception. My own Minutes do not go back earlier than 1919, when I first joined the Board of Governors. I am wondering how far the Minutes in your Office go back. I may mention, in passing, that I have all Minutes, bound in six volumes, back to Sept. 11. 1919. The early Minutes will surely indicate where and how the incorporation for legal purposes was carried out. I also asked whether they have in their possession the original Deeds to the property. For it is quite clear, I think, that the United Church of Canada, (as legal successor to the Methodist Church) holds the property in trust for the Board of Governors and the cooperating units.

I hope to send you later the docket for the meeting next week, as you kindly undertook to have copies made of the same. I think that I shall be leaving London on Monday morning next; but anything mailed in New York on Saturday will reach me here.

With kind regards,

Yours very sincerely,

Frank Knapp

0620

THE COLGATE-ROCHESTER DIVINITY SCHOOL
ROCHESTER, NEW YORK

THE HISTORY AND PHILOSOPHY
OF RELIGION
HENRY B. ROBINS

January 9, 1939

Rev. Prof. Frank Anderson, D.D.,
London, Ontario,
Canada

Dear Dr. Anderson:

Unfortunately I shall not be able to attend the meeting of the Executive Committee of the Board of Governors on January 18th in New York. Accordingly, I am happy to adopt the suggestion in your letter of the 5th instant that that occasion be utilized to clarify the issues before the special committee on the continuance of the Board of Trustees. I think that it will be a most excellent thing if Dr. Beech, Dr. Garside, Mr. Sage, Mr. Evans and yourself can go over the questions which have emerged in your thought and mine about the whole matter.

It seems to me, may I say again, that except for a pro forma right which still inheres in the Governors, the conferring of degrees lies with the Board of Directors under authority of the Chinese Department of Education; that so far as I can see the Governors are, by the terms of the provisional charter, the Trustees; so that there has never actually been a separate Board of Trustees - notwithstanding the procedure of the Governors; and, finally, that the question as to property rights and claims for indemnity, as it may be affected by any such document as the Board of Regents Charter to the University, should be looked into.

With cordial regard,

Sincerely yours,

Henry B. Robins

0621

THE COLGATE-ROCHESTER DIVINITY SCHOOL
ROCHESTER, NEW YORK

THE HISTORY AND PHILOSOPHY
OF RELIGION
HENRY B. ROBINS

January 10, 1939

Rev. Dr. Frank Anderson,
London, Ontario,
Canada.

Dear Dr. Anderson:

Thank you for your note of the 9th with enclosures. I am returning your carbon copy, as requested. It seems to me that, with your inquiry, that of Mr. Evans, and my own, into the Board of Trustees phase, that matter ought to be by way of being concluded. If it seems to your group when you meet in New York that such is the case, I shall be glad to have you make a recommendation to the Executive. The other matter, covering the title to property and its bearings will of course call for more extended consideration and research, and is not, after all, directly a responsibility of my committee.

You will have received my recent letter ere this comes to your desk, so I need not elaborate the matter.

Cordially and sincerely yours,

Henry B. Robins

0622

The United Church of Canada

Board of Foreign Missions

CHAIRMAN
REV. WILLARD BREWING, D.D.

SECRETARIES
REV. A. E. ARMSTRONG, D.D.
REV. JESSE H. ARNUP, D.D.

299 QUEEN ST. WEST
TORONTO 2, CANADA

CABLE ADDRESSES:
WESLEYANA, TORONTO
BUTEROS, TORONTO

January 14, 1939.

Rev. Frank Anderson, M. A., D.D.,
26 Grosvenor Street,
London, Ontario.

Dear Dr. Anderson:

You have me in a corner with your inquiry of January 7th concerning the incorporation of the West China Union University and the holding of the property. I know very little about West China matters. Dr. Endicott probably does but he has been away from the city and I cannot talk to him about it for a few days yet. In the meantime, I send you the enclosed extracts from Minutes. Let me know if there is anything other than this that you need and I shall try to see Dr. Endicott. Or, are you going to the Executive meeting of the Board of Governors next week? If so, you will see Dr. Endicott there. I would suppose that Garside would have the information you want.

Mr. Albertson, who has recently come on furlough from West China, says that the deeds are on the field, which of course is the natural place for them to repose.

Your other inquiry has gone to the Missionary Education Department. I hope you will hear shortly. Mr. Beaton, the Secretary, has been away a good deal this week.

Do not hesitate to write me again if there is anything further we can do for you.

With best wishes,

Sincerely yours,

A. E. Armstrong

AEA:SS

Encl.

0623

26 Grosvenor Street,
London, Ont.

Jan. 23 1939.

Prof H.B.Robins Ph D.
Colgate-Rochester Divinity School,
Rochester N.Y.

Dear Dr Robins,

We had a very useful meeting of the Executive Committee last Wednesday. The Minutes of this will reach you within the next few days.

In regard to the matter of the "Trustees" I enclose a copy of a letter, which will explain itself. I am continuing my search for information regarding the manner in which the University property is held, and Dr. Beech gavd me some further information, which I will embody in the Memorandum which I hope to prepare. I will let you know from time to time how I am progressing.

With kind regards,

Yours verysincerely,

You need not return this copy.

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26 Grosvenor Street,
London, Ontario.

Jan. 23 1939.

Mr. Dean Sage Jr,
49 Wall Street,
New York City.

My dear Mr. Sage,

Dr. Beech, Mr/Evans and I had a Conference on Thursday morning last regarding the question of the Incorporation of the University. This is matter which has emerged in the mind of Dr. Robins, Chairman of the small Committee of which and Dr. Garside are the other members, charged with making an enquiry into the matter of the "Trustees".

The only incorporation of which we have any record on our Minutes is the one granted for purely academic purposes in a Provisionally Charter dated May 25 1922, which was replaced by an Absolute Charter (authoriseing the conferring of specofac degrees) issued by the Regents of the University of the State of New York on Oct. 18 1934. The Main points in these Charters was that they were granted to a body of 25 "Trustees", regarded as a corporate body, the method by which the corporation was to be continued being distinctly specified, and they are called the "Board of Governors" of the University.

But the method detailed in the Charters is quite different from that contained in the Constitution of the Board of Governors. Moreover, the documents merely recognise the University as constituted in a particular manner, and as having the privilege of conferring certain degrees; they are purely academic, and in no way constitute it a corporation in a legal sense, which, as such can hold property, sue and be sued etc.

0625

As to the incorporation on the Board of Governors in this legal sense we have no record whatsoever, and it was suggested that I should be asked to write and ask you if you would be so good as to have an enquiry made in the proper quarters as to whether there is any record of such an incorporation having taken place. I may say that the Board of Governors, as such, holds in the regular manner of a Corporation, under the conditions of its constitution and Byelaws, and controlled by its officers acting under its instructions considerable funds. The Official seal of the Board of Governors is in my possession. Mr. Evans made the remark that if such an incorporation had been effected, he would have received many more requisitions for reports than have actually been made.

I do not think that I need go further into details at the present moment. But it will clear the ground in investigating the need of the "Trustees", as referred to this special Committee, if we are in possession of all the facts relating to the legal incorporation of the University, and I hope that it is not putting you to too much trouble to ask you to be so good as to ascertain them for us.

It was a great pleasure to meet you again, and an enhanced pleasure that you were on this occasion accompanied by Mrs. Sage.

With kind regards,

Very sincerely yours,

DEAN SAGE, JR.
49 WALL STREET
NEW YORK

April 12, 1939.

Rev. Frank Anderson,
26 Grosvenor Street,
London,
Ontario, Canada.

Dear Mr. Anderson:

I have your letter of April 10th and wish to advise you that I have not yet done my research job on the incorporation of West China Union University.

I appreciate that the time for the annual meeting of the Board is coming around in the not too far distant future, and I will do my very best to get at this as soon as I can, and to let you know the result of my findings.

With kindest regards,

Sincerely yours,

Dean Sage Jr

DSJr/AS/P

0627

DEAN SAGE, JR.
49 WALL STREET
NEW YORK

April 13, 1939.

Rev. Frank Anderson,
26 Grosvenor Street,
London, Ontario,
Canada.

Dear Mr. Anderson:

There is no record in our County Clerk's office of New York County of the incorporation of West China Union University, nor does its name appear as having ever been filed for the purpose of doing business or otherwise. I am writing today to the Secretary of State of New York to see if he has any information on the subject in his office.

Will you kindly send me any information that you have pertaining to this matter, as it will greatly help me in my research.

Am I correct in understanding that if it shall turn out that the University does not presently exist as a New York corporation, that it is the wish of the Board that it be incorporated?

I would appreciate hearing from you in regard to the foregoing as soon as possible.

With best wishes,

Sincerely yours,

Dean Sage Jr

DSJr/AS/P

0628

26 Grosvenor Street,
London, Ontario.

April 15 1939.

Mr. Denn Sage jr,
49 Wall Street,
New York City.

Dear Mr. Sage,

Many thanks for your letter of April 13.

We are most grateful to you for so kindly taking the trouble to find out the facts regarding the Incorporation of the University as a legal as distinct from an academic body for the purpose of conferring degrees. What you have ascertained so far confirms our suspicion that the University is not incorporated in this important respect. I am afraid that I cannot furnish you with any further information than is contained in my letter of January 23, 1939. Meanwhile I shall await with interest the result of your further inquiries from the Secretary of the State of New York.

As the Board of Governors will meet on Monday June 5th, I think that further action might be deferred till the matter has been placed before them in the form of a brief report.

Again thanking you for all the trouble that you have taken in the matter,

Yours very sincerely,

(7a)

0629

DEAN SAGE, JR.
49 WALL STREET
NEW YORK

April 18, 1939.

Rev. Frank Anderson,
26 Grosvenor Street,
London, Ontario,
Canada.

Dear Dr. Anderson:

Thank you for your letter of April 15th in re the incorporation of the University. I have received this morning a letter from the Secretary of the State of New York advising me that there is no record in his office of a corporation, domestic or foreign, under the name of West China Union University, or any similar name. Inasmuch as my letter to him inquired not only whether there was any such corporation registered in New York State, but also any other form of business organization registered under the name of West China Union University, I presume that his letter covers the entire field.

I am not altogether clear as to what you mean by the incorporation of the University as an academic body for the purpose of conferring degrees. The only thing I can definitely say now is that it is certainly not and never has been incorporated in New York State as a legal entity, nor does it appear to be registered in any other way, shape or manner which would entitle it to do business here.

I will tell you quite frankly that I am not off-hand familiar with the legal requirements pertaining to the incorporation of a university, or its registration here for the purpose of conferring degrees. I shall endeavor to find out what I can on this subject and write you at more length as soon as I can.

I concur with you that direct action on the matter should be deferred until the annual meeting of the Board, but I do think that an opinion covering all the essential points ought to be prepared and presented to them at that time so that they will know exactly what the situation is, and be able to decide what they want to do.

With best wishes,

DSJr/AS/P

Sincerely yours,

Dean Sage Jr

0630

April 21 1939.

Mr. Dean Sage jr.
49 Wall Street,
New York City.

Dear Mr. Sage,

Many thanks for your letter of April 18th.

As you are taking so much interest in this matter, and are able to give us valuable help and advice in reference to it, I think that the best answer I can make is to send you all the information at present available in the form of:--

- (a) Extracts from Minutes of the Board of Governors and Executive Committee.
- (b) Copies of the Provisional and Absolute Charters granted by the Regents of the University of the State of New York.

I would draw your special attention to the action of the Board of Governors on page 3, by which the Board of Governors act as the Corporation from this time forth etc. There is also an important paragraph on page 4, bearing on the holding of property. I cannot discover that any further action was taken in the matter.

It seems to me that the question that was referred to the small Committee by the Board of Governors at its meeting last July, viz, whether it is still necessary to continue the body of 25 Trustees, as provided by the Provisional Charter, has now broadened out into the major question as to the validity from a legal point of view for the purpose of holding property etc of the Incorporation of the University under the Regents of the University of the State of New York and further, whether, if this is the case, the Board of Governors represents the body of Trustees, as would appear to be the case from the action of the Board of Governors at Philadelphia on Nov. 1 & 2 1922.

With kind regards,
Yours very sincerely,

(7a)

0631

26 Grosvenor Street,
London, Ont.

May 13 1939.

Prof. H.B. Robins PH.D.
The Colgate-Rochester Divinity School,
Rochester, N.Y.

Dear Dr. Robins,

I felt that as I had access to all the records, it was my duty to assist the small Committee of which you are Chairman, and to which the Board of Governors has assigned the work of going into the whole question of the Incorporation of the University. I enclose a copy of the results of my enquiries, and shall be glad to know what your reaction to it is.

What would you think of the suggestion that you send on this material, with your comments thereon, to Garside, asking him to forward it with his comments, to Mr. Dean Sage jr. (49 Wall Street, New York City), and get Mr. Sage to return the whole thing with his remarks to me. I might then be able to frame a resolution, for your approval, which could be submitted to the Board of Governors at their meeting on June 5th. It would be difficult to get a meeting of the Committee, and this procedure by correspondence may serve the purpose.

I may add that I quite hope to have information available for the meeting in June touching the Titles to the University property.

I hope that you may find it possible to get to the meeting in New York, and I may have the pleasure of seeing you there.

With kind regards,
Yours very sincerely,

(7a)

0632

DEAN SAGE, JR.
49 WALL STREET
NEW YORK

May 15, 1939.

Rev. Frank Anderson,
26 Grosvenor Street,
London, Ontario,
Canada.

Dear Dr. Anderson:

Thank you for your letter of the 12th. I shall be more than pleased to make a statement on the subject of my natural history program at the Annual Meeting of the Board, if it is so desired.

I am looking forward with interest to the receipt of your memorandum on the question of the incorporation of the University, inasmuch as any further light you can shed on this matter will make it easier for me to prepare an opinion down here. Please let me have your memorandum as soon as possible so that if anything need or can be done before the Annual Meeting of the Board, I will have time to do it.

With best wishes,

Sincerely yours,

DSJr/AS/P

Dean Sage Jr

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THE COLGATE-ROCHESTER DIVINITY SCHOOL
ROCHESTER, NEW YORK

THE HISTORY AND PHILOSOPHY
OF RELIGION
HENRY B. ROBINS

May 16, 1939

Prof. Frank Anderson, D.D.,
26 Grosvenor Street,
London, Ontario

Dear Dr. Anderson:

I received your letter yesterday, and have written Dr. Garside in keeping with your suggestion, asking him to forward the material to Mr. Sage, and to ask Mr. Sage to return the entire budget to you.

When I wrote my letter to Dr. Garside, I thought that I had put a couple of carbons on my machine, and would send you one copy and retain the other. But I discovered that I had done nothing of the sort; so decided to send the letter I had written to Dr. Garside and to write you perhaps a little more fully.

My own judgment is in accord with yours in the several items of your Memorandum. But the Provisional Charter seems to me a very confused document. I think yours the only interpretation that a careful reading could put upon it, for it certainly seems to call for a Board of Trustees as distinct from the Board of Governors - in spite of the fact that it declares that the Trustees "shall be known as Governors of the University," which statement is wholly ambiguous. The fact that through these years there has been a Board of Trustees makes it clear what the understanding of the document has been. At the same time, seeing that the Board of Governors actually administers the affairs of the University (in so far as administration is not in the hands of the Board of Directors), it would seem that the Board of Trustees is actually a fifth wheel to the wagon. My guess would be that the Board of Regents would be receptive to an appeal for an amendment of the Charter identifying the two bodies - i.e. making the Board of Governors as now constituted, and their lawfully chosen successors, the Trustees of the University.

I am not clear as to the exact powers of the Board of Regents, and in particular am in doubt as to whether that Board can authorize a charter covering the holding, the acquisition and disposal of realty. All I see reflected in the Charter is their educational interest - their interest, that is to say, in educational standards. But this whole question of the University property is outside my committee's specific commission, as I understand it. All we are charged to do is to make some specific recommendation on what seems to us the superfluous organizational duality embodied in the Charter and reflected in our practice. The Board will of course want to go into the other matter, the question of Titles of University property, where vested and by what authority.

I am still in doubt about my ability to attend the meeting in New York next month. I certainly greatly appreciate your taking the initiative in the matter referred to my committee.

Cordially and sincerely yours,

Henry B. Robins

0634

26 Grosvenor Street,
London, Ont.

May 17 1939.

Mr. Dean Sage jr.
49 Wall Street ,
New York City.

Dear Mr. Sage,

Many thanks for your letter of May 15.

I am glad to know that you are willing to speak for a short time at the meeting on June 5.

I send a copy of the Memorandum to Prof. Robins, the Chairman of the Committee, suggesting that, if he thought well, he might send it on to you, with his remarks. But, in case there is delay, I enclose another copy. Perhaps you will be so good as to return it to me, with any comments of your own. I might then be able to frame some sort of proposal to lay before the meeting on June 5th.

With kind regards,

Yours very sincerely,

(7a)

0635

EXTRACTS FROM MINUTES RE INCORPORATION OF THE

WEST CHINA UNION UNIVERSITY

*under the Regents of the
University of the State of New
York.*

Executive Committee - New York - January 14, 1913

"A letter to the Secretary from Mr. Mornay Williams, suggesting consideration of the matter of University incorporation was read. The Secretary also presented a copy of a letter from Mr. R. J. Davidson to Dr. H. T. Hodgkin, dealing in part with the same matter. It was

RESOLVED - That the Secretary be instructed to correspond with the Senate of the University with a view to securing a recommendation as to whether it is desirable from the educational standpoint to secure incorporation and if so, in what country it would be most desirable to secure such incorporation and that the whole matter be referred to the Board of Governors for consideration at its next meeting."

Executive Committee - New York, July 21 and 22, 1913

"RESOLVED - To request the Special Committee on Incorporation, Mr. Williams and Mr. Rowell, to be prepared to report to the Board of Governors at its next meeting." (Meeting was set for January, 1914. We have no Minutes of the Board of Governors until 1916)

Executive Committee - New York - June 5, 1914

"The Committee in charge of this matter reported progress and a lengthy statement bearing on the question was made by Mr. Mornay Williams. It was

RESOLVED - To leave the matter of incorporation in the hands of the special committee.

The hope was expressed that the Incorporation of the University may be secured before long. Attention was called to the urgency of the situation at Chengtu, in view especially of the published catalogue of the University and the assurances therein contained that the University was prepared to confer the Arts and other degrees upon completion of the respective courses of study.

Favorable consideration was also given to provisional incorporation to meet the pressing needs of the Senate; but it was made clear that nothing beyond mere temporary relief can be had until the Board of Governors has secured the \$500,000 so urgently needed. Full incorporation of the University cannot possibly be secured until the Board of Governors is in possession of much larger financial assets."

Meeting of the Board of Governors - Toronto - Oct. 4 - 5, 1916

"RESOLVED - That the Committee on Incorporation be re-appointed."

Meeting of the Board of Governors - Philadelphia - September 25-26, 1918

"RESOLVED - That the matter of incorporation of the University be referred to the Executive Committee with power."

0636

Executive Committee - New York - January 13, 1919

"RESOLVED - (a) That under the authority given to the Executive Committee by the Board of Governors, action be taken to incorporate the University under the Regents of the University of the State of New York.

(b) That the committee to secure incorporation be as follows:
Mr. James Wood and Mr. W. O. Gantz."

Meeting of Board of Governors - Toronto - September 11-12, 1919

"Mr. James Wood reported on behalf of the special committee on Incorporation.

RESOLVED - That the Board suggests to the Committee on Incorporation that three members from each of the co-operating Boards be included in the document of Incorporation.

After further discussion as to certain modifications necessary, the question was referred back to the special committee, with the understanding that the suggestions of the Board would be embodied in the document of Incorporation and that the Committee would report to the Executive Committee."

Meeting of Board of Governors, London, England - July 1st and 2nd, 1920

"Further consideration has been given to the question of Incorporation. RESOLVED - That the University be incorporated with the Regents of the University of the Senate of New York, and that the Executive Committee be empowered to take the necessary steps in the matter."

Executive Committee - New York - December 9, 1920

"Progress was reported, and Mr. Mornay Williams agreed to take the question up with Mr. Gantz, with a view to the carrying out of the decision of the Board of Governors at its recent meeting in London."

Executive Committee - New York - December 8, 1921

"The Secretary read letters received from Mr. Gantz re need of further information and it was brought out that considerable new information had been forwarded to him."

Executive Committee - New York - June 29, 1922

"A letter was read from Mr. Gantz stating that the Board of Regents at a meeting held May 25, 1922, formally voted to grant a provisional charter to the West China Union University."

Meeting of Board of Governors - Toronto - September 26 and 27, 1923

"Dr. Endicott reported correspondence from Mr. Gantz and others on this subject. RESOLVED that the matter be referred to the Executive with power to act if any action should become necessary."

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Meeting of Board of Governors - New York - June 29 and 30, 1921

"Mr. W. O. Gantz made a statement of the present situation, which is that application for incorporation is ready. RESOLVED, That the following be asked to sign the application for incorporation: Dr. Goucher, Mr. Vaux, Dr. Endicott, Mr. Williams, Dr. Franklin, Dr. Rice and Mr. Silcock."

Meeting of Board of Governors - Philadelphia - Nov. 1st and 2nd, 1922

"Mr. Gantz presented a Provisional Charter of the West China Union University issued by the Board of Regents of the State of New York. RESOLVED That the Provisional Charter of the University be accepted; and THAT this Board of Governors act as such Corporation from this time forth; and THAT the Corporation accepts and binds itself to act under and in pursuance of the Constitution granted to the University by the co-operating Boards now in force; and THAT the Corporation adopt the By-laws of the University as the By-laws of the Corporation."

RESOLVED, THAT the Chair appoint a committee of three to examine the Constitution and By-laws of the West China Union University to see if any verbal changes are necessary to make them apply to the Corporation; and if any verbal changes are, by said Committee, deemed necessary, it so report to the Executive, with power to the Executive to adopt any such mere verbal changes; and to call to the attention of the Corporation any other changes that may be deemed necessary involving other than verbal changes. Mr. Gantz, Mr. Vaux and Dr. Rice were appointed the Committee to act in this connection.

Mr. Gantz suggested that Dr. Endicott notify the various Mission Boards of the acceptance of the charter and of its effect asking them to notify the Board for its next meeting, of the names of those whom they wish to be regarded as their representatives."

Continue with extracts from Blue Minutes
File

B. of G. - Toronto - Sept 26 + 27. 1923

604 + 603, ~~714~~

B. of G. New York Sept. 23 + 24 1925

714

B. of G. New York - Sept. 14 + 15. 1926

724

B. of G. Toronto Sept. 28 + 29 1927

786

0638

WEST CHINA UNION UNIVERSITY.

.....

Minutes bearing upon the Incorporation of the University under
the Regents of the State of New York.

.....

B of G. # 362 (Sept. 11 & 12 1919)

Mr. James Wood reported on behalf of the special Committee on
Incorporation.

RESOLVED- That the Board suggest to the Committee on Incorporation
that three members from each of the cooperating Boards be
included in the document of Incorporation.

After further discussion as to certain modifications necessary,
the question was referred back to the special Committee, with the
understanding that the suggestions of the Board would be embodied
in the document of Incorporation, and that the Committee would report
to the Executive Committee.

B of G #444 (July 1 & 2 1920)

Further consideration was given to the question of Incorporation.

RESOLVED- That the University be incorporated with the Regents
of the University of the State of New York, and that the Executive
Committee be empowered to take the necessary steps in the matter.

Executive #444 (Dec. 9 1920)

Progress was reported, and Mr. Mornay Williams agreed to take
the question up with Mr. Gantz, with a view to carrying out the de-
cision of the Board of Governors at its recent meeting in London.

B of G. # 489 (June 29 & 30 1921)

Mr. Gantz made a statement of the present situation , which is
that application for incorporation is ready.

RESOLVED* THAT THE following be asked to sign the application
for incorporation:--Dr. Goucher, Mr. Vaux, Dr. Endicott, Mr.
Williams, Dr. Franklin, Dr. Rice and Mr. Silcock.

Executive # 308 (Dec. 9 1921)

The Secretary read letters received from Mr. Gantz re need of
further information, and it was brought out that considerable new
information had been forwarded to him.

Executive # 335 (June 29 1922)

A letter was read from Mr. Gantz stating that the Board of Regents
at a meeting held May 25 1922, formally voted to grant a provisional
Charter to the West China Union University.

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WEST CHINA UNION UNIVERSITY.

MEMORANDUM ON INCORPORATION.

.....

The following is the result of a careful study of the documents, and of all Minutes of the Board of Governors dealing with the subject, of correspondence with Mr. Dean Sage/jr, of New York, and of an interview with Mr. H.E.Langford of the legal firm in Toronto, of which the Hon N.W.Rowell, K.C. was formerly Counsel. Mr. Langford has in the past given valuable legal advice to the University.

The University was granted on May 25 1922 a Provisional Charter, "under the corporate name of the West China Union University" by the Regents of the University of the State of New York. This Provisional Charter was replaced by an Absolute Charter on October 18 1934, it being specified that the University has the power to grant the following degrees:--B.A.; B.Sc.; M.D. ; D.D.S. . It was further stated that all the powers, privileges and duties of the Corporation constituted under the Provisional Charter had been continued under the Absolute Charter.

Attention is directed to the following features in the Constitution referred to:--

1. A body of Trustees is set up, "who shall be known as the Governors of the University", and provision is made for the permanence of the corporation by the retirement and replacement of 8 after one year, 8 after two years and 9 after three years.
2. In each of the above groups it is provided that one member shall be chosen from each of the following bodies:--
 - The American Baptist Foreign Mission Society
 - The Friends Foreign Mission Association, Great Britain and Ireland.
 - The General Board of Missions of the Methodist Church of Canada.
 - The Board of Foreign Missions of the Methodist Episcopal Church.
 - The Church Missionary Society."and the remainder from the Board of Governors of the University, as it may be constituted from time to time."

This provision makes it quite clear that the Board of Governors is regarded as a body entirely distinct from the 25 Trustees, though the statement that these Trustees "shall be known as the Governors of the University" is distinctly confusing.

3. The Charter further gives "power in them from time to time by unanimous vote of their full Board to fix their terms of office and their number to be not more than 25 or less than 5."

It may here be pointed out that the Constitution of the Board of Governors provides that there shall be 3 representatives from each of the five Mission Boards named in paragraph 2 above, together with one from each of the three Woman's Boards which cooperate in the University, making a minimum of 18; further, provision is made for the cooption by the Board of Governors of members "not to exceed twice the number of participating organizations" (Art. IV Sect.1)

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this would add a possible 16 coopted members, making the maximum membership of the Board of Governors 34. Further, it is provided that "the members of the Board shall hold office for a term of three years or until their successors are appointed".

it would appear, therefore, that the Board of Governors, as at present constituted fulfils all the conditions laid down in the Charter for the "Trustees", saving that the Charter limits the number of the Trustees to 25.

4. The Charter further states that "this Charter will be replaced by an Absolute Charter authorising the University to confer upon its graduates the usual degrees subject to the restrictions and requirements of the University, if within five years the Corporation shall acquire resources and equipment of the value of at least \$500,000, available for for its use and support and sufficient and suitable for its chartered purposes in the judgment of the Regents of the University and be maintaining an institution of educational usefulness and character satisfactory to them."

This provision clearly implies that the corporation thus constituted can, as a corporation, hold property in a legal sense. But the corporation has never been organised otherwise than as far as to elect a Chairman and Secretary for the purpose of conducting and Annual Meeting required for its permanent maintenance as a corporation, in accordance with the terms of the Charter.

The provisions made for the property of the University are embodied in Art. IV Sect. 3 of the Constitution of the Board of Governors which reads as follows:--

"The Board of Governors shall hold, either in the name of one or more of the participating Missionary organizations, or as a corporate body on behalf of the University, all deeds of trust, endowments and other property of the University not otherwise provided for

"The Board of Governors may, in so far as the exercise of their trusts may permit, lease or loan its properties to the Board of Directors or others as the interests of the corporation dictate. Any income derived therefrom shall belong to the Board of Governors."

The seal of the University is in the possession of the Secretary of the Board of Governors under Art. II Sect. 8 of the By-Laws of the Board of Governors, which reads:--

"The Secretary shall have the custody of the Corporate Seal of the University, and shall with it attest all documents requiring a seal."

REMARKS ON THE ABOVE.

1. The University would seem to be a "corporation" with power in a legal sense to hold property. This power is delegated to it under a Charter granted by the Regents of the University of the State of New York. The question should be answered as to what right, under either State or Federal law, the Regents have to constitute a "Corporation" for this purpose. Is the position of the University secure in this respect? It has been pointed out that, as an illus-

tration, the United Church of Canada has been constituted such a corporation by an Act of the Parliament of Canada, and that, under that special Act, it has power to constitute "corporations" for such purposes and with such powers as it may desire. Are the Regents in a similar position?

2. Further, enquiries made in New York reveal the fact that there is no other record of any incorporation of the University.

3. Actually it is a different body, viz the Board of Governors, not the 25 Trustees, which holds the property which enabled it to claim from the Regents the replacement of its Provisional Charter by an Absolute Charter. This anomalous position should be rectified in some way.

4. As the simplest method of so doing it is suggested that the 25 Trustees should state the position to the Regents, and petition them to permit the Board of Governors, as at present constituted, to take the place of the "25 Trustees", as constituted by the Charter. The petition would place all the above details before the Regents, pointing out that the Board of Governors is identical in its inter-denominational character with the 25 Trustees, but that it more adequately represents the Mission Boards cooperating in the University inasmuch as each Board chooses three members, and that its number, though not limited to 25, is in practice about that number, and in no case can exceed 34.

5. It should be stated that an attempt was made to deal with the anomaly at the meeting of the Board of Governors in Philadelphia in Nov, 1 & 2, 1922, action of which reads as follows:--

RESOLVED - that the Provisional Charter of the University be accepted; and THAT this Board of Governors act as such Corporation from this time forth; and THAT the Corporation accepts and binds itself to act under and in pursuance of the Constitution granted to the University by the cooperating Boards now in force; and THAT the Corporation adopt the By-laws of the University as the By-Laws of the Corporation."

RESOLVED- that the Chair appoint a Committee of three to examine the Constitution and By-Laws of the West China Union University to see if any verbal changes are necessary to make them apply to the Corporation; and if any such verbal changes are by the said Committee deemed necessary, it so report to the Executive, with power to the Executive to adopt any such mere verbal changes; and to call to the attention of the Corporation any other changes that may be deemed necessary involving other than verbal changes. Mr. Gantz, Mr. Vaux, and Dr. Rice were appointed the Committee to act in this connection."

Mr. Gantz suggested that Dr. Endicott notify the various Mission Boards of the acceptance of the Charter and of its effect, asking them to notify the Board for its next meeting of the names of those whom they wish to be regarded as their representatives."

Further consideration was given to the matter and various suggestions as to action were made at the meetings of the Board of Governors at Toronto, September 26 and 27 1923, New York, September 23 and 24 1925, New York, September 14 and 15 1926; but the matter was never brought to a head, nor were the Regents approached with any proposals.

6. If the Regents will grant such a petition as is above referred to, it would seem that it will be merely necessary for them to issue an amended Charter, or Transfer the Charter to a Corporation known as the Board of Governors of the West China Union University, constituted as defined in Art. IV Sect. 3 of the Constitution of the Board of Governors, as given above, and governed in other respects by the terms of that Constitution. The 25 Trustees will then no longer be required, inasmuch as ample provision is made in the said Constitution for the holding of property, and it merely duplicating of machinery to call into being and continue such a body of Trustees for the purpose.

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THE COLGATE-ROCHESTER DIVINITY SCHOOL
ROCHESTER, NEW YORK

THE HISTORY AND PHILOSOPHY
OF RELIGION
HENRY B. ROBINS

May 16, 1939

Dr. B. A. Garside
150 Fifth Avenue,
New York City

Dear Dr. Garside:

I have just received the enclosed Memorandum re the Incorporation of West China Union University, and, at Dr. Anderson's request, am passing it on to you, with my comment below, and with his suggestion that when you have read it you forward it, with your comment, to Mr. Dean Sage, Jr., 49 Wall St., New York City, with the request that he add his comment and return the whole budget to Dr. Frank Anderson, 26 Grosvenor St., London, Ontario, Canada as promptly as possible, so that Dr. Anderson may be able to prepare a resolution dealing with the matter for the meeting of the Board of Governors in June.

I have again read the provisional charter, and agree with Dr. Anderson's interpretation of it. But the document is ambiguous. The fact, however, that all these years there has been a separate Board of Trustees confirms the judgment that the original instrument provides for two bodies, a Board of Trustees and a Board of Governors. But since the Board of Governors is the de facto administrative body, it seems to me that the next step should look in the direction of making it fully and exclusively so de jure. It may be that the Charter can be so amended as to merge the two completely. The matters should be taken up with the Regents.

The property-holding function of the Board of Governors is clearly enough defined in the Constitution, but the Charter does no more than imply that the corporation actually does hold property; its interests seem to be wholly with the educational aspect of the Board's responsibility. I find upon inquiry that the institution which I serve was authorized, in its present form, by a special act of the Legislature of the State of New York, which act constituted "The Baptist Education Society of the State of New York," whose stated objective was the conduct of the Colgate-Rochester Divinity School. The Board of Regents acted simply to regulate the conferring of degrees. This raises the question in my mind as to what the powers of the Board of Regents are. It seems to me that we ought to have competent legal advice as to the exact powers of the Board of Regents, and particularly as to whether they cover the authorization of buying, selling and holding real property on the part of any corporation chartered by the Regents. If they do not, the Board of Governors seems to be without any such legal authorization, as a corporation. My only query here is as to whether the property rights of the corporation are adequately covered by this instrument. In any case, the existing duplication of machinery should be at an end.

With my best regards to you,
Sincerely,

Henry B. Robins

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RECEIVED
UNIVERSITIES
MAY 17 1939
JOINT OFFICE

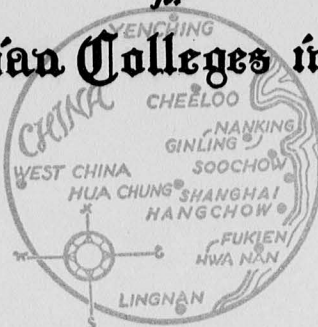
BOCHELLE'S NEW ACADEMY
THE COFFYLE-BOCHELLE'S DIMINILA SCHOOL

0645

THE COLLEGES
CHEELOO UNIVERSITY (SHANTUNG)
FUKIEN CHRISTIAN UNIVERSITY
GINLING COLLEGE
HANGCHOW CHRISTIAN COLLEGE
HUA CHUNG COLLEGE
HWA NAN COLLEGE
LINGNAN UNIVERSITY
UNIVERSITY OF NANKING
UNIVERSITY OF SHANGHAI
SOOCHOW UNIVERSITY
WEST CHINA UNION UNIVERSITY
YENCHING UNIVERSITY

TEL. WATKINS 9-8703
CABLE: ASCHICOL

Associated Boards
for
Christian Colleges in China



150 FIFTH AVENUE, NEW YORK, N. Y.

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RALPH E. DIFFENDORFER
VICE PRESIDENTS
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TREASURER
E. M. MCBRIER
ASSOCIATE TREASURER
C. A. EVANS
EXECUTIVE SECRETARY
B. A. GARSIDE
SECRETARIES
PAUL H. BUCHHOLZ
OLIVER J. CALDWELL
J. FREDERICK GOPORTH
MRS. T. D. MACMILLAN
JOSEPH I. PARKER

May 19, 1939

Mr. Dean Sage, Jr.
49 Wall St.
New York City

Dear Mr. Sage:

The enclosed letter from Dr. Robins and the memorandum prepared by Dr. Anderson in regard to the West China Union University incorporation has just come to us. Mr. Evans is the one who has been most closely in touch with this investigation, and I quote hereunder a memorandum which he has written regarding this matter.

When you have reviewed this material, will you add your comments and send the entire set of documents on to Dr. Anderson, as suggested in Dr. Robin's letter of May 16?

Sincerely yours,

Joseph I. Parker
Assistant Secretary,
West China Union University

MEMORANDUM FROM MR. C. A. EVANS
REGARDING WEST CHINA UNION UNIVERSITY INCORPORATION

After reading the letter written by Dr. Robins and the memorandum of Dr. Anderson, it is my conclusion that the Board of Governors cannot rightfully act under the Charter as granted by the University of the State of New York, as the Board of Governors is desirous of continuing a membership of more than twenty-five which is prohibited in the Charter to the Trustees. Dr. Robins raises a more important question regarding the powers of the University of the State of New York to grant corporate papers to hold property. The Board of Governors has never been incorporated and the repeated warning of Hon. N. W. Rowell that a corporation must be built which can "sue and be sued" has not been heeded.

I would further call attention to the fact that even the Constitution, insofar as our office could determine, never became actually valid. To make it so required final approval by the Board of Managers in China and the Board of Governors in the United States.

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DEAN SAGE, JR.
49 WALL STREET
NEW YORK

May 24, 1939.

Rev. Frank Anderson,
26 Grosvenor Street,
London, Ontario,
Canada.

Dear Dr. Anderson:

I enclose herewith letters and memorandum in connection with the incorporation of the University.

I would like now to give you my brief views on the subject, subject to further check-up by myself as soon as I can do it.

The main question in the matter of the incorporation is whether the University of the State of New York had power to create a corporate body with corporate powers as it did by its provisional charter to West China in 1922, which was made absolute in 1934. I think that this question arises from a misunderstanding of the nature of the University of the State of New York.

The University of the State of New York is in effect the Education Department of New York State. It is really not a college or university at all, but rather more in the nature of a bureau of education governed by a Board of Regents whose appointment and tenure of office are provided for by the Statute Law of New York State.

Under this statute, which is titled the Education Law, the Regents of the University of the State of New York are given the power to grant charters incorporating "any university, college, academy, library, museum, or other institution or association for the promotion of science, literature, art, history or other department of knowledge, or of education in any way ***". You will thus see that the University of the State of New York is by law actually given the power to perform an act of government or of law, that is to say, bring in to being corporate bodies, for the purpose of education.

Likewise, under the Education Law, the trustees of every corporation created by the Regents of the University of the State of New York, may exercise the various corporate powers and functions customarily exercised by trustees of a corporation, such as holding real and personal

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Rev. Frank Anderson.

-2-

May 24, 1939.

property, buying or selling property, appointing officers, making By-Laws and rules necessary for the conduct of their institution, etc.

The foregoing should clear up all question regarding the validity of the incorporation of the University. In confirmation of this, however, I shall make a visit to the office of the Commissioner of Education of the State of New York, who is likewise President of the University of the State of New York, and check up specifically on West China's position. My personal views, however, are those I have expressed above.

On the further question of the existence in the University of two bodies, (1) a Board of Trustees created by the Regents of the University of the State of New York, and (2) the Board of Governors which, I gather, was provided for under the original constitution of the University which antedated the incorporation by the Regents, I would not like to express an opinion without further study of the law. I should think, however, that inasmuch as West China received its corporate identity from the Regents, and inasmuch as the Regents, pursuant to the powers given them by the Education Law, appointed as the Trustees of West China the twenty-five persons named in the provisional charter as incorporators, with a further provision for the election of successors to those Trustees, that that body of Trustees might very well be the body vested with the actual governing power of the University. In any event, the Education Law provides specifically that the number of trustees of a corporation created by the Regents of the State of New York shall not exceed twenty-five. If the Board of Governors numbers more than twenty-five, it may be that that is an invalid set-up.

On the question of the Board of Trustees which I have mentioned above, I want my thoughts herein expressed to be particularly reserved and really off the record because, as I said before, it is a question on which I do not want to give an opinion without further study of the law and the facts involved. I do, however, for your own convenience, want to get this letter off to you as soon as possible, so that you will be at least partially advised on these questions before the Annual Meeting of the Board.

I shall do my best to find out the answer to the Board of Trustees question and incorporate that, together with my views on the incorporation of the University, into one complete memorandum for you before the meeting of the Board.

DSJr/AS/P

With best wishes,

Sincerely yours,

Dean Sage

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MEMORANDUM

regarding

THE TITLES OF THE UNIVERSITY PROPERTY

September 12, 1940

The following Memorandum is designed to cover only the position of the University as incorporated under the Regents of the University of the State of New York, and their power to hold property, whether in the United States or elsewhere, particularly in China; it does not touch on the present condition of affairs, by which the United Church of Canada holds the property in Trust for the Board of Governors and the cooperating units; rather it is intended to afford material for ascertaining by what method the Trusteeship now held by the United Church can be transferred to the University itself.

1. The following represents the terms of the Provisional Charter, which Charter is now absolute.

THIS INSTRUMENT WITNESSETH that the Regents of the University of the State of New York have granted this provisional charter incorporating

Rev. Austin K. De Blois, Rev. Joseph Beech, Rev. James Endicott, Vincent Massey, Rev. Canon E. Price Devereaux, James Edmund Clark, Rev. Cyril C. B. Bardsley, Rev. John Franklin Goucher, Mornay Williams, William North Rice, Rev. Richard Pinch Bowles, Ross A. Hadley, Rev. F. Baylis, Henry T. Hodgkin, Michael Sadler, William O. Gantz, Rev. Emory William Hunt, Rev. James Henry Franklin, H. Wilson Harris, T. R. W. Luntz, Rev. Frank Mason North, James Wood, Newton W. Rowell, George Vaux, Jr., Rev. Frank Anderson,

and their successors and associates as a university for the elementary, secondary and higher education of youth in China, under the corporate name of "West China Union University", to be located at Chengtu, in the province of Szechwan, China, with the principal office to be located in the Borough of Manhattan, in the City, County and State of New York, with twenty-five trustees who shall be known as the Governors of the University, to be at first the persons named herein as incorporators, to hold in the order of their naming, eight until the annual meeting of the University in the year 1922, eight until the annual meeting in 1923, and nine until the annual meeting in 1924 and until their successors shall be chosen by the members of the corporation each year in place of those whose terms expire within that year, one from the American Baptist Foreign Mission Society, one from the Friends Foreign Mission Association, Great Britain and Ireland, one from the General Board of Missions of the Methodist Church of Canada, one from the Board of Foreign Missions of the Methodist Episcopal Church, one from the Church Missionary Society, and the remainder from the Board of Governors of the University as it may be constituted from time to time, and to hold office for terms of three years each with power in them to increase or decrease its membership in such manner and upon such terms as shall be provided for by the general rules of its trustees, with power in them from time to time by unanimous vote of their full board to fix their terms of office and their number to be not more than twenty-five nor less than five; and with the provisions that this charter will be replaced by an absolute charter authorizing the university to confer upon its graduates the usual degrees, subject to the restrictions

and requirements of the University, if within five years the corporation shall acquire resources and equipment of the value of at least \$500,000, available for its use and support and sufficient and suitable for its chartered purposes in the judgment of the Regents of the University and be maintaining an institution of educational usefulness and character satisfactory to them; and that until the granting of the absolute charter suitable degrees of The University of the State of New York will be conferred upon the graduates of the University who in the judgment of the Regents shall have duly earned the same.

GRANTED May 25, 1922, by the Regents of the University of the State of New York, executed under their seal and recorded in their office.
Number 3126.

ADELBERT MOOT
Vice Chancellor

FRANK D. GRAVES
President of the University

2. Extract from the Constitution of the Board of Governors:- Article IV Section 3 reads as follows:-

"The Board of Governors shall hold, either in the name of one or more of the participating Missionary Organizations, or as a corporate body on behalf of the University, all deeds of trust, endowments and other property of the University not otherwise provided for."

This does not in any way conflict with the terms of the Charter, as the twenty-five Trustees, who form the incorporated body, will always be members of the Board of Governors, and in this way the Board of Governors, which is a larger body, can hold property by means of a smaller incorporated body of its own members.

3. Extract from the Minutes of the Annual Meeting of the Board of Governors, May 15, 1940.

"(c) G-1403 - E-1433. Titles of University Property.

"The Secretary reported action of the Executive Committee on this matter as follows:-

'E-1433 VOTED (1) That Dr. Anderson, in cooperation with Mr. Langford, should be asked to proceed to a conclusion in the matter of clarifying the original position as between the Board of Governors and (a) the Society of Friends and (b) the Church Missionary Society.

'(2) That Dr. Garside's office should be asked to make a study of the present methods by which the property in Chengtu is held, the location of the deeds, and, specifically, what is covered by the original Declarations of Trust, and what, if any, is held by individual Mission Boards.

'(3) That the suggestion be further explored as to the wisdom of transferring the trusteeship from the Canadian to a United States Board.'

"In connection with (1) above, the Secretary stated that Mr. Langford reported that the matter had not yet been brought to a conclusion.

"In connection with (3) the Secretary stated that the question had been raised as to whether the United Church of Canada is authorized, under its Act of Incorporation, to act in the capacity of a Trustee, and that he had addressed an enquiry on the point to Mr. A. T. Whitehead, Barrister-at-Law and Secretary to the Legal Committee of the United Church, to which Mr. Whitehead had replied as follows:-

'You have asked whether or not the United Church of Canada has the power to hold property in trust, and it is my view that it has not the power to act as a Trustee.'

"After some discussion it was

"G-1457 VOTED that the Secretary, Dr. Arnup and Dr. Cartwright be asked to act as a Committee to further investigate this last point raised, and report to the Executive Committee or the Board of Governors."

4. The following letter, dated July 11, 1940, was received by the Secretary from Dr. Cartwright:-

"We have enquired of the University of the State of New York concerning the question raised at the meeting of the Board of Governors of the West China Union University and I have in my possession an expression of judgment from Ernest E. Cole, Commissioner of Education for the State of New York. It reads as follows:-

'In my opinion, the West China Union University has the power to acquire real estate in China, in so far at least as the laws of this State are concerned. It seems to me that your real problem is whether or not it can acquire real property in China under the laws of China. Of course you understand that this is merely my opinion and it might be well for you to seek the advice of the attorneys who are handling the real estate transaction. So far as I have been able to find, there are no cases upon the question.'

"This seems to clear the matter from the standpoint of our own highest authority on this subject. If there is any further question from the attorneys in Canada, it will be necessary, I suppose, for 'the attorneys who are handling the real estate transaction' to secure a legal opinion through the above channel."

5. I referred the matter to Dr. Beech, sending him a copy of the above letter from Dr. Cartwright, and asking for his opinion. The following letter was received from him, dated August 20, 1940:-

"Thank you for your reply of August 16th and also for yours of July 19th with invitation to comment regarding the University right to hold property, etc. in China. I am not sure that I have anything definite to say beyond what has already been said when these matters have been before the Governors meetings, but in response to your invitation I venture the following comments:-

"(1) In using the term 'University' we should be quite clear if it refers to the 'Board of Governors of the University' and the property of this body, or if it implies the Board of Governors and the several Mission Boards and that also own property within the general term University. (See (5) below)

"(2) As to the Mission Boards or bodies, they have long since had rulings on that matter by their respective government officials in China. That right has been recognized - though often regarded as implying 'lease' for ninety-nine years or indefinite period, instead of the word 'sale'.

"(3) If the Board of Governors is a legal missionary body, I do not see the necessity of raising this question of the right of a missionary body incorporated in the State of New York, U.S.A. to hold property in China.

"(4) If there is any question as to the 'University', as that term is stated in the Articles of Incorporation, being a missionary body, I suggest that the whole question be referred to Ambassador Nelson T. Johnson, United States Embassy, Chungking, China, or to the United States Department of State, enclosing with the request for official opinion, (a) the Articles of Incorporation and (b) the opinion of Commissioner Ernest E. Cole, together with other legal opinions of the Board.

"(5) The property of the Woman's College requires definition. The Woman's College took over their present property from the Methodist Episcopal Mission or their Board of Foreign Missions. What is the status of the 'Woman's College' in this connection? Is it a legal entity of the 'University' as incorporated in New York and its property included in the 'University' holdings; if not, what is their legal status as a property holding body? They are not incorporated as the Woman's College.

"I do not raise this last question to bring it up for consideration by the Board of Governors, as that, in the first instance, concerns the Methodist Board and the Woman's College or the Mission Boards associated in the Woman's College. I state it to indicate the desirability of removing misunderstanding in our use of terms as legally defined.

"I am of the opinion that the Chinese Government will never deny the right of the University, the Board of Governors, or the Mission Boards co-operating in the University, to ownership of the 'University' property. But it is necessary for us all to know where ownership of it rests. Example:- If destroyed, and claim for compensation is made, who would make the claim or claims for the part or parts destroyed; example - the Woman's College? Etc.?"

"May I suggest that the next Executive Committee meeting consider these aspects to understanding of our own terms and legal responsibilities. They are complex. If the Governors were holding trustees for all properties of the University - and the Governors as incorporated - a recognized legal church or missionary body - our situation would be far more clear, even if not simple."

6. It is, perhaps, natural to enquire how the other Christian Universities in China hold their property.

VW

FRANK ANDERSON,
Secretary

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