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UBCHEA ARCHIVES
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Huachung
Corres.
Warnshuis, A. L.
1934-1947

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February 20, 1934.

Mr. Thomas B. Gilchrist,
In care of Cadwalader, Wickersham, & Taft,
14 Wall Street,
New York, N.Y.

My dear Gilchrist:

We greatly appreciate your willingness to obtain for us a legal opinion regarding an important question in the organization of some of our boards of trustees. As you suggested, I shall try in this letter to state our problem as we understand it. I am writing in behalf of the Associated Boards for Christian Colleges in China.

Several of these boards of trustees, as for example, the Board of Yenching University in Peiping, of the University in Nanking, of the Fukien Christian University at Foochow, and others, are chartered by the Board of Regents of the University of the State of New York.

At least one of the boards - that of the Central China College at Wuchung - is incorporated under the laws of the State of New York governing voluntary membership associations.

The members of these various boards of trustees are elected or appointed by a number of cooperating boards of foreign missions of different churches. The universities are what we call union institutions, supported by the cooperative efforts of a number of different churches and individuals.

The question has been raised as to whether it is legal for proxies or alternates to attend and vote in meetings of these boards in the absence of the elected or appointed members. The question, therefore, is simply whether under the Charter of the University of the State of New York or under the laws governing incorporated voluntary membership associations, proxies or alternates are permitted, and if so under what conditions.

The opinion has been expressed that where an organization appoints a person as its principal delegate as member of a board and at the same time appoints another person as an alternate for that principal delegate, it is legal for the alternate to attend and vote at meetings of the board when the principal delegate for whom he is an alternate is absent. Is this opinion correct and does it apply to incorporated voluntary membership associations as well as to trustees chartered by the University of the State of New York?

Yours very truly,

(Sgd.) A. L. Warnshuis

ALW:H

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Cadwalader Wickersham & Taft

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

(Strong & Cadwalader)

114 Wall Street

New York

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

February 26, 1934.

FEB 28 1934

Mr. A. L. Warnshuis, Secretary,
International Missionary Council,
419 Fourth Avenue,
New York, N. Y.

My dear Warnshuis:

I have read your letter of February 20th and have noted the questions which you have asked. It is, of course, impossible to give an answer with respect to any one organization without actually examining its charter, by-laws and, if it has one, its constitution. I shall, therefore, have to confine myself somewhat to generalities and leave their application to you.

A corporation incorporated with the permission of the University of the State of New York is in most respects governed by our Membership Corporations Law. Under that law it is possible for such corporation, through its by-laws, to provide for the election of representatives or delegates either at large or from special districts (Section 44). "Such delegates or representatives, when assembled as directed by the by-laws of the corporation, shall have and may exercise all the powers, rights and privileges of members at an annual meeting." Please note that this requires specific provision in the by-laws. Please also note that it applies to meetings of members and not meetings of the board of

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Mr. A. L. Warnshuis, Secretary, - - - - 2,

directors or board of trustees. Members may also vote by proxy, but I know of no statute or rule of law authorizing directors themselves to vote by proxy. Directors are elected by stockholders or by members, as the case may be, and their position is fiduciary in character to such an extent that the courts have always felt that their powers, their duties and their discretion should not be delegated to substitutes or proxies.

In reference to your last paragraph therefore, if an organization which is itself a member appoints a person as a delegate and another person as an alternate, such alternate may vote at meetings of the members provided, of course, that the principal delegate is not present and acting, and provided further that the authorization is in compliance with adequate provisions of the by-laws. Such an alternate, however, unless actually elected as a member of the board, cannot act as a director.

Unincorporated associations are, of course, on an entirely different basis, and the rights of persons to act as directors or trustees is a matter of agreement as evidenced by by-laws or constitutions. It would be impossible for me to answer your question in so far as it relates to associations of this character without examining such documents.

In my dealings with stock corporations, I am always very insistent that my clients show me the certificate of incorporation and amendments thereto, and the By-laws. It is extremely difficult to give any opinion in the absence of a study of these papers. I hope, however, that the statement of general principles will be of some help to you.

TBG-ps

Very truly yours,
Amos G. L. L...

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March 6, 1934.

Mr. Thomas B. Gilchrist,
In care of Cadwalader, Wickersham & Taft,
14 Wall Street,
New York, N.Y.

My dear Gilchrist:

Your letter of February 26 was received last week when I was completely absorbed in a series of important committee meetings so that I could not give immediate attention to it. You have given me a clear answer to the questions which I raised regarding the legality of alternates attending and voting at meetings of boards of directors. I appreciate very much indeed the time and attention that you have given to this question and I thank you most heartily.

If you will not think that I am trespassing on your goodwill I should like to follow this matter through a little farther and unless you object I shall send you a copy of the charter and by-laws of the Board of Central China College. I should like to know whether we ought to amend the by-laws in order to provide clearly for alternates in its membership.

Yours very truly,

(Sgd.) A. L. Warnshuis

ALW:H

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Cadwalader, Wickersham & Taft

(Strong & Cadwalader)

14 Wall Street

New York

Telephone, REctor 2-5100
Cable address, Labellum

George W. Wickersham
Henry W. Taft
Francis Smyth
Wm. Lloyd Kitchel
Cornelius W. Wickersham
George Coggill
Walbridge S. Taft
Robert Le Roy
S. Forrest Butterworth, Jr.
De Coursey Tates
Sidney P. Henshaw
Thomas B. Gilchrist
Merrill M. Manning
F. Sims. McGrath
R. Keith Kane
Edward J. Hancy

March 7, 1934

MAR 8 1934

Dr. A. L. Warnshuis,
International Missionary Council,
419 Fourth Avenue, New York.

Dear Dr. Warnshuis:

I have your letter of March 6th, advising me of your intention to send me a copy of the charter and by-laws of the Board of Central China College.

I shall be glad to give you the additional advice which you require with regard to the amendment of the by-laws if you do not require this advice immediately. As I am still engaged in the trial of the action of which I spoke to you and shall continue to be thus engaged for at least a month longer, I am obliged to refer this matter of yours to one of the men in our corporate department to deal with as he is able to take the time from other matters in which he is engaged.

Yours very sincerely,

Thomas B. Gilchrist

Thomas B. Gilchrist

*IV of Code -
Each appy body may appoint
alternates to attend all mtgs of this Bd
TBG CB
act in the absence of the principal representatives
at all meetings of the Board of Trustees*

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March 9, 1934.

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

My dear Gilchrist:

I thank you for your letter of March 7. We are very greatly indebted to you for giving any attention to these questions of ours and I trust that you will not let them interfere in any way with your more immediate responsibilities. If one of your associates in your Corporate Department is willing to take the time to review this matter, we shall be very glad indeed.

Herewith I enclose a copy of the certificate of incorporation, the constitution and by laws of the Board of Founders of the Central China College. So far as I am able to understand the question it would seem to me that all that is required in order to make the appointment of alternates entirely legal would be to insert in Article IV of the constitution a new paragraph worded possibly as follows:

"Each affiliated body may appoint alternates to exercise all the powers of the principal representatives in their absence at all meetings of the Board of Founders."

I shall be glad to know whether you think the insertion of such a paragraph is sufficient and I shall also be glad to have you revise the wording as may be desirable.

Yours faithfully,

(Sgd.) A. L. Warnshuis

ALW:H

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Cadwalader, Wickersham & Taft

*George W. Wickersham
Henry W. Taft
Francis Smyth
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George Coggill
Walbridge S. Taft
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F. Sims McGrath
R. Keith Kane
Edward J. Hancy*

(Strong & Cadwalader)

114 Wall Street

New York

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

MAR 16 1934

March 16, 1934

A. L. Warnshuis, Esq.,
Secretary, International Missionary Council,
419 Fourth Avenue, New York City, N.Y.

Dear Mr. Warnshuis:

After receiving your letter of March 9th with its enclosures, I asked one of the members of our staff in the Corporation Department to study the problem presented by you. He has done so, and I want to give you the substance of his report, which I have discussed with him.

In the absence of a chronological history of the organization from its inception as a basis for study, it is difficult to render a satisfactory opinion upon the questions propounded. From the documents you have given us, however, it would appear that your set-up is as follows:

The Board of Founders of Hua Chung College seems to be an unincorporated association which consists of 15 members who in turn are representatives of five bodies: Domestic and Foreign Missionary Society (7), Yale Foreign Missionary Society (3), Wesleyan Methodist Missionary Society (2), Reformed Church (2) and London Missionary Society (1).

This organization does not appear to be restricted by corporate rules and laws. Assuming that the five under-

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lying bodies duly agreed to the organization of and Constitution for the Board of Founders, the provisions of the Constitution are governing as an agreement between the underlying parties. I therefore see no reason why your suggested addition to Article IV of the Constitution would not be appropriate and adequate.

This Constitution is apparently the foundation agreement for the whole structure. It recites the names of the basic parties and the purpose of associating together, and it provides:

1. For the appointment and organization of the Board of Founders (See Articles IV and V);
2. For the duties of the Board of Founders (Art. VI);
3. For the adoption by the Board of Founders of By-Laws for their own self-government;
4. For the appointment and election of a Board of Directors of Hua Chung College, of 21 members (Art. XIII), 15 of the Directors to be appointed by the Board of Founders (Art. XIII C);
5. For supervision and a certain measure of control by the Board of Founders over the Board of Directors (Art. VI);
6. For an Agreement between the two Boards (Art. XIV);
7. For a Constitution for the Board of Directors (Art. XIV);
8. For By-Laws for the Board of Directors (Art. XIV); and
9. For the possible future incorporation of the Board of Founders for the purpose of holding college property (Art. III).

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You have sent me the By-Laws of the Board of Founders (No. 3 above). This provides for officers of the Board of Founders, for meetings in New York and generally for self-government. It does not appear that these are corporate By-Laws. They were apparently adopted prior to February, 1932 (See 1-b).

The Constitution of the Board of Directors (No. 7) repeats much of the Constitution of the Board of Founders,-- as to parties in interest, purpose, membership, duties, etc. It also provides for officers of the Board of Directors.

The Agreement between the Board of Founders and the Board of Directors (No. 6) sets forth the relations between them, the division of responsibilities, etc.

Up to this point everything appears to be non-corporate. You have also sent me, however, a copy of the Certificate of Incorporation of Central China College Foundation, formed under the New York Membership Corporation Law -- apparently in 1933. It is impossible for us accurately to orient this corporation. Its Board of Directors consists of 15 members, whereas the Board of Directors mentioned before has 21 members. It does not appear as to who the members are. The By-Laws you have sent me are By-Laws for the Board of Founders, not the By-Laws of the corporation. It is possible that the corporation was formed to hold property to carry out Article III of the Constitution of the Board

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of Founders, but it would not necessarily supersede the Board of Founders.

Unless the Board of Founders and the Board of Directors have been incorporated into one corporation by proceedings I am not aware of, it seems to me that the appointment of alternates according to your own suggestion would be adequate.

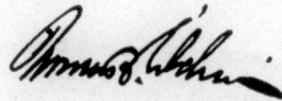
The question is entirely different to the extent, if at all, that it relates to an incorporated body. A board of directors of a corporation consists of certain definite persons. They cannot give proxies to others to act for them and substitutes cannot be provided for. Members, however, can be represented by proxy. If the basic parties (the five parties mentioned above) are members, they may appoint delegates and alternates for meetings of members, but provision for this should be made in the By-Laws of the corporation, which I do not have. But if the members of the corporation are appointees of the basic parties, it would seem that they alone can give proxies and that the only way to provide for alternates would be to have the members themselves execute proxies in favor of the alternates designated by the basic parties. The fact that a member of the corporation (who is a director of the corporation) had given a proxy to such an alternate would of course not empower the alternate to act as a director of the corporation.

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It is quite possible that certain of our assumptions are contrary to fact. I have endeavored to advise you as best I can from the documents at hand, which are somewhat fragmentary, as a basis for giving a positive legal opinion.

Yours very truly,



Thomas B. Gilchrist

TBG CB

P. S. I am returning herewith the documents enclosed in your letter of March 9th.

T.B.G.

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March 19, 1934.

Mr. Thomas B. Gilchrist,
Cadwalador, Wickersham & Taft,
14 Wall Street,
New York, N.Y.

My dear Mr. Gilchrist:

I thank you for your letter of March 16 commenting on the
organisation of Hsa Chung College. I greatly appreciate the help you
have given us.

Yours sincerely,

(Sgd.) A. L. Warnshuis

ALW:H

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INTERNATIONAL MISSIONARY COUNCIL

Composed of the following Organizations

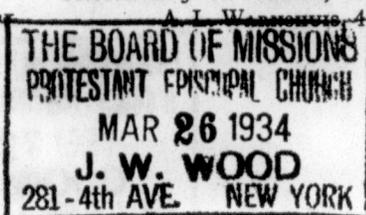
NATIONAL MISSIONARY COUNCIL OF AUSTRALIA
SOCIÉTÉ BELGE DE MISSIONS PROTESTANTES AU CONGO
NATIONAL CHRISTIAN COUNCIL OF CHINA
CONSEIL PROTESTANT DU CONGO
DANSK MISSIONSRAAD
DEUTSCHER EVANGELISCHER MISSIONSBUND
SOCIÉTÉ DES MISSIONS ÉVANGÉLIQUES DE PARIS
CONFERENCE OF MISSIONARY SOCIETIES IN GREAT
BRITAIN AND IRELAND

NATIONAL CHRISTIAN COUNCIL OF INDIA, BURMA, AND
CEYLON
NATIONAL CHRISTIAN COUNCIL OF JAPAN
KOREAN NATIONAL CHRISTIAN COUNCIL
COMMITTEE ON COOPERATION IN LATIN AMERICA
NEAR EAST CHRISTIAN COUNCIL
NEDERLANDSCHE ZENDINGSRaad
NETHERLANDS INDIA
NATIONAL MISSIONARY COUNCIL OF NEW ZEALAND
NORSK MISSIONSRAAD

FOREIGN MISSIONS CONFERENCE OF NORTH AMERICA
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ISLANDS
NATIONAL CHRISTIAN COUNCIL OF SIAM
MISSIONARY SOCIETIES OF SOUTH AFRICA
SUOMEN LÄHETYSNEUVOSTO
SVENSKA MISSIONSRADET
ASSOCIATION OF MISSIONARY SOCIETIES IN SWITZER-
LAND

Chairman: JOHN R. MOTT, 230 Park Avenue, New York City
Secretaries: J. H. OLDHAM; WILLIAM PATON, 2 Eaton Gate, London, S.W.1

CABLEGRAMS: INTMISSION, NEW YORK
MISSIONS CODE
TELEPHONE: CALEDONIA 5-1271



March 22, 1934.

419 FOURTH AVENUE
NEW YORK, N. Y.

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

Dear Dr. Wood:

In accordance with the request of the Executive Committee of the Board of Founders of Hua Chung College I have made further inquiries regarding the amendment of the by-laws in an effort to clear up entirely the question of the legality of alternates in the Board of Trustees.

I enclose for the permanent files of the Board the correspondence exchanged with Mr. Thomas B. Gilchrist of Cadwalader, Wickersham, and Taft.

I would propose that in accordance with Article XV of the Constitution you should give due notice that the following amendment will be proposed at the next meeting of the Board of Trustees; namely,

"To insert in Article IV of the Constitution a new paragraph as follows:

- D
- "3. Each affiliated body may appoint alternates to exercise all the powers of the principal representatives in their absence at any and all meetings or parts of meetings of the Board of Founders. "

Yours very truly,

A. J. Woodruff

ALW:H
Encl.

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INTERNATIONAL MISSIONARY COUNCIL

Composed of the following Organizations

NATIONAL MISSIONARY COUNCIL OF AUSTRALIA
SOCIÉTÉ BELGE DE MISSIONS PROTESTANTES AU CONGO
NATIONAL CHRISTIAN COUNCIL OF CHINA
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Chairman: JOHN R. MOTT, 230 Park Avenue, New York City
Secretaries: J. H. OLDHAM; WILLIAM PATON, 2 Eaton Gate, London, S.W.1
A. L. WARNSHUIS, 419 Fourth Avenue, New York City

CABLEGRAMS: INTMISSION, NEW YORK
MISSIONS CODE
TELEPHONE: CALIFORNIA

419 FOURTH AVENUE
NEW YORK, N. Y.

March 26, 1934.

THE BOARD OF MISSIONS
PROTESTANT EPISCOPAL CHURCH
MAR 27 1934
J. W. WOOD
281-4th AVE NEW YORK

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

My dear Dr. Wood:

With reference to the enclosed correspondence from Hawkins, it would seem to me that the name of Mr. Hawkins should appear in the certificate of incorporation without any reference to an alternate. I was under the impression that this incorporation had already taken place on that basis. If it has not already been completed, it would be a question only of whether Mr. Brown's name should appear in the place of Mr. Hawkins. That would depend upon the time when you receive formal information of the election of Mr. Brown to succeed Mr. Hawkins. I suppose Mr. Hawkins makes his resignation to the L.M.S. and they act to elect his successor.

With reference to my relationship to the board, if the proposed amendment to our by-laws is adopted it opens the way for my acting with full powers in the absence of the principal representative of the L.M.S., if I am appointed for that purpose by the L.M.S. itself.

Yours faithfully,

A. L. Warnshuis

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Hess Chung

October 20, 1944

Dr. A. L. Warnshuis
156 Fifth Avenue
New York 10, N. Y.

My dear Dr. Warnshuis:

At the meeting of the Board of Founders of Central China College on October 5th, it was reported that you would be leaving for England in the near future. The Board requests that you consult with the British boards represented on the Board of Founders about increasing the membership of the Board.

Is it advisable to proceed with the idea of increasing the Central China College Board now that we are considering very strongly going into a new arrangement, such as the United Board of Christian Colleges in China?

Very sincerely yours,

J. Earl Fowler
Acting Associate Secretary

JEF:W

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December 27, 1934.

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

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

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

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

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

Sincerely yours,

JWW:MK

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Dr. John W. Wood
For your information.
A. L. Warnshuis

Chelsea 3-0973

February 14, 1935.

Mr. John L. Coe, Treasurer,
Hua Chang College,
Wuchang, China.

My dear Mr. Coe:

I enclose herewith a bank draft for the equivalent of \$1,000 U.S. currency. This money is to be added to the endowment of the Chair of Chinese in Hua Chang College. It is sent to you in accordance with a vote of the Board of Trustees of the College at its meeting yesterday.

This contribution is part of the money received in return for the lectures and addresses delivered by Dr. Francis C. M. Wei during these recent months. In reporting to the Board of Directors in Wuchang the receipt of this contribution, I would suggest that you make plain that these are funds obtained by the President, Dr. Wei, himself and gladly voted by the Board of Trustees for the purpose of increasing the endowment of the Chair of Chinese.

With cordial greetings,

Yours faithfully,

A. L. Warnshuis

Treasurer, Board of Trustees,
Hua Chang College

ALW:W

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Dr. John W. Wood

For your information.

A. L. Warnshuis

Chelsea 3-0973

February 15, 1935.

Dr. Francis G. M. Wei,
In care of the Rev. Harold M. Arrowsmith,
The Pro-Cathedral,
University Parkway and St. Paul's Street,
Baltimore, Maryland.

My dear Dr. Wei:

In accordance with the action of the Board of Founders of Hua Chung College at its meeting yesterday, I enclose a check for \$200, which is given to you for your own personal use as a slight token of the appreciation which the Board of Founders feels for the work that you have done in this country in the interests of Hua Chung College. If there were some way by which I could emphasize strongly what was said in the meeting yesterday with reference to your work during these recent months, I should certainly want to do so. We hope that you will use this small amount of money in some very personal way so that you may realize that our appreciation is of yourself and your whole-hearted devotion to the College.

Personally I am sorry that I have not found it possible to see more of you while you have been in this country. I shall remember you frequently and you may be sure that my interest in the College and its progress will be continued and expressed in every possible practical way.

Yours sincerely,

A. L. Warnshuis

ALW:W

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SUOMEN LÄHETYSNEUVOSTO
SVENSKA MISSIONSRADET
ASSOCIATION OF MISSIONARY SOCIETIES IN SWITZER-
LAND

Miss Keefe
Please see
me

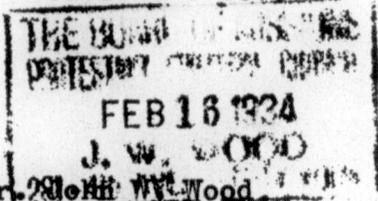
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Secretaries: J. H. OLDHAM; WILLIAM PATON, 2 Eaton Gate, London, S.W.1
A. L. WARNSHUIS, 419 Fourth Avenue, New York City

CABLEGRAMS: INTMISSION, NEW YORK
MISSIONS CODE
TELEPHONE: CALEDONIA 5-1274

Chelsea 3-0973

February 15, 1935.

419 FOURTH AVENUE
NEW YORK, N. Y.
NEW ADDRESS
SUITE 1219 - 156 FIFTH AVE.
NEW YORK, N. Y.



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

Dear Dr. Wood:

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

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

Yours faithfully,

A. L. Warnshuis

ALW:W

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1946

January 30, 1946

Dr. A. L. Warnshuis
50 Crow's Nest Road
Bronxville 8, New York

My dear Dr. Warnshuis:

At the last meeting of the Board of Founders of Huachung College the Associate Secretary was instructed to request the affiliating bodies of Huachung to carry out the provisions in the Constitution for electing the Board of Directors of Huachung College in China.

Enclosed is a copy of Article XIII from the Constitution of the Board of Trustees, known as the Board of Founders, of Huachung College which covers the election of "The Board of Directors".

You are requested, after consultation with your representatives in China, to nominate to the Board of Founders one name to be appointed as Director of Huachung in China.

Very sincerely yours,

J. Earl Fowler

JEF:O
Encl. 1

P. S. This letter has also been sent to the Reverend
T. Cocker Brown.

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50 Crow's Nest Road,
Bronxville 8, N.Y. - Febr 1- '47

Dear Mr. Fowler, - I have several times requested the London
Missionary Society to appoint another person as its
representative on the Hua Chung Board. - Now, I suggest
that the Board support this request, so that it may have
another member that can render some service, as I no longer can.

I am so overburdened with many duties so
that I do not think I can find time to attend
the meeting on Febr. 14th.

Ch. 2-3230

A. L. Warnshuis

THE NATIONAL COUNCIL, 281 Fourth Avenue, New York 10, N.Y.

16-IV-47

I consider that my resignation as
LMS representative became effective
some time ago. I trust you are in
correspondence with the LMS about a
successor. You might consult Dr.
Wynns, Fairfield. In any case I cannot
be present on the 28th.

A. L. Warnshuis

head 47 line

April 18, 1947

Dr. A. L. Warnshuis
50 Crow's Nest Road
Bronxville 8, New York

My dear Dr. Warnshuis:

After I received your resignation I presented it to the February meeting of the Board of Trustees and I also wrote to the Reverend R. K. Orchard suggesting the name of Dr. Wynn Fairfield to them. The reply from Dr. Orchard said they would take it up at their next Mission Board meeting. To date we have had no appointment of a successor.

Under the circumstances I felt bound to send you a notice of the Executive Committee meeting. We are all sorry that you cannot attend.

With very best wishes and kind regards.

Very cordially yours,

J. Earl Fowler

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