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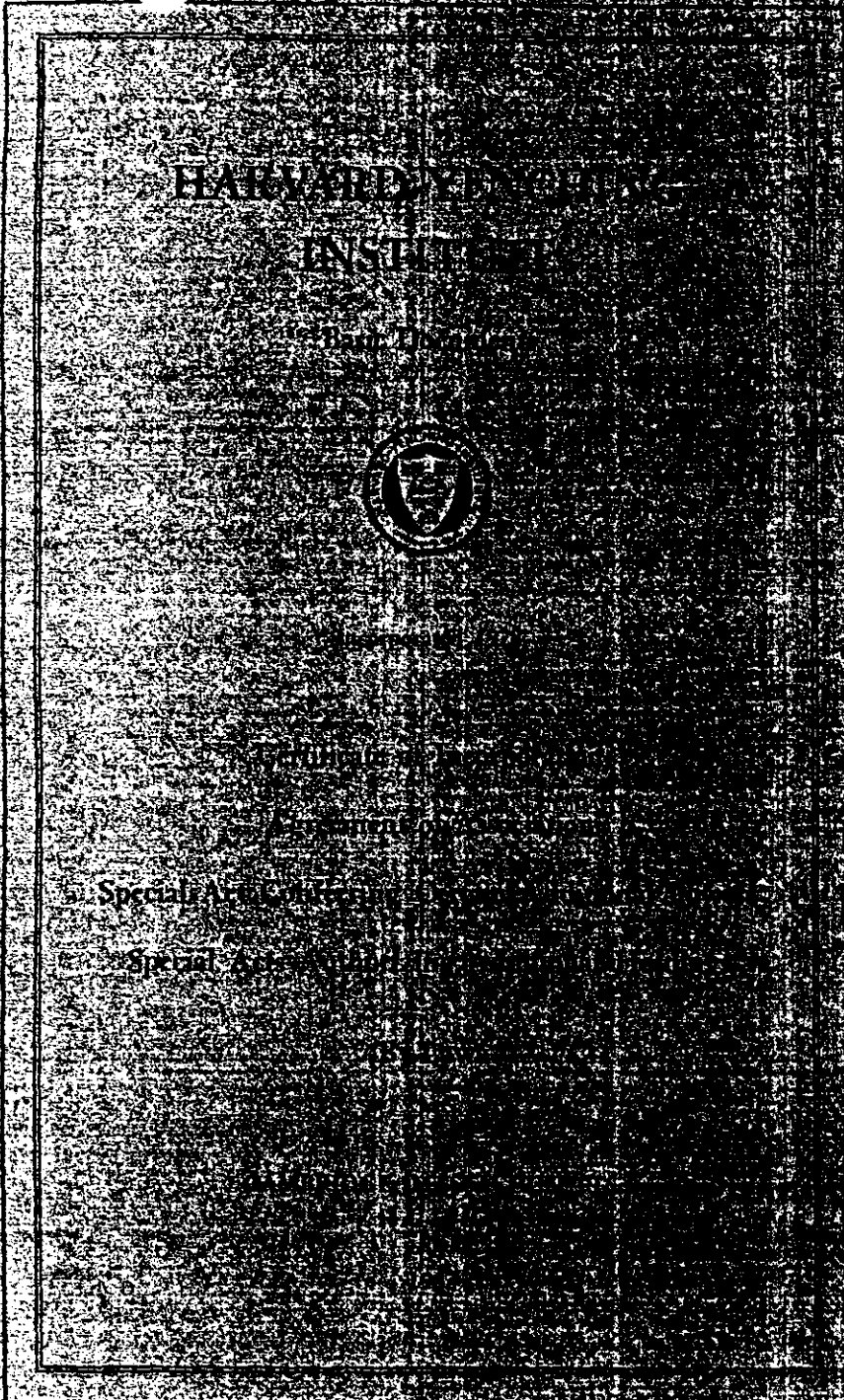


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Certificate of Incorporation

The Commonwealth of Massachusetts

BE IT KNOWN THAT WHEREAS—

ROLAND W. BOYDEN, GEORGE H. CHASE,
ERIC M. NORTH, GEORGE G. BARBER,
WALLACE B. DONHAM, A. LAWRENCE LOWELL
AND JAMES L. BARTON

have associated themselves with the intention of forming a corporation under the name of the

Harvard-Yenching Institute,

for the purpose of the following:— To conduct and provide research, instruction and publication in the culture of China, and/or elsewhere in Continental Asia and Japan, and/or Turkey and the Balkan States in Europe, by founding, developing, supporting, maintaining and/or conducting one or more educational institutions and/or by supporting in whole or in part, co-operating with or joining or affiliating with other institutions now in existence or hereafter formed, and otherwise; and, in furtherance and not in limitation of the foregoing; (1) To carry on, for properly prepared Chinese and Occidental scholars, research and educational work of the type appropriate to a graduate school of arts and sciences, and, in so far as it may appear expedient in order to prepare scholars for admission to the work of the Institute, to develop through other institutions under-graduate work in China; to explore, discover, collect and preserve objects of culture and antiquities, or to aid museums or others to do so; (2) To acquire, hold, sell and dispose of buildings, real estate and any interest therein; and to construct buildings; (3) To borrow money, issue obligations therefor, and mortgage or pledge any or all of the corporation's property as security therefor; (4) To hold, sell and dispose of, invest and reinvest funds, stocks and securities donated to the corporation and otherwise acquired by it; (5) To make donations to other charitable institutions or individuals absolutely, conditionally, or in trust. Provided, however, that nothing in this agreement of association contained shall authorize the corporation

to hold real and personal estate to an amount exceeding two million dollars without special authority from the General Court of The Commonwealth of Massachusetts;

and have complied with the provisions of the Statutes of this Commonwealth in such case made and provided, as appears from the certificate of the Proper Officers of said corporation, duly approved by the Commissioner of Corporations and Taxation and recorded in this office:

NOW, THEREFORE, I, FREDERIC W. COOK, Secretary of The Commonwealth of Massachusetts, DO HEREBY CERTIFY that said

ROLAND W. BOYDEN,	GEORGE H. CHASE,
ERIC M. NORTH,	GEORGE G. BARBER,
WALLACE B. DONHAM,	A. LAWRENCE LOWELL
AND JAMES L. BARTON	

their associates and successors, are legally organized and established as, and are hereby made, an existing corporation under the name of the

Harvard-Yenching Institute,

with the powers, rights and privileges, and subject to the limitations, duties and restrictions, which by law appertain thereto.

WITNESS my official signature hereunto subscribed, and the Great Seal of The Commonwealth of Massachusetts hereunto affixed, this fifth day of January in the year of our Lord one thousand nine hundred and twenty-eight.

F. W. COOK
Secretary of the Commonwealth.

Agreement of Association

The Commonwealth of Massachusetts

Department of Corporations and Taxation

We, whose names are hereunto subscribed, do by this agreement associate ourselves with the intention of forming a corporation according to the provisions of Chapter one hundred and eighty of the General Laws and the Acts in amendment thereof and in addition thereto.

The name by which the corporation shall be known is

HARVARD-YENCHING INSTITUTE.

The purposes for which the corporation is formed are as follows:

To conduct and provide research, instruction and publication in the culture of China, and/or elsewhere in Continental Asia and Japan, and/or Turkey and the Balkan States in Europe, by founding, developing, supporting, maintaining and/or conducting one or more educational institutions and/or by supporting in whole or in part, co-operating with or joining or affiliating with other institutions now in existence or hereafter formed, and otherwise; and, in furtherance and not in limitation of the foregoing:

- (1) To carry on, for properly prepared Chinese and Occidental scholars, research and educational work of the type appropriate to a graduate school of arts and sciences, and, in so far as it may appear expedient in order to prepare scholars for admission to the work of the Institute, to develop through other institutions undergraduate work in China; to explore, discover, collect and preserve objects of culture and antiquities, or to aid museums or others to do so;
- (2) To acquire, hold, sell and dispose of buildings, real estate and any interest therein; and to construct buildings;
- (3) To borrow money, issue obligations therefor, and mortgage or pledge any or all of the corporation's property as security therefor;
- (4) To hold, sell and dispose of, invest and reinvest funds, stocks and securities donated to the corporation and otherwise acquired by it;

- (5) To make donations to other charitable institutions or individuals absolutely, conditionally, or in trust.

Provided, however, that nothing in this agreement of association contained shall authorize the corporation to hold real and personal estate to an amount exceeding \$2,000,000 without special authority from the General Court of the Commonwealth of Massachusetts.

The location of the principal office of the corporation within the Commonwealth is the City of Cambridge.

The corporation has no capital stock.

The following additional lawful provisions are hereby established for the conduct and regulation of the business of the corporation, for its voluntary dissolution, and for limiting, defining, and regulating the powers of the corporation and of its board of trustees and members, namely:

- (1) The incorporators at their first meeting shall elect nine members of the corporation in such manner that three shall be agreeable to the President of Harvard College, three shall be agreeable to the Board of Trustees of Peking University (hereinafter called "Yenching University"), China, and three shall be agreeable to the trustees under the will of Charles M. Hall, late of the City of Niagara Falls, New York. Thereafter all vacancies from time to time occurring in members of the corporation shall be filled by the affirmative vote of at least a majority of the then members as follows:

- (a) In respect of the three members agreeable to the President of Harvard College and their successors, from a list of at least three candidates for each vacancy submitted by the president for the time being of The President and Fellows of Harvard College, so long as the name "Harvard" is included in the name of the corporation; provided that upon thirty days' written notice by the said president to the effect that the co-operation of Harvard with the Institute is no longer practicable, the memberships of the three members agreeable to said president or their successors shall become vacant (except that such members shall have the right to vote in favor of a change in the name of the corporation for a reasonable period thereafter) and this subparagraph shall become void; provided further that said president may at any time remove any of these three members or their successors;
- (b) In respect of the three members agreeable to the Board of Trustees of Yenching University and their successors, from

a list of at least three candidates for each vacancy submitted by the said Board; provided that said Board may at any time remove any of these three original members or the successors so appointed, and provided that if at any time in the opinion of the members (expressed by an affirmative vote of at least a majority thereof) it shall be desirable to include one or more other institutions in China in the membership in addition to Yenching University, then vacancies in these three memberships shall be filled from a list of at least three candidates for each vacancy submitted by the Board of Trustees of Yenching University and the governing bodies of such other institution or institutions; provided also that the Board of Trustees of Yenching University (and the governing bodies of the said other institutions, if any) shall each have the right to sever the connection of their institution in a like manner to that set forth in subparagraph (a) above and with like effect if no institutions are then left in this group. If one or more institutions are left in this group, this subparagraph shall not become void and the rights hereunder shall inure to such institution or institutions; and provided further that if at any time in the opinion of the members (expressed by the affirmative vote of at least a majority thereof) political conditions in China shall render it impossible or inadvisable for the corporation to carry out a substantial part of its purposes in China, these three memberships shall thereupon become vacant and this subparagraph void;

- (c) Otherwise by an affirmative vote of at least a majority of the then members.

Except as above provided, each member shall remain a member until his death, resignation or removal. Any member may at any time resign and may be removed (after hearing if requested) by the affirmative vote of at least a majority of the remaining members.

- (2) Except as may be otherwise permitted or required by law, the name of the corporation may be changed and this agreement of association may from time to time be otherwise amended only by the affirmative vote of at least two-thirds of the members.
- (3) The corporation may at any time dissolve upon the affirmative vote of at least two-thirds of the members, provided that its assets shall be transferred to another corporation or trust to be used for purposes in whole or in part similar to the purposes of this corporation.

We hereby waive all requirements of the General Laws of Massachusetts for notice of the first meeting for organization, and appoint the 4th day of January, 1928, at 11.00 o'clock in the A.M. at University Hall, Cambridge, Massachusetts, as the time and place of holding said first meeting.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 4th day of January in the year one thousand nine hundred and twenty-eight.

Name and Residence

A. LAWRENCE LOWELL
17 Quincy Street, Cambridge

GEORGE H. CHASE
12 Shady Hill Square, Cambridge

JAMES L. BARTON
21 Orient Ave., Newton Centre

ERIC M. NORTH
15 Waldron Ave., Summit, N. J.

GEORGE G. BARBER
20 Lyncroft Rd., New Rochelle, N. Y.

WALLACE B. DONHAM
183 Brattle St., Cambridge, Mass.

ROLAND W. BOYDEN
50 Federal St., Boston, Mass.

Special Act Conferring Certain Additional Powers

The Commonwealth of Massachusetts

Chapter 243 of the Acts and Resolves of 1928.

An Act relative to the Harvard-Yenching Institute.

Be it enacted by the Senate and House of Representatives in General Court assembled and by the authority of the same, as follows:

SECTION 1. Harvard-Yenching Institute, a corporation created under the provisions of chapter one hundred and eighty of the General Laws, hereinafter called the corporation, may hold real and personal estate to an amount not exceeding ten million dollars, which shall be devoted to the purposes set forth in its agreement of association as the same may from time to time be amended.

SECTION 2. Three members of the corporation, and their successors, may be directly appointed and at any time removed by the president for the time being of The President and Fellows of Harvard College and three members, and their successors, may in like manner be appointed and at any time removed by the governing boards of such other charitable organization or organizations as may from time to time have power to nominate candidates for membership in the corporation as provided in its agreement of association.

SECTION 3. The word "Harvard" may be stricken from the name of the corporation at any time upon the affirmative vote of a majority of such of its members as have been appointed by the said president. Similarly, the word "Yenching" may be stricken from the name of the corporation at any time upon the affirmative vote of a majority of such of its members as have been appointed by the board of trustees of Peking University, a corporation organized and existing under the laws of New York.

Such a vote shall thereupon be entered in the records of the corporation by its clerk, and within thirty days after its adoption

a certificate setting forth such vote, and stating that it has been duly adopted as aforesaid, sworn to either by said clerk or by the members of the corporation so voting, shall be submitted to the commissioner of corporations and taxation who shall examine it, and shall, if he finds that it conforms to the requirements of this section, so certify and endorse his approval thereon. Thereupon the state secretary shall order the publication in such form as he may determine, in a newspaper published in Boston and elsewhere as he may deem advisable, of a notice specifying such vote. When satisfied that such notice has been published as aforesaid, the state secretary shall, upon the payment of a fee of one dollar, cause said certificate and the endorsements thereon to be recorded in his office, and thereupon the name of the corporation shall be deemed changed in accordance with such vote. Nothing herein shall prevent the corporation from changing its name in any other manner authorized by law.

Approved April 17, 1928.

Special Act Authorizing Additional Holdings

Chapter 140 of the Acts and Resolves of 1956.

An Act Authorizing Harvard-Yenching Institute To Hold
Additional Real and Personal Property.

*Be it enacted by the Senate and House of Representatives in
General Court assembled and by the authority of the same,
as follows:*

Section 1 of Chapter 243 of the acts of 1928 is hereby amended by striking out, in line 5, the word "ten" and inserting in place thereof the word: -- twenty-five.

Approved March 5, 1956.

Special Act Authorizing Additional Holdings

Chapter 151 of the Acts and Resolves of 1966: An Act Authorizing Harvard-Yenching Institute To Hold Additional Real and Personal Estate.

*Be it enacted by the Senate and House of Representatives
in General Court assembled and by the authority of the same,
as follows:*

Chapter 243 of the acts of 1928 is hereby amended by striking out section 1, as amended by chapter 140 of the acts of 1956, and inserting in place thereof the following section: --

Section 1. Harvard-Yenching Institute, a corporation created under the provisions of chapter one hundred and eighty of the General Laws, hereinafter called the corporation, may hold real and personal estate not to exceed fifty million dollars, which shall be devoted to the purposes set forth in its agreement of association as the same may from time to time be amended.

Approved April 11, 1966.

BY-LAWS

ARTICLE I.

Meetings of members of the corporation shall be held within the Commonwealth of Massachusetts, when called by any officer or Trustee. Notice of the time and place, and where required by law the purpose, of each meeting of members shall be given to each member at least seven days before such meeting either personally or by mailing a copy to his usual address, provided however, that any meeting may be held without formal call or notice if all members are present in person or represented by proxy, or if the absent members in writing waive notice. Each member shall be entitled to one vote which may be exercised in person or by proxy. A majority of the members at the time of the meeting, either present in person or represented by proxy, shall constitute a quorum.

ARTICLE II.

All the powers of the corporation except those conferred by law, by the agreement of association or by these by-laws upon the members thereof, may be exercised and its purposes shall be accomplished by a board of nine trustees who shall be members of the corporation. The incorporators at their first meeting shall elect the initial Board of Trustees and also a Chairman (who shall be a Trustee), a Treasurer and a Clerk (neither of whom need be Trustee). Each Trustee shall hold office as long as he is a member of the corporation, and each of the above officers shall hold office until his death, resignation or removal by the affirmative vote of at least a majority of the members of the corporation. Vacancies in the office of trustee and in the above named offices shall be filled by the affirmative vote of at least a majority of the then members of the corporation. The Board of Trustees may also appoint such additional officers or agents as the Board may deem appropriate, each of whom shall hold office during the pleasure of the Board. No Trustee shall receive compensation for his services as such, but may be allowed his reasonable expenses incurred in the performance of his duties, and this provision shall not prevent his receiving compensation for his services in some other capacity. The officers and agents of the corporation may receive such compensation as the Board of Trustees may from time to time determine.

ARTICLE III.

The Board of Trustees may appoint an Administrative Committee in Peking, China, a majority of which shall be members of the Board of Managers, or faculty of Peking University (hereinafter called "Yenching University") or members of similar boards or faculties of one or more other educational institutions in China; an Educational Committee in Cambridge, Massachusetts, of which the chairman shall be a Trustee and the majority shall be members of the Faculty of Harvard University, and such other committees (including an Executive Committee) as the Board of Trustees may deem desirable. To these committees the Board of Trustees may delegate such powers as it may deem wise, and unless the Board of Trustees shall otherwise vote, the Executive Committee shall have and may exercise all the powers of the Board of Trustees between meetings of the Board. Each member of these committees shall hold office during the pleasure of the Board of Trustees.

ARTICLE IV.

Regular meetings of the Board of Trustees may be held at such times and places as the Board may from time to time determine. Special meetings may be held at any time or place when called by any officer or Trustee. Notice of all meetings shall be given each Trustee personally or by mailing a copy to his residence or usual place of business at least seven days before the meeting, provided however, that the first meeting of the Trustees may be held without formal call or notice immediately following the first meeting of the incorporators, and any meeting may be held without formal call or notice if all the Trustees are present or if the absent Trustees in writing waive notice. A majority of the Trustees at the time of the meeting shall constitute a quorum.

ARTICLE V.

The Chairman, when present, shall preside at all meetings of members and at all meetings of the Board of Trustees, and shall have such further powers and duties as the Board of Trustees shall from time to time designate.

ARTICLE VI.

The Treasurer shall have the usual duties of a treasurer, and if so directed by the Board of Trustees he shall cause the funds of

the corporation in whole or in part to be invested and reinvested under the same control as may exist from time to time over investments made by the Treasurer of The President and Fellows of Harvard College, and if so requested by the Board of Trustees, the Treasurer may mingle the funds of the corporation with the funds of the said The President and Fellows of Harvard College and subsequently segregate such funds at such value as the Treasurer may deem equitable. The Treasurer shall give bond if the Board of Trustees shall so require in such amount as said Board may from time to time fix.

ARTICLE VII.

The Clerk shall have the usual duties of a clerk.

ARTICLE VIII.

Unless the Board of Trustees otherwise direct, the signature of the Treasurer alone shall be sufficient upon all contracts, notes, checks, drafts and other obligations for the payment of money, and upon all transfers, consents, proxies, waivers, and other instruments relating to securities and stock. All other instruments shall be executed as the Board of Trustees may authorize.

ARTICLE IX.

The seal of the Institute shall, subject to alteration by the Board of Trustees, consist of a flat-faced circular die with the name of the corporation and the words "Corporate Seal" on the circumference and with the Chinese characters meaning "Yenching" inscribed upon the Harvard shield in the centre.

ARTICLE X.

These by-laws may be amended by the affirmative vote of at least a majority of the entire Board of Trustees, provided that no change shall be made in the requirement of Article II that Trustees must be members of the corporation except by the affirmative vote of at least two-thirds of the members of the corporation.