

# Agreement of Association

## The Commonwealth of Massachusetts

Department of Corporations and Taxation

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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.