

# THE JOINT MERGER COMMITTEE

THE INSTITUTE OF RADIO ENGINEERS, INC.

THE AMERICAN INSTITUTE OF ELECTRICAL ENGINEERS

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October 29, 1962

MEMORANDUM TO: Members and Ex-Officio Observers  
of the Joint Merger Committee

FROM: Donald G. Fink, Secretary

SUBJECT: Review of Legal Requirements,  
Merger Documents.

At the suggestion of Co-Chairman Haggerty, the undersigned has reviewed the Merger Documents, printed as supplements to the April 1962 issues of our publications. The only major item requiring attention is the agreement with United Engineering Trustees, specified in Section 4 of the Agreement of Merger. I understand that Co-Chairmen Chase and Haggerty will meet with UET Officials Fairman and Fletcher on November 2 to take up this and related matters.

The following is a detailed run-down of items contained in the Merger Documents:

1. Resolution of Merger. This Resolution was passed by the Boards of Directors of AIEE and IRE and was presented by publication to the membership. No further action is required.

2. Agreement of Merger - Section 1. Legal Counsel for AIEE and IRE are preparing the Certificate of Consolidation, will present it to a Supreme Court Justice, and will file it with the Office of the Secretary of the State of New York on December 31, 1962. The Merger will become effective as of January 1, 1963. The name of AIEE will be changed to IEEE in conjunction with the filing of this Certificate and the official name of the Institute will be IEEE as of January 1, 1963.

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3. Agreement of Merger - Section 2 - I. The name of the Institute has been changed by action of the Merger Committee to "The Institute of Electrical and Electronics Engineers". Legal Counsel are cognizant of the addition of the letter "s" to the word "Electronic" and will file the Certificate of Consolidation in accordance with the change voted by the Merger Committee.

4. Agreement of Merger - Section 2. The remaining sub-parts, II through VI, require no further action, except the indemnification of Directors specified in Section 2 - VI (i) should be arranged by the General Manager, in behalf of the IEEE Board of Directors, before January 1, 1963. In connection with Section 2 - VI (n), the General Manager, as advised by the Merger Committee, will arrange for the consolidation of bank accounts and for a uniform set of regulations concerning the number and type of bank accounts, the procedure for signing checks, etc., before January 1, 1963.

5. Agreement of Merger - Section 3. The election of the Directors, the President, and a Vice President is complete. The designation of other Officers will take place at the first meeting of the IEEE Board of Directors.

6. Agreement of Merger - Section 4. The agreement with the United Engineering Trustees, as noted above, has not yet been fully executed by all the required signatories. This must be done prior to the actual Merger.

7. Agreement of Merger - Section 5. The IEEE Constitution, as submitted by publication to the members of AIEE, has been approved by the voting of their proxies at the Special Meeting of AIEE. No further action required.

8. Agreement of Merger - Section 6. As mentioned above, procedures and regulations for bank accounts will be established, with the approval of the Merger Committee, by the General Manager before the close of business on the effective date of the Merger.

9. Agreement of Merger - Section 7. No transactions other than in the ordinary course of business have been made by the constituent corporations, as of this date, and none is in prospect.



10. Agreement of Merger - Section 8. No legal matters regarding the property of the constituent corporations require attention. However, this Section of the Agreement should be kept in mind during discussions with United Engineering Trustees, referenced above.

11. Agreement of Merger - Section 9. No matter which would require the termination of the Agreement specified in this Section under items (a) through (e) at this time, provided that agreement by the AIEE and IRE Boards of Directors is obtained on the Bylaws, and that thereby they agree that the Bylaws are in agreement with the Principles of Consolidation.

12. Agreement of Merger - Section 10. The projected budgets have been prepared and submitted as required in this Section.

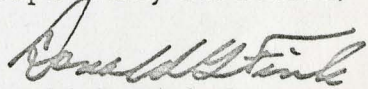
13. Agreement of Merger - Section 11. No action required on this Section.

14. IEEE Constitution. The provisions of the Constitution become effective only after the Certificate of Consolidation is filed and the Merger is complete. There is, therefore, no matter in this document which will require attention prior to the Merger in the legal sense.

15. Principles of Consolidation. Legal Counsel advises that the Principles of Consolidation are to be viewed as a guide for the writing of Bylaws and other actions preparatory to the Merger. In submitting the Bylaws in their final draft to the AIEE and IRE Boards, the Merger Committee should ensure itself that the Bylaws are fully in conformance with the Principles of Consolidation or, if there are exceptions, that these exceptions are approved by the Boards and presented again for approval by the IEEE Board. The only matter of substance here is the creation of an additional Region to be known as Region 8, and the renumbering of the old Region 8 to become Region 9.

16. Resolution of Merger - 14-Man Committee. The requirements of this Resolution have been met to date.

Respectfully submitted,

  
Donald G. Fink, Secretary

cc: Mr. Simon Present  
Mr. John E. Tobin

October 29, 1962.