

深圳市递爱福公益基金会章程
ARTICLES OF ORGANIZATION
OF
THE CHINA DAF (DONOR ADVISED FUND)
CHARITY

**(2018年2月6日第一届第一次理事会会议通过，
2021年7月20日第一届第八次理事会予以修改)**
**(Approved and Adopted by the First Board of Directors at its
first Meeting on February 6th, 2018,
Amended by the First Board of Directors at its
eighth meeting on July 20th, 2021)**

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第一章 总则

Chapter I General Provisions

第一条 本基金会的名称是深圳市递爱福公益基金会。

Article 1: The name of the charity referenced hereby is the China DAF (Donor Advised Fund) Charity (hereinafter the ‘Charity’).

第二条 本基金会属于非公募基金会。

Article 2: The Charity is a non-public charity.

第三条 本基金会的宗旨：为捐赠人提供独立、透明、便捷的捐赠、投资、捐助服务，引领公益慈善的大众化。

Article 3: The mission of the Charity is to provide donors with independent, transparent, and convenient services related to the contribution, investment, and granting of charitable assets, and also to lead the efforts to popularize philanthropy in society.

第四条 基金会的原始基金数额为人民币 200 万元，来源于深圳国际公益学院的定向捐赠。本基金会共同发起方北京中伦公益基金会将于本基金会成立后一个月内，向本基金会捐赠人民币 300 万元；本基金会共同发起方深圳中顺易金融服务有限公司将于本基金会成立六个月内，开发完成“捐赠者建议基金（DAF）账户服务系统”并捐赠给本基金会。

Article 4: The initial fund of the Charity is RMB 2,000,000 Yuan, contributed by the China Global Philanthropy Institute (hereinafter ‘CGPI’). The Beijing Zhong Lun Charity Foundation (hereinafter ‘ZLCF’), as one of the Co-Founders,

will contribute RMB 3,000,000 Yuan to the Charity within one month of the Charity's establishment. Shenzhen CSN Financial Services Co., Ltd. (hereinafter 'CSN'), as one of the Co-Founders, will develop and complete the 'DAF Account Service System' and contribute this system to the Charity within six months of the Charity's establishment.

第五条 本基金会的登记管理机关是深圳市民政局，业务主管单位是深圳市相关职能部门及单位。

Article 5: The registration authority of the Charity is Shenzhen Civil Affairs Bureau, while the business supervisory authorities are other relevant functional departments and institutions of the Shenzhen Municipality.

第六条 本基金会的住所：广东省深圳市，邮政编码：518000。

Article 6: The domicile of the Charity is in Shenzhen, Guangdong Province. The zip code is 518000.

第二章 业务范围

Chapter II Business Scope

第七条 本基金会公益活动的业务范围：

Article 7: The business scope of the Charity in respect to charitable activities include:

(一) 支持公益事业发展，促进公益性社会组织交流合作；

(I) To support the development of the philanthropic industry and promote communication and cooperation among charitable social organizations;

(二) 捐助扶持优秀的公益性社会组织;

(II) To provide financial support for excellent charitable social organizations; and

(三) 开展扶贫、助学等公益事业。

(III) To carry out poverty alleviation, education support, and other charitable affairs.

第三章 组织机构、负责人

Chapter III Organs and Leaders

第八条 本基金会由 11 名理事组成理事会。

Article 8: The Board of Directors of the Charity shall be composed of 11 members, each of whom shall be a Director.

本基金会理事每届任期为 5 年,任期届满,连选可以连任。

The term of each Director shall be five years. Upon completion of such term, a Director may be re-elected and re-appointed.

第九条 理事的资格:

Article 9: The Directors shall have the following qualifications:

(一) 具备完全民事行为能力;

(I) Possess full capacity for civil acts;

(二) 热心基金会所从事的公益事业;

(II) Be enthusiastic about the public welfare affairs in which the Charity engages in;

(三) 具有与理事工作相适应的工作阅历和工作经验;

(III) Have the work experience and knowledge suitable for duties as Directors;

(四) 能够尽职尽责，保障捐赠财产的使用符合捐赠人的意愿和基金会的公益目的，保障基金会财产的安全及保值增值；

(IV) Fulfill their duties and responsibilities, ensuring that the use of contributed assets is in accordance with the wishes of donors and the charitable purpose of the Charity, as well as making every effort to ensure the safety, preservation and appreciation of the assets of the Charity; and

(五) 廉洁奉公，办事公道。

(V) Be incorruptible, just, fair, and honest.

第十条 理事的产生和罢免：

Article 10: Appointment and removal of Directors:

(一) 第一届理事由业务主管单位、主要捐赠人、发起人分别提名并共同协商确定；

(I) The members of the first Board of Directors are each nominated by the business supervisory authorities, main contributors, and the Co-Founders individually and are appointed through joint consultation;

(二) 理事会换届改选时，由业务主管单位、理事会、主要捐赠人共同提名候选人并组织换届领导小组，组织全部候选人共同选举产生新一届理事；

(II) When a term of the Board of Directors ends and a new Board is to be elected, the business supervisory authorities, Board of Directors, and main contributors shall jointly nominate the candidates, establish a

leading group for the new election, and organize all the candidates to elect the new Board of Directors;

(三) 罢免、增补理事应当经理事会表决通过，报业务主管单位审查同意；

(III) The removal and the election of Directors shall be voted on by the Board of Directors and approved by the business supervisory authorities;

(四) 理事的选举和罢免结果报登记机关备案；

(IV) The results of the election and removal of Directors shall be reported to the registration authority of the Charity for record-filing; and

(五) 相互间有近亲属关系的基金会理事，总数不得超过理事总人数的 1/3；

(V) The number of Directors who are close relatives to each other shall not exceed one-third of the total number of all Directors.

第十一条 理事的权利和义务：

Article 11: The Directors have the following rights and obligations:

(一) 选举权、被选举权和表决权；

(I) The right to elect, be elected and vote;

(二) 知情权、建议权和监督权；

(II) The right to gain information, to advise, and supervise;

(三) 参加本会的活动；

(III) The right to participate in the activities of the Charity;

(四) 遵守章程，执行理事会决议；

(IV) The obligation to carry out all the resolutions of the Board of Directors and abide by the Articles of Organization of the Charity;

(五) 维护本会的合法权益；

(V) The obligation to protect the lawful rights and interests of the Charity;

(六) 完成本会交办的工作，参与决策不当致使本基金会财产受损失的承担赔偿责任。

(VI) The obligation to complete tasks as assigned by the Charity and to bear any compensatory liabilities if a Director makes an inappropriate decision which results in damage to the Charity's property.

第十二条 本基金会的决策机构是理事会。理事会行使下列职权：

Article 12: As the decision-making body of the Charity, the Board of Directors exercises the following powers and functions:

(一) 制定、修改章程；

(I) To formulate and amend the Articles of Organization of the Charity;

(二) 选举、罢免理事长、副理事长、秘书长；

(II) To elect and remove the Chairman of the Board, the Vice Chairman of the Board, and the Secretary-General;

(三) 决定重大业务活动计划，包括资金的管理和使用

计划;

(III) To make decisions on major business plans, including those for the management and use of charitable assets;

(四) 年度收支预算及决算审定;

(IV) To review and decide the budget and final calculation of annual income and expenditure plans;

(五) 制定内部管理制度;

(V) To formulate internal rules and regulations for the Charity;

(六) 决定设立办事机构、分支机构、代表机构;

(VI) To make decisions on the establishment of administrative offices, branches, and representative offices of the Charity;

(七) 决定由秘书长提名的副秘书长和各机构主要负责人的聘任;

(VII) To make decisions on the appointment of Vice Secretaries-General and department heads nominated by the Secretary-General;

(八) 听取、审议秘书长的工作报告, 检查秘书长的工作;

(XI) To consider and review work reports from the Secretary-General and examine the work of the Secretary-General;

(九) 决定基金会的分立、合并或终止;

(XII) To make decisions on the division, merger, and termination of the Charity; and

(十) 决定其他重大事项。

(XIII) To make decisions on other major matters.

第十三条 理事会每年召开 2 次会议。理事会会议由理事长负责召集和主持。

Article 13: Meetings of the Board shall be held at least twice a year. The Board meeting shall be convened and presided over by the Chairman of the Board.

有 1/3 理事提议，必须召开理事会会议。如理事长不能召集，提议理事可推选召集人。

Meetings of the Board of Directors shall be held if requested by at least one-third of the Directors. When the Chairman of the Board cannot convene the meeting, the Directors who requested the meeting shall recommend or elect the convener of the meeting.

召开理事会会议，理事长或召集人需提前 5 日通知全体理事、监事。

All Directors and Supervisors shall be informed by the Chairman of the Board or the convener of the meeting at least five business days prior to the meeting of the Board of Directors.

第十四条 理事会会议须有 2/3 以上理事出席方能召开；理事会决议须经出席理事过半数通过方为有效。

Article 14: A Board meeting may not be held unless at least two-thirds of the members of the Board are in attendance. A resolution from the Board shall not be deemed valid unless it is passed by more than half of the members in

attendance.

下列重要事项的决议，须经出席理事表决，2/3 以上通过方为有效：

Resolutions concerning the following major matters shall be voted on by the Directors in attendance and shall be deemed valid only if they are passed by a two-thirds majority vote:

(一) 章程的修改；

(I) Amendment of the Articles of Organization;

(二) 选举或者罢免理事长、副理事长、秘书长；

(II) Election or removal of the Chairman of the Board, the Vice Chairman of the Board, and the Secretary-General;

(三) 章程规定的重大资助、投资活动；

(III) Major granting or investment activities stipulated in the Articles of Organization;

(四) 基金会的分立、合并。

(IV) Division and merger of the Charity.

第十五条 理事会会议应当制作会议记录。形成决议的，应当当场制作会议纪要，并由出席理事审阅、签名。理事会决议违反法律、法规或章程规定，致使基金会遭受损失的，参与决议的理事应当承担赔偿责任。但经证明在表决时反对并记载于会议记录的，该理事可免除责任。

Article 15: Meeting minutes shall be recorded. If the Board passes a resolution, the meeting minutes shall be taken during the meeting and then reviewed and signed by the

Directors in attendance. Where a resolution of the Board of Directors violates any law, administrative regulation, or the Articles of Organization, and causes damage to the Charity, the Directors who have voted for or otherwise participated in passing the resolution shall be personally liable for such damage. However, if a Director is proven to have voted against such resolution and their vote has been recorded in the minutes, then that Director shall be exempt from liability.

第十六条 本基金会设监事 3 名。监事任期与理事任期相同，期满可以连任。

Article 16: The Charity shall appoint three Supervisors. The term of the Supervisors is the same as that of the members of the Board. When a term of a Supervisor ends, the Supervisor may be re-appointed.

第十七条 理事、理事的近亲属和基金会财会人员不得任监事。

Article 17: The Directors, close relatives of the Directors, and the financial personnel of the Charity shall not serve as Supervisors.

第十八条 监事的产生和罢免:

Article 18: Appointment and Removal of Supervisors:

(一) 监事由主要捐赠人、业务主管单位分别选派;

(I) Supervisors are elected by the main contributors and the business supervisory authorities.

(二) 登记管理机关根据工作需要选派;

(II) As needed, the registration authority of the

Charity can also appoint Supervisors; and

(三) 监事的变更依照其产生程序。

(III) In replacing the Supervisors, the Charity shall follow the appointment procedures.

第十九条 监事的权利和义务:

Article 19: Rights and Obligations of Supervisors

(一) 监事依照章程规定的程序检查基金会财务和会计资料, 监督理事会遵守法律和章程的情况。

(I) In accordance with the Articles of Organization, Supervisors shall examine the Charity's financial and accounting materials and supervise the Board of Directors' compliance with laws and regulations.

(二) 监事列席理事会会议, 有权向理事会提出质询和建议, 应当向登记管理机关、业务主管单位以及税务、会计主管部门反映情况。

(II) Supervisors may attend meetings of the Board of Directors as non-voting attendees and have the right to raise questions and provide advice. Supervisors shall report to the registration authority and the business supervisory authorities, as well as the tax and accounting authorities overseeing the Charity.

(三) 监事应当遵守有关法律法规和基金会章程, 忠实履行职责。

(III) Supervisors shall observe all relevant laws, regulations, and the Articles of Organization of the Charity as well as perform their duties with loyalty.

第二十条 在本基金会领取报酬的理事不得超过理事总人数的1/3。监事和未在基金会担任专职工作的理事不得从基金会获取报酬。

Article 20: The number of Directors that receive remuneration from the Charity shall not exceed one-third of the total number of Directors. Supervisors and Directors who are not serving the Charity on a full-time basis shall not receive remuneration from the Charity.

第二十一条 本基金会理事遇有个人利益与基金会利益关联时，不得参与相关事宜的决策；基金会理事、监事及其近亲属不得与基金会有任何交易行为。

Article 21: If a Director of the Charity has personal interests related to the interests of the Charity, that Director shall not be involved in the decision-making process of the relevant matters. The Directors, Supervisors, and their close relatives shall not engage in any business transaction with the Charity.

第二十二条 理事会设理事长、副理事长和秘书长，从理事中选举产生。

Article 22: The Board of Directors shall establish the Chairman of the Board, the Vice Chairman of the Board, and the Secretary-General, all of whom shall be elected by the Board of Directors.

第二十三条 本基金会理事长、副理事长、秘书长必须符合以下条

件:

Article 23: Candidates for the Chairman of the Board, the Vice Chairman of the Board, and the Secretary-General shall meet the following requirements:

- (一) 在本基金会业务领域内有较大影响;
(I) Have great influence in the business area of the Charity;
- (二) 理事长、副理事长、秘书长最高任职年龄不超过70周岁, 秘书长为专职;
(II) The age of the Chairman of the Board, the Vice Chairman of the Board, and the Secretary-General shall not exceed 70 years during term of office, and the Secretary-General shall be a full-time employee;
- (三) 身体健康, 能坚持正常工作;
(III) Be in good health and capable of normal work;
and
- (四) 具有完全民事行为能力。
(IV) Have full capacity for civil acts.

第二十四条 有下列情形之一的, 不能担任本基金会的理事长、副理事长、秘书长:

Article 24: A person cannot serve as the Chairman of the Board, the Vice Chairman of the Board, or the Secretary-General of the Charity under any of the following circumstances:

- (一) 属于现职国家工作人员的;
(I) The person is currently a civil servant;

(二) 因犯罪被判处管制、拘役或者有期徒刑，刑期执行完毕之日起未逾 5 年的；

(II) The person has been convicted of a crime and thus has been sentenced to public surveillance or criminal detention, or has been sentenced to fixed-term imprisonment, and it has been no more than five years since the completion of their criminal penalty;

(三) 因犯罪被判处剥夺政治权利正在执行期间或者曾经被判处剥夺政治权利的；

(III) The person has been convicted of a crime and is serving his sentence of deprivation of political rights or was previously deprived of political rights after conviction;

(四) 曾在因违法被撤销登记的基金会担任理事长、副理事长或者秘书长，且对该基金会的违法行为负有个人责任，自该基金会被撤销之日起未逾 5 年的。

(IV) The person was the Chairman or Vice Chairman of the Board of Directors or the Secretary-General of a charity whose license was revoked due to violation of the law, and is personally responsible for the violation, and no more than five years have elapsed since the date of the revocation.

第二十五条 本基金会的理事长、副理事长、秘书长每届任期 5 年，

连任不超过两届。因特殊情况需超届连任的，须经理事会特殊程序表决通过，报业务主管单位审查并经登记管理机关批准同意后，方可任职。

Article 25: The term of the Chairman of the Board, the Vice Chairman of the Board, and the Secretary-General shall be five years. Such term shall subsequently extend no more than two consecutive terms. In special cases, such term limits may be lifted after an affirmative vote by the Board of Directors through special procedures and approval by the registration authority.

第二十六条 本基金会理事长为基金会法定代表人。本基金会法定代表人不兼任其他组织的法定代表人。

Article 26: The Chairman of the Board shall be the legal representative of the Charity. The legal representative of the Charity shall not concurrently assume the position of legal representative of any other organization.

本基金会法定代表人由中国内地居民担任。

The legal representative of the Charity shall be resident of Mainland China.

本基金会法定代表人在任期间，基金会发生违反《基金会管理条例》和本章程的行为，法定代表人应当承担相关责任。因法定代表人失职，导致基金会发生违法行为或基金会财产损失的，法定代表人应当承担个人责任。

If the Charity acts in violation of the *Regulation on Foundation Administration* or the Charity's Articles of Organization, the legal representative of the Charity at that

time shall be held personally liable for the violation. The legal representative of the Charity whose negligence or dereliction of duty has led to violation of law by the Charity, or caused damages to the Charity's property, shall be held personally liable.

第二十七条 本基金会理事长行使下列职权:

Article 27: The Chairman of the Board shall have the following powers and functions:

(一) 召集和主持理事会会议;

(I) To convene and preside over meetings of the Board of Directors;

(二) 检查理事会决议的落实情况;

(II) To review the implementation of the resolutions of the Board of Directors;

(三) 代表基金会签署重要文件;

(III) To sign important documents on behalf of the Charity;

本基金会副理事长、秘书长在理事长领导下开展工作，秘书长行使下列职权:

The Vice Chairman of the Board and the Secretary-General shall conduct their work under the leadership of the Chairman of the Board, and the Secretary-General shall have the following powers and functions:

①主持开展日常工作，组织实施理事会决议;

(I) To preside over the daily administration of the Charity and organize implementation of resolutions of

the Board of Directors;

②组织实施基金会年度公益活动计划;

(II) To organize the implementation of the annual charitable activity plan of the Charity;

③拟订资金的管理和使用计划;

(III) To formulate plans for the management and use of charitable assets;

④拟订基金会的内部管理制度, 报理事会审批;

(IV) To draft internal rules and regulations of the Charity and submit them to the Board of Directors for approval;

⑤协调各机构开展工作;

(V) To coordinate and support the work of the departments of the Charity;

⑥提议聘任或解聘副秘书长以及财务负责人, 由理事会决定;

(VI) To propose the appointment or removal of the Vice Secretary-Generals and the Chief Financial Officer for decisions made by the Board of Directors;

⑦提议聘任或解聘各机构主要负责人, 由理事会决定;

(VII) To propose the appointment or removal of department heads for decisions made by the Board of Directors;

⑧决定各机构专职工作人员聘用;

(VIII) To decide on the appointment of full-time staff of the departments;

⑨章程和理事会赋予的其他职权；

(IX) To exercise other functions and powers as authorized by the Charity's Articles of Organization or the Board of Directors.

第四章 财产的管理和使用

Chapter VI Management and Use of Assets

第二十八条 本基金会为非公募基金会，本基金会的收入来源于：

Article 28: The Charity is a non-public charity. The sources of income for the Charity are:

(一) 自然人、法人或其他组织自愿捐赠；

(I) Voluntary contributions from natural persons, legal persons, or other organizations;

(二) 投资收益；

(II) Investment income; and

(三) 其他合法收入。

(III) Other lawful income.

第二十九条 本基金会接受捐赠，应当遵守法律法规，符合章程规定的宗旨和公益活动的业务范围。

Article 29: When accepting contributions, the Charity shall abide by relevant laws and regulations, and comply with the Charity's mission and business scope in respect of charitable activities prescribed in the Articles of Organization.

本基金会应当合理设计慈善项目，符合本会宗旨和章程

的有关规定。优化实施流程，降低运行成本，提高慈善财产使用效益。

The Charity shall reasonably design the charitable projects, optimize the implementation process, reduce the operational cost, and improve the utilization efficiency of charitable assets of the Charity in compliance with the tenets and provisions of the Articles of Organization.

本会建立健全慈善项目的决策、执行、监督机制，对慈善项目的立项、审查、执行、控制、评估、反馈等环节建立科学、规范、有效的要求，设立项目管理机构，配备专职人员，行使项目管理职责。

The Charity shall establish and improve the decision-making, executive, and supervisory mechanisms in relation to charitable projects and establish scientific, standardized and effective requirements for the approval, review, implementation, control, evaluation, feedback, and other processes in relation to such charitable projects. The Charity shall also establish project management institutions staffed with full-time employees to perform project management responsibilities.

本会按照公开、公平、公正的原则，确定慈善受益人。本会管理人员的利害关系人不得作为受益人。

The Charity shall determine the beneficiaries of charitable activities under the principles of openness, impartiality, and fairness. Any interested party of any manager of the Charity shall not be designated as a beneficiary.

本会开展重大慈善项目，应当由理事会表决通过，且同

意的人数不得低于到会理事人数的 2/3。

All major charitable projects shall be approved by the Board of Directors with at least two-thirds of the Directors in attendance voting in favor.

本会的重大慈善项目包括：

The major charitable projects of the Charity include:

(一) 年度慈善项目计划；

(I) Annual plans on charitable projects;

(二) 超过 1500 万元的慈善项目。

(II) Any charitable project with a budget exceeding RMB 15 million Yuan.

本会开展重大慈善项目之前，应当及时向业务主管单位报备（适用于有业务主管单位的社会组织）。

Before the launch of any major charitable project, the Charity shall promptly report to the business supervisory authorities (applicable only for social organizations that have business supervisory authorities).

第三十条 本基金会接受捐赠时，应当向社会公布接受资金后拟开展的公益活动和资金的详细使用计划。重大投资、公益活动应当报业务主管单位和登记管理机关备案。

Article 30: The Charity shall disclose to the public the charitable activities it intends to carry out, as well as a detailed plan on the use of funds when it receives charitable contributions. Major investment and charitable activities of the Charity shall be reported to the business supervisory authorities and the registration authority of the Charity for the purpose of record-filing.

第三十一条 本基金会的财产及其他收入受法律保护，任何单位、个人不得侵占、私分、挪用。

Article 31: The assets and other income of the Charity are protected by the law and shall not be embezzled, privately diverted, or misappropriated by any organization or individual.

第三十二条 本基金会根据章程规定的宗旨和公益活动的业务范围使用财产；捐赠协议明确了具体使用方式的捐赠，根据捐赠协议的约定使用。

Article 32: The Charity shall use its assets in accordance with the mission and business scope in relation to the charitable activities prescribed in the Articles of Organization, and the method of use agreed upon in the contribution agreement if the method has been specified in the contribution agreement.

接受捐赠的物资无法用于符合本基金会宗旨的用途时，基金会可以依法拍卖或者变卖，所得收入用于捐赠目的。

Contributed assets that are unable to be used in adherence to the purpose of the Charity may be auctioned off or otherwise sold in accordance with the law. All the income obtained from such process shall be used for charitable purposes.

第三十三条 本基金会财产主要用于：

Article 33: The assets of the Charity will be primarily used for:

- (一) 开展符合基金会业务范围的公益慈善活动;
(I) Conducting charitable activities in accordance with the business scope of the Charity;
- (二) 尊重捐赠人的意愿, 捐助至合格的受赠组织;
(II) Making grants to qualified grantees, taking into consideration the wishes of the donors;
- (三) 开展公益慈善活动的慈善活动支出及管理费用;
(III) Expenditures for charitable activities and administrative expenses;
- (四) 其他为维持基金会正常运营和项目开展所需要的行政支出;
(IV) Other administrative expenditures necessary for the maintenance of the normal operation of the Charity and carrying out projects; and
- (五) 其它符合法律法规、本章程、《深圳市递爱福公益基金会捐赠、投资、捐助指引》、《深圳市递爱福公益基金会捐赠说明书》、《迪爱福公益培训工程项目管理制度》规定的合法用途。
(V) All other purposes in accordance with laws, regulations, the Articles of Organization, the Contribution, Investment, and Granting Guidelines of the China DAF Charity, the Contribution Prospectus of the China DAF (Donor Advised Fund) Charity, and the Project Management Rules Regarding the DAF-Giving Charitable Training Projects of the China DAF Charity.

第三十四条 本基金会的重大投资、公益活动是指：

Article 34: The major investment and charitable activities of the Charity refer to:

(一) 非公开市场流通的权益性捐赠方案（例如股权捐赠方案、股权慈善信托方案、有限合伙份额捐赠方案等）及跨境捐赠方案；

(I) Contribution plans involving non-publicly traded equity interests (such as equity share contribution plans, equity share charitable trust plans, and share of limited liability partnership contribution plans, etc.) and cross-border contribution plans;

(二) 非公开市场流通的权益性投资方案、影响力投资方案等；

(II) Investment plans involving non-publicly traded equity interests and impact investment plans, etc.;

(三) 一百万人民币以上（含）的现金资产捐助，一千万人民币以上（含）非公开市场流通的权益性资产的捐助以及跨境捐助；

(III) Grants of RMB 1,000,000 Yuan or more in cash, grants of non-publicly traded equity interests with a value of RMB 10,000,000 Yuan or more, or cross-border granting activities; and

(四) 《深圳市递爱福公益基金会捐赠、投资、捐助指引》、《深圳市递爱福公益基金会捐赠说明书》、《专业人员担任深圳市递爱福公益基金会合格捐赠人资格预审员、慈善账户督导员、慈善专家

顾问等专业人员入库管理办法》、《迪爱福公益培训工程项目管理制度》等规定的其他重大投资、公益活动。

(IV) Other major investment and grant-making activities prescribed in the Contribution, Investment, and Granting Guidelines of China DAF Charity, the Contribution Prospectus of the China DAF (Donor Advised Fund) Charity, the Administrative Measures for Admission of Professionals into the Databases of Donor Qualification Examiners, Charitable Account Supervisors, and Philanthropic Expert Consultants of the China DAF Charity, and the Project Management Rules Regarding the DAF-Giving Charitable Training Projects of the China DAF Charity.

第三十五条 本基金会按照合法、安全、有效的原则实现基金的保值、增值。

Article 35: The Charity shall preserve or increase the value of its assets under the principles of legality, safety, and efficiency.

第三十六条 本基金会的年度慈善活动支出和年度管理费用根据《关于慈善组织开展慈善活动年度支出和管理费用的规定》执行。

Article 36: The annual expenditures and annual management expenses of the Charity shall conform to the *Provisions on Annual Expenditures and Overheads for*

Charitable Activities Carried out by Charities.

第三十七条 本基金会开展公益资助项目，应当向社会公开所开展的公益资助项目种类以及申请、评审程序。

Article 37: When carrying out charitable granting projects, the Charity shall disclose to the public the type of projects and the application and review procedures of such projects.

第三十八条 捐赠人有权向本基金会查询捐赠财产的使用、管理情况，并提出意见和建议。对于捐赠人的查询，基金会应当及时如实答复。

Article 38: Donors have the right to inquire into how the contributed assets are used and managed by the Charity and may also provide comments and suggestions. The Charity shall respond to the inquiries of donors truthfully and in a timely manner.

本基金会违反捐赠协议使用捐赠财产的，捐赠人有权要求基金会遵守捐赠协议或者向人民法院申请撤销捐赠行为、解除捐赠协议。

If the Charity fails to use contributed assets in accordance with the contribution agreement, donors have the right to require the Charity to abide by the contribution agreement or petition the court for revocation of contribution or termination of the contribution agreement.

第三十九条 本基金会可以与受助人签订协议，约定资助方式、资助数额以及资金用途和使用方式。

Article 39: The Charity may sign a grant agreement with a grantee and shall agree on the method for making the grant, the amount of funds to be granted, and the purpose and method of using the charitable funds.

本基金会有权对资助的使用情况进行监督。受助人未按协议约定使用资助或者有其他违反协议情形的，本基金会有权解除资助协议。

The Charity has the right to supervise the use of charitable assets. If the qualified grantees fail to use the property in accordance with the grant agreement or breach the grant agreement in any other way, the Charity has the right to terminate the grant agreement.

第四十条 项目资金的使用要严格遵守国家财务会计制度的规定，按照捐赠协议专款专用。依法进行会计核算，建立健全内部会计监督制度，保证会计资料合法、真实、准确、完整。

Article 40: The use of the project funds shall strictly comply with the rules of the national finance and accounting system and the purposes of the contribution agreement. The Charity shall conduct its financial accounting in accordance with the law, establish and improve the internal supervision system for accounting, and ensure the legality, authenticity, accuracy, and completeness of the relevant accounting information.

慈善项目资金的管理使用要自觉接受财政部门、审计机关、业务主管单位、登记管理机关和社会公众的监督，

认真履行信息公开义务，接受社会监督。

The management and use of charitable project funds shall be supervised by the financial authorities, auditing institutions, the business supervisory authorities, the registration authority, and the general public. The Charity shall earnestly fulfill the obligation of information disclosure and accept the supervision of the public.

第四十一条 本基金会配备具有专业资格的会计人员。会计不得兼出纳。会计人员调动工作或离职时，必须与接管人员办清交接手续。

Article 41: The Charity shall employ professionally qualified accountants. The accountants shall not concurrently serve as cashiers of the Charity. The accountants to be reassigned to another post or to leave their post shall fully participate in and cooperate on the hand-over procedures with their replacement.

第四十二条 本基金会每年1月1日至12月31日为业务及会计年度，每年3月31日前，理事会对下列事项进行审定：

Article 42: Both the business and fiscal year of the Charity is from January 1st to December 31st of each calendar year. Before March 31st of each year, the Board of Directors shall examine and approve the following matters:

(一) 上年度业务报告及经费收支决算；

(I) The business report and final accounting of revenue and expenditures from the previous year;

- (二) 本年度业务计划及经费收支预算;
 - (II) The business plan and budget of revenue and expenditures for the current year; and
- (三) 财产清册。
 - (III) A detailed list of assets.

第四十三条 本基金会进行年报、换届、更换法定代表人以及清算，应当进行财务审计。

Article 43: The Charity shall conduct a financial audit when it files the annual report, proceed with an election of a new Board or replacement of its legal representative, or undergo liquidation.

第四十四条 本基金会按照《基金会管理条例》规定接受登记管理机关组织的年度检查。

Article 44: The Charity shall allow the annual inspection organized by the registration authority of the Charity in accordance with the *Regulation on Foundation Administration*.

第四十五条 本基金会通过登记管理机关的年度检查后，将年度工作报告在登记管理机关指定的媒体上公布，接受社会公众的查询、监督。

Article 45: After the Charity passes the annual inspection conducted by the registration authority of the Charity, the Annual Work Report of the Charity shall be disclosed through the medium designated by the registration authority

for the inquiry and review by the general public.

第四十六条 本会要加强慈善项目档案管理，保存慈善项目的完整信息，做好慈善项目的建档归档工作。

Article 46: The Charity shall enhance its archive management, preserve the integrity of the information regarding charitable projects, and properly document and archive such projects.

第五章 终止和剩余财产处理

Chapter V Termination and Disposal of Remaining Assets

第四十七条 本基金会有以下情形之一，应当终止：

Article 47: The Charity shall be terminated under any of the following circumstances:

(一) 完成章程规定的宗旨的；

(I) It has fulfilled the mission prescribed in the Articles of Organization;

(二) 无法按照章程规定的宗旨继续从事公益活动的；

(II) It is unable to conduct charitable activities in accordance with the tenets of the Articles of Organization;

(三) 基金会发生分立、合并的。

(III) Merger or demerger of the Charity.

第四十八条 本基金终止，应在理事会表决通过后 15 日内，报业务主管单位审查同意。经业务主管单位审查同意后 15 日内，向登记管理机关申请注销登记。

Article 48: Within fifteen days of approval for termination by the Board of Directors, the Charity shall seek the approval from the business supervisory authorities. The Charity shall apply for deregistration with the registration authority of the Charity within fifteen days of obtaining approval from the business supervisory authorities.

第四十九条 本基金会办理注销登记前，应当在登记管理机关、业务主管单位的指导下成立清算组织，完成清算工作。

Article 49: Before the Charity is deregistered, a liquidation group shall be established under the leadership of the business supervisory authorities and the registration authority of the Charity, and the group shall conduct liquidation of the Charity.

本基金会应当自清算结束之日起 15 日内向登记管理机关办理注销登记；在清算期间不开展清算以外的活动。

Within fifteen days of the liquidation of assets, the Charity shall apply for and go through the procedures of deregistration with the registration authority of the Charity. No other activities shall be carried out during the liquidation period.

第五十条 本基金会注销后的剩余财产，应当在业务主管单位和登记管理机关的监督下，通过以下方式用于公益目的：

Article 50: After the deregistration of the Charity, the remaining assets shall be used for charitable purposes under the supervision of business supervisory authorities and the registration authority of the Charity in the following manner:

(一) 向本基金会的合格受赠组织进行捐赠;

(I) Grants to qualified grantees of the Charity.

(二) 用于本基金会注销前已经开始的捐赠活动的后续捐赠。

(II) Grants for the granting activities carried out before the liquidation of the Charity.

无法按照上述方式处理的, 清算后的剩余财产, 应当按照本章程的规定转给宗旨相同或者相似的慈善组织, 章程未规定的, 由民政部门转给相同或者相近的慈善组织, 并向社会公告。

After liquidation, the residual assets that are unable to be handled in the above manner will be donated to charitable organizations of a similar nature or with similar tenets to those of the Charity in accordance with the relevant provisions of the Articles of Organization. If the Articles of Organization do not provide any guidance, the assets shall be donated by the civil affairs department of the government to charitable organizations of a similar nature or with similar tenets to those of the Charity, where public disclosures will be made.

第六章 党建

Chapter VI Party Building

第五十一条 本社会组织支持中国共产党的领导, 执行党的路线、方针和政策, 走中国特色社会组织发展之路。

Article 51: The Charity shall support the leadership of the

Communist Party of China (hereinafter the ‘CPC’), implement the guidelines, principles, and policies of the CPC, and follow the development path of the Social Organizations with Chinese characteristics.

第五十二条 本社会组织根据中国共产党章程的规定,设立中国共产党的组织,开展党的活动(如暂不能单独建立党组织,支持通过联合建立党组织、选派党建工作联络员等方式,在本组织开展党的工作),为党组织的活动提供必要条件。

Article 52: The Charity shall set up its CPC organization, carry out CPC activities, and provide necessary conditions to support CPC activities in accordance with the CPC Constitution. (If the Charity is not able to set up its own CPC organization at present, it will nevertheless support the commencement of the work undertaken by this organization through setting up a joint CPC organization or appointing CPC building liaison officers.)

第五十三条 本社会组织党组织是党在深圳市递爱福公益基金会中的战斗堡垒,发挥政治核心作用。基本职能是保证政治方向,团结凝聚群众,推动深圳市递爱福公益基金会发展,建设先进文化,服务人才成长,加强党组织自身建设。

Article 53: The CPC organization of the Charity is the CPC’s fighting fortress in the Charity and acts as its political core. The basic function of the CPC organization

is to guarantee the political orientation, unite the general public, promote the development of the Charity, construct advanced culture, serve the growth of talents, and strengthen the construction of the CPC organization itself.

第五十四条 本社会组织变更、撤并或注销，党组织应及时向上级党组织报告，并做好党员组织关系转移等相关工作；本社会组织换届选举时，应先征求上级党组织对主要负责人审核意见。

Article 54: When the Charity is changed, revoked, merged, or deregistered, the CPC organization shall report to the superior CPC organization in a timely manner and ensure that the transfer of organizational relations of the CPC members and other related work is properly carried out. The Charity shall seek the opinion of the superior CPC organization on the nomination of key personnel in charge before a new election.

第五十五条 本社会组织为党组织开展活动、做好工作提供必要的场地、人员和经费支持，将党建工作经费纳入管理费用列支，支持党组织建设活动阵地。

Article 55: The Charity provides the necessary venue, personnel, and funding for the CPC organization to conduct CPC activities and undertake relevant CPC work in a satisfactory manner. The expenditure for the CPC building shall be included in the budget as administrative expenses. The Charity supports the CPC organization in the later construction of battle grounds for CPC activities.

第五十六条 本社会组织支持领导班子与党组织领导班子交叉任职，优先推荐社会组织领导班子中的中共正式党员担任党的组织以及纪检组织领导。

Article 56: The Charity supports cross-appointment between the leadership of the Charity and the leadership of the CPC organization. The formal CPC members in the Charity leadership will be preferentially recommended to serve as the leaders of the CPC organization and the Discipline and Inspection Organization of the CPC.

第五十七条 本社会组织支持党组织对社会组织重要事项决策、重要业务活动、大额经费开支、接收大额捐赠、开展涉外活动等提出意见。

Article 57: The Charity supports the CPC's giving of advice on the Charity's decisions over major matters, major business activities, large-sum expenditure and expenses, acceptance of large-scale contributions, and foreign-related activities.

第七章 章程修改

Chapter VII Amendments to the Articles of Organization

第五十八条 本章程的修改，须经理事会表决通过后 15 日内，报业务主管单位审查同意。经业务主管单位审查同意后，报登记管理机关核准。

Article 58: An amendment to the Articles of Organization

shall be submitted to the business supervisory authorities for approval within fifteen days of its approval by the Board of Directors. With the approval attained from the business supervisory authorities, such amendment shall then be submitted to the registration authority of the Charity.

第八章 附则

Chapter VIII Supplementary Provisions

第五十九条 本章程经 2021 年 7 月 20 日理事会表决通过。

Article 59: The Articles of Organization were approved by the Board of Directors on July 20th, 2021.

第六十条 本章程的解释权属于理事会。

Article 60: The Board of Directors is responsible for the interpretation of the Articles of Organization.

第六十一条 本章程自登记管理机关核准之日起生效。

Article 61: The Articles of Organization shall come into force upon being examined and approved by the registration authority of the Charity.