

递爱福 (DAF) 账户服务系统 项目管理办法

Project Management Measures for the DAF Account Service System Project

(2019年5月28日第一届理事会第三次会议予以批准通过,
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1 制定依据

Legal Basis

依据《深圳市递爱福公益基金会章程》（以下简称“《章程》”）第二十九条第三款¹关于设立慈善项目的相关规定以及《章程》第十二条第五款²关于理事会职权的规定，深圳市递爱福公益基金会（以下简称“本基金会”）制定《递爱福（DAF）账户服务系统项目管理办法》（以下简称“本办法”）。

In accordance with the provisions regarding the establishment of charities in Article 29 Paragraph 3 of the Articles of Organization of the China DAF (Donor Advised Fund) Charity (hereinafter the ‘Articles of Organization’) and the provisions regarding the authority of the Board of Directors in Article 12 Paragraph 5, the China DAF Charity (hereinafter the ‘Charity’) hereby formulates the Project Management Measures for the DAF Account Service System Project (hereinafter the ‘Measures’).

2 理事会的批准

Approval of the Board of Directors

递爱福（DAF）账户服务系统项目（以下简称“该项目”）属于本基金会自行设计、管理、运营的项目，由本基金会理事会于2019年5月28日批准设立。

The DAF Account Service System Project (hereinafter the ‘Project’), approved by the Board of Directors of the Charity and established on May 28th, 2019, is a project independently designed, managed and operated by the Charity.

3 “递爱福（DAF）账户服务系统”的命名

¹ 本基金会建立健全项目的决策、执行、监督机制，对该项目的立项、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 the charitable projects, establish scientific, standardized and effective requirements for the approval, review, implementation, control, evaluation, feedback and other processes in relation to such charitable projects, and establish project management institutions staffed with full-time employees to perform project management responsibilities.

² 理事会有权制定“内部管理制度”。

The Board of Directors has the authority to set up the ‘Internal Management Rules’.

Name of the DAF Account Service System

为便于与相关方（包括潜在的战略捐赠人）沟通，本基金会将开发的系统命名为“递爱福（DAF）账户服务系统”，增加“递爱福”中文字样，目的是与业内未来可能出现的其他 DAF 账户服务系统相区别。

In order to facilitate its communication with relevant parties (including potential strategic donors), the Charity has named its operating system the ‘DAF Account Service System’ (hereinafter the ‘System’). The Chinese characters “递爱福” serve to distinguish the System from other DAF account service systems that may arise in the industry in the future.

4 项目设立的目的

Purpose of the Project

为保证“递爱福（DAF）账户服务系统”的有效运作，并根据实际需求完成“递爱福（DAF）账户服务系统”的相关升级、迭代、改造，本基金会需要技术团队支持系统的运营以及运行维护，并为本基金会逐步建立、训练负责系统运营和系统运行维护的专职技术团队，有针对性地对该项目进行战略性业务运营、业务推广等活动。该项目需要合理的时间进行孵化，并且在该项目运作的前期，需要相当大的财务投入；然而，在本基金会的初始运营阶段，本基金会尚且无法产生足够的业务运营收入，用于支撑前述财务开支。基于此，本基金会设立该项目，目的是向潜在的战略捐赠人进行定向募捐，并长期表彰其为中国捐赠者建议基金（Donor Advised Fund）事业作出的卓越贡献。

In order to ensure the effective operation of the System and complete regular system upgrades and iteration, the Charity requires IT personnel to maintain it, provide specialized training to build up an operation and maintenance team, and also to launch strategic operation to promote and manage the System. Reasonable time is needed, as well as a significant investment of funds, to develop the Project in the preliminary stage. However, in the early operation stage, the Charity is incapable of generating enough revenue to cover the aforementioned cost. Therefore, the purpose of initiating the

Project is to raise funds from potential particularized donors and honor their contribution to China DAF charities in the long term.

5 项目的捐赠人

Donors of the Project

5.1 项目的初始捐赠人

Initial Donor of the Project

深圳中顺易金融服务有限公司(以下简称“中顺易”)为该项目的初始捐赠人,受托为本基金会开发《深圳市递爱福公益基金会捐赠说明书》规定的“递爱福(DAF)账户服务系统”的第一期至第三期工程³, (以下简称“递爱福(DAF)账户服务系统(第一期至第三期)”)。在该“递爱福(DAF)账户服务系统(第一期至第三期)”上线运行并经软件测评机构验收合格后,中顺易将“递爱福(DAF)账户服务系统(第一期至第三期)”捐赠至本基金会。

Shenzhen CSN Financial Services Co., Ltd. (hereinafter ‘CSN’) is the initial donor of the Project, commissioned to develop the System from Phase I to Phase III (hereinafter the ‘System (Phase I to III)’). CSN shall contribute the System

³ “递爱福(DAF)账户服务系统”是本基金会的主要业务及管理系统,主要面向本基金会的内部管理人员、战略合作伙伴、被推荐的合格捐赠人或慈善信托申请人、第三方捐赠人、合格捐赠人资格预审员、慈善账户持有人、慈善账户顾问、慈善账户查阅人、慈善账户督导员、慈善专家顾问、合格受赠组织等相关人员或组织。该系统能够实现多方主体间的信息交互,并提供与捐赠、投资、捐助以及捐助后的监督管理等相关的服务与管理,从而实现本基金会对所开展的慈善活动进行账户化、流程化、以及系统化的管理。“递爱福(DAF)账户服务系统(第一期至第三期)”包含递爱福(DAF)官网、递爱福(DAF)慈善账户相关方登录系统、递爱福(DAF)战略合作伙伴注册/登录系统、递爱福(DAF)合格受赠组织注册/登录系统、递爱福(DAF)运营管理系统。

The DAF Account Service System is the major management system of the Charity, aimed at internal management personnel, Strategic Cooperation Partners, qualified donors or applicants for charitable trusts, third-party donors, donor qualification examiners, charitable account advisors, charitable account reviewers, charitable account supervisors, philanthropic expert consultants, qualified grantees, etc. The System enables multiple parties to exchange information and provides them with management services related to contribution, investment, granting and post-grant supervision, in order to facilitate the management of the charitable activities through different accounts and processes in a systematic way. **The System (Phase I to III)** consists of the DAF official website, the DAF relevant parties of charitable accounts login system, the DAF Strategic Cooperation Partners registration and login system, the DAF qualified grantees registration and login system and the DAF operation management system.

(Phase I to III) to the Charity after it has been launched online and passed the acceptance test conducted by a software quality assurance organization.

5.2 项目的后续捐赠人

Subsequent Donors of the Project

在该项目的持续运行过程中，本基金会将对递爱福（DAF）账户服务系统继续进行升级、迭代、改造、后续开发，为此，本基金会将持续接受相应战略捐赠人对该项目的定向捐赠。

During the operation of the Project, the Charity will conduct upgrades, iteration and development of the System. Therefore, the Charity will continue accepting contributions from strategic donors for the Project.

6 项目决策管理机构

Decision-Making Body

6.1 项目决策管理机构的组成

Composition of the Decision-Making Body

6.1.1 该项目设立独立的项目决策管理机构，由 2 名或 3 名或 5 名项目联席负责人组成，项目决策管理机构是该项目的最高决策机构。

The Project has an independent decision-making body comprised of two, three or five co-leaders. This is the supreme body that makes decisions of the Project.

(1) 由 2 名或 3 名项目联席负责人组成：如果项目决策管理机构由 2 名或 3 名项目联席负责人组成，则项目决策管理机构的决策应经 2 名以上（包括 2 名）项目联席负责人同意后，方为有效决议；

If the Decision-Making Body is comprised of two or three co-leaders, any valid decision shall be approved by at least two co-leaders.

- (2) **由 5 名项目联席负责人组成：**如果项目决策管理机构由 5 名项目联席负责人组成，则项目决策管理机构的决策应经 3 名以上（包括 3 名）项目联席负责人同意后，方为有效决议。

If the Decision-Making Body is comprised of five co-leaders, any valid decision shall be approved by at least three co-leaders.

6.1.2 该项目的项目决策管理机构由本基金会理事会的理事长刘柏荣、执行理事长傅昌波以及项目战略捐赠人推荐的项目联席负责人人选组成。战略捐赠人推荐的项目联席负责人人选由本基金会理事会的理事长刘柏荣提名，由项目决策管理机构表决通过。

The Decision-Making Body consists of Borong LIU (Chairman of the Board of Directors), Changbo FU (Executive Chairman of the Board of Directors), and co-leaders recommended by strategic donors of the Project. These co-leader candidates will be nominated by Borong LIU and shall pass the vote by the Decision-Making Body in order to become co-leaders.

6.2 项目联席负责人的任期

Term of Co-Leaders

在项目决策管理机构中，本基金会理事会的理事长、执行理事长作为项目联席负责人无任期限限制，其他项目联席负责人的任期为两年。

The Chairman and Executive Chairman of the Board of Directors serve an unlimited term as the co-leaders of the Project, while other co-leaders serve a two-year term.

6.3 项目决策管理机构的职责

Duties of the Decision-Making Body

项目决策管理机构负责对该项目的审查、执行、控制、评估、反馈等环节建立科学、规范、有效的要求，具体决策、审批、管理与该项目相关的所有事宜。项目决策管理机构可以授权某位或某几位项目联席负责人对某些具体事项进行决策。为提高效率，该项目的项目决策管理机构实际上将项目的治理权与管理权合二为一。

The Decision-Making Body takes charge of setting scientific, systemic and effective requirements for procedures including inspection, execution, control, evaluation and reporting-back. It decides, reviews and manages all the matters concerning the Project. It may authorize one or several co-leaders to make decisions on certain matters. The Decision-Making Body combines the power of governance and the power of administration for the sake of efficiency.

- 6.4** 在该项目的前期阶段，考虑到将主要由中顺易负责“递爱福（DAF）账户服务系统”的升级、迭代、改造，由中顺易为本基金会提供系统运营、系统运行维护等技术服务，并为本基金会培训技术人才，为避免该项目的关联交易，中顺易作为该项目的初始捐赠人，将不向项目决策管理机构推荐项目联席负责人。

In the preliminary stage, CSN will upgrade and iterate the System, provide technical services on the operation and maintenance of the System, and train IT personnel for the Charity. To avoid related-party transactions, CSN shall not recommend co-leaders to the Decision-Making Body as an initial donor of the Project.

7 项目直接管理人员

Direct Administrators of the Project

项目决策管理机构指定该项目的直接管理人员为杨维林（北京市中伦律师事务所IT工程师）以及今后不时增加的其他项目直接管理人员。

The Decision-Making Body has designated Weilin YANG (IT engineer at Beijing Zhong Lun Law Firm) as the direct administrator of the Project. Other direct administrators may be subsequently designated.

8 项目资产的构成

Composition of Project Funds

8.1 中顺易向本基金会捐赠的“递爱福(DAF)账户服务系统(第一期至第三期)”形成的无形资产;

Intangible assets generated from the System (Phase I to III) contributed by CSN;

8.2 “递爱福(DAF)账户服务系统”后期迭代形成的无形资产;

Intangible assets generated from the System in subsequent phases;

8.3 项目战略捐赠人向本基金会定向捐赠的相应慈善资产。

Charitable assets contributed by strategic donors.

9 项目费用支出的范围

Scope of the Expenditure

9.1 该项目直接管理人员所发生的人员成本费用及其他相关费用;

Personnel costs and other related costs generated through the hiring of direct administrators;

9.2 “递爱福(DAF)账户服务系统”的系统运营所发生的人员成本费用及其他相关费用;

Personnel costs and other related costs generated through operation of the System;

9.3 “递爱福(DAF)账户服务系统”的系统运行维护所发生的人员成本费用及其他相关费用;

Personnel costs and other related costs generated through maintenance of the System;

- 9.4 《递爱福 (DAF) 账户服务系统需求说明书》制定所发生的人员成本费用及其他相关费用;

Personnel costs and other related costs generated through the formulation of the DAF Account Service System Requirement Guide (hereinafter the 'Requirement Guide');

- 9.5 “递爱福 (DAF) 账户服务系统”的系统后续开发所发生的人员成本费用及其他相关费用;

Personnel costs and other related costs generated through subsequent upgrades of the System;

- 9.6 “递爱福 (DAF) 账户服务系统”在相应云平台部署费用;

Costs generated through the deployment of the System on the corresponding cloud platform;

- 9.7 “递爱福 (DAF) 账户服务系统”的其他相关费用;

Other related costs generated by the System;

- 9.8 经项目决策管理机构特别批准的对该项目进行战略性业务运营、推广所发生的人员成本费用及其他相关费用。

Personnel costs and other related costs generated through the operation and promotion of the Project, which are approved by the Decision-Making Body.

10 “递爱福 (DAF) 账户服务系统”的运营

Operation of the System

10.1 系统运营

System Operation

- 10.1.1 针对该项目而言,系统运营是指清结算、捐赠者权益管理、向合格受赠组织捐助(捐赠)项目管理、投资交易管理、费用处理、资金出入

账结算、会计核算与报表、信息披露、异常跟进、相关合作方的沟通对接、客户信息维护、客户账户信息维护等完整技术运营体系的统称。

System operation refers to the entire operating model comprising the settlement of bills, administration of donors' rights, management of grants to qualified grantees, management of investments and transactions, use of funds, account settlement, accounting and statements, disclosure of information, follow-up reports on system breakdowns, communication among relevant parties, maintenance of clients' personal information, and protection of clients' account information.

- 10.1.2** 清结算是指该系统涉及资金的计算确认、各交易主体间各交易事项涉及资金结转的资金划拨等业务的总称，如捐赠者捐赠资金入账（划入专属子户）、捐赠资金投资运用资金划拨、投资收回资金入账、向合格受赠组织的捐助（或捐赠）资金发放划拨、费用资金划拨等操作，并与银行进行对接。清结算是系统运营的重要组成部分，主要处理资金的确认、资金出入账划拨、资金的审核等相关操作。

Settlement of bills refers to business in the System related to the calculation of funds and transfer of funds concerning transactions among the parties, for example, contributed funds entering into the account (transfers to certain charitable account), transfer of investment funds, return of investment entering into the account, transfer of contributed funds to qualified grantees, transfer of cost funds, and contacting with banks. Settlement of bills forms a significant part of system operation and includes confirmation of funds, transfer of funds, and review of funds.

10.2 系统运营技术团队的组建

IT Team of System Operation

项目决策管理机构将负责牵头组建该项目系统运营技术团队，该技术团队

可由项目专职或兼职人员组成，负责开展系统运营的相关技术工作，前述人员的补偿方法或报酬标准由项目决策管理机构批准。

The Decision-Making Body takes charge of building the IT team of system operation, which is comprised of full-time or part-time staff. The team is responsible for technical work related to system operation. The methods of paying the staff or the payment standard shall be approved by the Decision-Making Body.

10.3 系统运营费用的范围及其承担

Scope and Payment of System Operation Fees

系统运营费用系指“递爱福（DAF）账户服务系统”正常运营所发生的相关费用的总称，包括但不限于该项目的系统运营人员成本费用、系统运营基础费用、“信账宝账户系统”使用许可费等。

System operation fees refer to all types of fees generated through operation of the System, including but not limited to personnel costs, basic costs and license fees for using the ‘XinPal Account System’.

10.3.1 系统运营人员成本费用：系统运营人员成本费用将从该项目的定向捐赠收入中支出，列入该项目的成本支出。

Personnel Costs: Personnel costs will be covered by contributions to the Project and will be included in the Project’s overall costs.

10.3.2 系统运营基础费用：系统运营基础费用是指因递爱福（DAF）账户服务系统正常运营而需要向第三方支付的相关费用，包括但不限于客户身份鉴权费、支付通道服务费、银行划款手续费、银行账户管理费、短信服务费、电子签章费用、邮件服务费及视系统功能需要可能发生的基础费用等。系统运营基础费用自“递爱福（DAF）账户服务系统”（第一期至第三期）的验收合格之日起每半年结算一次。系统运营基础费用将从该项目的定向捐赠收入中支出，列入该项目的成本支出。

Basic costs: Basic costs refer to fees required by third parties for the operation of the System, including but not limited to identity authentication fees, payment platform service fees, bank commission of fund transfer, bank commission of account management, SMS fees, electronic signature fees, mail service fees and other fees that might arise when other functions are required in the System. The basic costs shall be settled every six months after the System (Phase I to III) passes the acceptance test and it shall be covered by the contributions to the Project and included in the Project's overall costs.

10.3.3 “信账宝账户系统”使用许可费: 自“递爱福 (DAF) 账户服务系统” (第一期至第三期) 验收合格之日起 3 年后, 本基金应会按照慈善账户慈善财产年均账户余额 (按月平均计算) 的千分之八向中顺易支付“信账宝账户系统”使用许可费, 每半年结算一次。“信账宝账户系统”使用许可费将从该项目的定向捐赠收入中支出, 列入该项目的成本支出。

License Fees for Using the ‘XinPal Account System’: Three years after the System (Phase I to III) passes the acceptance test, the Charity shall start paying license fees to CSN every six months, and the amount is 8‰ of the average of the monthly account balance in the past 12 months. The license fees for employing the ‘XinPal Account System’ will be covered by contributions to the Project and will be included in the Project's overall costs.

11 “递爱福 (DAF) 账户服务系统”的运行维护

Maintenance of the System

11.1 系统运行维护

System Maintenance

针对该项目而言, 系统运行维护主要是指系统正常运行所需要的对系统、

硬件及网络的技术维护的统称，包括但不限于操作系统升级维护、网络安全维护、数据库升级维护、业务系统升级维护、系统问题解答、每日数据备份和保管、系统运营状况监控等。

System maintenance refers to the necessary technical maintenance of the System, its hardware and its network, to keep the System functioning normally, including but not limited to updating the operating system, maintaining the cyber security system, updating the database, updating the business system, solving system breakdowns, backing up and storing data on a daily basis, and monitoring system operation.

11.2 系统运维技术团队的组建

IT Team of System Maintenance

11.2.1 项目决策管理机构将负责牵头组建该项目的系统运行维护技术团队，该技术团队可由项目专职或兼职人员组成，负责开展系统运维的相关技术工作，前述人员的补偿方法或报酬标准由项目决策管理机构批准。

The Decision-Making Body takes charge of building the IT team of system maintenance, which is comprised on full-time or part-time staff. The team is responsible for technical work related to system maintenance. The methods of paying the staff or the payment standard shall be approved by the Decision-Making Body.

11.2.2 在系统运行的初期阶段，系统运行维护技术团队将主要为中顺易委派的相关兼职人员。在系统稳定运行后，经项目决策管理机构批准，该项目的直接管理人员可要求本基金会委托其他相关机构或相关人员，对该系统提供运行维护的服务。

In the preliminary stage, the IT team of system maintenance is comprised of part-time staff commissioned by CSN. When the System starts to function smoothly, with the approval of the Decision-Making Body, the

direct administrators may require the Charity to commission other organizations or personnel to provide maintenance services.

11.3 系统运行维护费的承担

Payment of System Maintenance Fees

系统运行维护技术团队的人员成本费用，将从该项目的定向捐赠收入中支出，列入该项目的成本支出。

The personnel costs generated through hiring the IT team of system maintenance will be covered by contributions to the Project and included in the Project's overall costs.

11.4 系统运行维护费支付的起算时间

Starting Point of the Payment

本基金会向中顺易支付的运行维护服务费自“递爱福(DAF)账户服务系统”(第一期至第三期)验收合格之日起每半年结算一次。

The Charity shall pay maintenance fees to CSN every six months after the System (Phase I to III) has been inspected and accepted.

12 《递爱福(DAF)账户服务系统需求说明书》的制定

Formulation of the Requirement Guide

12.1 中顺易协助本基金会制定《递爱福(DAF)账户服务系统需求说明书》

CSN's Assistance in Formulating the Requirement Guide

根据“递爱福(DAF)账户服务系统”的开发需求，由中顺易协助本基金会制定《递爱福(DAF)账户服务系统需求说明书》。该项目的直接管理人员根据具体的系统开发情况收集基本开发需求，并将基本开发需求提交至中顺易产品人员，由中顺易产品人员对基本开发需求进行需求分析及梳理，

将基本开发需求转化成系统功能需求，并制定《递爱福（DAF）账户服务系统需求说明书》。

Based on the requirements for developing the System, CSN will assist the Charity in formulating the Requirement Guide. The direct administrators are responsible for sorting out all requirements for technical development based on the current state of the System and submitting them to CSN personnel, who will analyze and outline these requirements, translate them into functional requirements, and formulate the Requirement Guide.

12.2 相关费用的承担

Payment of Relevant Fees

中顺易每日向该项目的直接管理人员发送工作计时及具体工作内容，本基金将会按照中顺易实际工作量（人天）及双方确定的费率，向中顺易支付其制定《递爱福（DAF）账户服务系统需求说明书》的相关费用，每半年结算一次。

CSN shall report the exact hours spent on working and also the specific content to the direct administrators on a daily basis. The Charity shall pay relevant fees for the formulation of the Requirement Guide every six months, according to the actual workload and the salary agreed upon by both parties.

13 “递爱福（DAF）账户服务系统”的后续开发

Subsequent System Development

13.1 “递爱福（DAF）账户服务系统”后续开发机构的确定

Determination of the Organization in Charge of Subsequent Development

鉴于递爱福（DAF）账户服务系统的开发并非本基金会的擅长领域与核心业务，为更好地实现降低本基金会业务成本、提高系统开发效率、增强系统核心竞争力等目标，在中顺易将递爱福（DAF）账户服务系统（第一期

至第三期)捐赠至本基金会并验收合格后,本基金会将以服务外包的形式进行系统的后续开发。为确保“递爱福(DAF)账户服务系统”后续开发工作的有效推进,保证项目质量,在递爱福(DAF)账户服务系统(第四期)验收合格后,项目决策管理机构将从如下两种方案中选择一种“后续开发机构的确定方案”:

The development of the System is not the Charity's area of expertise or core business. In order to lower costs, improve efficiency, and augment core competitiveness of the System, the Charity will outsource the subsequent work on the development of the System after the System (Phase I to III) is contributed to the Charity and has passed the acceptance test conducted by a software quality assurance organization. In order to ensure the progress and quality of subsequent work, the Decision-Making Body will select one plan from the following two as the plan of determination of the organization in charge of subsequent development after the System (Phase IV) passes the acceptance test:

13.1.1 方案一: 由中顺易作为“递爱福(DAF)账户服务系统”后续开发机构

Plan A: Commissioning CSN as the Organization in Charge

鉴于中顺易作为“递爱福(DAF)账户服务系统”(第一期至第四期)的开发机构,且相对熟悉系统的运作模式及流程节点,为节省与第三方机构的沟通成本、确保系统开发的流畅性和完整性,项目决策管理机构可选择由中顺易继续作为“递爱福(DAF)账户服务系统”后续开发机构。本基金会将按照如下原则向中顺易支付后续开发服务费:

Since CSN takes charge of developing the System (Phase I to IV) and is familiar with the System's operating model and key processes, the Decision-Making Body may designate CSN to take charge of subsequent work on system development in order to save costs of communication with third parties and ensure the continuity and completeness of the

development of the System. The Charity will pay CSN for its services in accordance with the following principles:

(1) 按照实际工作量支付

Payment in Accordance with the Actual Workload

① 确定费率及工作量（人天）

Determination of the Salary Standard and Workload (Per Person Per Day)

中顺易承诺为该项目提供有足够技术开发能力和水平的后续开发人员，依据《递爱福（DAF）账户服务系统需求说明书》的有关内容，按照公平市场价格原则，向本基金会进行费率报价及工作量（所需人天）预估，经项目直接管理人员确认后，由项目决策管理机构根据实际情况最终予以确定。

CSN pledges to provide competent development personnel. It shall assess the salary standard and workload (per person per day) in compliance with the principle of fair market price and the provisions of the Requirement Guide. It shall then report the price to the Charity. The Decision-Making Body reserves the right to determine the final price after confirming it with the direct administrators.

② 后续开发人员每日发送工作计时

Reporting Working Time Every Day

相关后续开发人员应每日向该项目的直接管理人员发送工作计时及具体工作内容。

Subsequent development personnel shall report the working hours and the contents of work to the direct administrators.

③ 后续开发服务费每半年结算一次

Settlement of the Service Fees Every Six Months

原则上，本基金会将按照中顺易后续开发人员的实际工作量（人天），向中顺易支付后续开发服务费，自“递爱福（DAF）账户服务系统”当期后续开发之日起每半年结算一次。

In principle, the Charity will pay CSN for its services every six months after the commencement of subsequent system development, according to the actual workload per person per day.

(2) 按照后续开发服务费的封顶价支付

Capped Price of Subsequent Development Services

① 确定后续开发服务费的封顶价

Determination of the Capped Price

本基金会有权根据中顺易提出的报价，向业内相关方征求意见，并就后续开发服务费的封顶价与中顺易进行协商。如果双方无法就后续开发服务费的封顶价达成一致意见，则项目决策管理机构将根据第 13.1.2 条的规定，以邀请招标和竞争性谈判的方式确定“递爱福（DAF）账户服务系统”后续开发机构。

The Charity reserves the right to consult relevant parties about the price proposed by CSN and to negotiate the capped price with CSN. If both parties fail to reach an agreement on the capped price, the Decision-Making Body will decide the organization in charge of the subsequent development in the form of a bid or competitive negotiation, in compliance with Article 13.1.2.

② 按照封顶价支付

Paying at the Capped Price

如果按照实际工作量确认的后续开发服务费高于该封顶价时，本基金将按照该封顶价向中顺易支付后续开发服务费。

If the final service fees decided by the actual workload are still higher than the capped price, the Charity will pay CSN for its services at the capped price.

13.1.2 方案二：以邀请招标和竞争性谈判的方式确定“递爱福（DAF）账户服务系统”后续开发机构

Plan B: Deciding the Organization in Charge by An Invitation to Bid by Request and Competitive Negotiation

根据“递爱福（DAF）账户服务系统”后续开发需要及《递爱福（DAF）账户服务系统需求说明书》的规定，本基金会有权以邀请招标和竞争性谈判的方式确定“递爱福（DAF）账户服务系统”后续开发机构。本基金将依据《中华人民共和国招标投标法》的有关规定，本着公开、公平、公正和诚实信用的原则，以邀请招标的方式，向三个以上具备承担招标该项目的能力、资信良好的机构发送投标邀请书，按照合法合规的流程，确定递爱福（DAF）账户服务系统的后续开发机构。本基金会有权以竞争性谈判的方式，与第三方机构沟通、核定后续开发服务费。后续开发服务费的支付标准、具体支付时间及支付方式等细节内容，由项目决策管理机构与中标的后续开发机构另行约定。

The Charity reserves the right to determine the subsequent development organization by an invitation-based call for bids and competitive negotiation, based on its actual needs and the Requirement Guide. According to the *Bidding Law of the People's Republic of China*, the Charity will send letters of invitation for bids to at least three credible organizations qualified to undertake the Project and determine the subsequent development organization legally according to the principles of openness, fairness, impartiality and integrity. The Charity also reserves

the right to determine the price of development services with third parties through competitive negotiation. Details such as the price, payment time, and methods of payment will be negotiated later between the Decision-Making Body and the organization that has won the bid.

13.2 后续开发人员的管理

Management of Subsequent Development Personnel

该项目的直接管理人员负责对后续开发人员进行满意度评价，可委托系统后续开发机构或其他相关第三方对后续开发人员进行具体的管理。

Direct administrators are responsible for evaluating the work done by subsequent development personnel. They may commission the subsequent development organization or other third parties to manage these personnel.

13.3 后续开发服务费的承担

Payment of Service Fees

系统后续开发机构的人员成本费用，将从该项目的定向捐赠收入中支出，列入该项目的成本支出。

Subsequent development personnel costs will be covered by the contributions to the Project and included in the Project's overall costs.

13.4 后续开发量的提前告知

Notice of Workload in Advance

在该项目的直接管理人员提前告知系统后续开发机构相应的系统后续开发需求的前提下，系统后续开发机构应预先评估相应系统后续开发的预计工作量及具体的工作计划安排。该项目的直接管理人员就此信息结合系统后续开发机构提供的每日工作时间和工作内容，动态评估该项目相应的人员需求安排，并和系统后续开发机构及时做好沟通。

The subsequent development organization shall assess the approximate workload

and set out specific plans after the direct administrators inform it in advance of the requirements thereof. Direct administrators are responsible for assessing the personnel arrangement based on the organization's reports of working time and content, and for communicating with the organization in time.

13.5 服务外包的变更

Changes of the Outsourced Party

根据该项目直接管理人員的建议，本基金会有权提前一个月通知系统后续开发机构，终止与系统后续开发机构就该系统后续开发的服务外包的法律关系，由其他相关机构或相关人員对该系统提供后续开发服务，系统后续开发机构同意进行全面的配合并进行相应的移交工作。

According to advice from direct administrators, the Charity reserves the right to inform the subsequent development organization one month in advance that it intends to terminate the outsourcing relationship and commission another organization to undertake subsequent development. The subsequent development organization agrees to fully cooperate and transfer the work.

14 “递爱福（DAF）账户服务系统”的云平台部署

Deployment of the System on the Cloud Platform

14.1 按照该项目的不同发展阶段的实际需求，中顺易同意为该项目提出并随时调整“递爱福（DAF）账户服务系统”在相应云平台部署的不同方案。

CSN agrees to propose different plans regarding the deployment of the System on cloud platforms and adjust them to suit changing needs.

14.2 “递爱福（DAF）账户服务系统”云平台部署费用，将从该项目的定向捐赠收入中支出，列入该项目的成本支出，自“递爱福（DAF）账户服务系统”（第一期至第三期）通过验收之日起每半年结算相应的云平台部署费用。

The fees generated from the deployment of the System on cloud platforms will be covered by contributions to the Project and included in the overall costs. The

Charity will settle the fees every six months after the System passes the acceptance test.

15 费用审批流程

Procedures of Fee Approval

项目直接管理人员或者项目决策管理机构指定的人员收到费用清单并确认后，由项目决策管理机构指定的一位或多位项目联席负责人进行审批，交由本基金会的财务部门予以安排支付。

After the direct administrators or staff designated by the Decision-Making Body have confirmed the list of costs, it will be sent to one or several co-leaders for approval and then to the financial department of the Charity for payment.

16 独立的财务收支管理

Independent Financial Management

16.1 该项目将按照本办法的规定进行独立的财务收支管理。对于本办法中所列示的应由该项目承担的相关费用，将从该项目的定向捐赠收入中支出；如果该项目的定向捐赠收入不足以涵盖应由该项目承担的费用，则由本基金先行垫付，在该项目取得足够的定向捐赠收入后，再从该项目的捐赠收入中退还本基金为该项目的相应款项。

The Project's finances shall be managed independently in accordance with the Measures. The relevant fees to be borne by the Project as listed in the Measures will be covered by contributions to the Project. If they are insufficient, the Charity will pay the excess and get the corresponding refund after the Project receives sufficient contribution funds.

16.2 如果本基金无资金垫付，则由本基金的理事长刘柏荣个人或项目决策管理机构负责协调的其他相关方向该项目定向捐赠，以保证该项目的正常运行。

If the Charity has no fund to pay the excess, it will be paid by the Chairman of the Board of the Charity, Borong LIU, individually or by the contributions from other relevant parties solicited by the Decision-Making Body to keep the Project functioning normally.

17 项目审计

Audit of the Project

项目决策管理机构将负责聘请独立的审计机构,或由本基金会委托的审计机构对该项目进行全方位审计,并按规定程序、要求将审计报告向相关人员、机构或公众予以披露。

The Decision-Making Body shall commission an independent audit agency to fully audit the Project and disclose the audit reports to relevant persons, organizations or the public. The audit agency may also be the one that the Charity has commissioned.

18 项目的验收和评估

Acceptance Test and Evaluation of the Project

本基金会将有权自行对该项目的相关成果、工作进行验收或评估,或由项目决策管理机构委托第三方机构对该项目的相关成果、工作进行验收或评估。

The Charity has the right to conduct acceptance tests and evaluate the achievements and results of the Project. The Decision-Making Body also reserves the right to commission a third party to do so.

19 关联交易的批准

Approval of Related-Party Transactions

根据《深圳市递爱福公益基金会关联交易管理办法》及其他本基金会关联交易的相关规则,本办法在执行过程中如果涉及关联交易,在项目决策管理机构批准的

基础上,尚需要本基金会理事会批准或者理事会授权的关联交易委员会予以最终批准。

In accordance with the Administrative Measures for Related-Party Transactions of the China DAF Charity and other rules of the Charity regarding related-party transactions, during the implementation of the Measures, if there is a related-party transaction, it shall be approved by the Decision-Making Body first and then by the Board of Directors or the Committee on Related-Party Transaction authorized by the Board.

20 “递爱福 (DAF) 账户服务系统”的系统运营、系统运行维护、系统后续开发工作 计时报告的特别安排

Special Arrangements of the Reports on Working Hours Regarding System Operation, System Maintenance and Subsequent Development

20.1 “递爱福 (DAF) 账户服务系统”的系统运营、系统运行维护及系统后续开发的费用支出对该项目而言是一项巨大的财务开支,也是对本基金会先行垫付相关费用的巨大风险,本基金会将积极寻求各种形式的外部支持、外部捐赠。

It costs an enormous amount of money to operate, maintain and further develop the System. It is also a huge risk for the Charity to pay the fees in advance that the contributions cannot cover. Therefore, the Charity will seek all forms of external support and contributions.

20.2 “递爱福 (DAF) 账户服务系统”的系统运营、系统运行维护及系统后续开发等相关技术人员的工作计时报告,去掉敏感信息后,将作为本基金会邀请海内外潜在的战略捐赠者对该项目进行定项捐赠的重要客观依据,是对前述技术人员先行投入工作时间的后续补偿保障的重要机制。工作计时报告应包括工作时段起止点、工作的小时数、工作内容的详实叙述。

The reports on working hours regarding system operation, system maintenance and subsequent development excluding sensitive information will function as the significant basis for the Charity to invite domestic and overseas strategic donors

to contribute to the Project. They are also crucial in compensating the IT personnel for their working hours. The reports on working hours shall include the beginning and end of each working period, hours of work and a detailed description of its content.

21 该项目与第三方的合作

Cooperation with Third Parties

如果该项目涉及与任何第三方合作，例如许可第三方在“递爱福（DAF）账户服务系统”的基础上进行进一步开发或许可第三方使用“递爱福（DAF）账户服务系统”，则需要同时获得项目决策管理机构的批准以及本基金理事会执行委员会的三分之二（含）以上的批准。

If a third party cooperates with the Project, for example, to further develop or use the System, the cooperation shall be approved by the Decision-Making Body and at least a two-thirds majority vote of the Executive Committee of the Board.

22 项目终止

Termination of the Project

22.1 如果“递爱福（DAF）账户服务系统”的升级、迭代、改造已基本完成，且本基金会的运行已进入相对成熟的阶段，项目决策管理机构有权决定该项目的终止。

If all upgrades and iterations to the System have been completed and the Charity is in the maturity stage, the Decision-Making Body reserves the right to terminate the Project.

22.2 该项目终止时，该项目的所有资产应无偿归属于本基金，不另行做其他的处置。

At the termination of the Project, all of its assets will belong to the Charity and are not subject to further deployment.

23 附则

Appendixes

23.1 本办法由本基金会理事会制定，于【2019】年【5】月【28】日经本基金会第一届理事会第三次会议批准通过，并于【2019】年【12】月【10】日经本基金会第一届理事会第四次会议修改、重述。

The Measures are formulated by the Charity's Board of Directors, approved on May 28th, 2019 by the first Board of Directors at its third Board meeting and amended on December 10th, 2019 by the first Board of Directors at its fourth Board meeting.

23.2 本办法的解释权由本基金会理事会授权本基金会理事会执行委员会行使。

The Executive Committee reserves the right to interpret the Measures, as authorized by the Board of Directors.

23.3 根据实际需要，本基金会理事会执行委员会可以根据本办法，制定具体的实施细则。

The Executive Committee of the Charity may formulate concrete provisions on the basis of this document in accordance with practical needs.

23.4 本办法自【2020】年【1】月【1】日起生效，原办法于本办法生效之日起失去效力。

The Measures came into effect on January 1st, 2020. The previous document became invalid on the same day.