

**深圳市递爱福公益基金会
理事会制度**
**Rules for the Board of Directors of
the China DAF (Donor Advised Fund)
Charity**

**(2018年9月20日经第一届理事会第二次会议批准通过，
2021年7月20日经第一届第八次理事会予以修改和重述)**
**(Approved and Adopted by the First Board of Directors at its
Second Meeting on September 20th, 2018,
Amended and restated 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 为规范本基金会理事会的组建方式、决策程序和管理行为，保障理事会依法行使职权、履行职责，根据《中华人民共和国慈善法》《基金会管理条例》《民政部关于印发〈关于规范基金会行为的若干规定（试行）〉的通知》等规定和本基金会章程，结合实际，制定本制度。

For the purposes of regulating the formation, decision-making process, and management conduct of the Board of Directors (hereinafter the ‘Board’) of the China DAF (Donor Advised Fund) Charity (hereinafter the ‘Charity’), and ensuring its compliance with the law in exercising its functions and power, and in performing its duties and obligations, the Rules for the Board of Directors (hereinafter the ‘Rules’) are hereby set out in accordance with the *Charity Law of People’s Republic of China*, the *Regulation on Foundation Administration*, the *Several Provisions of the Ministry of Civil Affairs on Regulating Behavior of Foundations (for Trial Implementation)*, and the Articles of Organization of the China DAF Charity (hereinafter the ‘Articles of Organization’), and in consideration of the Charity’s own situation and the actual conditions.

第二条 理事会是基金会的决策机构，依法履行章程赋予的职权职责，保障基金会的健康发展。

The Board is the decision-making body of the Charity. It is

required to exercise its functions and powers and perform its duties and obligations as outlined in the Articles of Organization in accordance with the laws, in order to ensure the healthy development of the Charity.

第三条 基金会实行理事会领导下的理事长负责制。

The Chairman of the Board assumes full responsibility for the Charity under the leadership of the Board.

第二章 理事会

Chapter II: Board of Directors

第四条 本基金会由 5-25 名理事组成理事会。理事每届任期为 5 年，理事任期届满，连选可以连任。

The Board shall be composed of 5 to 25 members. The term of each office shall be five years. Upon the completion of such term, Directors may be re-elected and re-appointed.

第五条 理事会行使下列职权：

The Board exercises the following functions and powers:

(一) 制定、修改章程；

Formulate and amend the Articles of Organization;

(二) 选举、罢免名誉理事长、理事长、副理事长、执行理事长、秘书长、理事会批准设立的理事会执行委员会或其他委员会的委员，设立名誉职务；

Elect and remove the Honorary Chairman of the Board, Chairman of the Board, Vice Chairman of the Board,

Executive Chairman of the Board, Secretary-General of the Charity, and members of the Executive Committee of the Board and other committees that the Board approves to set up, as well as establish honorary positions;

- (三) 决定重大业务活动计划，包括慈善财产的管理和使用计划；

Decide 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；

Review and decide on the annual budget and the final accounting of the annual income and expenditure;

- (五) 制定及修改应由理事会制定及修改的内部管理制度（如《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迪爱福公益培训工程项目管理制度》《深圳市递爱福公益基金会新闻发言人制度》《递爱福（DAF）账户服务系统项目管理办法》等）；

Set out and amend internal rules and regulations that shall be set out and amended by the Board, which include the Contribution, Investment, and Granting Guidelines of the China DAF Charity (hereinafter the ‘Guidelines’), the Project Management Rules for the DAF-Giving Charitable Training Projects of the China DAF Charity, the Spokesperson Rules of the China DAF Charity, the Project Management Measures for the DAF Account Service System Project, etc.;

(六) 决定设立办事机构、分支机构、代表机构;

Decide on the establishment of the administrative offices, branch offices, and representative offices;

(七) 批准设立理事会顾问委员会及授予相关职权, 并审核批准符合条件的理事会顾问委员会委员;

Approve the establishment of the Advisory Board and delegate relevant powers to it, as well as review and approve admission of the qualified members into the Advisory Board;

(八) 批准设立理事会执行委员会, 授权理事会执行委员会行使《深圳市递爱福公益基金会捐赠、投资、捐助指引》规定的相关职权;

Approve the establishment of the Executive Committee of the Board, and delegate the functions and powers to it under the Guidelines;

(九) 听取、审议秘书长的工作报告, 检查秘书长、执行秘书长的工作;

Hear and review work reports from the Secretary-General, and examine work of the Secretary-General and the Executive Secretaries-General;

(十) 决定本基金会的分立、合并或终止;

Decide on the division, merger, and termination of the Charity;

(十一) 确定本基金会的愿景、使命和价值观;

Decide on the vision, mission, and core values of the Charity; and

(十二) 决定本基金会的其他重大事项。

Decide on other major matters.

在《深圳市递爱福公益基金会捐赠、投资、捐助指引》经理事会出席理事三分之二以上表决通过后，理事会即授权理事会执行委员会对上述事项（三）“重大业务活动计划，包括慈善财产的管理和使用计划”和（四）“年度收支预算及决算审定”进行决策、审批。

The aforementioned Matter III ‘major business plans, including those for the management and use of charitable assets’ and Matter IV ‘the annual budget and the final accounting of the annual income and expenditure’ shall be decided on, reviewed and approved by the Executive Committee of the Board of Directors authorized by the Board, after the Guidelines have been approved by a two-thirds majority vote of the Directors in attendance.

第六条 理事的资格:

The Directors shall have the following qualifications:

（一）具有完全民事行为能力；

Have full capacity for civil acts;

（二）热心基金会所从事的公益事业；

Be passionate about the public welfare affairs that 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；

Have the relevant work experience and knowledge that suits the duties of the Directors;

(四) 能够尽职尽责，保障捐赠财产的使用符合合格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；

Be able to fulfill their duties and responsibilities, make sure that the use of the contributed assets is in line with the wishes of qualified donors and the charitable purpose of the Charity, and make every effort to ensure the safety, preservation, or appreciation of the value of assets of the Charity; and

(五) 廉洁奉公，办事公道。

Have integrity, and be just, fair, and honest.

第七条 理事的产生和罢免：

The appointment and removal of the Directors shall follow the following rules:

(一) 第一届理事由发起人分别提名并共同协商确定；

The members of the first Board are each individually nominated by a Co-Founding Party and appointed by the Co-Founding Parties through joint consultation;

(二) 理事会换届改选时，由理事长提名候选人并组建换届领导小组，组织全部候选人共同选举产生新一届理事；

When a term of the Board ends and a new Board is to be elected, the Chairman of the Board shall nominate candidates, establish a leading group for the new election, and organize the candidates to be elected to form the new Board;

(三) 罢免、增补理事应当由理事长提名，经理事会出席理事三分之二以上表决通过方为有效；

Removal of a Director from the Board or addition of a Director to the Board shall be proposed by the Chairman of the Board and approved by a two-thirds majority vote of the attending Directors;

(四) 理事的选举和罢免结果报登记机关备案；

The results of the election and removal of the 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三分之一。

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

第八条 理事行使下列权利：

The Directors can exercise the following rights:

- (一) 在理事会会议上充分发表意见，对表决事项行使表决权，对选举事项享有选举权、被选举权；

The right to fully express their opinions, vote on matters subject to resolution, elect and be elected at elections;

- (二) 对基金会内部管理事务，具有知情权、建议权、监督权，有权查阅理事会记录和本基金会财务会计报告，提出质询并要求说明；

The right to know, advise, and supervise the internal management affairs of the Charity, and review minutes of the Board meetings, as well as financial and accounting reports of the Charity, and thereafter make enquiries and demand clarification on the same;

- (三) 参加本基金会的活动；

The right to participate in the activities of the Charity;

- (四) 作为本基金会的工作人员，有权向本基金会推荐合格捐赠人；

The right to recommend qualified donors to the Charity as the staff of the Charity; and

- (五) 有关法律、法规及本基金会章程所规定的其他权利。

Other rights and obligations as stipulated in relevant laws and regulations and the Articles of Organization.

第九条 理事应履行下列义务:

The Directors have the following obligations:

- (一) 贯彻本基金会宗旨，遵守本基金会章程，执行理事

会决议, 忠实履行职责, 维护本基金会的合法权益, 不得利用在本基金会的职权为自己谋取私利, 不得侵占、挪用本基金会财产, 不得从事损害本基金会利益的活动;

The obligation to achieve the purpose of the Charity, abide by the Articles of Organization, implement the resolutions of the Board, perform duties faithfully, protect the legal interests of the Charity, to not abuse the power in the Charity to gain personal interests, to not occupy or misappropriate any of the assets of the Charity, and to not engage in activities which may be detrimental to the interests of the Charity;

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

The obligation to complete tasks as assigned by the Charity, and to bear any compensatory liabilities if an inappropriate decision causes damage to assets of the Charity; and

(三) 在做出影响本基金会的决定时, 对本基金会负有忠诚的责任, 即应将本基金会的利益置于个人经济利益及其他与其关联的组织的利益之上;

The obligation to assume the duty of loyalty to the Charity when making decisions that may affect the Charity. In other words, the Directors shall place the interests of the Charity above their own financial interests and those of other related organizations;

(四) 为本基金会直接或间接地筹集资源, 为本基金会建

立良好的社会资源网络;

The obligation to directly or indirectly raise resources and establish a good social resource network for the Charity;

(五) 在代表本基金会与外界沟通时, 应维系本基金会的公信力, 提高本基金会的公众形象, 并为本基金会宣传及辩护;

The obligation to maintain the accountability of the Charity, enhance its public image, promote and defend it when they are communicating with others outside the Charity on its behalf; and

(六) 有关法律、法规及本基金会章程所规定的其他义务。

Other obligations as stipulated in relevant laws and regulations and the Articles of Organization.

第十条 理事会换届之前, 应当进行换届审计。

Prior to the expiry of the term of office, a general audit shall be conducted.

第三章 理事会领导机构

Chapter III: Leading Organization of the Board

第十一条 理事会领导机构由名誉理事长、理事长、副理事长、执行理事长和秘书长组成, 由理事会从理事中选举产生。

The Leading Organization of the Board shall be composed of the Honorary Chairman, Chairman, Vice Chairman, Executive Chairman and Secretary-General, who shall be elected from the

Directors by the Board.

第十二条 理事长对外代表本基金会承担法律、法规规定的责任；执行理事长行使理事会执行委员会授予的相关职权。

The Chairman of the Board, externally representing the Charity, takes the responsibilities stipulated by the relevant laws and regulations of China; the Executive Chairman of the Board exercises the relevant powers as authorized by the Executive Committee of the Board.

第十三条 基金会理事长、副理事长、执行理事长和秘书长必须符合以下条件：

The Chairman, the Vice Chairman, the Executive Chairman of the Board, and the Secretary-General must satisfy the following requirements:

(一) 在本基金会业务领域内有较大影响；

Have great influence in the business field of the Charity;

(二) 理事长、副理事长、执行理事长和秘书长最高任职年龄不超过七十周岁，秘书长为专职；

The age of the Chairman, the Vice Chairman, the Executive Chairman of the Board or the Secretary-General during term of office shall not exceed seventy years, and the Secretary-General shall be a full-time employee;

(三) 身体健康，能够坚持正常工作；

Be in good health and capable of normal work; and

(四) 具有完全民事行为能力。

Have full capacity for civil acts.

第十四条有下列情形之一的人员，不能担任本基金会的理事长、副理事长、执行理事长和秘书长：

A person cannot serve as the Chairman, the Vice Chairman and the Executive 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；

The person is currently a civil servant;

(二) 因犯罪被判管制、拘役或者有期徒刑，刑罚执行完毕之日起未逾5年的；

The person has been convicted of a crime and thus been sentenced to restriction, detention, or has been sentenced to imprisonment, and it has been no more than five years since the completion of such 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；

The person has been convicted of a crime and is serving their sentence of deprivation of political rights or was previously sentenced to deprivation of political rights;

(四) 曾在因违法被撤销登记的基金会担任理事长、副理事长、执行理事长或者秘书长，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。

The person has previously served as the chairman of the board, the vice chairman of the board, the executive chairman of the board, or the secretary-general of a

charity, whose license was revoked due to violation of the law, and is personally responsible for the charity's violation of the law within the previous five years.

第十五条 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，经登记管理机关批准同意后，方可任职。

The term of office for the Chairman of the Board, the Vice Chairman of the Board, and the Secretary-General shall be five years, and shall not subsequently extend to more than two consecutive terms. In special cases, such term can be extended after an affirmative vote by the Board through special procedures and approval from the registration authority.

第十六条 担任本基金会理事长、副理事长或者秘书长的香港居民、澳门居民、台湾居民、外国人以及境外基金会代表机构的负责人，每年在中国内地居留时间不得少于 3 个月。

Where a Hong Kong resident, Macao resident, Taiwan resident, a foreigner, or responsible person of a representative institution of an overseas foundation serves as the Chairman, the Vice Chairman, the Executive Chairman of the Board, or the Secretary-General of the Charity, the duration for their stay in Mainland China shall be no less than three months each year.

第十七条 理事长为基金会法定代表人。基金会法定代表人不得兼任其他组织的法定代表人。本基金会法定代表人应当由中国内地居民担任。

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

第十八条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，导致本基金会发生违法行为或本基金会财产损失的，法定代表人应当承担个人责任。

During the legal representative's term of office, if the Charity acts in violation of Regulation on Foundation Administration or the Articles of Organization, the legal representative shall be held personally liable for the violation. If the legal representative's misconduct has led to violation of law by the Charity or loss of the Charity's property, they shall be held personally liable.

第十九条基金会更换法定代表人之前，要进行离任审计。

The Charity shall undergo an audit before changing the legal representative of the Charity.

第二十条理事长行使下列职权：

The Chairman of the Board shall have the authority to:

(一) 召集和主持理事会会议；

Convene and preside over the Board meetings;

(二) 检查理事会决议的落实情况；

Inspect the implementation of resolutions of the Board;

(三) 提名罢免、更换或增补的理事、副理事长、执行理

事长、秘书长、理事会批准设立的理事会执行委员会或其他委员会委员；

Propose to remove, replace, or add the Directors, the Vice Chairman, the Executive Chairman of the Board, the Secretary-General of the Charity, and the members of the Executive Committee of the Board or other committees that the Board approves to establish.

(四) 代表本基金会签署重要文件；

Sign important documents on behalf of the Charity; and

(五) 章程规定或理事会授予的其他职权；

Exercise other powers as authorized by the Articles of Organization or the Board.

第二十一条 秘书长行使下列职权：

The Secretary-General shall have the following powers:

(一) 主持开展本基金会的日常工作, 组织实施理事会决议、理事会执行委员会决议、秘书长办公会决议；

Preside over the daily administration of the Charity and organize the implementation of the resolutions passed by the Board, the Executive Committee of the Board, and the Secretary-General's Meeting;

(二) 组织实施基金会年度公益活动计划；

Organize the implementation of the annual charitable activity plan of the Charity;

(三) 拟订慈善财产的管理和使用计划；

Draft plans for the management and use of

charitable assets;

- (四) 按照本基金会的规定,协助拟订本基金会的内部
管理规章制度;

Assist in drafting the internal management rules of
the Charity in accordance with its existing rules;

- (五) 协调并支持本基金会各机构或部门开展工作;

Coordinate and support the work of all bodies and
departments within the Charity;

- (六) 办理本基金会的年度审计、信息披露、档案资料
保管等工作;

Handle the work of the Charity such as annual audit,
disclosure of information, and storage of documents;

- (七) 组织并协调捐赠管理部门、投资管理部门、捐助
管理部门以及其他相关部门开展本基金会的相关
工作;

Organize and coordinate the Management
Departments for Contribution, Investment, and
Grant-Making, and other departments to carry out
relevant work of the Charity;

- (八) 听取、审议首席捐赠官、首席投资官、首席捐助
官的工作报告,检查首席捐赠官、首席投资官、
首席捐助官的工作;

Hear and review work reports from the Chief
Contribution Officer, the Chief Investment Officer,
and the Chief Grant-Making Officer and examine
their work;

- (九) 根据《深圳市递爱福公益基金会捐赠、投资、捐

助指引》的有关规定，决定 XX 项目管理咨询委员会委员的人选名单，审核 XX 项目管理咨询委员会提出的建议；

Determine the members of the XX Project Management Advisory Committees and review the proposals provided by the XX Project Management Advisory Committees in accordance with the Guidelines;

(十) 根据《深圳市递爱福公益基金会捐赠、投资、捐助指引》的有关规定，履行理事会授予的相关职责；

Perform relevant duties as authorized by the Board, in accordance with the Guidelines;

(十一) 作为本基金会的工作人员，有权向本基金会推荐合格捐赠人；

Recommend qualified donors to the Charity as the staff of the Charity;

(十二) 本基金会章程和理事会赋予的其他职责。

Exercise other powers as authorized by the Articles of Organization and the Board.

第四章 理事会会议

Chapter IV: Board Meetings

第二十二条 理事会每年召开至少 2 次会议。理事会会议由理事长负责召集和主持。有三分之一理事提议，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。召开理事会会议应至少提前 5 个工作日书面通知全体理事（除非该理事豁免该要求），会议形式不限。

Meetings of the Board shall be held at least twice a year. The Board meetings shall be convened and presided over by the Chairman of the Board. A meeting of the Board shall be held if it is 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 the convener of the meeting. All Directors shall be informed in writing at least five business days prior to the meeting, unless a Director waives such requirement for themselves. There is no limitation on the form of the meeting.

第二十三条 理事会会议须有三分之二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。

A meeting of the Board shall not be held unless at least two-thirds of the Directors of the Board are in attendance. A resolution of the Board shall only be deemed valid if it is passed by more than half of the Directors in attendance.

下列重要事项的决议，须经出席理事三分之二以上表决通过方为有效：

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

（一）章程的修改；

Amendment of the Articles of Organization;

（二）选举或者罢免理事长、副理事长、执行理事长、

秘书长、理事会执行委员会委员，以及理事会批准成立的其他委员会委员；

Election or removal of the Chairman of the Board, the Vice Chairman of the Board, the Executive Chairman of the Board, the Secretary-General, the members of the Executive Committee of the Board and the members of other committees that the Board approves to establish;

(三) 本基金会章程规定的重大资助、投资活动；

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

(四) 重大慈善项目（即年度慈善项目计划及超过 1500 万元的慈善项目）；

Major charitable projects (i.e. annual plans for charitable projects and individual charitable projects with a budget of over RMB 15 million Yuan); and

(五) 基金会的分立、合并。

Division and merger of the Charity.

在《深圳市递爱福公益基金会捐赠、投资、捐助指引》经理事会出席理事三分之二以上表决通过后，理事会即授权理事会执行委员会对上述重要事项（三）“章程规定的重大资助、投资活动及重要事项”及（四）“重大慈善项目”进行决策、审批。

The abovementioned Major Matter III ‘major granting or investment activities stipulated in the Articles of Organization’ and Major Matter IV ‘major charitable projects’ shall be decided, reviewed, and approved by the

Executive Committee of the Board authorized by the Board, after the Guidelines are approved by a two-thirds majority vote of the Directors in attendance.

如理事未以现场方式参会的，可通过其他通讯方式（如录音电话、短信、传真、电子邮件）或网络投票方式表决。

If a Director is unable to attend the meeting in person, they may vote through other means of communication (e.g., answering machine, SMS, fax, email) or online voting.

第二十四条 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，致使本基金会遭受损失的，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。

Board meeting minutes shall be taken. When a resolution is passed by the Board, meeting minutes shall be taken during the meeting, and shall then be reviewed and signed by the Directors in attendance. Where a resolution of the Board of Directors violates any law, regulation, or the Articles of Organization, resulting in any loss to the Charity, the Directors who vote for or participate in passing the resolution shall be held personally liable for such loss. However, if a Director is proven to have voted against such resolution and their vote is recorded in the minutes, then the Director shall be exempt from such liability.

第二十五条 在本基金会领取报酬的理事不得超过理事总人数的三分

之一。未在基金会担任专职工作的理事不得从基金会获取报酬。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。

The number of the Directors who receive remuneration from the Charity shall not exceed one-third of the total number of Directors. Directors who are not serving the Charity on a full-time basis shall not receive remuneration from the Charity. If a Director has personal interests related to the Charity's interests, they shall not be involved in the decision-making process of such relevant matters.

第五章 理事会议案及决议执行

Chapter V: Proposals and the Implementation of Board Resolutions

第二十六条 理事向理事会提出的议案，一般应至少在召开理事会会议前 5 日，以书面方式递交理事长。

Directors' proposals to be discussed at a meeting of the Board shall normally be submitted in writing to the Chairman of the Board at least five days before the meeting.

第二十七条 理事会决议执行落实情况应定期向理事会报告。

The implementation of resolutions shall be regularly reported to the Board.

第六章 理事会执行委员会

Chapter VI: Executive Committee of the Board

第二十八条 本基金会的理事会执行委员会由理事会批准设立，代表基金会理事会行使与本基金会捐赠/投资/捐助等业务活动相关的审批权、决策权等职权，包括但不限于相关法律法规及章程规定的重大募捐、投资活动。

Established through the authorization of the Board, the Executive Committee of the Board shall represent the Board in exercising the right of approval, the right of decision, etc., in relation to the contribution, investment, and granting processes of the Charity, including but not limited to major fund-raising and investment activities under the applicable laws and regulations and the Articles of Organization.

第二十九条 理事会执行委员会由理事长、执行理事长及相关理事组成。

The Executive Committee of the Board shall be composed of the Chairman, the Executive Chairman of the Board, and other relevant Directors of the Charity.

第三十条 理事会执行委员会的主任由本基金会理事长兼任。理事会执行委员会主任及委员的任期为5年。

The Chairman of the Board also serves as the Chairman of the Executive Committee of the Board. The term of the Chairman and the members of the Executive Committee of the Board is five years.

第三十一条 理事会执行委员会可针对捐赠/投资/捐助过程中的重大问题不定期召开内部会议。经理事会执行委员会的三分

之二以上委员同意，方可形成有效决议。

The Executive Committee of the Board may, on occasion, convene internal meetings addressing major issues in the process of the contribution, investment, and granting activities of the Charity. Resolutions shall be valid following two-thirds majority vote of the members of this Committee.

第三十二条 为了便于理事会执行委员会听取理事会顾问委员会委员、慈善专家顾问的意见、作出专业有效的决策，经理事会执行委员会邀请，相应的理事会顾问委员会中捐赠/投资/捐助咨询小组的相应成员、慈善专家顾问可以列席理事会执行委员会会议。

Members of the Contribution, Investment, and Grant-Making Advisory Groups of the Advisory Board, and relevant philanthropic expert consultants may attend the meetings of the Executive Committee of the Board upon the invitation of the Executive Committee of the Board in order for the Executive Committee of the Board to consult the members of the Advisory Board and philanthropic expert consultants and make effective decisions.

第三十三条 经理事会授权，理事会执行委员会主要行使下列职权：

The Executive Committee of the Board has the following powers and functions authorized by the Board:

(一) 根据理事会制定的相关办法、制度或规则，制定具体的实施细则；

Formulate detailed implementation rules based on the relevant measures, rules or regulations formulated by

the Board;

(二) 对理事会制定的相关办法、制度或规则进行解释;

Interpret the measures, rules or regulations formulated by the Board;

(三) 审核批准本基金会所有规范性管理规则;

Review and approve the normative management rules of the Charity;

(四) 审核批准本基金会各部门提出的管理细则;

Review and approve the management rules proposed by the departments of the Charity;

(五) 审核批准《深圳市递爱福公益基金会捐赠说明书》及今后不时提出修改的建议;

Review and approve the Contribution Prospectus of the China DAF Charity and subsequent amendments thereto;

(六) 审核批准《深圳市递爱福公益基金会关于专业人员担任合格捐赠人资格预审员、慈善账户督导员、慈善专家顾问入库管理办法》及今后不时提出修改的建议;

Review and approve 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 subsequent amendments thereto;

(七) 根据理事会的授权, 决定重大业务活动计划, 包括慈善财产的管理和使用计划;

Decide on major business plans, including the plans concerning the management and use of charitable assets, authorized by the Board;

(八) 根据理事会的授权, 进行年度收支预算及决算审定;

Review and decide on the annual budget and the final accounting of the annual income and expenditure, authorized by the Board;

(九) 根据理事会的授权, 审核批准本基金会聘请相关审计机构;

Review and approve the engagement of relevant audit institutions, authorized by the Board of Directors;

(十) 提名理事会顾问委员会联席主席、副主席及委员的人选;

Nominate the candidates for the Co-Chairmen, the Deputy Chairmen, and members of the Advisory Board;

(十一) 任命或更换首席新闻发言人或新闻发言人;

Nominate or replace the Chief Spokesperson or Spokespersons;

(十二) 任命或更换首席捐赠官、首席投资官、首席捐助官、财务总监及其他相关人员;

Nominate or replace the Chief Contribution Officer, the Chief Investment Officer, the Chief Grant-Making Officer, the Chief Finance Officer, and other relevant personnel;

(十三) 决定副理事长、执行理事长、执行秘书长的职责;

Determine the duties of the Vice Chairman of the Board, the Executive Chairman of the Board, and the Executive Secretary-General;

(十四) 审核批准本基金会为运营目的而投资设立的相关机构;

Review and approve the establishment of relevant institutions for the operational purposes of the Charity;

(十五) 审批秘书长或秘书长办公会上报的重大事宜;

Review and approve major matters reported by the Secretary-General or the Secretary-General's Staff Meeting;

(十六) 审批本基金会的重大投资、公益活动;

Review and approve major investments and charitable activities of the Charity;

(十七) 审批本基金会的重大慈善项目;

Review and approve major charitable projects of the Charity;

(十八) 根据本基金会捐赠/投资/捐助管理部门对海外人士申请慈善专家顾问提出的初步入库审核确认意见,对海外人士进行慈善专家顾问入库审核确认;

Review and approve registration of admission of overseas persons into the database of philanthropic expert consultants, based on the preliminary review opinions issued by the Management Departments for Contribution, Investment, and Grant-Making;

(十九) 根据秘书长办公会会议的初步审核意见,对向潜在合格受赠组织进行资格预审的合格受赠组织入库评审机构的名单进行最终确认;

Confirm the list of qualified grantees' assessment institutions that conduct qualification vetting of

potential qualified grantees based on the preliminary review opinions issued at the Secretary-General's Staff Meeting;

(二十) 审批确认《深圳市递爱福公益基金会战略合作协议标准文本》、合格捐赠人与本基金会签署的《捐赠协议》标准文本、本基金会与合格受赠组织签署的《捐助协议》标准文本、《递爱福(DAF)账户服务系统用户服务协议》标准文本,以及依据法律法规、市场环境等变化,对《深圳市递爱福公益基金会战略合作协议标准文本》、《捐赠协议》标准文本、《捐助协议》标准文本、《递爱福(DAF)账户服务系统用户服务协议》标准文本的内容进行适当的调整;

Approve and confirm the Standard Version of the Strategic Cooperation Agreement of the China DAF Charity, the Standard Version of the Contribution Agreement signed between qualified donors and the Charity, the Standard Version of the Grant Agreement signed between the Charity and qualified grantees, and the Standard Version of the DAF Account Service System User Agreement, and amend them in keeping with the changes of China's laws and regulations as well as the changes in market environments.

(二十一) 审批本基金会制定的《递爱福慈善专家顾问证书培训项目管理办法》;

Approve the Administrative Measures for the DAF Philanthropic Expert Consultant Training Program formulated by the Charity; and

(二十二) 履行理事会授予的其他职权。

Exercise other powers as authorized by the Board.

第七章 理事会顾问委员会

Chapter VII: Advisory Board

第三十四条根据现行《基金会管理条例》第四十三条第一款的规定，“基金会理事会违反本条例和章程规定决策不当，致使基金会遭受财产损失的，参与决策的理事应当承担相应的赔偿责任”。因此，为充分发挥海内外专家、学者的实务经验的优势，同时避免其承担决策不当的责任，特设立与理事会平行的“理事会顾问委员会”。

Article 43 Paragraph 1 of the *Regulation on Foundation Administration* reads: “When the board of directors of a foundation violates this Regulation and the provisions of its charter and makes an inappropriate decision, which leads to damages to the Charity’s property, the participating directors of this decision shall be liable for the corresponding damages.” Therefore, in order to utilize the practical experience of domestic and overseas experts and scholars, and to prevent them from assuming the responsibilities for inappropriate decisions, the Advisory Board is established,

parallel to the Board.

第三十五条 理事会顾问委员会设联席主席、副主席及顾问委员：

The Advisory Board shall have Co-Chairmen, the Deputy Chairmen, and members of the Advisory Board:

- (一) 理事会顾问委员会设多名联席主席；理事会顾问委员会的联席主席由理事会执行委员会提名，须经出席理事过半数同意。

The Advisory Board may have several Co-Chairmen. Co-Chairmen of the Advisory Board shall be nominated by the Executive Committee of the Board and shall be approved by more than half of the Directors in attendance.

- (二) 理事会顾问委员会的副主席须由两名理事担任。

在理事会顾问委员会联席主席缺席时，理事会顾问委员会的副主席负责主持顾问委员会的会议和开展相关工作。担任理事会顾问委员会副主席的理事将由理事会执行委员会提名。首任理事会顾问委员会的副主席由基金会的名誉理事长及理事长担任。

Two members of the Board shall serve as the Deputy Chairmen of the Advisory Board. In the absence of the Co-Chairmen of the Advisory Board, meetings of the Advisory Board and relevant work thereof shall be presided over by the Deputy Chairmen of the Advisory Board. The Deputy Chairmen of the Advisory Board shall be nominated by the Executive

Committee of the Board. The first Deputy Chairmen of the Advisory Board shall be the Charity's Honorary Chairman of the Board and the Chairman of the Board.

(三) 理事会顾问委员会的委员可以由基金会三方发起机构推荐, 并须经过理事会出席理事过半数同意。理事会可随时批准符合条件的理事会顾问委员会委员; 理事会顾问委员会的委员没有人数限制。

Members of the Advisory Board may be recommended by the three Co-Founding Parties of the Charity and shall be approved by more than half of the Directors in attendance. The Board may approve a qualified Advisory Board member at any time. There is no limitation on the total number of members that can serve on the Advisory Board.

第三十六条 理事会顾问委员会联席主席、副主席及顾问委员的任期均为两年。期满后, 连选可以连任。

The term of office of the Co-Chairmen, the Deputy Chairmen, and members of the Advisory Board shall be two years. Upon the completion of the term, they may be re-elected and re-appointed.

第三十七条 理事会顾问委员会的成员仅负责参与本基金会重大问题的咨询、讨论、建议等工作, 对本基金会的相关事务不享有决策表决权。理事会顾问委员会委员作为本基金会的工作人员有权向本基金会推荐合格捐赠人。

Members of the Advisory Board can only participate in consultation, discussion, and recommendation on major issues of the Charity and do not have the right to vote on matters relating to the Charity. They have the right to recommend qualified donors to the Charity as the staff of the Charity.

第三十八条 理事会顾问委员会会议不定期召开，由理事会顾问委员会联席主席召集和主持；理事会顾问委员会联席主席无法召集和主持的，由担任理事会顾问委员会副主席的理事代为召集和主持。

Meetings of the Advisory Board may be convened on occasion. Such meetings shall be convened and presided over by the Co-Chairmen of the Advisory Board. When they are unable to do so, the meetings may be convened or presided over by the Deputy Chairmen of the Advisory Board.

第三十九条 理事会顾问委员会召开会议应至少提前 5 个工作日通知全体顾问委员（除非该委员豁免该要求），会议形式不限。为了便捷沟通和高效决策，未以现场方式参会的顾问委员，可通过视频、电话等方式参会，但应制作会议影像、录音等，并进行长期保存。

The Advisory Board shall inform all members at least five business days in advance of the scheduled meeting (unless the member waives such requirement for themselves). The meeting can be convened in any format. In order to facilitate communication and efficient decision-making, conferencing

via video, telephone, or other devices may be arranged for those unable to attend the meeting in person. Videos or recordings of the meeting shall be produced and preserved for the long term.

第四十条 本基金会理事会的全体成员均可以列席理事会顾问委员会的会议。

All Members of the Board may attend the meetings of the Advisory Board.

第四十一条 为了便于理事会、理事会执行委员会、秘书长办公会对本基金会的重大问题作出专业有效的决策，经理事会、理事会执行委员会、秘书长办公会邀请，理事会顾问委员会的相应成员可以列席理事会会议、理事会执行委员会会议、秘书长办公会会议并提出相关意见。

In order to make effective decisions on major issues of the Charity, the Board, the Executive Committee of the Board, and Secretary-General's Staff Meeting can invite members of the Advisory Board to attend their meetings and give advice.

第四十二条 本基金会可以对理事会顾问委员会委员以其具体工作量为标准给予一定的合理补偿。具体补偿办法将由本基金会理事会执行委员会制定。若理事会顾问委员会委员主动放弃本基金会给予的合理补偿，本基金会可基于该笔补偿的数额，为其开设独立的慈善账户。

The Charity may provide reasonable compensation for

members of the Advisory Board based on their specific workload. Detailed compensation methods shall be formulated by the Executive Committee of the Board. If an Advisory Board member voluntarily relinquishes reasonable compensation offered by the Charity, the Charity may open a charitable account for them based on the amount of the relinquished compensation.

第八章 附 则

Chapter VIII: Supplementary Provisions

第四十三条 本制度未尽事宜或与有关规定不一致的，按有关规定执行。

Matters not specifically covered by the Rules, or over which provisions of the Rules conflict with applicable laws or regulations, shall be governed by the applicable laws and regulations.

第四十四条 理事会有权依据实际需求对本制度的内容予以修改、重述。本制度于 2018 年 9 月 20 日经本基金会第一届理事会第二次会议批准通过，并于 2021 年 7 月 20 日第一届第八次理事会予以修改和重述。原制度于新制度生效之日起被替代且失去效力。

The Board has the right to amend or restate the contents of the Rules based on actual needs. The Rules were passed and approved by the first Board at its second Board meeting on September 20th, 2018 and were amended and restated by the

first Board at its eighth Board Meeting on July 20th, 2021. The original Rules shall then be replaced by the new version of the Rules when the amendment or restatement comes into force.

第四十五条 本制度解释权归基金会理事会执行委员会。

The Executive Committee of the Board is responsible for interpretation of the Rules.

第四十六条 本文本用中英文书写，如有不一致之处，以中文为准。

The Rules are written in both Chinese and English. In case of inconsistency, the Chinese version shall prevail.