**昆山杜克大学教育发展基金会章程(修订稿)**

**DKU Education Development Foundation Charter (revised)**

第一章 总则

Section I General Provisions

**第一条** 本基金会的名称：昆山杜克大学教育发展基金会。英文译名：Duke Kunshan University Education Development Foundation ，缩写为DKU Foundation。

**Article 1** The name of this foundation is the Duke Kunshan University Education Development Foundation (hereinafter referred to as the DKU Foundation).

**第二条** 本基金会属于非公募基金会。

**Article 2** The DKU Foundation is a private operating foundation.

**第三条** 本基金会的宗旨：遵守中华人民共和国宪法、法律、法规、规章和国家政策，遵守社会道德风尚， 以开展慈善活动为宗旨，致力于加强昆山杜克大学与国内外各界的联系和合作，募集办学资金，奖励、资助师生，推动教育事业的发展。

**Article 3** The mission of the DKU Foundation is to strengthen the linkages and cooperation between Duke Kunshan University and a broad base of organizations and individuals in and outside of China, raising funds for running the university, rewarding and subsidizing faculty and students, and advancing the development of education in China. The DKU Foundation operates in compliance with the Constitution, laws, rules, regulations and national policies of the People's Republic of China, as well as social and ethical standards to implement charity purpose activities.

**第四条** 本基金会的原始基金数额为人民币200万元，来源于昆山杜克大学，均为合法捐赠财产。

**Article 4** The initial funding for the DKU Foundation is RMB 2 million, provided by Duke Kunshan University, all of which is legal.

**第五条** 本基金会的登记管理机关是昆山市民政局,业务主管单位是昆山市教育局。

本基金会接受登记管理机关和相关部门的业务指导和监督管理。

**Article 5** The Kunshan Civil Affairs Bureau is the registration and administrative authority of the DKU Foundation, and the Kunshan Education Bureau is its governing body. DKU Foundation accepts the guidance and supervision of the registration and administration authority and related departments.

**第六条** 本基金会的住所：江苏省昆山市杜克大道8号 邮编 215316。

**Article 6** The registered office of the DKU Foundation is No. 8, Duke Avenue, Kunshan City, Jiangsu Province, 215316.

第二章 业务范围

Section II Scope

**第七条** 本基金会公益活动的业务范围：

**Article 7** The scope of activities of the DKU Foundation is as follows:

1. 接受社会捐助与政府资助；
2. Accepting funds from society and government aid;
3. 在昆山杜克大学设立奖学金，助学金，奖教金；
4. Funding merit-based and need-based scholarships, student aid and faculty rewards;
5. 资助开展教科研、学术交流、环境设施及其他教育公益项目；
6. Funding pedagogical research, science and technology projects, academic exchanges, environmental facilities and other educational public welfare programs;

第三章 组织机构、负责人

Section III Organization and Persons in Charge

**第八条** 本基金会由23名理事，包括丹尼斯·西蒙(Denis Simon)、李含果、邱琪蔚（Cindy Qiu）、冯骋、蔡嘉桦、常晓林、陈靖丰、高海燕、柯文迪(Wendy Kuran)、梁鼎才(David Leung)、陆昂、吕慧惺、沈军、卫涓、孙冬平、郭婷婷、何道峰、詹姆斯·罗伯兹(James Roberts)、徐卫球、应惟伟、王建利、罗宝文（Poman Lo）、舒明，组成理事会。

**Article 8** The DKU Foundation has a Board of Directors with up to 23 directors, including Denis Simon, Li Hanguo, Cindy Qiu, Feng Cheng, Partick Cai, Chang Xiaolin, Chen Jingfeng, Gao Haiyan, Wendy Kuran, David Leung, Lu Ang, Catherine Lu, Shen Jun, Wei Juan, Sun Dongping, Guo Tingting, He Daofeng, James Roberts, Ying Weiwei, Wang Jianli, Jiang Jianlin, Poman Lo, Shu Ming.

本基金会理事每届任期为3 年，连任最多不超过2届。

The tenure of office for a director of the DKU Foundation is three years. A director cannot serve more than two terms.

**第九条** 理事的资格：

**Article 9** The qualifications of directors are as follows:

1. 具有完全民事行为能力；
2. Having full capacity for civil conduct;
3. 热心公益事业；
4. Being enthusiastic about public welcome;
5. 拥护本基金会的章程；
6. Committed to upholding the articles of the DKU Foundation;
7. 愿意承担本会规定的义务；
8. Willing to carry out the obligations given by the DKU Foundation;
9. 关心本基金会的发展，热心本基金会的工作；
10. Committed to the development of the DKU Foundation and enthusiastic about its work.
11. 在本基金会业务领域内有较大影响。
12. Possessing expertise in the business areas of the DKU Foundation.

**第十条** 理事的产生和罢免：

**Article 10** Procedures for the election and removal of a director are as follows:

1. 第一届理事由发起单位提名，与业务主管单位共同协商确定；
2. The first directors are nominated by initiators of the foundation and approved jointly by the initiators and the governing authority;
3. 理事会换届改选时，由理事会和昆山杜克大学理事会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；
4. Before the BOD’s term expires, the BOD and DKU Board of Trustees will nominate candidates and form an election committee to review and organize all candidates to elect the new directors;
5. 罢免、增补理事应当经理事会表决通过，报昆山市教育局审查同意；
6. Removal and addition of a director shall be subject to approval by BOD vote, and submitted to Kunshan Education Bureau for examination and approval;
7. 理事的选举和罢免结果报昆山市民政局备案；
8. The results of elections and removal of a director shall be submitted to the Kunshan Civil Affairs Bureau for the record; and
9. 具有近亲属关系的不得同时在理事会任职。
10. Directors who are close relatives may not serve on the BOD at the same time.

**第十一条** 理事的权利和义务：

**Article 11** The rights and obligations of a director are as follows:

权利：

Rights:

1. 本基金会的选举权、被选举权和表决权；
2. Rights to elect, to be elected and to vote on matters of the DKU Foundation;
3. 参加本基金会的活动权；
4. Right to attend the activities of the DKU Foundation;
5. 对本基金会工作的批评、管理和监督权；
6. Rights to criticize, manage and supervise the work of the DKU Foundation; and
7. 符合本基金会章程的其它权利。
8. Other rights in accordance with these DKU Foundation articles of association.

义务：

Obligations:

1. 履行章程的义务；
2. Perform the duties outlined in these articles;
3. 执行决议的义务；
4. Carry out resolutions;
5. 承办基金会交办的事务；
6. Undertake affairs assigned by the DKU Foundation;
7. 维护本基金会声誉的义务；
8. Defend the DKU Foundation's reputation; and
9. 符合本基金会章程的其他义务。
10. Other obligations in accordance with the articles of the DKU Foundation.

**第十二条** 本基金会的决策机构是理事会。

**Article 12** The DKU Foundation's decision-making body is the Board of Directors (BOD).

理事会行使下列职权：

The Board of Directors shall perform the following functions and exercise the following powers:

1. 制定、修改章程；
2. Formulate and amend the charter and its articles;
3. 选举、罢免理事长、副理事长、秘书长；
4. Elect and remove the BOD’s chairman, vice-chairman and secretary general;
5. 决定重大业务活动计划，包括资金的募集、管理和使用计划；
6. Make decisions about major business activities, including fundraising, management and funding plans;
7. 审定年度收支预算及决算；
8. Examine and approve the annual budget and final accounting of revenues and expenditures;
9. 制定内部管理制度；
10. Develop an internal management system;
11. 决定设立办事机构、分支机构、代表机构；
12. Make decisions about the establishment of offices, branches and representative offices;
13. 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；
14. Make decisions about the appointment of the vice secretary general and main persons in charge of all units nominated by the secretary general;
15. 听取、审议秘书长的工作报告，检查秘书长的工作；
16. Debrief and examine the work report by the secretary general and supervise his/her work;
17. 决定基金会的分立、合并或终止；
18. Make decisions about the DKU Foundation's division, merger or termination; and
19. 决定其他重大事项。
20. Make decisions about 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** The Board of Directors shall convene at least two meetings annually. The BOD chairman shall convene and preside over the meetings.

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

In the event of proposal by one-third of the directors, a BOD meeting must be convened. If the chairman is unable to convene the meeting, the proposing directors may elect a convener.

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。

The chairman or convener shall notify all directors and supervisors five days prior to the date a BOD meeting is to be held.

**第十四条** 理事会会议须有 2/3 以上理事出席方能召开；理事会的召开可采取电话会议、互联网等其他方式。理事因故不能出席，可以书面委托其他理事代为出席理事会，委托书必须载明授权范围。

**Article 14** A BOD meeting shall be held only when more than two-thirds of the directors are present; A BOD meeting can be conducted through teleconference or web meeting. Should a director be unable to attend, he/she may submit an authorization in writing to appoint a proxy to vote in his/her stead, with explicit specification of the scope of authorization granted.

**第十五条** 理事会决议须全体理事表决，2/3 以上通过方为有效：

**Article 15** All directors shall vote for the resolutions concerning the following major matters. For these, the resolutions shall be valid only when passed by more than two-thirds of the directors present.

1. 章程的修改；
2. Amendment to the Charter articles;
3. 选举或者罢免理事长、副理事长、秘书长；
4. Election or removal of the chairman, vice-chairman and secretary general;
5. 章程规定的重大筹资活动；
6. Important fundraising activities set forth in the Charter;
7. 章程规定的重大投资活动；
8. Important investment activities set forth in the Charter; or
9. 基金会的分立、合并。
10. Division or merger of the DKU Foundation.

**第十六条** 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 16** Meeting minutes shall be prepared for BOD meetings. Where a resolution is made at a BOD meeting, a meeting summary shall be prepared at the meeting, and reviewed and signed by the directors present. In the case that a BOD resolution violates laws, regulations or Charter articles, and causes the DKU Foundation to suffer losses, the directors involved in the resolution shall be held liable; however, if the minutes prove that a director has voted against the resolution, the director shall be exempted from liability.

**第十七条** 本基金会设监事1 名。监事任期与理事任期相同，期满可以连任。

**Article 17** The DKU Foundation shall have one supervisor. The supervisor shall have the same term of office as the directors, and may renew his/her term after it expires.

**第十八条** 理事、理事的近亲属和基金会财会人员不得任监事。

**Article 18** Directors, close relatives of directors and financial and accountancy personnel of the DKU Foundation may not serve as supervisor.

**第十九条** 监事的产生和罢免：

**Article 19** Procedures for the election and removal of a supervisor are as follows:

1. 监事由主要捐赠人、昆山市教育局选派；
2. Supervisors are appointed by key donors and the Kunshan Education Bureau;
3. 昆山市民政局根据工作需要选派；
4. The Kunshan Civil Affairs Bureau appoints supervisors in accordance with work requirements;
5. 监事的变更依照产生程序进行。
6. The replacement of supervisors follows the same procedures as appointment

**第二十条** 监事的权利和义务：

**Article 20** The rights and obligations of a supervisor are as follows:

1. 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法规和章程的情况。
2. In accordance with the procedures prescribed in these articles, the supervisors shall check the DKU Foundation's financial and accounting information, and directors' compliance with laws and these articles.
3. 监事列席理事会会议，有权向理事会提出质询和建议，并应当向昆山市教育局、昆山市民政局以及税务、 会计主管部门反映情况。
4. The supervisors shall attend BOD meetings, have the right to raise questions and suggestions to the BOD, and report the situation to the Kunshan Education Bureau, Kunshan Civil Affairs Bureau, and relevant tax and accounting bureaus.
5. 监事应当遵守有关法律法规和基金会章程，忠实履行职责。
6. The supervisors shall comply with relevant laws, regulations and the Charter of the DKU Foundation, and faithfully perform their functions and powers.

**第二十一条** 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 21** The number of directors on the payroll of the DKU Foundation may not exceed one-third of the total number of directors. The supervisors and directors without a full-time job at the DKU Foundation may not receive remuneration from the DKU Foundation.

**第二十二条** 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 22** If a director has personal interest associated with the interest of the DKU Foundation, he/she may not participate in the decision-making involved with matters related to the associated interest; the directors, supervisors and their close relatives shall not conduct any transactions with the DKU Foundation.

**第二十三条** 理事会设理事长、副理事长和秘书长，从理事中选举产生。

**Article 23** The BOD shall have a chairman, a vice-chairman and a secretary general, who shall be elected by the directors.

**第二十四条** 本基金会理事长、副理事长、秘书长必须符合以下条件：

**Article 24** The DKU Foundation's chairman, vice-chairman and secretary general must have the following qualifications:

1. 在本基金会业务领域内有较大影响；
2. Expertise and influence in the business areas of the DKU Foundation;
3. 理事长、副理事长、秘书长最高任职年龄一般不超过 70 周岁，秘书长为专职；
4. Age 70 or younger;
5. 身体健康，能坚持正常工作；
6. Healthy and able to work normally; and
7. 具有完全民事行为能力。
8. Full civil capacity.

**第二十五条** 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、秘书长：

**Article 25** Individuals in any of the following circumstances shall not serve as the DKU Foundation's chairman, vice-chairman and secretary general:

1. 属于现职国家工作人员的；
2. Incumbents of government;
3. 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；
4. Sentenced to administrative control, criminal detention or imprisonment, and having served the sentence for less than five years prior to proposed service on the DKU Foundation;
5. 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；
6. In the deprivation period of political rights or sentenced to deprivation of political rights; or
7. 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。
8. Served as chairman, vice-chairman or secretary general in a foundation whose registration was revoked on account of violation of laws, was personally liable for the illegal activities of the said foundation, and is in a period less than five years from the date of registration revocation of the said foundation.

**第二十六条** 本基金会的理事长、副理事长、秘书长每届任期3 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，报昆山市教育局审查并经昆山市民政局批准同意后，方可任职。

**Article 26** The term of office of the DKU Foundation's chairman, vice-chairman and secretary general shall be three years. No individual shall be re-elected for more than two consecutive terms. Under special circumstances requiring an extra term, the BOD shall vote upon it through its special procedures. After being reviewed by Kunshan Education Bureau and approved by Kunshan Civil Affairs Bureau, the term can be valid.

**第二十七条** 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 27** The chairman of the DKU Foundation is the legal representative of the DKU Foundation, who shall not serve as the legal representative of any other organization.

本基金会法定代表人应当由中国内地居民担任。

The legal representative of the DKU Foundation shall be a 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。

During the term of the legal representative of the DKU Foundation, in the event that the DKU Foundation violates the Regulations on Foundation Administration and/or these articles, the legal representative shall be liable. The same individual shall be personally liable for violation of laws or property loss of the DKU Foundation resulting from his/her delinquency.

**第二十八条** 本基金会理事长行使下列职权：

**Article 28** The chairman of the DKU Foundation performs the following functions and exercises the following powers:

1. 召集和主持理事会会议；
2. Convenes and presides over BOD meetings;
3. 检查理事会决议的落实情况；
4. Monitor the implementation of BOD resolutions;
5. 代表基金会签署重要文件；
6. Signs important documents on behalf of the DKU Foundation; and
7. 提议聘任或解聘各机构主要负责人，由理事会决定。
8. Proposes the appointment or dismissal of the main persons in charge of all units and submits these to the BOD for approval.

**第二十九条** 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：

**Article 29** The vice-chairman and secretary general of the DKU Foundation work under the leadership of the chairman. The secretary general performs the following functions and exercises the following powers:

1. 主持开展日常工作，组织实施理事会决议；
2. Takes charge of the routine work and organizes the implementation of BOD resolutions;
3. 组织实施基金会年度公益活动计划；
4. Organizes the implementation of the DKU Foundation's annual plans;
5. 拟订资金的筹集、管理和使用计划；
6. Drafts plans for fundraising, management and funding usage for the DKU Foundation;
7. 拟订基金会的内部管理规章制度，报理事会审批；
8. Drafts the DKU Foundation's internal management regulations and submits them to the Board of Directors for approval;
9. 协调各机构开展工作；
10. Coordinates the work of all units;
11. 提议聘任或解聘副秘书长以及财务负责人，由理事会决定；
12. Proposes appointment or dismissal of the vice secretary general and financial officer and submits these to the BOD for approval;
13. 决定各机构专职工作人员聘用；
14. Decides the employment of full-time staff in all units; and
15. 章程和理事会赋予的其他职权。
16. Performs other functions and powers granted by the Charter and the BOD.

**第三十条**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、台湾居民以及外国人，每年在中国内地居留时间不得少于 3个月。

**Article 30** If the vice-chairman or secretary general of the DKU Foundation is a resident of Hong Kong, Macau, Taiwan or a foreign country, he or she shall commit to stay in Mainland China for no less than three months per year.

第四章 慈善项目管理

Section IV Management of Charity Projects

**第三十一条** 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。

**Article 31** The DKU Foundation shall design charitable projects reasonably in accordance with its mission and relevant articles of the Charter. The DKU Foundation shall optimize the implementation process, reduce operating costs and improve the efficiency of charitable assets.

**第三十二条** 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。

**Article 32** The DKU Foundation shall establish solid decision-making, implementation and supervision mechanisms of charitable projects, put forward scientific, standardized and effective requirements for the approval, review, implementation, control, evaluation and feedback of charity projects, set up project management teams consisting of full-time staff to perform project management responsibilities.

**第三十三条** 按照公开、公平、公正的原则，确定慈善受益人。本基金会管理人员的利害关系人不得作为受益人。

**Article 33** The DKU Foundation shall designate the beneficiaries of its charity projects under the principles of transparency, fairness and impartiality. The interested parties of the management at the DKU Foundation shall not become beneficiaries.

**第三十四条** 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。

**Article 34** Important charity projects shall be approved by the BOD through voting; resolutions made by the BOD shall be valid only when passed by no less than two-thirds of the directors present.

**第三十五条** 本基金会的重大慈善项目包括：

**Article 35** Important charity projects of the DKU Foundation shall refer to：

1. 年度慈善项目计划；
2. Annual charity project plans;
3. 超过100万元的慈善项目；
4. Charity projects exceeding 1 million RMB.

**第三十六条** 本基金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）。

**Article 36** The DKU Foundation shall report promptly to its supervising authority prior to implementation of any significant charity projects (applicable to social organizations with supervising authorities).

**第三十七条** 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。

**Article 37** The DKU Foundation shall use its project funds strictly under the provisions of the national financial accounting system; the DKU Foundation shall earmark project funds based on the donation agreement.

**第三十八条** 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。

**Article 38** The management and use of charity project funds shall be subject to supervision from the finance authority, the auditing authority, the supervising authority, the registration and administrative authority as well as the public. The DKU Foundation shall earnestly fulfill the obligation of information disclosure and accept public supervision.

**第三十九条** 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 39** The DKU Foundation shall strengthen file management of charity projects, keep full documentation, and file and store information with precision.

第五章 财产的管理和使用

Section V Management and Use of Assets

**第四十条** 本基金会不以营利为目的，受益和营运结余全部用于章程规定的慈善目的。

**Article 40** The DKU Foundation is a non-profit foundation, all profits and balance are used for charitable purposes specified by the articles of association.

**第四十一条** 本基金会为非公募基金会，本基金会的收入来源于：

**Article 41** The DKU Foundation is a private foundation, whose revenue comes from:

1. 政府资助；
2. Government subsidies;
3. 接收境内外法人及自然人的自愿捐赠；
4. Voluntary donations from legal persons and natural persons at home and abroad;
5. 银行存款利息和证券收益；
6. Bank interest and security benefits;
7. 投资收益；
8. Investment returns; and
9. 其他合法收入。
10. Other legitimate income.

**第四十二条** 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 42** The DKU Foundation shall accept donations in accordance with laws, and regulations, for the purposes within the scope of activities set forth in these articles.

**第四十三条** 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。取得的收入除用于与该组织有关的，合理的支出外，全部用于章程业务范围规定的公益活动。

**Article 43** The DKU Foundation's assets and other income shall be protected by law, and no organization or individual shall have the right to embezzle, privately divide or appropriate them.

**第四十四条** 本基金会的财产和孳息不在发起人、捐赠人或者本组织成员中分配。

**Article 44** The DKU Foundation's assets and fructus shall not be distributed among initiators, donors or members of the DKU Foundation.

**第四十五条** 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。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。

**Article 45** The assets of the DKU Foundation shall be used in accordance with the foundation’s purpose and within the scope of activities specified in these articles; if a donation agreement has specified the use of a donation, such donation shall be used as prescribed in the donation agreement.

**第四十六条** 本基金会财产主要用于：

**Article 46** Assets of the DKU Foundation are used mainly for:

1. 在昆山杜克大学设立奖学金，助学金和奖教金；
2. Funding merit-based and need-based scholarships, student aid and faculty rewards;
3. 资助在昆山杜克大学开展的基础研究，教学研究、科学与技术研究项目及专著出版；
4. Funding basic research, pedagogical research, science and technology projects and publication of works;
5. 资助国际学术合作和国际学术会议
6. Sponsoring international academic cooperation and conferences;
7. 吸引国际知名学者来昆山杜克大学讲学及任教。
8. Attracting world renowned scholars to lecture and teach at Duke Kunshan University;
9. 资助昆山杜克大学教学与研究设施的改善；
10. Funding for the improvement of teaching and research facilities at Duke Kunshan University;
11. 资助有益于学生综合素质拓展的各项活动。
12. Funding student outreach programs and co-curricular activities;
13. 按照捐赠者意愿设立其他资助项目；
14. Setting up other funding projects according to donor intent;
15. 将本基金会的基金按照合法、安全、有效的原则实现保值、增值。
16. Preserving and increasing the value of the funds of the DKU Foundation in a legal, safe and effective way.

**第四十七条** 本基金会的重大投资活动是指：

**Article 47** Important investment activities of the DKU Foundation shall refer to:

1. 单项资助额在 人民币 50万元以上的捐助活动；
2. Single donation with an amount of more than RMB 0.5 million.
3. 为保值增值单项投资额在人民币 50万元以上的投资活动；
4. Single investment with an amount of more than RMB 0.5 million to preserve and increase the value of the DKU Foundation.
5. 理事会认为对本基金会影响重大的其他活动。
6. Other such activities as the BOD considers as greatly influential on the DKU Foundation.

**第四十八条** 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 48** The DKU Foundation shall preserve and increase its value legally, safely and effectively.

**第四十九条** 本基金会每年用于从事章程规定的公益事业支出，不得低于上一年基金余额的 8％。

**Article 49** The DKU Foundation's annual spending on activities as prescribed in these articles shall not be less than 8% of the fund balance of the previous year.

本基金会工作人员工资福利和行政办公支出不超过当年总支出的 10％。

Wages and staff benefits plus other administrative expenditures of the DKU Foundation shall not exceed 10% of the total expenditure that year.

**第五十条** 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 50** In the event that the DKU Foundation carries out a publicly funded project, the information about the type of project, its application and its review process shall be accessible to the public.

**第五十一条** 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 51** A donor shall be entitled to inquire about the use and management of donated funds and property, and provide the DKU Foundation with opinions and suggestions. For inquiries from a donor, the DKU Foundation shall reply promptly and truthfully reply.

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。

In the case that the DKU Foundation uses the donated property or funds in violation of the donation agreement, the donor is entitled to request that the DKU Foundation abide by the donation agreement; if necessary, the donor can file an application to the people's court for revocation of the donation or termination of the donation agreement.

**第五十二条** 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 52** The DKU Foundation may enter into an agreement with the beneficiary to specify the funding method, funding amount, use of funding and ways of use.

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 DKU Foundation reserves the right to supervise the use of funding. In the event that the beneficiary fails to use the funding as specified in the agreement or violates the agreement, the DKU Foundation is entitled to terminate the funding agreement.

**第五十三条** 本基金会应当执行国家统一《民间非营利组织会计制度》，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 51** The DKU Foundation shall comply with the unified national accounting system for private non-profit organizations; it shall audit and establish a complete and sound internal monitoring system to ensure the validity, authenticity, accuracy and integrity of the accounting data.

本基金会接受税务、会计主管部门依法实施的税务监督和会计监督。

The DKU Foundation shall accept supervision on taxes and accounting by the tax authority and accounting authority according to law.

**第五十四条** 本基金会配备具有专业资质的财会人员。会计不得兼出纳。财会人员调动工作或离职时，必 须与接管人员办清交接手续。

**Article 54** The DKU Foundation shall have qualified accounting staff. The accountants may not assume a cashier position concurrently. Before the accounting staff transfers to another position or leaves office, they shall finish the handover of work to the successor.

**第五十五条** 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 55** The DKU Foundation’s fiscal year is from January 1 to December 31 in the same calendar year; the BOD shall review the following issues before March 31 each fiscal year:

1. 上年度业务报告及经费收支决算；
2. Business reports and final accounting of revenue and expenditure for the previous year;
3. 本年度业务计划及经费收支预算；
4. Business plans and budget of revenue and expenditure for the current year; and
5. 财产清册。
6. Inventory of property.

**第五十六条** 本基金会进行年检、换届、更换法定代表人以及清算，应当进行财务审计。

**Article 56** In the event of annual inspection, re-election at expiration of term, change of the legal representative and liquidation, the DKU Foundation shall conduct a financial audit.

**第五十七条** 本基金会按照《基金会管理条例》规定接受昆山市民政局组织的年度检查。

**Article 57** The DKU Foundation shall be inspected by the Kunshan Civil Affairs Bureau in accordance with the provisions of the Regulations on Foundation Administration.

**第五十八条** 本基金会通过昆山市民政局的年度检查后，将年度工作报告在昆山市民政局指定的媒体上公 布，接受社会公众的查询、监督。

**Article 58** After the annual inspection by the Kunshan Civil Affairs Bureau, the DKU Foundation shall publish the annual work report in the media specified by the Kunshan Civil Affairs Bureau for public inquiries and monitoring.

第六章 终止和剩余财产处理

　　　　　　　　　Section VI Termination and Disposal of Residual Assets

**第五十九条** 本基金会有以下情形之一，应当终止：

**Article 59** The DKU Foundation shall be terminated under one of the following circumstances:

1. 完成章程规定的宗旨时；
2. Completion of the purposes under these articles;
3. 无法按照章程规定的宗旨继续从事公益活动时；
4. Inability to continue activities in accordance with the purposes as prescribed in these articles;
5. 基金会发生分立、合并时；
6. Division or merger of the DKU Foundation.

**第六十条** 本基金会终止，应在理事会表决通过后15日内，报昆山市教育局审查同意。经昆山市教育 局审查同意后 15 日内，向昆山市民政局申请注销登记。

**Article 60** The termination of the DKU Foundation shall be submitted to the Kunshan Education Bureau for approval within 15 days after the BOD has approved by voting. Within 15 days of obtaining approval from the Kunshan Education Bureau, the DKU Foundation shall file an application to Kunshan Civil Affairs Bureau for cancellation of registration.

**第六十一条** 本基金会办理注销登记前，应当在昆山市教育局、昆山市民政局的指导下成立清算组织，完成清算工作。

**Article 61** Before applying for cancellation of registration, a liquidation organization shall be established under the guidance of the Kunshan Education Bureau and the Kunshan Civil Affairs Bureau to finish liquidation.

本基金会应当自清算结束之日起 15 日内向昆山市民政局办理注销登记；在清算期间不开展清算以外的活 动。

The DKU Foundation shall, within 15 days after the completion of liquidation, apply for cancellation of registration to the Kunshan Civil Affairs Bureau; during liquidation, no activity other than liquidation shall be conducted.

**第六十二条** 本基金会注销后的剩余财产，应当在昆山市教育局和昆山市民政局的监督下，通过以下方式用于公益目的：

**Article 62** The residual assets of the DKU Foundation shall, under the supervision of the Kunshan Education Bureau and Kunshan Civil Affairs Bureau, be used in the following ways for the purpose of social welfare:

1. 对指定捐赠用途的剩余财产，经与捐赠人（或其受益人）协商，用于捐赠人指定的其他公益目的。
2. Distribution of the residual assets with specified donation purposes for other specified welfare purposes through negotiation with the donor (or their beneficiary).
3. 无法按照上述方式处理的，由昆山市民政局组织捐赠给与本基金会性质、宗旨相同或相近的其他慈善组织，并向 社会公告。
4. For assets that cannot be disposed of in accordance with the above, the Kunshan Civil Affairs Bureau shall distribute said assets to charitable organizations that have the same nature and purposes as the DKU Foundation and announce to the public.

第七章 章程修改

Section VII Amendment to These Articles

**第六十三条** 本章程的修改，须经理事会表决通过后15日内，报昆山市教育局审查同意。经昆山市教育局 审查同意后，报昆山市民政局核准。

**Article 63** The amendment to these articles shall be submitted to the Kunshan Education Bureau for approval within 15 days after the BOD has approved by voting. After approval by the Kunshan Education Bureau, the amendment shall be submitted to the Kunshan Civil Affairs Bureau for approval.

第八章 附则

Section VIII Supplementary Provisions

**第六十四条** 本章程经2017年6月16日理事会表决通过。

**Article 64** All articles have been approved by BOD vote on June 16, 2017.

**第六十五条** 本章程的解释权属于理事会。

**Article 65** The BOD reserves the right of interpretation of all articles.

**第六十六条** 本章程自昆山市民政局核准之日起生效。

**Article 66** All articles come into effect as of the date of approval by Kunshan Civil Affairs Bureau.