

# 天津茱莉亚学院教育发展基金会

## 章程

### Tianjin Juilliard School Education Development Foundation

### Articles of Association

#### 第一章 总则

#### Section I General Provisions

第一条 本基金会的名称：天津茱莉亚学院教育发展基金会（以下简称“**本基金会**”）。

Article 1 The name of this foundation is the Tianjin Juilliard School Education Development Foundation (hereinafter referred to as the "**TJS Foundation**").

第二条 本基金会是按照《基金会管理条例》成立、符合《中华人民共和国慈善法》规定，以面向社会公众开展慈善活动为目的，未取得公开募捐资格的慈善组织。

Article 2 The foundation is a charitable organization which was established in accordance with the Regulations on Foundation Administration, in compliance with the Charity Law of the People's Republic of China ("PRC"), and with the purpose to carry out charitable activities among the public, and has not obtained the qualification to raise funds from the public.

第三条 本基金会的宗旨：践行社会主义核心价值观，弘扬中华民族传统美德，依法开展与国内外各界的联系与合作，依法开展相关公益慈善活动，促进国内表演艺术方面培训与教育的发展。

Article 3 The mission of the TJS Foundation is: to practice the Core Socialist Values, promote the traditional virtues of the Chinese nation, and carry out charitable activities in accordance with the laws, including, strengthening the linkages and cooperation as well as charitable activities, to advance the development of education and training in the performing arts in China.

第四条 本基金会的业务范围：支持音乐艺术教育教学研究、师资培养、学科建设，奖励优秀教师、学生，资助困难学生；

Article 4 The scope of activities of the TJS Foundation is as follows: supporting the music arts education, teaching and research, teachers fostering, academic

building-up, rewarding outstanding faculty and students, and providing financial aid to financially challenged students;

(一) 资助音乐艺术教育和公益表演活动，音乐教育学术交流，教育教学环境设施和其他音乐教育公益项目；

1) Funding the music art education as well as performance activities for public welfare, academic exchanges of music education, the environmental facilities for education and teaching, and other music educational public welfare programs;

(二) 登记管理机关和业务主管单位倡议的公益慈善活动；

2) The charitable activities advocated by the registration and administrative authority and the professional supervisory authority;

本基金会不得超越章程规定的业务范围开展公益慈善活动。

The TJS Foundation shall conduct the activities strictly in accordance with these Articles, and not go beyond the scope of activities provided by these Articles.

第五条 本基金会的原始基金数额为人民币\_\_贰佰\_\_万元，由天津茱莉亚学院（作为发起人）基于合法捐赠提供。

Article 5 The initial funding for the TJS Foundation is RMB 2 million, provided by TJS (the "**Founder**"), all of which is legally donated.

第六条 本基金会的住所：中国天津市滨海新区新华路 3699 号双创大厦 29 层。

Article 6 The registered office of the TJS Foundation is at Floor 29, Shuang Chuang Building, 3699 Xinhua Road, Binhai New Area, Tianjin 300452, China.

第七条 本基金会严格遵守宪法以及有关法律法规和政策，遵循合法、自愿、诚信、公开、透明和非营利的原则开展公益慈善活动，自觉接受政府监管、行业管理和社会监督。

Article 7 The TJS Foundation shall strictly observe the Constitution of the PRC and related laws, regulations, and state policies, abide by the principles of legality, self-willingness, honesty, openness, transparency, and non-for-profit to carry out charitable activities, and consciously accept the supervision from the government, the management from the industry, and the supervision from the society.

第八条 本基金会的登记管理机关：天津市民政局。

本基金会的业务主管单位：天津市教育委员会。

Article 8 The Tianjin Civil Affairs Bureau is the registration and administrative authority of the TJS Foundation and the Tianjin Municipal Education Commission is the professional supervisory authority of the TJS Foundation.

## 第二章 党的建设

### Section II Party Building

第九条 基金会按照有关规定建立党组织，党组织在上级党组织指导下，按照党的有关规定和相关法律法规履行职责开展工作。

Article 9 In accordance with the Constitution of the Communist Party of China and the relevant regulations, TJS Foundation shall establish a party organization. The party organization is subordinated to the superior party organization and shall perform the relevant functions and responsibilities in accordance with the requirements under the party regulation as well as applicable laws and policies.

第十条 党组织书记应为在任的理事会理事；基金会建立并落实党组织参与基金会重大问题决策制度，促进基金会健康有序发展；基金会为党组织开展活动提供必要的支持。

Article 10 The Foundation's secretary should be selected from incumbent Board Directors. The Foundation shall establish and practice the system for the party organization to exercise participation rights regarding Foundation issues, to facilitate the development of the Foundation in a healthy way. The Foundation will provide necessary support to the party organization's activities.

## 第三章 组织机构及相应职责

### Section III Organization Governance and Functions

第十一条 基金会设理事会，理事会由五到二十五名理事组成，理事每届任期五年，任期届满，连选可以连任。

Article 11 The TJS Foundation has a Board of Directors (the "Board") with up to 5-25 directors (respectively, the "Director"). The term of office for a Director of the TJS Foundation is five years. A Director may, if re-elected upon expiration of his/her term of office, serve another term.

第十二条 理事的资格：

Article 12 The qualifications of Directors are as follows:

- (一) 具有完全民事行为能力;
- 1) Having full capacity for civil conduct;
- (二) 拥护本基金会章程;
- 2) Fully abide by these Articles;
- (三) 勤勉尽职, 诚实守信;
- 3) Being diligent and responsible, and honest and trustworthy;
- (四) 热心公益慈善事业;
- 4) Being enthusiastic about public welfare;
- (五) 愿意承担本会规定的义务;
- 5) Willing to carry out the obligations given by the TJS Foundation;
- (六) 关心本基金会的发展, 并对基金会的工作充满热情;
- 6) Committed to the development of the TJS Foundation and enthusiastic about its work;
- (七) 在本基金会业务领域内有较大影响;
- 7) Possessing expertise and influence in the business areas of the TJS Foundation; and

第十三条 理事的产生和罢免:

Article 13 Procedures for the election and removal of a Director are as follows:

- (一) 首届推举理事, 由发起人、主要捐赠人、业务主管单位分别推举共同协商确定。
- 1) The Directors of the first Board shall be respectively nominated and approved jointly by the Founder, major donors and the professional supervisory authority;
- (二) 换届选举理事, 由理事会、发起人、主要捐赠人、业务主管单位提名候选人, 由理事会按照选举程序产生新一届理事。

2) The Directors of the next Board shall be nominated by the current Board, the Founder, major donors and the professional supervisory authority, and elected by the current Board in accordance with the election procedures to form the next Board;

(三) 增补、罢免理事，应当经理事会表决通过，报业务主管单位审查同意。

3) The removal and addition of a Director shall be subject to the approval by the Board through a vote, and submitted to professional supervisory authority for review and approval;

(四) 理事会成员人数低于章程规定人数的，应当及时补足。

4) When the number of Directors is lower than the number prescribed by these Articles, new Director(s) should be added timely;

(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。

5) The Directors who are close relatives to each other shall not be more than one third of the all Directors;

(六) 理事的产生和罢免结果应当及时报登记管理机关备案。

6) The election or removal of a Director shall be submitted to the registration and administrative authority for records in time.

第十四条 理事的职责：

Articles 14 The rights and obligations of a Director are as follows:

(一) 选举权、被选举权、表决权；

1) To elect, to be elected and to vote on matters of the TJS Foundation;

(二) 参加本基金会的内部事务管理和活动；

2) To attend the activities of the TJS Foundation;

(三) 对本基金会的工作提出建议，进行管理和监督；

3) To make suggestions on, manage, and supervise the work of the TJS Foundation;

(四) 执行理事会的决议;

4) To carry out the resolutions of the Board;

(五) 完成本基金会交办的任务;

5) To undertake affairs assigned by the TJS Foundation;

(六) 维护本基金会的声誉;

6) To protect and defend the TJS Foundation's reputation;

(七) 执行本章程和理事会要求的其他职责;

7) To perform other duties required by these Articles and the Board;

第十五条 理事会负责人是指理事长、副理事长、秘书长。理事会负责人必须符合下列条件:

Article 15 The Board shall have a chairperson ("**Chairperson**"), a vice chairperson (the "**Vice Chairperson**"), and a secretary-general (the "**Secretary-General**") as the persons responsible for the Board (collectively, the "**Responsible Persons**"). The Responsible Persons shall have the following qualifications:

(一) 本届理事会理事;

1) Serving as the current Directors;

(二) 身体健康, 能正常工作;

2) Healthy and able to work;

(三) 不属于现职国家工作人员;

3) Not incumbent government officials;

(四) 在本基金会业务领域内有较大影响;

4) Having expertise and influence in the business areas of the TJS Foundation;

(五) 理事长应当由中国内地居民担任, 且不得同时担任其他组织的法定代表人; 担任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三个月；秘书长为专职，不得由理事长兼任；

- 5) The Chairperson shall be a resident of Mainland China, and shall not be the legal representative of other organizations concurrently; If the Vice Chairperson or Secretary-general of the TJS 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; the Secretary-general should be full time, and cannot concurrently serve as the Chairperson;

(六) 经有关部门及相关党建工作机构审查同意；

- 6) Reviewed and approved by related government departments and the Party building agencies.

(七) 法律法规和政策规定的其他条件。

- 7) Other qualifications provided by laws, regulations and policies.

有《中华人民共和国慈善法》第十六条所列情形之一的，不得担任基金会负责人。

Any person who is in any of the situations listed in Article 16 of Charitable Law shall not serve as a Responsible Person.

第十六条 理事会负责人的产生和罢免：

Article 16 Procedures for the election and removal of a Responsible Person are as follows:

(一) 理事会负责人从本届理事中选举产生，任期届满，连选可以连任，但连任不超过两届。因特殊情况需超届连任的，须由理事会特殊程序表决通过，经业务主管单位审查同意并报登记管理机关批准，方可任职。

- 1) The Responsible Persons shall be elected from the current Directors, and if re-elected upon expiration of his/her term of office, serve the second term, but no individual shall be re-elected for more than two consecutive terms. Under special circumstances requiring an extra term, the Board shall vote on it through its special procedures. After being reviewed and approved by the professional supervisory authority and approved by the registration and administrative authority, the term can be validly extended.

首届理事会负责人中应当包含发起人的代表。

The Founder's appointed representative(s) shall be among the Responsible Persons for the first Board.

(二) 理事会负责人的罢免依照其产生程序。

2) The removal of a Responsible Person shall comply with the election procedures.

(三) 理事会负责人的产生和罢免结果应当经业务主管单位审查同意并报登记管理机关备案登记。

3) The election and removal of a Responsible Person shall be reviewed and approved by the professional supervisory authority, and shall be reported to the registration and administrative authority for record filing and registration.

拟任基金会负责人，还应当在办理备案、登记前依照本市有关规定进行任职前公示。

Persons proposed to serve as the Responsible Persons shall also be made for publicity in accordance with relevant municipal requirements, before applying for the record-filing and registration formalities.

法定代表人离任还应当进行离任审计。

Before the legal representative leaves his or her post, the off-office auditing shall be conducted.

第十七条 理事会负责人的职责：

Article 17 The functions of the Responsible Persons are as follow:

(一) 理事长是本基金会的法定代表人，履行下列职责：

1) The Chairperson is the legal representative of the TJS Foundation, and performs the following functions and exercises the following powers:

1. 召集和主持理事会会议；

a. Convenes and presides over Board Meetings;

2. 检查理事会决议的落实情况；

b. Monitors the implementation of Board resolutions;



3. 代表本基金会签署重要文件；
- c. Signs important documents on behalf of the TJS Foundation;
4. 依照有关规定执行法定代表人述职； 及
- d. Reports on the work of legal representative in accordance with related rules; and
5. 法律法规、政策以及本章程和理事会赋予的其他职责。
- e. Other functions or powers granted by laws and regulations, policies, these Articles, or the Board.

本基金会法定代表人在任期间，若本基金会发生违反《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 TJS Foundation, in the event that the TJS Foundation violates the *Regulations on Foundation Administration* 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 TJS Foundation resulting from his/her delinquency.

（二） 副理事长协助理事长开展工作，并履行章程和理事会赋予的其他职责。

- 2) The Vice Chairperson assists the Chairperson to carry out the work, and performs other functions granted by these Articles and the Board.

（三） 秘书长在理事长领导下开展工作，履行下列职责：

- 3) The Secretary-general of the TJS Foundation works under the leadership of the Chairperson and 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；
  - a. Takes charge of the routine work and organizes the implementation of Board resolutions;
  2. 组织实施本基金会公益活动年度计划；
  - b. Organizes the implementation of the TJS Foundation's annual plans;
  3. 拟订本基金会之资金的筹集、管理和使用计划，报理事会审批；
  - c. Drafts the plans of fundraising and the management and use of the funds for the

- TJS Foundation, and submits them to the Board for approval;
4. 拟订基金会的内部管理制度，报理事会审批；
  - d. Drafts the TJS Foundation's internal management regulations and submits them to the Board for approval;
  5. 协调各机构开展工作；
  - e. Coordinates the work of all units;
  6. 向理事会提议聘任或解聘副秘书长和财务负责人；
  - f. Proposes appointment or dismissal of the vice secretary-general and financial officer and submits these to the Board for approval;
  7. 向理事会提议聘任或解聘各机构主要负责人；
  - g. Proposes appointment or dismissal of the persons in charge of all units and submits these to the Board for approval;
  8. 决定各机构专职工作人员聘用或辞退；及
  - h. Decides the employment of full-time staff in all units; and
  9. 章程和理事会赋予的其他职责。
  - i. Performs other functions and powers granted by these Articles or the Board.

第十八条 理事会是本基金会的决策机构，对基金会负责，履行下列职责：

Article18 The TJS Foundation's highest authority is the Board. The Board shall perform the following functions and exercise the following powers:

- (一) 修改章程；
- 1) To amend these Articles;
- (二) 设定和管理内部组织机构，制定管理制度；
- 2) To establish and manage all internal units, and formulate the management regulations;
- (三) 选举或罢免理事长、副理事长、秘书长、理事；
- 3) To elect or remove the Chairperson, Vice Chairperson, Secretary-general, and

Directors;

(四) 决定本基金会的分立、合并或者终止;

4) To decide on the division, merger or termination of TJS Foundation;

(五) 制定、变更资金筹集、管理和使用方案。决定重大募捐、投资活动、公益慈善项目、关联交易;

5) To formulate or amend the plans of fundraising and the management and the use of the funds, and to decide on the major fundraising activities, major investment activities, important charity projects, and important associated transactions;

(六) 决定公募资格的申请;

6) To decide on the application for the qualification to raise fund from the public;

(七) 审议年度工作计划、年度工作报告、收支预算和决算;

7) To review and approve the annual working plan, annual work report, and annual budget and final accounts of revenues and expenditures;

(八) 决定由秘书长提名的副秘书长和各机构主要负责人的聘免;

8) To decide on the appointment and removal of the vice Secretary-general and the persons respectively in charge of units nominated by the Secretary-general;

(九) 决定办事处, 分支机构和代表机构的设立;

9) To decide on the establishment of offices, branches and representative offices;

(十) 听取、审议秘书长的工作报告, 检查秘书长的工作;

10) To review and examine the work report by the Secretary-general and check his/her work;

(十一) 决定其他重大事项, 履行法律法规, 政策及本章程赋予的其他职责。

11) To decide on other major matters, or to perform other functions and powers granted by laws and regulations, policies, and these Articles.

理事会换届，应当进行换届审计。

When a new Board is to be formed through election, the audits shall be conducted on the current Directors.

第十九条 理事会议事规则：

Article 19 The rules of procedures for the Board are as follow:

（一） 理事会会议须有三分之二以上理事出席方能召开；本章程第十八条规定的第（一）项至第（五）项须经全体理事三分之二以上表决通过方为有效决议；其他事项须经出席理事过半数通过方为有效。

1) The quorum of a Board meeting (the "**Board Meeting**") shall be more than the two-thirds of all Directors; and a resolution of the Board for the item 1) to （五） provided in Article 18 shall be approved by more than two-thirds of all Directors, and a resolution for other matters shall be approved by a majority of the Directors present.

（二） 理事会每年召开两次会议，情况特殊可随时召开；有三分之一以上理事提议召开理事会会议的，应当及时召开。

2) The Board of Directors shall convene at least two Board Meetings annually, and a Board Meeting could be held at any time in event of special circumstances. In the event of a proposal by at least one-third of all Directors, a Board Meeting must be convened.

（三） 理事会会议由理事长负责召集和主持。理事长不能或不履行相应职责的，由副理事长依排名顺序履行，直至秘书长，均不履行的，提议理事可在理事中推选召集人或主持人。

3) The Chairperson shall convene and preside over the Board Meetings. If the Chairperson is unable to or does not convene or preside over the meeting, the Vice Chairperson or the Secretary-general shall fill the shoes to perform such functions in sequence; if all of them do not do so, Directors who make such proposal may elect a convener or a host.

（四） 理事会会议应当由理事本人出席。理事因故不能出席，可以书面向理事长或召集人提交授权委托书，委托其他理事或者他人代为出席并投票，委托书中应载明授权范围；一名受托人在一次理事会会议上只能接受一

名理事的委托，并且委托理事的人数不得超过全体理事总人数的三分之一。

- 4) A Director should attend a Board Meeting in person. Should a Director be unable to attend, he/she may submit to the Chairperson or the convener an authorization in writing to appoint a proxy to vote on his/her behalf, with explicit specification of the scope of authorization granted. A proxy can vote on behalf of only one Director on a Board Meeting, and the Directors appointing a proxy shall not be more than one third of all directors on such Board Meeting.

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。

If the personal interests of a Director are associated with the interests of the TJS Foundation, he/she shall not participate in the decision-making involved with such matters related to the associated interest.

- (五) 召开理事会会议，应当事先向登记管理机关报备，并提前 5 个工作日通知全体理事、监事。自通知收到后的三个工作日内，理事应当就是否出席回复理事长或召集人，否则其将被视为拒绝出席理事会议。理事可放弃此通知要求。

- 5) The Chairperson or convener shall notify all Directors and Supervisor five working days in prior to the date of the Board Meeting, and the Board Meetings to be held should be reported to the registration and administrative authority for record in advance. Within [three working days] after the notice is well received, Directors shall respond to the Chairperson or convener of his/her attendance, or he/she will be deemed to have refused to attend. This notification requirement can be waived by the Directors.

- (六) 理事会会议应当制作会议记录。并据此形成会议纪要，出席会议的理事和受托人应当认真审阅会议纪要并签名。理事会决议违反法律法规、政策及本章程，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。

- 6) Meeting minutes shall be made for Board Meetings. The meeting minutes shall be reviewed and signed by the Directors present and proxy/proxies. In the case that a Board resolution violates laws, regulations, or these Articles, and causes the TJS 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.

会议纪要应当在会议结束后五个工作日内报登记管理机关备案。

The meeting minutes should be submitted to the registration and administrative authority for record within 5 working days after the Board Meeting.

第二十条 本基金设监事两名。监事任期与理事任期相同，期满可以连任。

Article 20 The TJS Foundation shall have two supervisors (the "**Supervisor**"). The Supervisor shall have the same term of office as the Directors, and may renew his/her term after it expires.

第二十一条 监事不得由理事、基金会财务会计人员及其近亲属兼任。

Article 21 Directors, financial and accountancy personnel of the TJS Foundation, close relatives of Directors or financial and accountancy personnel shall not serve as the Supervisor.

第二十二条 监事的产生和变更：

Article 22 Procedures for the election and removal of the Supervisor are as follows:

(一) 监事由主要捐赠人、业务主管单位选派，也可由登记管理机关根据工作需要选派；

1) The Supervisor is appointed by the major donors and professional supervisory authority, and may be appointed by the registration and administrative authority in accordance with work requirements;

(二) 监事的变更依照其产生程序。

2) The replacement of the Supervisor follows the same procedures as appointment.

第二十三条 监事的职责：

Article 23 The rights and obligations of the Supervisor are as follows:

(一) 监督本基金开展业务情况，检查本基金财务和会计资料；

1) The Supervisor shall supervise the business conditions conducted by the TJS Foundation, and check the TJS Foundation's financial and accounting information;

(二) 列席理事会会议，并可以对理事会决议事项提出质询或者建议；

2) The Supervisor shall attend Board Meetings, and have the right to raise questions and suggestions to the Board on the resolution matters;

(三) 向登记管理机关、业务主管单位、税务、会计主管部门以及其他有关部

门反映本基金会异常活动情况。

- 3) The Supervisor shall report to the professional supervisory authority, the registration and administrative authority, and relevant tax and accounting bureaus and other related departments unusual activities of the TJS Foundation.

监事应当遵守有关法律法规和政策及本章程，忠实履行职责。

The Supervisor shall comply with relevant laws, regulations, and these Articles, and faithfully perform the functions and powers.

第二十四条 本基金会应当配备与本基金会开展活动相适应的专职工作人员。

Article 24 The TJS Foundation shall be staffed with full-time personnel suitable for the activities of the TJS Foundation.

第二十五条 基金会负责人和工作人员不得在本基金会投资的企业兼职或者领取薪酬。基金会理事、监事及其近亲属不得与本基金会有任何交易行为。

Article 25 The Responsible Persons and personnel of the TJS Foundation shall not hold concurrent jobs in the enterprises invested by the TJS Foundation or receive remuneration from such enterprises. The Directors, Supervisor, and their close relatives shall not enter into any transactions with the TJS Foundation.

第二十六条 本基金会应当依照《民政部关于加强和改进社会组织薪酬管理的指导意见》（民发〔2016〕101号）的规定，合理确定必要的人员工资薪金及相关福利。

Article 26 The TJS Foundation shall reasonably decide the necessary salaries and wages and related benefits of personnel in accordance with the *Guidance Opinions to Strengthen and Improve the Remuneration Management of Social Organization* published by Ministry of Civil Affairs (Min Fa [2016] No. 101).

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薪酬。在基金会领取薪酬的理事不得超过理事总人数的三分之一。

The Supervisor and Directors without a full-time job at the TJS Foundation shall not receive remuneration from the TJS Foundation. And the Directors who receive remuneration from the TJS Foundation shall not be more than one third of all Directors.

理事、监事履行职责时产生的必要费用，由基金会承担。

The TJS Foundation shall reimburse the necessary costs and expense incurred by Directors and Supervisor for the performance of their functions and duties.

## 第四章 财产的筹集和管理使用

### Section IV Management and Use of Assets

第二十七条 基金会的慈善财产的来源渠道包括：

Article 27 The TJS Foundation's charitable assets come from:

(一) 捐赠、资助的创始财产

1) The founding asset (seed money) from donation and fundraising;

(二) 募捐的收入；

2) Incomes from the fundraising;

(三) 自然人、法人或其他组织基于慈善目的，自愿、无偿捐赠的财产；

3) Voluntary donations from entities, other organizations, and individuals for charitable purposes;

(四) 投资收益；

4) Investment returns;

(五) 政府补贴；及

5) Government subsidies; and

(六) 其他合法收入等。

6) Other legitimate income.

第二十八条 本基金会接受捐赠、开展募捐，应当遵守法律法规和政策等有关规定，符合章程规定的宗旨和业务范围。

Article 28 The TJS Foundation shall accept donations and raise funds in accordance with applicable laws, regulations and policies, for the missions and purposes within the scope of activities set forth in these Articles.

第二十九条 基金会接受捐赠的财产应当是捐赠人有权处分的合法财产，包括货币、实物、房屋、有价证券、股权、知识产权等有形和无形财产。

Article 29 The property donated to the TJS Foundation shall be legal property which the donors are entitled to dispose of, including tangible or intangible property, such as money, physical objects, real estate, securities, stock rights, and intellectual property rights.



基金会接受捐赠的实物应当具有使用价值，符合安全、卫生、环保等标准。接受捐赠的实物不宜储存、运输或者难以直接用于慈善目的的，本基金会可以依法拍卖或者变卖，所得收入扣除必要费用后，应当全部用于慈善目的。

Donated physical objects accepted by the TJS Foundation shall have use value and meet the standards for safety, health, environmental protection, etc. Where donated physical objects are not suitable for storage or transportation or are difficult to be directly used for charitable purposes, the TJS Foundation may auction or sell them off in accordance with the laws, and the proceeds therefrom, after the deduction of necessary expenses, shall be entirely used for charitable purposes.

第三十条 基金会接受捐赠，应当向捐赠人开具由财政部门统一监（印）制的捐赠票据。

Article 30 The TJS Foundation shall, after accepting donations, issue to the donors the donation receipt uniformly printed by, or printed under the supervision of, the financial authority.

第三十一条 基金会接受捐赠，捐赠人要求签订书面捐赠协议的，基金会应当与捐赠人签订书面捐赠协议。

Article 31 Where the TJS Foundation accepts donations and the donors request to sign a written donation agreement, the TJS Foundation shall sign a written donation agreement with the donors.

第三十二条 基金会接受捐赠，捐赠人不得指定捐赠人的利害关系人作为受益人，不得利用慈善捐赠以任何方式宣传法律禁止宣传的产品和事项。

Article 32 Where the TJS Foundation accepts donations, the donor shall not designate an interested person of the donor as the beneficiary, and shall not take advantage of charitable donations to promote in any way the products and matters prohibited from promotion by laws.

第三十三条 基金会接受捐赠不受捐赠人地域限制；涉及境外非政府组织捐赠的，按国家有关规定执行。

Article 33 Acceptance of donations by the TJS Foundation shall not be restricted due to the donor's regions; the donations involved with overseas NGOs are subject to relevant provisions.

第三十四条 基金会应当及时主动向查询、复制其捐赠财产管理使用有关资料的捐赠人反馈有关情况。

Article 34 The TJS Foundation shall provide the donors with relevant feedback information in a timely and active manner when the donors inquire about and request to copy relevant materials for the management and use of donated properties.

第三十五条 基金会可以开展定向募捐。

Article 35 The TJS Foundation may carry out the fundraising activities with the targeted group.

(一) 本基金会开展定向募捐，应当在发起人、理事会成员等特定对象的范围内进行，并向募捐对象说明募捐目的、募得款物用途等事项。

1) To carry out the fundraising activities with the targeted group, the TJS Foundation shall conduct the fundraising activities within the scope of targeted group including the Founder, the Directors, and others, and shall explain to the targeted group the purpose of the fundraising, the use of the funds and properties donated, and etc.

(二) 本基金会可与具有公开募捐资格的慈善组织合作，由该慈善组织开展公开募捐并管理募得款物。

2) The TJS Foundation may cooperate with charitable organizations with the qualifications to raise funds from the public, and the public fundraising activities shall be conducted by such charitable organizations and the funds and properties donated shall be managed by such charitable organizations.

(三) 开展募捐活动，不得摊派或者变相摊派，不得妨碍公共秩序、企业生产经营和居民生活。

3) When conducting fundraising activities, apportioning the donation quota among donation-raising targets or apportioning in disguised shall be prohibited and the activities shall not hinder public order, enterprise production operation, and the normal life of the people.

(四) 禁止任何组织或者个人假冒本基金会开展募捐活动，骗取钱财。

4) No organization or individual shall impersonate the TJS Foundation to carry out fundraising activities for defraudation and swindling.

第三十六条 本基金会为实现财产保值、增值进行投资，应当遵守有关慈善组织财产保值增值的相关规定，遵循合法、安全、有效的原则，投资取得的收益应当全部用于慈善目的。政府资助的财产和捐赠协议约定不得投资的财产，不得用于投资。

Article 36 To make investments so as to ensure the value preservation and appreciation of the properties, the TJS Foundation shall conform to the provisions in relation to the value preservation and appreciation of the properties for charitable organizations, and follow the principles of legality, safety, and effectivity, and the returns from the investment shall be fully used for charitable purposes. The properties funded by the government or the properties prohibited from investment under the donation agreements shall not be used for investment.

第三十七条 本基金会的财产应当根据章程和捐赠协议的规定用于慈善目的；不得在发起人、捐赠人以及基金会成员中分配，但不包括必要的合理薪酬支出。

Article 37 The TJS Foundation's properties shall be used for the charitable purposes in accordance with these Articles and the donation agreements; the TJS Foundation's properties shall not be distributed among the Founder, the donors, and the members of the TJS Foundation, except the necessary reasonable remuneration.

任何组织和个人不得私分、挪用、截留或者侵占本基金会的财产。

No organization or individual shall have the right to privately divide, appropriate, hold back, or embezzle the properties of the TJS Foundation.

第三十八条 基金会开展公益慈善活动，应当依照法律法规和政策及本章程的规定，按照募捐方案或者捐赠协议使用捐赠财产。基金会确需变更募捐方案规定的捐赠财产用途的，须经全体理事三分之二以上表决通过，报业务主管单位审查同意并登记管理机关备案；确需变更捐赠协议约定的捐赠财产用途的，应当征得捐赠人同意。

Article 38 To carry out charitable activities, the TJS Foundation shall follow the provisions of laws, regulations, policies, and these Articles, and use the donated properties in accordance with the donation plans and donation agreements. To change the use of the donated properties as prescribed in the donation plans as necessary, the approval of more than two thirds of all Directors is required, and the change shall be reported to the professional supervisory authority for review and approval and the registration and administrative authority for record; to change the use of the donated properties as agreed in the donation agreements as necessary, the consents of the donors are required.

第三十九条 基金会应当积极开展慈善活动，充分、高效运用慈善财产，并遵循管理费用最必要原则，厉行节约，减少不必要的开支。

Article 39 The TJS Foundation shall proactively implement charitable activities, fully and efficiently use of charity assets, and follow the minimum necessary overheads principle to reduce unnecessary expenditures.

基金会慈善活动年度支出和管理费用标准，按照民政部《关于慈善组织开展慈善活动年度支出和管理费用的规定》（民发〔2016〕189号）执行。The TJS Foundation's annual expenditures and overheads for charitable activities shall meet the specific criteria specified in the Provisions on Annual Expenditures and Overheads for Charitable Activities Carried out by Charities (Min Fa (2016) No. 189).

第四十条 基金会开展慈善信托活动应当按照《中华人民共和国慈善法》和《中华人民共和国信托法》的有关规定执行。

Article 40 When conducting charitable trust activities, the TJS Foundation shall act in accordance with the *Charity Law of the PRC* and the *Trust Law of the PRC*.

第四十一条 基金会应当依法进行税务登记，严格遵守依法纳税和免税申报等相关制度。

Article 41 The TJS Foundation shall conduct tax registration in accordance with laws and strictly abide by the relevant systems for tax payment and tax exemption declaration in accordance with laws.

第四十二条 基金会应当加强资金监管，严格执行国家统一的财务会计制度和票据管理使用制度，依法进行财务会计核算和票据管理使用，建立健全内控管理机制和监督制度，并接受政府有关部门的监督管理。

Article 42 The TJS Foundation shall strengthen funds regulation, strictly implement the uniform national financial accounting system and the vouchers management and use system, carry out the financial accounting and voucher management and use in accordance with laws, establish and improve the internal control management mechanism and supervision system, and accept the supervision and administration of relevant governmental departments.

第四十三条 基金会会计工作应当由专业资格的会计人员完成，会计不得兼出纳，会计人员变动时必须与接管人员办清交接手续。

Article 43 The TJS 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.

第四十四条 基金会应当加强财务会计档案管理，确保档案妥善保管、有效存放、方便查阅。

Article 44 The TJS Foundation shall strengthen management of financial and accounting files, and ensure that files are in safekeeping, stored effectively, and easy for access.

第四十五条 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 45 The TJS Foundation's fiscal year is from January 1 to December 31 in the same calendar year; and the Board shall review the following issues before March 31 each fiscal year:

（一） 上年度业务报告及经费收支决算；

1) Business reports and final accounting of revenues and expenditures for the previous year;

（二） 本年度业务计划及经费收支预算； 和

2) Business plans and budget of revenues and expenditures for the current year; and

（三） 财产清册。

3) Inventory of property.

## 第五章 项目管理

### Section V Management of Charity Projects

第四十六条 基金会应当根据基金会宗旨和章程的有关规定合理设计公益慈善项目，建立健全项目的决策、执行、监督机制，对项目的立项、审查、执行、跟踪、控制、评估等环节按照透明、规范、高效的要求，实施项目管理，优化实施流程，降低运行成本，提高公益慈善财产使用效益。

Article 46 The TJS Foundation shall design charity projects reasonably in accordance with its mission and these Articles, establish and improve a solid decision-making, implementation, and supervision mechanisms of charity projects, put forward transparent, standardized and effective requirements for the approval, review, implementation, tracking, control, and evaluation of charity projects, perform

project management, optimize the implementation process, reduce operating costs, and improve the efficiency of charitable assets.

第四十七条 基金会应当按照公开、公平、公正的原则确定慈善受益人，不得指定本基金会 管理人员的利害关系人作为受益人。

Article 47 The TJS Foundation shall designate the beneficiaries of its charity projects under the principles of openness, fairness, and impartiality. The interested parties of the management personnel at the TJS Foundation shall not become beneficiaries.

第四十八条 基金会根据需要可以与受益人签订协议，明确双方权利义务，约定资助财产的用途、数额和使用方式等内容并对协议执行情况进行监督。

Article 48 Where necessary, the TJS Foundation may enter into an agreement with the beneficiary to specify the rights and obligations of both parties, agree on the purpose, the amount, and the method of use of the sponsored property, and supervise the implementation of the agreement.

第四十九条 符合以下条件之一的基金会公益项目活动，应当接受注册会计师审计：

Article 49 The public welfare projects of the TJS Foundation in any of the following conditions shall be audited by a certified public accountant:

1. 当年该项目的捐赠收入占本基金会当年捐赠总收入的五分之一以上且金额超过五十万元的；
  - 1) Donation income of the project in the current year accounts for more than one fifth of the total donation income of the TJS Foundation and the amount exceeds RMB500, 000;
2. 当年该项目的支出占本基金会当年总支出的五分之一以上且金额超过五十万元的；
  - 2) The expenditure of the project in the current year accounts for more than one fifth of the total expenditure of the TJS Foundation and the amount exceeds RMB500, 000;
3. 持续时间超过三年的。
  - 3) The project lasts for more than three years; or
4. 登记管理机关要求进行专项审计的其他活动。
  - 4) Other activities for which the registration and administrative authority requires special audit.

第五十条 基金会应当建立公益慈善项目档案，做好项目资料的建档归档工作，保存项目的完整信息。

Article 50 The TJS Foundation shall establish files of charity projects, create and keep full documentation, and file and store complete information of charity projects.

## 第六章 内部制度建设

### Section VI Internal System Establishment

第五十一条 基金会应当建立健全内部管理制度，依照有关法律法规、政策以及《天津市社会组织法人治理结构准则》（DB12T 628-2016）、《天津市社会团体管理局关于印发〈天津市基金会内部管理基本制度指引〉的通知》（津社字〔2015〕32号）和本章程，系统制定具体的党建工作制度、重大事项报告制度、信息公开制度、财产管理使用制度、捐赠票据管理制度、项目管理制度、专项基金管理制度、档案管理制度、证书印章管理制度、人事管理制度、人员薪酬制度以及诚信自律准则等制度规范，将所有分支机构、代表机构、专项基金及各项业务活动纳入统一管理，并结合实际适时更新修订内部制度，不断加强内部治理和规范化建设，提升依法自主水平。

Article 51 The TJS Foundation shall establish and improve their internal management systems, and shall, in accordance with the relevant laws, regulations, policies, the *Guidelines of Tianjin Municipality on the Corporate Governance of Social Organizations Legal Person* (DB12T 628-2016), the *Notice of the Tianjin Administration for Social Organizations on Issuing the Guidelines of Tianjin Municipality on the Basic Internal Management System for Foundations* (Jin She Zi [2015] No.32), and these Articles, systematically formulate systems and norms including the detailed Party building work system, the major event reporting system, the information disclosure system, the property management and use system, the donation receipt management system, the project management system, the special fund management system, the file management system, the certificate and seal management system, the personnel management system, the personnel remuneration system, and the integrity and self-discipline principles, manage all branches, representative offices, special funds, and various business activities in a unified manner, update and revise internal systems at appropriate timings integrating the practice, continuously strengthen the development of internal governance and standardization, and raise the level of law-based self-governance.

第五十二条 本基金会内部管理制度须经全体理事四分之三以上表决通过方为有效。

Article 52 The internal management systems of the TJS Foundation shall be approved by more than three-fourths of all the Directors by voting.

第五十三条 基金会的内部制度，应当在登记管理机关指定的媒体或者本组织网站等其他便于社会公众查询的媒体上予以公开。

Article 53 The internal systems of the TJS Foundation shall be publicized at the media designated by the registration and administrative authority or other media which are convenient for the public to conduct inquiry, including the website of the TJS Foundation.

## 第七章 终止和剩余财产处理

### Section VII Termination and Disposal of Residual Assets

第五十四条 基金会有以下情形之一，应当终止：

Article 54 The TJS Foundation shall be terminated under one of the following circumstances:

(一) 完成章程规定的宗旨的；

1) Completion of the purposes under these Articles;

(二) 无法按照章程规定的宗旨继续从事公益慈善活动的，或连续二年未从事公益慈善活动的；

2) Inability to continue charitable activities in accordance with the purposes as prescribed in these Articles, or not carrying out charitable activities for two consecutive years;

(三) 因分立、合并需要终止的；

3) Termination caused by the division or merger of the TJS Foundation;

(四) 依法被撤销登记或者吊销登记证书的；

4) The license being revoked or repealed;

(五) 法律、行政法规规定应当终止的其他情形。



- 5) Other circumstances that the foundation should be terminated in accordance with applicable laws and rules.

第五十五条 理事会应当在终止情形出现之日起三十日内成立清算组进行清算，并向社会公告。清算期间不得开展清算以外的活动。

Article 55 The Board shall, within 30 days upon the occurrence of any of the circumstances for termination, set up a liquidation team to conduct liquidation, and issue an announcement thereon to the public. During the liquidation, no activities other than the liquidation shall be conducted.

基金会应当自清算结束后十五日内，经理事会表决，报经业务主管单位审查同意后，向登记管理机关申请注销登记。

Within 15 days after the liquidation is finished, the termination of the TJS Foundation shall be submitted to professional supervisory authority for approval after the Board has approved by voting, and then the TJS Foundation shall file an application to registration and administrative authority for deregistration.

第五十六条 本基金会清算后的剩余财产，应当在登记管理机关的监督下，转给宗旨相同或者相似的慈善组织名称。

Article 56 The residual assets of the TJS Foundation shall be distributed to charitable organizations that have the same nature and purposes as the TJS Foundation under the supervision of the registration and administrative authority.

第五十七条 基金会自登记管理机关发出注销登记证明文件之日起，即为终止。

Article 57 The TJS Foundation is legally terminated upon the deregistration certificate issued by the registration and administrative authority.

## 第八章 附 则

### Section VIII Supplementary Provisions

第五十八条 本章程未尽事宜或与法律法规和政策的有关规定不一致的，按有关规定执行。

Article 58 If any matters are not prescribed in these Articles or there are contradictions of these Articles to relevant provisions in the laws, regulations, and policies, the relevant provisions of the laws, regulations, and policies shall prevail.

第五十九条 本章程由本基金会理事会负责解释。

Article 59 The Board reserves the right of interpretation of these Articles.

第六十条 本章程的修改，须在理事会表决通过后十五日内，报业务主管单位审查同意。经业务主管单位审查同意后报登记管理机关核准。

Article 60 The amendment to these Articles shall be submitted to the professional supervisory authority for reviewed and consent within 15 days after the Board has approved by voting. After approval by the professional supervisory authority, the amendment shall be submitted to the registration and administrative authority for approval.

第六十一条 本章程以中英文书写，具有同样的法律效力。

Article 61 These Articles are made in English and Chinese. Both languages have the same effects.

第六十二条 本章程经\_\_\_\_年\_\_\_\_月\_\_\_\_日第一届第五次理事会会议表决通过，经登记管理机关\_\_\_\_年\_\_\_\_月\_\_\_\_日核准生效。

Article 62 These Articles have been approved on [fifth] meeting of the [first] Board on [\*\*], and come into effect upon approval by the registration and administrative authority on [\*\*].

天津茱莉亚学院教育发展基金会

Tianjin Juilliard School Education Development Foundation

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兹证明，本章程由以下签字理事于 2022 年\_\_月\_\_日签署。

IN WITNESS WHEREOF the undersigned Directors have caused these Articles to be executed as of \_\_\_\_\_, 2022.

By/签字人: \_\_\_\_\_ By/签字人: \_\_\_\_\_

Name/姓名: \_\_\_\_\_ Name/姓名: \_\_\_\_\_

Title/职位: \_\_\_\_\_ Title/职位: \_\_\_\_\_

By/签字人: \_\_\_\_\_ By/签字人: \_\_\_\_\_

Name/姓名: \_\_\_\_\_ Name/姓名: \_\_\_\_\_

Title/职位: \_\_\_\_\_ Title/职位: \_\_\_\_\_

By/签字人: \_\_\_\_\_ By/签字人: \_\_\_\_\_

Name/姓名: \_\_\_\_\_ Name/姓名: \_\_\_\_\_

Title/职位: \_\_\_\_\_ Title/职位: \_\_\_\_\_

By/签字人: \_\_\_\_\_

Name/姓名: \_\_\_\_\_

Title/职位: \_\_\_\_\_