

天津茱莉亚学院教育发展基金会理事会制度

(第一届理事会第五次会议通过)

Tianjin Juilliard School Education Development Foundation Board of Directors Policy

(Approved on the 5th meeting of the 1st Board of the TJS Foundation)

第一章 总 则

Section I General Provisions

第一条 为规范天津茱莉亚学院教育发展基金会(以下简称:“**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《基金会管理条例》、《关于规范基金会行为的若干规定》(试行)等规定和本基金会章程,结合实际,制定《天津茱莉亚学院教育发展基金会理事会制度》(以下简称“**本制度**”)。

Article 1 In order to standardize the Board of Directors of the Tianjin Juilliard School Education Development Foundation (hereinafter referred to as the "**TJS Foundation**") in the regard of formation, decision-making procedures and management behaviour, and to ensure that the Board of Directors exercises its powers and duties in accordance with law, the Policy of Board of Director of Tianjin Juilliard School Education Development Foundation (hereinafter referred to as this "**Policy**"), with consideration of actual situation, is formulated in accordance with the *Regulations on Foundation Administration*, the *Circular of the Ministry of Civil Affairs on Issuing Several Provisions on Regulating the Conduct of Foundations (Trial Implementation)*, as well as other regulations and Articles of Association of the Foundation.

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

Article 2 The TJS Foundation's highest authority is the Board of Directors ("**Board**"), which performs the powers and responsibilities granted by the Articles of Association in accordance with the law and ensures the sustainable development of the TJS Foundation.

第三条 本基金会实行理事会领导下的理事长负责制。

Article 3 The TJS Foundation under the leadership of the Board applies the president taking responsibility.

第二章 理事会

Section 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，任期届满，连选可以连任。

Article 4 The Board of the TJS Foundation consists of 5-25 directors (“Director”). The term of office of a Director is five years, A Director may, if re-elected upon expiration of his/her term of office, serve another term.

第五条 理事会行使下列职权、职责：

Article 5 The Board shall perform the following functions and exercise the following powers:

- (一) 制定、修改本基金会章程；
- (二) 选举、罢免理事长、副理事长、秘书长、理事；
- (三) 决定重大业务活动计划，包括资金的重大筹集、管理和使用计划；
- (四) 审议年度工作计划、年度工作报告、年度收支预算及决算；
- (五) 制定、修改内部管理制度；
- (六) 决定设立、变更、注销办事处分支机构、代表机构；
- (七) 决定由秘书长提名的副秘书长和各机构主要负责人的聘任或解聘；
- (八) 听取、审议秘书长的工作报告，检查秘书长的工作；
- (九) 决定本基金会的分立、合并或终止；
- (十) 决定其他重大事项，履行法律法规，政策及本基金会章程赋予的其他职责。
- (十一) 决定公募资格的申请

- (1) To establish and amend the Articles of Association of the TJS Foundation;
- (2) To elect and remove the Chairperson, Vice Chairperson, Secretary-General, Directors;
- (3) To decide on the major operation plans, including plans of the major fundraising, management, and use of the funds;
- (4) To review and approve the annual working plan, annual work report, and annual budget and final accounts of revenues and expenditures;
- (5) To establish and revise internal management regulations;
- (6) To decide to establish, alter, or deregister offices, branches, and representative offices;
- (7) To decide the appointment and removal of the vice Secretary-general and the persons respectively in charge of units nominated by the Secretary-general;
- (8) To review and examine the work report by Secretary-general and check his/her work;
- (9) To decide on the division, merger or termination of TJS Foundation;
- (10) To decide on other major matters, or to perform other functions and powers granted by laws and regulations, policies, and the Articles of Associations of TJS Foundation.
- (11) To decide on the application of the qualification to raise fund form the public.

第六条 理事的资格：

Article 6 The qualifications of Directors are as follows:

- (一) 具有完全民事行为能力；
- (二) 勤勉尽职，诚实守信；

- (三) 拥护本基金会章程，热心社会公益事业；
- (四) 廉洁奉公，办事高效，愿意承担本基金会规定的义务；
- (五) 在本基金会业务领域内具有一定影响，或为本基金会捐赠资金、项目管理、运作资金等方面做出特殊贡献的单位或个人，可以成为本基金会理事；
- (六) 能够尽职尽责，保障捐赠财产的使用符合捐赠人的意愿和基金会的公益目的，保障基金会财产的安全及保值增值；
- (七) 法律、法规、规章和国家政策规定的其他条件。

- (1) Having full capacity for civil conduct;
- (2) Being diligent and responsible, and honest and trustworthy;
- (3) Fully abide by the Articles of Association of the TJS Foundation, and being enthusiastic about public welfare;
- (4) Being honest and efficient, and willing to carry out the obligations given by the TJS Foundation;
- (5) An entity or individual possessing expertise and influence in the business areas of TJS Foundation, or who have made special contributions to the TJS Foundation in terms of donation of funds, project and funds management etc., may be appointed as the Director of Board;
- (6) Being able to perform due diligence to ensure that the use of donated assets satisfies the wishes of donors and the purposes of the TJS Foundation in terms of public welfare, and ensure the safety, value preservation and appreciation of the TJS Foundation's assets;
- (7) Other qualifications provided by laws, regulations, rules, and policies.

第七条 理事的产生和罢免：

Article 7 Election and removal of Directors:

- (一) 第一届理事由业务主管单位、主要捐赠人、发起人分别提名并共同协商确定；
 - (二) 理事会换届改选时，由业务主管单位、理事会、主要捐赠人、发起人共同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；
 - (三) 罢免、增补理事应当经理事会表决通过，报业务主管单位审查同意；
 - (四) 理事的选举和罢免结果报登记管理机关备案；
 - (五) 相互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；
 - (六) 理事会成员人数低于本基金会章程规定人数的，应当及时补足。
- (1) The Directors of the first Board shall be respectively nominated and approved jointly by the professional supervisory authority, main donors and the Founder;
 - (2) The Directors of the next Board shall be nominated by the current Board, the Founder, major donors and the professional authority, and elected by the current Board in accordance with the election procedures to form the next Board;
 - (3) The removal and addition of a Director shall be subject to the approval of the Board through a vote, and submitted to professional supervisory authority for review and approval;
 - (4) The election or removal of a Director shall be submitted to the registration and administrative authority for record in time;
 - (5) The Directors who are close relatives to each other shall not be more than one third of the all Directors;

(6) When the number of Director is lower than the number prescribed by the Articles of Association of the TJS Foundation, new Director(s) should be added timely.

第八条 理事行使下列权利:

Article 8 The rights of a Director are as follows:

- (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;
 - (二) 参加本基金会的内部事务管理和活动。对基金会内部管理事务, 具有批评权、建议权、监督权, 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;
 - (三) 向理事会提出议案;
 - (四) 提议召开临时会议或特别会议。
- (1) Fully express opinions at meetings of the Board, exercise the right to vote on voting matters, and to elect, to be elected on election matters;
 - (2) To attend the internal activities of the TJS Foundation. To criticize, suggest, and supervise the internal activities of the TJS Foundation, to access to the documents of the Board, the financial and accounting statements of the TJS Foundation, to question and request explanations;
 - (3) To make suggestion to the Board;
 - (d) To Propose to convene interim or special meetings.

第九条 理事应履行下列义务:

Article 9 The obligations of a Directors are as follows:

- (一) 贯彻基金会宗旨, 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;
 - (二) 认真审阅本基金会的财务报告, 谨慎决策重大业务活动计划, 积极为基金会的发展提出意见和建议;
 - (三) 完成本基金会交办的任务;
 - (四) 执行本基金会章程和理事会要求的其他职责。
- (1) To perform the purpose of the TJS Foundation, comply with the Articles of Association of the TJS Foundation, carry out the resolutions of the Board, faithfully perform duties, protect the legitimate rights and interests of the TJS Foundation. May not make use of the authority of the TJS Foundation to seek personal interests, embezzle or misappropriate transfer the assets of the TJS Foundation. May not engage in any activities that harm the interests of the TJS Foundation;
 - (2) To Carefully review the financial reports of the TJS Foundation, prudently make decisions on major activity plans, and actively provide suggestions on the development of the TJS Foundation;
 - (3) To undertake affairs assigned by the TJS Foundation;
 - (4) To perform other duties required by the Articles of Association of the TJS Foundation and the Board.

第十条 理事会换届之前，应当进行换届审计。

Article 10 When a new Board is to be formed through election, the audits shall be conducted on the current Directors.

第三章 理事会领导机构

Section III The Leading Group of the Board

第十一条 理事会领导机构由理事长、副理事长、秘书长组成，由理事会从理事中选举产生。

Article 11 The leading group of the Board shall be composed as a Chairperson, Vice Chairperson, a Secretary-General that are elected from the Directors of the Board.

第十二条 基金会理事长、副理事长、秘书长必须符合以下条件：

Article 12 The Chairperson, Vice Chairperson, and Secretary-General shall have the following qualifications:

- (一) 在本基金会业务领域内有较大影响；
 - (二) 身体健康，能够坚持正常工作；
 - (三) 理事长、副理事长、秘书长最高任职年龄不超过七十周岁，秘书长为专职；
 - (四) 具有完全民事行为能力。
- (1) Having expertise and influence in the business areas of the TJS Foundation;
- (2) Healthy and able to work;
- (3) The maximum age of shall not exceed 70 years old, and the Secretary-General shall be full-time;
- (4) Having full capacity for civil conduct.

第十三条 有下列情形之一的，不能担任本基金会的理事长、副理事长、秘书长：

Article 13 The person who is under any of the following circumstances cannot serve as the Chairperson, Vice Chairperson, Secretary-General of the TJS Foundation:

- (一) 无民事行为能力或者限制民事行为能力的；
 - (二) 属于现职国家工作人员的；
 - (三) 因犯罪被判管制、拘役或者有期徒刑等刑罚，自刑罚执行完毕之日起未逾 5 年的；
 - (四) 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；
 - (五) 在被吊销登记证书或者被取缔的组织担任负责人，自该组织被吊销登记证书或者被取缔之日起未逾 5 年的；
 - (六) 法律、行政法规规定的其他情形。
- (1) Lacking or having limited capacity for civil conduct;
- (2) Incumbent government officials;
- (3) The completion of a criminal punishment such as surveillance, detention, or fixed-term imprisonment has not exceeded 5 years;
- (4) Those who is during the execution period of a sentence of deprivation of political rights for a crime, or has been sentenced to deprivation of political rights;

- (5) Those who served as a responsible person in an organization of which the certificate has been revoked or banned, since which the 5 years have not elapsed;
- (6) Other circumstances stipulated by laws and administrative regulations.

第十四条 本基金会的理事长、副理事长、秘书长每届任期 5 年，连任不超过两届。因特殊情况需超届连任的，须经理事会特殊程序表决通过，报业务主管单位审查并经登记管理机关批准同意后，方可任职。

遵守上述规定同时，涉及天津市社会组织党建工作机构审核社会组织负责人事项，按天津市有关规定执行。

Article 14 The term of office for a Chairperson, Vice Chairperson, Secretary-General of the TJS Foundation is five years, 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 administration authority, the term can be validly extended.

While complying with the above provisions, matters involving the review of responsible persons of social organizations by the party building work body of Tianjin Municipal Social Organizations are to be implemented in accordance with the relevant provisions of Tianjin Municipality.

第十五条 担任本基金会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 15 Residents of Hong Kong, Macao or Taiwan and foreigners who serve as vice presidents or secretary-general of the TJS Foundation shall reside in the mainland of China for at least of 3 months per year.

第十六条 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。

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》和本基金会章程的行为，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。

Article 16 The Chairperson is as the legal representative of the TJS Foundation. The legal representative of the TJS Foundation shall not be the legal representative of other organizations concurrently; the legal representative of the TJS Foundation shall be a resident of mainland China.

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 the Articles of Association of the TJS Foundation, 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.

第十七条 基金会更换法定代表人之前，要进行离任审计。

Article 17 Before the legal representative leave his or her position, the off-office auditing shall be conducted.

第十八条 理事长行使下列职权：

Article 18 The functions of the Chairperson are as follows:

- (一) 召集和主持理事会会议；
- (二) 检查理事会决议的落实情况；
- (三) 代表本基金会签署重要文件；
- (四) 法律法规、政策以及本基金会章程规定或理事会授予的其他职权；
- (五) 依照有关规定述职。

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：

- (一) 主持开展日常工作，组织实施理事会决议；
- (二) 组织实施基金会年度公益活动计划；
- (三) 拟订资金的筹集、管理和使用计划，报理事会审批；
- (四) 拟订基金会的内部管理制度，报理事会审批；
- (五) 协调各机构开展工作；
- (六) 提议聘任或解聘副秘书长以及财务负责人，由理事会决定；
- (七) 提议聘任或解聘各机构主要负责人，由理事会决定；
- (八) 决定各机构专职工作人员聘用或辞退；
- (九) 本基金会章程和理事会赋予的其他职权。

- (1) Convenes and presides over Board meetings;
- (2) Monitors the implementation of Board resolutions;
- (3) Signs important documents on behalf of the TJS Foundation;
- (4) Performs other functions and powers granted by laws, regulations, policies, the Articles of Association of the TJS Foundation, and the Board;
- (5) Reports in according with related rules.

The Vice Chairperson and Secretary-General of the TJS Foundation shall work under the leadership of the Chairperson. The Secretary-General shall perform the following functions:

- (1) Takes charge of the routine work and organizes the implementation of Board resolutions;
- (2) Organizes and implementation of the TJS Foundation's annual plans;
- (3) Drafts plans of fundraising and the management and use of the funds for the TJS Foundation, and submits them to the Board for approval;
- (4) Drafts the TJS Foundation's internal management regulations and submits them to the Board for approval;
- (5) Coordinates the work of all units;
- (6) Proposes appointment or dismissal of the vice secretary-general and financial officer and submits these to the Board for approval;
- (7) Proposes the appointment or dismissal of the persons in charge of all units and submits these to the Board for approval;
- (8) Decides the employment of full-time staff in all units;
- (9) Performs other functions and powers conferred by the Articles of Association of the TJS Foundation and the Board.

第四章 理事会会议

Section IV Board Meetings

第十九条 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。由 1/3 理事提议的，必须召开理事会会议。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。

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。

召开理事会会议，应当事先向登记管理机关报备，理事长或召集人需至少提前 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。

Article 19 The Board of Directors shall convene at least two Board meetings (“ **Board Meeting** ”) annually. The Chairperson shall convene and preside over the Board Meetings. In the event of a proposal by at least one-third of all Directors, a Board Meeting must be convened. If the Chairperson is unable 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.

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.

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 Meeting to be held shall be reported to the registration and administration 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 Directors.

第二十条 理事会会议须有 2/3 以上理事出席方能召开，理事会决议须经出席理事过半数通过方为有效。

Article 20 The quorum of a Board Meeting shall be more than the two-third of all Directors; and the resolutions shall be approved by a majority of the Directors present.

下列重要事项的决议，须经出席理事表决，2/3 以上通过方为有效：

- （一）本基金会章程的修改；
- （二）选举或者罢免理事长、副理事长、秘书长；

- (三) 重大筹集、重大投资和资产管理与使用计划、公益项目计划安排;
- (四) 基金会的分立、合并;
- (五) 基金会的终止
- (六) 设定和管理内部组织机构, 制定管理制度。

Resolutions on the following major matters shall be approved by more than two-thirds of all Directors:

- (1) Amendments to the Articles of Association of the TJS Foundation;
- (2) Election or removal the Chairperson, Vice Chairperson, Secretary-General;
- (3) Major fundraising, major investment and asset management and use plans, and public interest project arrangements;
- (4) The division or merger of the TJS Foundation;
- (5) The termination of the TJS Foundation.
- (6) Establishing and managing all internal units, and formulating the management regulations.

第二十一条 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、法规或本基金会章程规定, 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。

Article 21 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 Article of Association of TJS Foundation, and cause 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.

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, 不得参与相关事项的决策。基金会理事及其近亲属不得与本基金会有任何交易行为。

Article 22 When a Director encounters a personal interest related to the interest of the TJS Foundation, he or she shall not participate in the decision-making of such relevant matters. The Directors and their close relatives shall not enter into any transactions with the TJS Foundation.

第五章 理事会议案及决议执行

Section V Implementation of the Board Resolutions

第二十三条 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 3 个工作日, 以书面方式递交秘书长。

Article 23 Proposals submitted by the Directors to the Board shall be generally submitted in writing to the Secretary-General at least 3 working days in prior to the convening of the Board Meeting.

第二十四条 理事会决议执行落实情况定期向理事会报告。

Article 24 The implementation of resolutions of the Board shall be reported to the Board on a regular basis.

第六章 附 则

Section VI Supplementary Provisions

第二十五条 本制度以中英文两种语言书写。如中英文版本产生歧义，以中文版为准。

Article 25 This Policy is made in Chinese and English. In the event of a conflict between the two versions, the Chinese version prevails.

第二十六条 本制度未尽事宜或与有关规定不一致的，按有关规定执行。

Article 26 If any matters are not prescribed in this Policy or there are contradictions of this Policy to relevant provisions in the laws, regulations, and policies, the relevant provisions of the laws, regulations, and policies shall prevail.

第二十七条 本制度由天津茱莉亚学院教育发展基金会理事会负责解释。

Article 27 The TJS Foundation's Board of Director reserves the right of the final interpretation of this Policy.

第二十八条 本制度自天津茱莉亚学院教育发展基金会理事会审议通过后生效。

Article 28 This Policy comes into effect upon approval by the TJS Foundation's Board of Directors.