

(Translation)

University of Macau Development Foundation

Charter

Chapter I General Provisions

Article 1 Name

The name of the Foundation is “澳門大學發展基金會” in Chinese, “Fundação para o Desenvolvimento da Universidade de Macau” in Portuguese and “University of Macau Development Foundation” in English, hereinafter referred to as “the Foundation”.

Article 2 Nature

The Foundation is a non-profit making foundation committed to social interests and set up in line with the Civil Code. It is based on its assets and is subject to this Charter and applicable laws of Macao.

Article 3 Duration and Location

The Foundation, whose office is situated at the University of Macau, Av. Padre Tomás Pereira, Taipa, Macao, has no limit of duration. It may establish offices or other forms of representation in such places that are considered to be adequate.

Article 4 Aims

As a non-profit making organization, the Foundation is aimed at supporting and promoting the University of Macau (hereinafter referred to as UM), to attain its academic and educational goals, helping the UM increase its competitiveness locally and internationally, and creating all necessary and favorable conditions for such purposes.

Article 5 Activities

In order to achieve its aims and in accordance with the law, the Foundation:

- (1) Receives grants, gifts, legacies, bequests or donations, with terms and liabilities compatible with its aims;
- (2) Provides funding for the UM to carry out activities and projects that conform to the Foundation's aims, promoting and enhancing teaching and research activities in the UM, especially giving priority to those specified by the donors referred to in the item above;
- (3) Encourages and promotes development of academic resources from inside and outside the Macao Special Administrative Region in order to carry out activities that conform to the Foundation's aims;
- (4) Assist individuals and organizations who are connected to the UM in applying for support in academic or research areas from other entities;
- (5) In order to achieve the Foundation's aims, it makes stable and low-risk investments with reasonable return rates by using its resources.

Chapter II Financial and Assets Regime

Article 6 Assets

The assets of the Foundation include:

- (1) Contributions amounting to MOP 5,000,000, received upon the Foundation's establishment;
- (2) Any assets, rights and obligations the Foundation receives or obtains during the performance of its activities.

Article 7 Resources

The resources of the Foundation include:

- (1) Contributions received upon the Foundation's establishment;
- (2) Any donations from the Government of the Macao Special Administrative Region, as well as from public and private legal persons and natural persons from inside and outside the Region;
- (3) Incomes from the investments made according to Sub-item 5 of Article 5 of this Charter;
- (4) Movable and immovable property obtained on a paid or unpaid basis or by other means.

Article 8 Financial Regime

1. The Foundation enjoys financial autonomy and its financial regime is subject to the current laws of the Macao SAR.
2. Upon termination of the Foundation, its assets shall belong to the UM.

Chapter III Organizational Structure

Article 9 Organs

1. The organs of the Foundation are:

- (1) Trustees Committee;
- (2) Executive Committee;
- (3) Fiscal Committee.

2. While not affecting the powers and functions of the organs referred to in the item above, the Foundation may establish other consultative groups according to actual needs, whose establishment, composition and operations are subject to this Charter and the internal regulations.

3. The Foundation may establish technical support units according to actual needs, whose establishment, composition and operations are subject to this Charter and the internal regulations.

Article 10 Composition of the Trustees Committee

1. The Trustees Committee shall consist of an odd number of members that ranges from five to eleven. The members of the first Trustees Committee shall be recommended by the founder(s) of the Foundation.

2. The term of service for the members of the Trustees Committee is normally three years and is renewable. For by-election or at the expiration of the term of service, the incumbent Trustees Committee or the one which term of service is expiring shall appoint members that have been recommended by the competent entity(ies) as stipulated in the internal regulations of the Foundation.

3. The Trustees Committees shall elect a Chair and a Vice Chair from its members. The Chair may delegate his/her powers to the Vice Chair.

4. The work of the members of the Trustees Committee is not compensated but they are entitled to a presence subsidy which is determined by the Trustees Committee.

5. The Trustees Committee may establish sub-committees when necessary, whose establishment, composition and operations are subject to the internal regulations.

Article 11
Termination of Service for Members of the Trustees Committee

1. The Trustees Committee may terminate the service of a member thereof on the grounds of conduct which affects the reputation of the Foundation or obvious negligence of responsibilities vested by the Foundation, which requires approval by at least two third of its members in a secret ballot.
2. A member of the Trustees Committee may tender his/her resignation in writing to the Chair of the Trustees Committee.

Article 12
Operation of the Trustees Committee

1. The Trustees Committee shall hold at least two ordinary plenary meetings each year. Extraordinary meetings shall be convened by the Chair as requested by him/herself, or by one-third of its members, or by the Executive Committee.
2. The quorum for the holding of a plenary meeting of the Trustees Committee should be more than half of its members. Unless otherwise stipulated by this Charter or by law, resolutions are passed by a majority of votes of its members that are present at the meeting. In case of an equality of votes, the Chair shall have an additional vote besides the one that he/she has cast.
3. The Trustees Committee may invite members of the Executive Committee or the Fiscal Committee to attend its meetings so that they can provide such explanations that the Trustees Committee considers necessary.

Article 13
Powers and Functions of the Trustees Committee

1. The powers and functions of the Trustees Committee are:
 - (1) To safeguard guiding principles of the Foundation, establish its general operation guidelines, internal regulations and investment strategies, and implement its aims;
 - (2) To approve the annual activity plan and budget, as well as the annual work report, financial report and the written opinion of the Fiscal Committee;
 - (3) To revise this Charter according to suggestions of the Executive Committee;
 - (4) To interpret this Charter and change or terminate the Foundation;
 - (5) To make resolutions concerning appointment and removal of the members of the Trustees Committee;
 - (6) To appoint or dismiss the members of the Executive Committee and the Fiscal Committee and establish the conditions regarding their appointment, including the remuneration;
 - (7) To authorize the acceptance of incomes referred to in Sub-item 1 of Article 5;

- (8) To authorize the acquisition, sale or any transfer of movable and immovable property, or for setting liabilities upon it;
- (9) To approve the expenditures of the Foundation, especially those that exceed MOP 500,000;
- (10) To approve requests for funding from legal and natural persons, especially with a value or an amount exceeding MOP 500,000;
- (11) To develop fund-raising activities compatible with the aims of the Foundation;
- (12) To make investment with the resources of the Foundation in line with Sub-item 5 of Article 5;
- (13) To select a trustee institution for investments;
- (14) To give opinion on issues raised by the Executive Committee or the Fiscal Committee;
- (15) To authorize the establishment of offices or other forms of representation outside the Macao Administrative Region;
- (16) Other powers and functions given by law, this Charter and other regulations.

2. The resolution regarding the matter referred to in Sub-items 3 and 4 of Item 1 of this article requires the approval by three-fourths of the votes of the members of the Trustees Committee.

3. The resolution regarding the matters referred to in Sub-items 5 and 6 of Item 1 of this article requires the approval by two-thirds of the votes of the members of the Trustees Committee.

4. The powers regarding the matters referred to in Sub-items from 7 to 14 of Item 1 of this article may be delegated to any member of the Trustees Committee, or to its sub-committee(s) or other organ(s) of the Foundation.

Article 14

Composition of the Executive Committee

1. The Executive Committee is responsible to the Trustees Committee.

2. The Executive Committee shall consist of an odd number of members that ranges from five to seven. The members shall be recommended by the competent entity(ies) as stipulated in the internal regulations of the Foundation and be appointed and dismissed by the Trustees Committee. Their term of service is normally three years, and is renewable.

3. A member of the Trustees Committee may be a member of the Executive Committee concurrently.

4. The Executive Committee shall have a Chair and a Vice Chair, who are appointed by the Trustees Committee from among the members of the Executive Committee. The Chair may delegate his/her powers to the Vice Chair.

5. The members may be appointed on a full-time or part-time basis according to the decision of the Trustees Committee.

6. The work of a member of the Executive Committee may be compensated or not, according to the provisions established by the Trustees Committee.

Article 15 **Operations of the Executive Committee**

1. The Executive Committee shall hold at least four ordinary meetings each year, which shall be convened by the Chair. Extraordinary meetings shall be convened by the Chair when considered necessary by him/herself, or requested by a majority of its members.
2. Resolutions of the Executive Committee are passed by a majority of the votes of its members that are present at the meeting. In case of an equality of votes, the Chair shall have an additional vote besides the one that he/she has cast.

Article 16 **Powers and Functions of the Executive Committee**

1. The Executive Committee is responsible for the management of the Foundation, ensuring its sound functioning and correct execution of its activities, namely:
 - (1) To draft internal regulations governing the organizational structure and the operations of the Foundation and submit them to the Trustees Committee for approval;
 - (2) To act properly whenever necessary for a good management of the Foundation's assets;
 - (3) To authorize expenditures of the Foundation, with a upper limit of MOP 500,000 for each expenditure;
 - (4) To make acquisition, sale or any transfer of rights, movable and immovable property, or set liabilities upon them, with the acquisition, transfer and setting of liabilities of immovable property being subject to prior approval from the Trustees Committee;
 - (5) To prepare the annual activity plan and budget of the Foundation and submit them to the Trustees Committee for approval;
 - (6) To prepare the annual work report and financial report and submit them to the Trustees Committee for approval;
 - (7) To approve requests for funding from legal and natural persons, with the upper limit of MOP 500,000 in value or amount;
 - (8) To appoint, lead and dismiss the employees of the Foundation;
 - (9) To establish and maintain a system for monitoring the accounts, in order to understand and report accurately and comprehensively on the up-to-date assets and financial situation of the Foundation;
 - (10) To make any acts upon a third party on behalf of the Foundation, or represent the Foundation in court as plaintiff or defendant, and appoint representatives for such purposes;
 - (11) Other powers and functions given by law, this Charter and other regulations.
2. The Chair of the Executive Committee has the power to handle the routine and general clerical affairs and may delegate relevant powers to other persons.

3. The Executive Committee may delegate some of the powers stipulated in Item 1 to its member(s). For this purpose, the restrictions and conditions on how the delegated person(s) will exercise the powers shall be defined in the minutes.

Article 17 **Binding Mechanism**

The Foundation is bound by only those documents and contracts that are signed in any of the following ways:

- (1) By the Chair and any member of the Executive Committee; or
- (2) By the Vice Chair and any member of the Executive Committee.

Article 18 **Composition of the Fiscal Committee**

1. The Fiscal Committee shall consist of an odd number of members that ranges from three to five. The members shall be recommended by the competent entity(ies) as stipulated in the internal regulations of the Foundation and be appointed and dismissed by the Trustees Committee.

2. The term of service for the Fiscal Committee members is normally three year and is renewable.

3. The Trustees Committee shall appoint a Chair from among the members of the Fiscal Committee.

Article 19 **Operations of the Fiscal Committee**

1. The Fiscal Committee shall hold at least one ordinary meeting every six months. Extraordinary meetings shall be convened by the Chair when considered necessary by him/herself, or when requested by any of its members.

2. Resolutions of the Fiscal Committee are passed by a majority of votes of its members that are present at the meeting. In case of an equality of votes, the Chair shall have an additional vote besides the one that he/she has cast.

3. The work of a member of the Fiscal Committee may be compensated or not, according to the provisions established by the Trustees Committee.

Article 20 **Powers and Functions of the Fiscal Committee**

The Fiscal Committee has the following powers and functions, apart from those stipulated by law:

- (1) To give opinions on the reports and annual accounts of exercise submitted by the Executive Committee to the Trustees Committee;
- (2) To monitor the financial position of the Foundation;
- (3) To support the Executive Committee, especially in the assets management of the Foundation.

Chapter IV Final Provisions

Article 21 Honorable Patron, Honorary Patron and Honorary Advisor

The Foundation may invite persons who have made enormous contributions to the society and given substantial support to the Foundation to be Honorable Patron, Honorary Patron or Honorary Advisor thereof.

Article 22 Temporary Provisions

Prior to the appointment by the Foundation of the members of the various organs, the founder(s) of the Foundation shall have all the powers given in this Charter and shall be responsible for appointing the members of the first Trustees Committee.

Article 23 Miscellaneous Provisions

Issues not covered by this Charter shall be dealt with in accordance with the current laws of Macao.