

# Form 1023 Checklist

(Revised June 2006)

## Application for Recognition of Exemption under Section 501(c)(3) of the Internal Revenue Code

**Note.** Retain a copy of the completed Form 1023 in your permanent records. Refer to the General Instructions regarding Public Inspection of approved applications.

**Check each box to finish your application (Form 1023). Send this completed Checklist with your filled-in application. If you have not answered all the items below, your application may be returned to you as incomplete.**

- ☒ Assemble the application and materials in this order:
- Form 1023 Checklist
  - Form 2848, *Power of Attorney and Declaration of Representative* (if filing)
  - Form 8821, *Tax Information Authorization* (if filing)
  - Expedite request (if requesting)
  - Application (Form 1023 and Schedules A through H, as required)
  - Articles of organization
  - Amendments to articles of organization in chronological order
  - Bylaws or other rules of operation and amendments
  - Documentation of nondiscriminatory policy for schools, as required by Schedule B
  - Form 5768, *Election/Revocation of Election by an Eligible Section 501(c)(3) Organization To Make Expenditures To Influence Legislation* (if filing)
  - All other attachments, including explanations, financial data, and printed materials or publications. Label each page with name and EIN.
- ☒ User fee payment placed in envelope on top of checklist. DO NOT STAPLE or otherwise attach your check or money order to your application. Instead, just place it in the envelope.
- ☒ Employer Identification Number (EIN)
- ☒ Completed Parts I through XI of the application, including any requested information and any required Schedules A through H.
- You must provide specific details about your past, present, and planned activities.
  - Generalizations or failure to answer questions in the Form 1023 application will prevent us from recognizing you as tax exempt.
  - Describe your purposes and proposed activities in specific easily understood terms.
  - Financial information should correspond with proposed activities.
- ☒ Schedules. Submit only those schedules that apply to you and check either "Yes" or "No" below.
- |            |                     |            |                     |
|------------|---------------------|------------|---------------------|
| Schedule A | Yes ___ No <u>X</u> | Schedule E | Yes ___ No <u>X</u> |
| Schedule B | Yes ___ No <u>X</u> | Schedule F | Yes ___ No <u>X</u> |
| Schedule C | Yes ___ No <u>X</u> | Schedule G | Yes ___ No <u>X</u> |
| Schedule D | Yes ___ No <u>X</u> | Schedule H | Yes <u>X</u> No ___ |

- ☒ An exact copy of your complete articles of organization (creating document). Absence of the proper purpose and dissolution clauses is the number one reason for delays in the issuance of determination letters.
- Location of Purpose Clause from Part III, line 1 (Page, Article and Paragraph Number) **Pg. 1, Art. II, Para. B**
  - Location of Dissolution Clause from Part III, line 2b or 2c (Page, Article and Paragraph Number) or by operation of state law **Pg. 2, Art. V**
- ☒ Signature of an officer, director, trustee, or other official who is authorized to sign the application.
- Signature at Part XI of Form 1023.
- ☒ Your name on the application must be the same as your legal name as it appears in your articles of organization.

Send completed Form 1023, user fee payment, and all other required information, to:

Internal Revenue Service  
P.O. Box 192  
Covington, KY 41012-0192

If you are using express mail or a delivery service, send Form 1023, user fee payment, and attachments to:

Internal Revenue Service  
201 West Rivercenter Blvd.  
Attn: Extracting Stop 312  
Covington, KY 41011

# Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code

OMB No. 1545-0056

Note: If exempt status is approved, this application will be open for public inspection.

Use the instructions to complete this application and for a definition of all **bold items**. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at [www.irs.gov](http://www.irs.gov) for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I - XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

## Part I Identification of Applicant

1 Full name of organization (exactly as it appears in your organizing document)		2 c/o Name (if applicable)	
The Mr. & Mrs. S.H. Wong Center for the Study of Multinational Corporations			
3 Mailing address (Number and street) (see instructions)		Room/Suite	4 Employer Identification Number (EIN)
1922 Tice Valley Blvd., P.O. Box 2460			46-4326752
City or town, state or country, and ZIP + 4		5 Month the annual accounting period ends (01 - 12)	
Walnut Creek, CA 94595		12	
6 Primary contact (officer, director, trustee, or authorized representative)		b Phone: (650) 492-1110	
a Name: Jean-Marc F. Blanchard		c Fax: (optional)	
7 Are you represented by an authorized representative, such as an attorney or accountant? If Yes, provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative.		<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
8 Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If Yes, provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
9a Organization's website: <b>www.mnccenter.org</b>			
b Organization's email: (optional)			
10 Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If Yes, explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
11 Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY) <b>11/12/2013</b>			
12 Were you formed under the laws of a foreign country? If Yes, state the country.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

For Paperwork Reduction Act Notice, see page 24 of the instructions.

Form **1023** (Rev. 6-2006)

# The Mr. & Mrs. S.H. Wong Center for the

Form 1023 (Rev. 6-2006)

Name: **Study of Multinational Corporations**

EIN: **46-4326752**

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## Part II Organizational Structure

You must be a corporation (including a limited liability company), an unincorporated association, or a trust to be tax exempt. (See instructions.) **DO NOT file this form unless you can check "Yes" on lines 1, 2, 3, or 4.**

- 1 Are you a **corporation**? If "Yes," attach a copy of your articles of incorporation showing **certification of filing** with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification. ☒ Yes ☐ No
- 2 Are you a **limited liability company (LLC)**? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application. ☐ Yes ☒ No
- 3 Are you an **unincorporated association**? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments. ☐ Yes ☒ No
- 4a Are you a **trust**? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments. ☐ Yes ☒ No
- b Have you been funded? If "No," explain how you are formed without anything of value placed in trust. ☐ Yes ☐ No
- 5 Have you adopted **bylaws**? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected. ☒ Yes ☐ No

## Part III Required Provisions in Your Organizing Document

The following questions are designed to ensure that when you file this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3). Unless you can check the boxes in both lines 1 and 2, your organizing document does not meet the organizational test. **DO NOT file this application until you have amended your organizing document.** Submit your original and amended organizing documents (showing state filing certification if you are a corporation or an LLC) with your application.

- 1 Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. Location of Purpose Clause (Page, Article, and Paragraph): **Page 1, Article II, Paragraph B** ☒
- 2a Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c. ☒
- 2b If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. **Page 2, Article VI**
- 2c See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state: ☐

## Part IV Narrative Description of Your Activities

Using an attachment, describe your *past*, *present*, and *planned* activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

## Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors

- 1a List the names, titles, and mailing addresses of all of your officers, directors, and trustees. For each person listed, state their total annual **compensation**, or proposed compensation, for all services to the organization, whether as an officer, employee, or other position. Use actual figures, if available. Enter "none" if no compensation is or will be paid. If additional space is needed, attach a separate sheet. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
See Supplemental Response.			

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## **Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

- b** List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
None.			

- c** List the names, names of businesses, and mailing addresses of your five highest compensated independent contractors that receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
None.			

The following "Yes" or "No" questions relate to *past, present, or planned* relationships, transactions, or agreements with your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, and 1c.

- 2a** Are any of your officers, directors, or trustees **related** to each other through **family or business relationships**? If "Yes," identify the individuals and explain the relationship. ☐ Yes ☒ No
- b** Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees. ☐ Yes ☒ No
- c** Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship. ☐ Yes ☒ No
- 3a** For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties.
- b** Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through **common control**? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement. ☐ Yes ☒ No
- 4** In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use.
- a** Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy? ☒ Yes ☐ No
- b** Do you or will you approve compensation arrangements in advance of paying compensation? ☒ Yes ☐ No
- c** Do you or will you document in writing the date and terms of approved compensation arrangements? ☒ Yes ☐ No

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**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

- d Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements? ☒ Yes ☐ No
- e Do you or will you approve compensation arrangements based on information about compensation paid by similarly situated taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. ☒ Yes ☐ No
- f Do you or will you record in writing both the information on which you relied to base your decision and its source? ☒ Yes ☐ No
- g If you answered "No" to any item on lines 4a through 4f, describe how you set compensation that is reasonable for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.

- 5a Have you adopted a **conflict of interest policy** consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c. ☒ Yes ☐ No

**See Conflict of Interest Policy, attached.**

- b What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?
- c What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?

**Note:** A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.

- 6a Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, or 1c through **non-fixed payments**, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. ☐ Yes ☒ No
- b Do you or will you compensate any of your employees, other than your officers, directors, trustees, or your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are or will be determined, who is or will be eligible for such arrangements, whether you place or will place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. ☐ Yes ☒ No

- 7a Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such purchase that you made or intend to make, from whom you make or will make such purchases, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine that you pay no more than **fair market value**. Attach copies of any written contracts or other agreements relating to such purchases. ☐ Yes ☒ No

- b Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such sales that you made or intend to make, to whom you make or will make such sales, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine you are or will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such sales. ☐ Yes ☒ No

- 8a Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f. ☒ Yes ☐ No

**See Supplemental Response.**

- b Describe any written or oral arrangements that you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at **arm's length**.
- e Explain how you determine you pay no more than fair market value or you are paid at least fair market value.
- f Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.

- 9a Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f. ☐ Yes ☒ No

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## **Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

- b Describe any written or oral arrangements you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at arm's length.
- e Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.
- f Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

## **Part VI Your Members and Other Individuals and Organizations That Receive Benefits From You**

The following "Yes" or "No" questions relate to goods, services, and funds you provide to individuals and organizations as part of your activities. Your answers should pertain to *past, present, and planned* activities. (See instructions.)

- 1a In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals. ☒ Yes ☐ No
- b In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations. ☒ Yes ☐ No
- 2 Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program. ☐ Yes ☒ No
- 3 Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds. ☐ Yes ☒ No

## **Part VII Your History**

The following "Yes" or "No" questions relate to your history. (See instructions.)

- 1 Are you a **successor** to another organization? Answer "Yes," if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to non-profit status. If "Yes," complete Schedule G. ☐ Yes ☒ No
- 2 Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If "Yes," complete Schedule E. ☐ Yes ☒ No

## **Part VIII Your Specific Activities**

The following "Yes" or "No" questions relate to specific activities that you may conduct. Check the appropriate box. Your answers should pertain to *past, present, and planned* activities. (See instructions.)

- 1 Do you support or oppose candidates in **political campaigns** in any way? If "Yes," explain. ☐ Yes ☒ No
- 2a Do you attempt to **influence legislation**? If "Yes," explain how you attempt to influence legislation and complete line 2b. If "No," go to line 3a. ☐ Yes ☒ No
- b Have you made or are you making an **election** to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities. ☐ Yes ☐ No
- 3a Do you or will you operate bingo or **gaming** activities? If "Yes," describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. **Revenue and expenses** should be provided for the time periods specified in Part IX, Financial Data. ☐ Yes ☒ No
- b Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If "Yes," describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies or any written contracts or other agreements relating to such arrangements. ☐ Yes ☒ No
- c List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct **gaming or bingo**.

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## Part VIII Your Specific Activities (Continued)

**4a** Do you or will you undertake **fundraising**? If "Yes," check all the fundraising programs you do or will conduct. (See instructions.) ☒ Yes ☐ No

- |   |   |
|---|---|
| <input checked="" type="checkbox"/> mail solicitations              | <input checked="" type="checkbox"/> phone solicitations                                   |
| <input checked="" type="checkbox"/> email solicitations             | <input checked="" type="checkbox"/> accept donations on your website                      |
| <input checked="" type="checkbox"/> personal solicitations          | <input checked="" type="checkbox"/> receive donations from another organization's website |
| <input type="checkbox"/> vehicle, boat, plane, or similar donations | <input checked="" type="checkbox"/> government grant solicitations                        |
| <input checked="" type="checkbox"/> foundation grant solicitations  | <input type="checkbox"/> Other  |

Attach a description of each fundraising program.

**b** Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements. ☐ Yes ☒ No **See Supplemental Response.**

**c** Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements. ☐ Yes ☒ No

**d** List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you.

**e** Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors. ☐ Yes ☒ No

**5** Are you **affiliated** with a governmental unit? If "Yes," explain. ☐ Yes ☒ No

**6a** Do you or will you engage in **economic development**? If "Yes," describe your program. ☐ Yes ☒ No

**b** Describe in full who benefits from your economic development activities and how the activities promote exempt purposes.

**7a** Do or will persons other than your employees or volunteers **develop** your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees. ☐ Yes ☒ No

**b** Do or will persons other than your employees or volunteers **manage** your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees. ☐ Yes ☒ No

**c** If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements.

**8** Do you or will you enter into **joint ventures**, including partnerships or **limited liability companies** treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate. ☐ Yes ☒ No

**9a** Are you applying for exemption as a childcare organization under section 501(k)? If "Yes," answer lines 9b through 9d. If "No," go to line 10. ☐ Yes ☒ No

**b** Do you provide child care so that parents or caretakers of children you care for can be **gainfully employed** (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). ☐ Yes ☐ No

**c** Of the children for whom you provide child care, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). ☐ Yes ☐ No

**d** Are your services available to the general public? If "No," describe the specific group of people for whom your activities are available. Also, see the instructions and explain how you qualify as a childcare organization described in section 501(k). ☐ Yes ☐ No

**10** Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other **intellectual property**? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed. ☒ Yes ☐ No



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**Part VIII Your Specific Activities (Continued)**

- 11** Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution. **See Supplemental Response.** ☒ Yes ☐ No
- 
- 12a** Do you or will you operate in a **foreign country or countries?** If Yes," answer lines 12b through 12d. If No," go to line 13a. ☒ Yes ☐ No
- b** Name the foreign countries and regions within the countries in which you operate.
- c** Describe your operations in each country and region in which you operate.
- d** Describe how your operations in each country and region further your exempt purposes.
- 
- 13a** Do you or will you make grants, loans, or other distributions to organization(s)? If Yes," answer lines 13b through 13g. If No," go to line 14a. ☒ Yes ☐ No
- b** Describe how your grants, loans, or other distributions to organizations further your exempt purposes.
- c** Do you have written contracts with each of these organizations? If Yes," attach a copy of each contract. ☒ Yes ☐ No
- d** Identify each recipient organization and any **relationship** between you and the recipient organization.
- e** Describe the records you keep with respect to the grants, loans, or other distributions you make.
- f** Describe your selection process, including whether you do any of the following:
- (i)** Do you require an application form? If Yes," attach a copy of the form. ☒ Yes ☐ No
- (ii)** Do you require a grant proposal? If Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused. ☒ Yes ☐ No
- g** Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.
- 
- 14a** Do you or will you make grants, loans, or other distributions to foreign organizations? If Yes," answer lines 14b through 14f. If No," go to line 15. ☒ Yes ☐ No
- b** Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.
- c** Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If Yes," list all earmarked organizations or countries. ☐ Yes ☒ No
- d** Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If Yes," describe how you relay this information to contributors. ☒ Yes ☐ No
- e** Do you or will you make pre-grant inquiries about the recipient organization? If Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information. ☒ Yes ☐ No
- f** Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately. ☒ Yes ☐ No

**The Mr. & Mrs. S.H. Wong Center for the**

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**Part VIII Your Specific Activities (Continued)**

- |    |  |   |
|----|--|---|
| 15 | Do you have a <b>close connection</b> with any organizations? If "Yes," explain.   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| 16 | Are you applying for exemption as a <b>cooperative hospital service organization</b> under section 501(e)? If "Yes," explain.  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| 17 | Are you applying for exemption as a <b>cooperative service organization of operating educational organizations</b> under section 501(f)? If "Yes," explain.  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| 18 | Are you applying for exemption as a <b>charitable risk pool</b> under section 501(n)? If "Yes," explain.   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| 19 | Do you or will you operate a <b>school</b> ? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity.   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| 20 | Is your main function to provide <b>hospital or medical care</b> ? If "Yes," complete Schedule C.  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| 21 | Do you or will you provide <b>low-income housing</b> or housing for the <b>elderly or handicapped</b> ? If "Yes," complete Schedule F.   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| 22 | Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H. | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |

**Note:** Private foundations may use Schedule H to request advance approval of individual grant procedures.

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**Part IX Financial Data**

For purposes of this schedule, years in existence refer to completed tax years. If in existence 4 or more years, complete the schedule for the most recent 4 tax years. If in existence more than 1 year but less than 4 years, complete the statements for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. If in existence less than 1 year, provide projections of your likely revenues and expenses for the current year and the 2 following years, based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. (See instructions.)

**A. Statement of Revenues and Expenses**

Type of revenue or expense		Current tax year	3 prior tax years or 2 succeeding tax years			(e) Provide Total for (a) through (d)
		(a) From _____ To _____	(b) From _____ To _____	(c) From _____ To _____	(d) From _____ To _____	
Revenues	<b>1</b> Gifts, grants, and contributions received (do not include unusual grants)					
	<b>2</b> Membership fees received					
	<b>3</b> Gross investment income					
	<b>4</b> Net unrelated business income					
	<b>5</b> Taxes levied for your benefit					
	<b>6</b> Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)	<b>See proposed budget, attached.</b>				
	<b>7</b> Any revenue not otherwise listed above or in lines 9-12 below (attach an itemized list)					
	<b>8</b> Total of lines 1 through 7					
	<b>9</b> Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)					
	<b>10</b> Total of lines 8 and 9					
	<b>11</b> Net gain or loss on sale of capital assets (attach schedule and see instructions)					
	<b>12</b> Unusual grants					
	<b>13</b> Total Revenue Add lines 10 through 12					
Expenses	<b>14</b> Fundraising expenses					
	<b>15</b> Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)					
	<b>16</b> Disbursements to or for the benefit of members (attach an itemized list)					
	<b>17</b> Compensation of officers, directors, and trustees					
	<b>18</b> Other salaries and wages					
	<b>19</b> Interest expense					
	<b>20</b> Occupancy (rent, utilities, etc.)					
	<b>21</b> Depreciation and depletion					
	<b>22</b> Professional fees					
	<b>23</b> Any expense not otherwise classified, such as program services (attach itemized list)					
	<b>24</b> Total Expenses Add lines 14 through 23					

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**Part IX Financial Data (Continued)****B. Balance Sheet (for your most recently completed tax year)**

Year End: \*

(Whole dollars)

Assets		
1	Cash .....	1 190,307
2	Accounts receivable, net ..... *as of July 31, 2014	2
3	Inventories .....	3
4	Bonds and notes receivable (attach an itemized list) .....	4
5	Corporate stocks (attach an itemized list) .....	5
6	Loans receivable (attach an itemized list) .....	6
7	Other investments (attach an itemized list) .....	7
8	Depreciable and depletable assets (attach an itemized list) .....	8
9	Land .....	9
10	Other assets (attach an itemized list) .....	10
11	Total Assets (add lines 1 through 10) .....	11 190,307
Liabilities		
12	Accounts payable .....	12
13	Contributions, gifts, grants, etc. payable .....	13
14	Mortgages and notes payable (attach an itemized list) .....	14
15	Other liabilities (attach an itemized list) .....	15
16	Total Liabilities (add lines 12 through 15) .....	16 0
Fund Balances or Net Assets		
17	Total fund balances or net assets .....	17
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17) .....	18 0
19 Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If Yes, explain.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

**Part X Public Charity Status**

Part X is designed to classify you as an organization that is either a **private foundation** or a **public charity**. Public charity status is a more favorable tax status than private foundation status. If you are a private foundation, Part X is designed to further determine whether you are a **private operating foundation**. (See instructions.)

- 1a Are you a private foundation? If Yes, go to line 1b. If No, go to line 5 and proceed as instructed. ☐ Yes ☒ No  
If you are unsure, see the instructions.
- b As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check the box to confirm that your organizing document meets this requirement, whether by express provision or by reliance on operation of state law. Attach a statement that describes specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document or by operation of state law. See the instructions, including Appendix B, for information about the special provisions that need to be contained in your organizing document. Go to line 2. ☐
- 2 Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If Yes, go to line 3. If No, go to the signature section of Part XI. ☐ Yes ☐ No
- 3 Have you existed for one or more years? If Yes, attach financial information showing that you are a private operating foundation; go to the signature section of Part XI. If No, continue to line 4. ☐ Yes ☐ No
- 4 Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion from a certified public accountant or accounting firm with expertise regarding this tax law matter), that sets forth facts concerning your operations and support to demonstrate that you are likely to satisfy the requirements to be classified as a private operating foundation; or (2) a statement describing your proposed operations as a private operating foundation? ☐ Yes ☐ No
- 5 If you answered No to line 1a, indicate the type of public charity status you are requesting by checking one of the choices below. You may check only one box.
- The organization is not a private foundation because it is:
- a 509(a)(1) and 170(b)(1)(A)(i)—a church or a convention or association of churches. Complete and attach Schedule A. ☐
- b 509(a)(1) and 170(b)(1)(A)(ii)—a school. Complete and attach Schedule B. ☐
- c 509(a)(1) and 170(b)(1)(A)(iii)—a hospital, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete and attach Schedule C. ☐
- d 509(a)(3)—an organization supporting either one or more organizations described in line 5a through c, f, g, or h or a publicly supported section 501(c)(4), (5), or (6) organization. Complete and attach Schedule D. ☐

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**Part X Public Charity Status (Continued)**

- e 509(a)(4)—an organization organized and operated exclusively for testing for public safety. ☐
- f 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit. ☐
- g 509(a)(1) and 170(b)(1)(A)(vi)—an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public. ☒
- h 509(a)(2)—an organization that normally receives not more than one-third of its financial support from gross investment income and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions). ☐
- i A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status. ☐

**6** If you checked box g, h, or i in question 5 above, you must request either an **advance** or a **definitive** ruling by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.

- a **Request for Advance Ruling:** By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, *Extending the Tax Assessment Period*, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at [www.irs.gov](http://www.irs.gov) or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling. ☐

**Consent Fixing Period of Limitations Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code**

For Organization

(Signature of Officer, Director, Trustee, or other authorized official)

(Type or print name of signer)

(Date)

(Type or print title or authority of signer)

For IRS Use Only

IRS Director, Exempt Organizations

(Date)

- b **Request for Definitive Ruling:** Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii). ☐

(i) (a) Enter 2% of line 8, column (e) on Part IX-A. Statement of Revenues and Expenses. \_\_\_\_\_

(b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box. ☐

(ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each **disqualified person**. If the answer is "None," check this box. ☐

(b) For each year amounts are included on line 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A. Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," check this box. ☐

- 7** Did you receive any unusual grants during any of the years shown on Part IX-A. Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual. ☐ Yes ☒ No

**The Mr. & Mrs. S.H. Wong Center for the**

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**Part XI User Fee Information**

*You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed \$10,000 annually over a 4-year period, you must submit payment of \$750. If your gross receipts have not exceeded or will not exceed \$10,000 annually over a 4-year period, the required user fee payment is \$300. See instructions for Part XI, for a definition of gross receipts over a 4-year period. Your check or money order must be made payable to the United States Treasury. User fees are subject to change. Check our website at [www.irs.gov](http://www.irs.gov) and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.*

- 1 Have your annual gross receipts averaged or are they expected to average not more than \$10,000? ☐ Yes ☒ No  
 If "Yes," check the box on line 2 and enclose a user fee payment of \$300 (Subject to change—see above).  
 If "No," check the box on line 3 and enclose a user fee payment of \$750 (Subject to change—see above).
- 2 Check the box if you have enclosed the reduced user fee payment of \$300 (Subject to change). ☐
- 3 Check the box if you have enclosed the user fee payment of \$750 (Subject to change). ☒

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please  
Sign  
Here

(Signature of Officer, Director, Trustee, or other  
authorized official)

**白 辉 印 永**

**Jean-Marc F. Blanchard**

(Type or print name of signer)

**Executive Director**

(Type or print title or authority of signer)

**August 5, 2014**  
(Date)

**Reminder:** Send the completed Form 1023 Checklist with your filled-in-application.

Form **1023** (Rev. 6-2006)

**The Mr. & Mrs. S.H. Wong Center for the**

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**Schedule H. Organizations Providing Scholarships, Fellowships, Educational Loans, or Other Educational Grants to Individuals and Private Foundations Requesting Advance Approval of Individual Grant Procedures**

**Section I** *Names of individual recipients are not required to be listed in Schedule H.*

**Public charities and private foundations complete lines 1a through 7 of this section. See the instructions to Part X if you are not sure whether you are a public charity or a private foundation.**

- 1a** Describe the types of educational grants you provide to individuals, such as scholarships, fellowships, loans, etc.  
**b** Describe the purpose and amount of your scholarships, fellowships, and other educational grants and loans that you award.  
**c** If you award educational loans, explain the terms of the loans (interest rate, length, forgiveness, etc.).  
**d** Specify how your program is publicized.  
**e** Provide copies of any solicitation or announcement materials.  
**f** Provide a sample copy of the application used.

**Please see Supplemental Response.**

- 2** Do you maintain case histories showing recipients of your scholarships, fellowships, educational loans, or other educational grants, including names, addresses, purposes of awards, amount of each grant, manner of selection, and relationship (if any) to officers, trustees, or donors of funds to you? If "No," refer to the instructions. ☒ Yes ☐ No

- 3** Describe the specific criteria you use to determine who is eligible for your program. (For example, eligibility selection criteria could consist of graduating high school students from a particular high school who will attend college, writers of scholarly works about American history, etc.) **Please See Supplemental Response.**

- 4a** Describe the specific criteria you use to select recipients. (For example, specific selection criteria could consist of prior academic performance, financial need, etc.) **Please See Supplemental Response.**  
**b** Describe how you determine the number of grants that will be made annually.  
**c** Describe how you determine the amount of each of your grants.  
**d** Describe any requirement or condition that you impose on recipients to obtain, maintain, or qualify for renewal of a grant. (For example, specific requirements or conditions could consist of attendance at a four-year college, maintaining a certain grade point average, teaching in public school after graduation from college, etc.)

- 5** Describe your procedures for supervising the scholarships, fellowships, educational loans, or other educational grants. Describe whether you obtain reports and grade transcripts from recipients, or you pay grants directly to a school under an arrangement whereby the school will apply the grant funds only for enrolled students who are in good standing. Also, describe your procedures for taking action if the terms of the award are violated. **Please See Supplemental Response.**

- 6** Who is on the selection committee for the awards made under your program, including names of current committee members, criteria for committee membership, and the method of replacing committee members? **Please See Supplemental Response.**

- 7** Are relatives of members of the selection committee, or of your officers, directors, or **substantial contributors** eligible for awards made under your program? If "Yes," what measures are taken to ensure unbiased selections? ☐ Yes ☒ No

**Note.** If you are a private foundation, you are not permitted to provide educational grants to **disqualified persons**. Disqualified persons include your substantial contributors and foundation managers and certain family members of disqualified persons.

**Section II** **Private foundations complete lines 1a through 4f of this section. Public charities do not complete this section.**

- 1a** If we determine that you are a private foundation, do you want this application to be considered as a request for advance approval of grant making procedures? ☐ Yes ☐ No ☐ N/A  
**b** For which section(s) do you wish to be considered?  
     • 4945(g)(1)—Scholarship or fellowship grant to an individual for study at an educational institution ☐  
     • 4945(g)(3)—Other grants, including loans, to an individual for travel, study, or other similar purposes, to enhance a particular skill of the grantee or to produce a specific product ☐

- 2** Do you represent that you will (1) arrange to receive and review grantee reports annually and upon completion of the purpose for which the grant was awarded, (2) investigate diversions of funds from their intended purposes, and (3) take all reasonable and appropriate steps to recover diverted funds, ensure other grant funds held by a grantee are used for their intended purposes, and withhold further payments to grantees until you obtain grantees' assurances that future diversions will not occur and that grantees will take extraordinary precautions to prevent future diversions from occurring? ☐ Yes ☐ No

- 3** Do you represent that you will maintain all records relating to individual grants, including information obtained to evaluate grantees, identify whether a grantee is a disqualified person, establish the amount and purpose of each grant, and establish that you undertook the supervision and investigation of grants described in line 2? ☐ Yes ☐ No

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**Schedule H. Organizations Providing Scholarships, Fellowships, Educational Loans, or Other Educational Grants to Individuals and Private Foundations Requesting Advance Approval of Individual Grant Procedures**  
(Continued)

**Section II** Private foundations complete lines 1a through 4f of this section. Public charities do not complete this section. (Continued)

- 4a** Do you or will you award scholarships, fellowships, and educational loans to attend an educational institution based on the status of an individual being an *employee of a particular employer*? If Yes," complete lines 4b through 4f. ☐ Yes ☐ No
- b** Will you comply with the seven conditions and either the percentage tests or facts and circumstances test for scholarships, fellowships, and educational loans to attend an educational institution as set forth in Revenue Procedures 76-47, 1976-2 C.B. 670, and 80-39, 1980-2 C.B. 772, which apply to inducement, selection committee, eligibility requirements, objective basis of selection, employment, course of study, and other objectives? (See lines 4c, 4d, and 4e, regarding the percentage tests.) ☐ Yes ☐ No
- c** Do you or will you provide scholarships, fellowships, or educational loans to attend an educational institution to employees of a particular employer? ☐ Yes ☐ No ☐ N/A  
If Yes," will you award grants to 10% or fewer of the eligible applicants who were actually considered by the selection committee in selecting recipients of grants in that year as provided by Revenue Procedures 76-47 and 80-39? ☐ Yes ☐ No
- d** Do you provide scholarships, fellowships, or educational loans to attend an educational institution to children of employees of a particular employer? ☐ Yes ☐ No ☐ N/A  
If Yes," will you award grants to 25% or fewer of the eligible applicants who were actually considered by the selection committee in selecting recipients of grants in that year as provided by Revenue Procedures 76-47 and 80-39? If No," go to line 4e. ☐ Yes ☐ No
- e** If you provide scholarships, fellowships, or educational loans to attend an educational institution to children of employees of a particular employer, will you award grants to 10% or fewer of the number of employees' children who can be shown to be eligible for grants (whether or not they submitted an application) in that year, as provided by Revenue Procedures 76-47 and 80-39? ☐ Yes ☐ No ☐ N/A

If Yes," describe how you will determine who can be shown to be eligible for grants without submitting an application, such as by obtaining written statements or other information about the expectations of employees' children to attend an educational institution. If No," go to line 4f.

**Note.** Statistical or sampling techniques are not acceptable. See Revenue Procedure 85-51, 1985-2 C.B. 717, for additional information.

- f** If you provide scholarships, fellowships, or educational loans to attend an educational institution to *children of employees of a particular employer* without regard to either the 25% limitation described in line 4d, or the 10% limitation described in line 4e, will you award grants based on facts and circumstances that demonstrate that the grants will not be considered compensation for past, present, or future services or otherwise provide a significant benefit to the particular employer? If Yes," describe the facts and circumstances that you believe will demonstrate that the grants are neither compensatory nor a significant benefit to the particular employer. In your explanation, describe why you cannot satisfy either the 25% test described in line 4d or the 10% test described in line 4e. ☐ Yes ☐ No



3618439

FILED  
Secretary of State  
State of California

NOV 12 2013

ARTICLES OF INCORPORATION  
OF  
THE MR. & MRS. S.H. WONG CENTER  
FOR THE STUDY OF MULTINATIONAL CORPORATIONS

ARTICLE I

The name of this corporation is The Mr. & Mrs. S.H. Wong Center for the Study of Multinational Corporations.

ARTICLE II

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The specific and primary purpose of this corporation is to engage in charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code"), including the study of the political economy of multinational corporations investing, operating, or domiciled in East Asia.

ARTICLE III

The name and address in this state of this corporation's initial agent for the service of process is Nancy McGlamery, 235 Montgomery Street, Suite 1220, San Francisco, CA 94104.

ARTICLE IV

The initial street address of the corporation is 1147 Oakmont Drive, Walnut Creek, CA 94595. The initial mailing address of the corporation is 1922 Tice Valley Blvd., P.O. Box 2460, Walnut Creek, CA 94595.

ARTICLE V

A. This corporation is organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code. Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), 2522(a)(2), or 2522(b)(2) of the Code.

B. Except as permitted by law, no substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

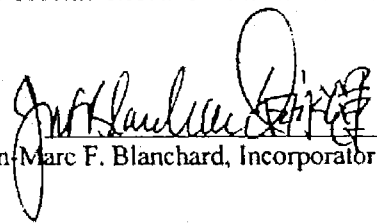
#### ARTICLE VI

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, if any, of this corporation, or any other private person. Upon the winding up and dissolution of this corporation and after paying or adequately providing for the debts and obligations of this corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under Section 501(c)(3) of the Code.

#### ARTICLE VII

Any amendment to Article I or Article II of these Articles of Incorporation shall require the written approval of the Mr. and Mrs. S.H. Wong Foundation; provided, however, that in the event that the Mr. and Mrs. S.H. Wong Foundation ceases to exist, any amendment to Article I or Article II of these Articles of Incorporation shall require the affirmative vote of all of the directors of this corporation then in office. No amendment to these Articles of Incorporation affecting the rights or identity of Mr. and Mrs. S.H. Wong Foundation as the Designator, as defined in the Bylaws of this corporation, shall be valid or become effective without the written approval of the Mr. and Mrs. S.H. Wong Foundation.

DATED: November 9, 2013

  
Jean-Marc F. Blanchard, Incorporator



I hereby certify that the foregoing  
transcript of 2 page(s)  
is a full, true and correct copy of the  
original record in the custody of the  
California Secretary of State's office.

NOV 14 2013

Date:

ASU

*Debra Bowen*  
DEBRA BOWEN, Secretary of State

**BYLAWS**  
**of**  
**THE MR. & MRS. S.H. WONG CENTER FOR**  
**THE STUDY OF MULTINATIONAL CORPORATIONS**

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**BYLAWS**  
**of**  
**THE MR. & MRS. S.H. WONG CENTER FOR**  
**THE STUDY OF MULTINATIONAL CORPORATIONS**

**ARTICLE I**  
**PRINCIPAL OFFICE**

The principal office of this corporation shall be located in the county of Contra Costa.

**ARTICLE II**  
**MEMBERSHIP**

This corporation shall have no voting members, but the Board of Directors may, by resolution, establish one or more classes of nonvoting members and provide for eligibility requirements for membership and rights and duties of members, including the obligation to pay dues.

**ARTICLE III**  
**BOARD OF DIRECTORS**

Section 1. Powers. This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board.

Section 2. Number of Directors. The number of directors shall be not less than four nor more than seven, with the exact authorized number of directors to be fixed from time to time by resolution of the Board of Directors.

Section 3. Limitations on Interested Persons. At all times, not more than 49% of the directors of this corporation may be interested persons. An interested person means either:

(a) any person currently being compensated by this corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director in his or her capacity as director; or

(b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 4. Election, Designation, and Term of Office of Directors.

A. In General. Except for the initial directors named by the incorporator and except for any director designated as provided in paragraph C of this Section 4, the directors of this corporation shall elect their successors (such directors, "Elected Directors"). Each Elected Director shall be elected for a term of three years and shall hold office until a successor has been elected, unless the Elected Director earlier resigns or is removed in accordance with Section 6 of these Bylaws.

B. Staggered Terms. One-third of the total authorized number of Elected Directors shall be elected in each year. If the total authorized number of Elected Directors at any time shall not be evenly divisible by three so that a different number of directors must be elected one year out of every three, this different number shall be elected in every third year after 2016. Whenever a new Elected Director position is authorized as provided in Article III, Section 2, the Board shall select, in advance of electing a director to fill that position, an initial term for that position of one, two, or three years so that approximately one-third of Elected Directors' terms shall expire each year.

C. Designated Director. Notwithstanding the foregoing, for as long as it is in existence, the Designator referred to in these Bylaws shall be the Mr. and Mrs. S.H. Wong Foundation, a Hong Kong company limited by guarantee acting through a duly authorized representative. At all times, two of the directors of this corporation shall be individuals designated by the Designator (the "Designated Directors"). All actions of the Designator shall be evidenced by a writing, signed on behalf of the Designator by a duly authorized representative and delivered to the Secretary of this corporation. The Secretary shall file the written designation with the proceedings of the Board of Directors of this corporation. The effective date of any such designation shall be as provided therein. Any Designated Director may be designated for any term prescribed in the written designation; if no such term is prescribed, a Designated Director shall serve until he or she resigns or is removed.

Section 5. Vacancies. A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason. Vacancies in the number of Elected Directors in office may be filled by the remaining directors (including the Designated Directors) for the unexpired portion of the term.

Section 6. Resignation and Removal. Resignations shall be effective upon receipt in writing by the Chair of the Board (if any), the Executive Director (if any), the Secretary, or the Board of Directors of this corporation, unless a later effective date is specified in the resignation. The Board of Directors, by a vote of a majority of the directors then in office may remove with or without cause any Elected Director at any time; provided, however, that for as long as the Designator remains in existence, the removal of a Designated Director shall be effective only with the written consent of the Designator.

Section 7. Annual Meetings. A meeting of the Board of Directors shall be held at least once a year. Annual meetings shall be called by the Chair of the Board (if any), the Executive Director (if any), or any two directors, and noticed in accordance with Section 9.



Section 8. Special Meetings. Special meetings of the Board of Directors may be called by the Chair of the Board (if any), the Executive Director (if any), or any two directors, and noticed in accordance with Section 9.

Section 9. Notice. Notice of the annual meeting and any special meetings of the Board of Directors shall state the date, place, and time of the meeting and shall be given to each director at least four days before any such meeting if given by first-class mail or forty-eight hours before any such meeting if given personally or by telephone, including a voice messaging system, or by other electronic transmission such as e-mail, in compliance with Article IX, Section 5 of these Bylaws.

Section 10. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present provides a waiver of notice, a consent to holding the meeting, or an approval of the minutes in writing. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

Section 11. Quorum. A majority of the total number of directors then in office shall constitute a quorum, provided that in no event shall the required quorum be less than one-fifth of the authorized number of directors or two directors, whichever is larger. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in Article III, Sections 5 (filling board vacancies), 6 (removing directors) and 12 (taking action without a meeting); Article IV, Section 1 (appointing Board Committees); Article V Sections 2 (electing officers) and 3 (removing officers); Article VI, Section 3 (approving self-dealing transactions); Article VII, Section 2 (approving indemnification); and Article IX, Section 6 (amending Bylaws), of these Bylaws or in the California Nonprofit Public Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 12. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent to such action in writing. Such written consents shall be filed with the minutes of the proceedings of the Board, and shall have the same force and effect as the unanimous vote of such directors.

Section 13. Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic transmission in compliance with Article IX, Section 5 of these Bylaws so long as all of the following apply:

(a) each director participating in the meeting can communicate with all of the other directors concurrently, and

(b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Section 14. Standard of Care.

A. General. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(i) one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;

(ii) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or

(iii) a committee upon which the director does not serve that is composed exclusively of any combination of directors or persons described in (i) or (ii) above, as to matters within the committee's designated authority, provided that the director believes such committee merits confidence;

so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article VI below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

B. Investments. Except with respect to assets held for use or used directly in carrying out this corporation's public or charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this corporation's investments, the Board shall adhere to the standards set forth in the preceding paragraph, and shall: (a) consider the charitable purposes of this corporation; (b) avoid speculation, looking to the permanent disposition of the funds, considering the probable income as well as the probable safety of this corporation's capital; and (c) consider:

- (1) General economic conditions;
- (2) The possible effect of inflation or deflation;

- (3) The expected tax consequences, if any, of investment decisions or strategies;
- (4) The role that each investment or course of action plays within the overall portfolio;
- (5) The expected total return from income and appreciation of investments;
- (6) This corporation's other resources;
- (7) The needs of this corporation to make distributions and to preserve capital;
- (8) An asset's special relationship or special value, if any, to the charitable purposes of this corporation.

Board decisions about an individual investment shall be made not in isolation but rather in the context of this corporation's portfolio of investments as a whole and as a part of an overall investment strategy having risk and return objectives reasonably suited to this corporation.

Notwithstanding the above, no investment violates this section where it conforms to: (a) the intent of the donor as expressed in a gift instrument; or (b) provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

Section 15. Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.

Section 16. Director Compensation. The Board of Directors may, by resolution adopted by a majority of the directors then in office, authorize the payment to a director of reasonable compensation for services as a director. The Board may authorize the advance or reimbursement to a director of actual reasonable expenses incurred in carrying out his or her duties as a director, such as for attending meetings of the Board and Board Committees.

Section 17. Executive Compensation Review. The Board of Directors (or a Board Committee) shall review any compensation packages (including all benefits) of the Executive Director, the President, or chief executive officer, and the Treasurer, or chief financial officer, regardless of job title, and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this corporation.

## ARTICLE IV COMMITTEES

Section 1. Board Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of two or more directors, and only of directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

- (a) set the number of directors within a range specified in these Bylaws;
- (b) elect directors or remove directors without cause;
- (c) fill vacancies on the Board of Directors or on any Board Committee;
- (d) fix compensation of directors for serving on the Board or any Board Committee;
- (e) amend or repeal these Bylaws or adopt new Bylaws;
- (f) adopt amendments to the Articles of Incorporation of this corporation;
- (g) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (h) create any other Board Committees or appoint the members of any Board Committees; or
- (i) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

Section 2. Advisory Committees. The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

Section 3. Committee Supervision and Reliance. If a committee is composed and appointed as required by Section 1 above (concerning Board Committees), it may act with the authority of the Board to the extent and with the scope provided by the Board. Otherwise, the Board of Directors shall remain responsible for oversight and supervision of the committee as an Advisory Committee. If a committee meets the criteria of Article III, Section 14.A.(iii), the individual directors may rely on it in discharging their fiduciary duties as provided in that Section.

Section 4. Audit Committee. For any tax year in which this corporation has gross revenues of \$2 million or more, this corporation shall have an Audit Committee whose members shall be appointed by the Board of Directors, and who may include both directors and non-directors, subject to the following limitations: (a) members of the finance committee, if any, shall constitute less than one-half of the membership of the Audit Committee; (b) the chair of the Audit Committee may not be a member of the Finance Committee, if any; (c) the Audit Committee may not include any member of the staff, including the President or chief executive officer and Treasurer or chief financial officer; (d) the Audit Committee may not include any person who has a material financial interest in any entity doing business with this corporation; and (e) Audit Committee members who are not directors may not receive compensation greater than the compensation paid to directors for their Board service.

The Audit Committee shall: (1) recommend to the full Board of Directors for approval the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor, (2) subject to approval of the full Board, negotiate the compensation of the auditor on behalf of the Board, (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of this corporation are in order, (4) review and determine whether to accept the audit, and (5) approve performance of any non-audit services provided to this corporation by the auditor's firm.

Section 5. Meetings.

A. Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article III of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

B. Of Advisory Committees. Subject to the authority of the Board of Directors, Advisory Committees may determine their own meeting rules and whether minutes shall be kept.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

## ARTICLE V OFFICERS

Section 1. Officers. The officers of this corporation shall be a Chair, an Executive Director, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the directors, such other officers as may be appointed by the Board of Directors. Any number of offices may be held by the same person, except that the Secretary, the Treasurer, or the chief financial officer, if any, may not serve concurrently as the President, chief executive officer, or Chair of the Board, if any.

Section 2. Election. Except for the initial officers appointed by the incorporator, the officers of this corporation shall be elected every three years by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment; provided, however, that for as long as the Designator is in existence, the Board's selection of the Executive Director of this corporation shall be subject to the Designator's approval, which the Designator may withhold in its complete and sole discretion; further provided, however, that in the event that the Designator ceases to exist, the selection of the Executive Director shall require the vote of a majority of the directors then in office or the unanimous written consent of the directors.

Section 3. Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors or by an officer on whom such power of removal may be conferred by the Board of Directors; provided, however, that the removal of the Executive Director shall require the affirmative vote of a majority of the directors then in office.

Section 4. Resignation. Any officer may resign at any time by giving written notice to this corporation. Any resignation shall take effect on receipt of that notice by any other officer than the person resigning or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 5. Vacancies. A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office.

Section 6. Chair of the Board. The Chair of the Board shall preside at all meetings of the Board of Directors and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 7. Executive Director. The Executive Director shall be the chief executive officer of this corporation and shall, subject to control of the Board, generally supervise, direct and control the business and other officers of this corporation. The Executive Director shall have the general powers and duties of management usually vested in the office of chief executive officer and President of the corporation and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8. Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board of Directors and its committees, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 9. Treasurer. The Treasurer shall be the chief financial officer of this corporation and shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business

transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

## **ARTICLE VI CERTAIN TRANSACTIONS**

Section 1. Loans. Except as permitted by Section 5236 of the California Nonprofit Public Benefit Corporation Law, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 2. Self-Dealing Transactions. Except as provided in Section 3 below, the Board of Directors shall not approve, or permit the corporation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within California Corporations Code Section 5233(b).

Section 3. Approval. This corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This corporation may also engage in a self-dealing transaction if the Board determines, before the transaction, that (a) this corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to this corporation at the time; and (c) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

Where it is not reasonably practicable to obtain approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the requirements above; provided that, at its next meeting, the full Board determines in good faith that the Board Committee's approval of the transaction was consistent with the requirements above and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

## **ARTICLE VII INDEMNIFICATION AND INSURANCE**

Section 1. Right of Indemnity. To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, this corporation shall indemnify its agents, in connection with any proceeding, and in accordance with Section 5238. For purposes of this Article, "agent" shall have the same meaning as in Section 5238(a), including directors,

officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and "expenses" shall have the same meaning as in Section 5238(a), including reasonable attorneys' fees.

Section 2. Approval of Indemnity. On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification to the extent permitted thereby.

Section 3. Advancing Expenses. The Board of Directors may authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board finds that:

(a) the requested advances are reasonable in amount under the circumstances;  
and

(b) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

The Board shall determine whether the undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

Section 4. Insurance. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the agent under law.

## ARTICLE VIII GRANTS ADMINISTRATION

Section 1. Purpose of Grants. This corporation shall have the power to make grants and contributions and to render other financial assistance for the purposes expressed in this corporation's Articles of Incorporation.

Section 2. Board of Directors Oversight. The Board of Directors shall exercise itself, or delegate, subject to its supervision, control over grants, contributions, and other financial assistance provided by this corporation. The Board shall approve a process for reviewing and approving or declining all requests for funds made to this corporation, which shall require such requests to specify the use to which the funds will be put, include a mechanism for regular Board review of all grants, and provide the circumstances under which a grantee will be required to furnish a periodic accounting to show that the funds were expended for the purposes



for which the grant was made. The Board shall similarly approve a process for authorizing payment of duly approved grants to the approved grantee.

Section 3. Refusal; Withdrawal. The Board of Directors, in its absolute discretion, shall have the right to refuse to make any grants or contributions, or to render other financial assistance, for any or all of the purposes for which the funds are requested. In addition, the Board, in its absolute discretion, shall have the right to withdraw its approval of any grant at any time and use the funds for other purposes within the scope of the purposes expressed in this corporation's Articles of Incorporation, subject to any rights of third parties under any contract relating to such grant.

Section 4. Restrictions on Contributions. Unless otherwise determined by resolution of the Board of Directors in particular cases, this corporation shall retain complete control and discretion over the use of all contributions it receives, subject only to any charitable trust restrictions that apply to such contributions, and all contributions received by this corporation from solicitations for specific grants shall be regarded as for the use of this corporation and not for any particular organization or individual mentioned in the solicitation. This corporation may accept contributions earmarked by the donor exclusively for allocation to one or more foreign organizations or individuals only if the Board of Directors of this corporation, or the person to whom it has delegated such authority, has approved in advance the charitable activity for which the contribution was made.

## ARTICLE IX MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of this corporation shall end each year on December 31.

Section 2. Contracts, Notes, and Checks. All contracts entered into on behalf of this corporation must be authorized by the Board of Directors or the person or persons on whom such power may be conferred by the Board from time to time, and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by the person or persons on whom such power may be conferred by the Board from time to time.

Section 3. Annual Reports to Directors. The chief executive officer shall furnish an annual written report to all directors of this corporation containing the following information about this corporation's previous fiscal year:

(a) the assets and liabilities, including the trust funds of this corporation, as of the end of the fiscal year;

(b) the principal changes in assets and liabilities, including trust funds, during the fiscal year;

(c) the revenue or receipts of this corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

(d) the expenses or disbursements of this corporation, for both general and restricted purposes, for the fiscal year; and

(e) any transaction during the previous fiscal year involving more than \$50,000 between this corporation (or its parent or subsidiaries, if any) and any of its directors or officers (or the directors or officers of its parent or subsidiaries, if any) or any holder of more than ten percent of the voting power of this corporation or its parent or subsidiaries, if any, or any of a number of such transactions in which the same person had a direct or indirect material financial interest, and which transactions in the aggregate involved more than \$50,000, as well as the amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any director or officer of this corporation. For each transaction, the report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to this corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without an audit from the books and records of this corporation. The report and any accompanying material may be sent by electronic transmission in compliance with Article IX, Section 5 of these Bylaws.

Section 4. Required Financial Audits. This corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of \$2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Whether or not they are required by law, any audited financial statements obtained by this corporation shall be made available for inspection by the Attorney General and the general public within nine months after the close of the fiscal year to which the statements relate, and shall remain available for three years (1) by making them available at this corporation's principal, regional, and district offices during regular business hours and (2) either by mailing a copy to any person who so requests in person or in writing or by posting them on this corporation's website.

Section 5. Electronic Transmissions. Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from the corporation, the corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the corporation, the corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

Section 6. Amendments. Proposed amendments to these Bylaws shall be submitted in writing to the directors at least one week in advance of any Board meeting at which they will be considered for adoption. The vote of a majority of directors then in office or the

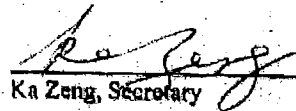
unanimous written consent of the directors shall be required to adopt a bylaw amendment; provided, however, that no amendment to these Bylaws affecting the rights of the Designator hereunder shall take effect without the written consent of the Designator.

Section 7. Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall apply.

CERTIFICATE OF SECRETARY

I, Ka Zeng, certify that I am presently the duly elected and acting Secretary of The Mr. & Mrs. S.H. Wong Center for the Study of Multinational Corporations, a California nonprofit public benefit corporation, and that the above Bylaws, consisting of 13 pages, are the Bylaws of this corporation as adopted by the Action of Sole Incorporator on January 30, 2014.

DATED: Feb. 7, 2014

  
Ka Zeng, Secretary

**THE MR. & MRS. S.H. WONG CENTER FOR THE STUDY OF MULTINATIONAL CORPORATIONS**

EIN: 46-4326752

1922 Tice Valley Blvd., P.O. Box 2460

Walnut Creek, CA 94595

**PROPOSED BUDGET**

	Notes	Year One 2013	Year Two 2014	Year Three 2015	Year Four 2016	Year Five 2017	Total
<b>INCOME</b>							
Gifts, grants, and contributions:		\$0.00	\$1,860,000.00	\$185,000.00	\$125,000.00	\$135,000.00	\$ 2,305,000
Program-related income		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	-
Unrelated business income		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	-
Investment income (interest, etc.)		\$0.00	\$20,000.00	\$10,000.00	\$10,000.00	\$10,000.00	50,000
Other		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	-
<b>Total Income</b>		-	1,880,000	195,000	135,000	145,000	2,355,000
<b>EXPENSES</b>							
Salaries and wages:	1	-	-	-	-	-	-
Directors and officers		\$0.00	\$100,000.00	\$100,000.00	\$100,000.00	\$100,000.00	\$400,000.00
Other employees		\$0.00	\$2,238.85	\$25,000.00	\$65,000.00	\$65,000.00	\$157,238.85
Subtotal salary and wages		\$0.00	\$102,238.85	\$125,000.00	\$165,000.00	\$165,000.00	\$557,238.85
Payroll taxes and benefits (20%)		\$0.00	\$20,447.77	\$25,000.00	\$33,000.00	\$33,000.00	\$111,447.77
Grants and assistance to others		\$5,000.00	\$10,000.00	\$20,000.00	\$60,000.00	\$60,000.00	\$155,000.00
Occupancy		\$0.00	\$0.00	\$5,000.00	\$5,000.00	\$5,000.00	\$15,000.00
Insurance		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Telecommunications		\$236.93	\$2,280.94	\$400.00	\$400.00	\$400.00	\$3,717.87
Postage & shipping		\$0.00	\$670.00	\$500.00	\$500.00	\$500.00	\$2,170.00
Printing & copying		\$0.00	\$0.00	\$150.00	\$150.00	\$150.00	\$450.00
Office supplies		\$0.00	\$0.00	\$500.00	\$500.00	\$500.00	\$1,500.00
Office equipment & furniture		\$0.00	\$5,000.00	\$15,000.00	\$0.00	\$0.00	\$20,000.00
Legal, accounting & payroll services		\$15,175.00	\$13,991.99	\$4,000.00	\$4,000.00	\$4,000.00	\$41,166.99
Travel		\$0.00	\$10,000.00	\$15,000.00	\$15,000.00	\$15,000.00	\$55,000.00
Consultants	2	\$5,224.98	\$1,355.84	\$3,000.00	\$3,000.00	\$3,000.00	\$15,580.82
Other		\$1,174.57	\$119.80	\$1,000.00	\$1,000.00	\$1,000.00	\$4,294.37
<b>Total Expenses</b>		\$26,811.48	\$166,105.19	\$214,550.00	\$287,550.00	\$287,550.00	\$982,566.67
<b>NET INCOME</b>		(\$26,811.48)	\$1,713,894.81	(\$19,550.00)	(\$152,550.00)	(\$142,550.00)	\$1,372,433.33

**Notes**

- 1 Salaries and Wages covers a variety of positions, numbering 0 full-time positions in the first year. The highest paid position is budgeted at \$0 for full-time work in the first year, and \$100,000 in the second year. All staff will be paid amounts which are reasonable in light of amounts paid to comparably qualified individuals by comparable organizations for comparable responsibilities.
- 2 Consultants and service providers will be arm's-length contractors, and will be paid amounts that are reasonable in light of similar services. In no case will individuals who would be properly classified as employees be paid as independent contractors.

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**EIN: 46-4326752**

## **SUPPLEMENTAL RESPONSES TO FORM 1023**

### **Part I: Identification of Applicant**

**Question 7: Authorized Representative.** The names, firm, and address of the authorized representatives of The Mr. and Mrs. S.H. Wong Center for the Study of Multinational Corporation (the "Center") are:

Nancy E. McGlamery and Martha B. Lackritz  
Adler & Colvin  
235 Montgomery Street, Suite 1220  
San Francisco, California 94104

We attach a completed **Form 2848**.

### **Part II: Organizational Structure**

**Question 1: Corporation.** We attach a certified copy of the Center's Articles of Incorporation. There have been no amendments to date.

**Question 5: Bylaws.** We submit a copy of the Center's current Bylaws, as adopted by Action of Sole Incorporator effective January 30, 2014.

### **Part IV: Narrative Description of Past, Present, and Planned Activities.**

#### ***A. Background***

In 2011, President Obama stated that

As the world's fastest-growing region – and home to more than half the global economy – the Asia Pacific is critical to achieving my highest priority, and that's creating jobs and opportunity for the American people.<sup>1</sup>

Indeed, in 2012 the Asia Pacific region alone accounted for 28% of total U.S. exports to the

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<sup>1</sup> *Remarks By President Obama to the Australian Parliament* (November 17, 2011), available at <http://www.whitehouse.gov/the-press-office/2011/11/17/remarks-president-obama-australian-parliament> (last accessed on July 16, 2014).

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world.<sup>2</sup> The increasing interdependence of the U.S. and East Asian economies demands an educated understanding of effective global policy. The collective expertise of international academics and specialists is crucial to ensuring more than just economic stability, but social policy, human rights, and cross-cultural awareness.

At the center of U.S.-Asia relations and economic policy are multinational corporations operating on a global scale and grappling with questions of internet censorship, labor law, corporate social responsibility, regional economic integration, and national sovereignty, among others. Within this context, The Mr. & Mrs. S.H. Wong Center for the Study of Multinational Corporations (the "Center") was formed as a California nonprofit public benefit corporation, aimed at gathering and disseminating factual and conceptual knowledge on multinational corporations ("MNCs"). In particular, the Center expects to focus its efforts on supporting research and analysis relating to how various political and economic factors affect and shape MNCs investing, operating, or domiciled throughout the East Asia region.

A principal aspect of the Center's activities will be conducting political economy analysis, which refers to the investigation of how political and economic processes interact in a given society, between and among countries regionally, and between and among countries globally, and how they support or impede the ability to solve particular societal problems that require collective action. A political economy analysis aims to identify the interests and incentives driving the behavior of key actors, how the relationships among these parties develop and change over time, and the steps that can be taken to better address a particular societal issue.<sup>3</sup> Looking at these issues from a political economy perspective can help society develop a clearer understanding of the forces that may be promoting or impeding desired social outcomes and identify actions that may strengthen existing or potential drivers of progress.

The Center is nonpartisan and apolitical and will not advocate for any particular ideological perspective or approach towards the study of MNCs. Likewise, the Center will

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<sup>2</sup> See *Rebalance to Asia IV: U.S. Economic Engagement in East Asia and the Pacific*, Statement of John Andersen, International Trade Administration, U.S. Department of Commerce before The Senate Committee on Foreign Relations Subcommittee on East Asian and Pacific Affairs (December 18, 2013), *available at* <http://trade.gov/press/testimony/2013/anderson-121813.asp> (last accessed on July 16, 2014).

<sup>3</sup> For example, in recent years several academics have applied a political economy analysis to the provision of foreign aid to identify effective means for providing such economic aid to ensure it is used for the intended purposes. Similarly, development agencies, such as the World Bank, have been actively engaged in political economy analyses in recent years in order to identify where and how their strengths can be best applied to achieve their missions. See, e.g., Verena Fritz, "What a political economy perspective can contribute to development effectiveness," *available at* <http://blogs.worldbank.org/governance/what-a-political-economy-perspective-can-contribute-to-development-effectiveness> (last accessed on July 16, 2014).

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refrain from engaging in policy advocacy, lobbying, and other similar political activities. The Center will not support research focused on traditional business interests such as, but not limited to, finance, market entry strategies, production, logistics, and sales and marketing. Rather, the Center will serve as an intellectual hub for the study and analysis of how the interplay of particular political and economic conditions may affect a variety of decisions and behaviors of MNCs connected to East Asia, which can have wide-spread implications for society at large. For example, research conducted or sponsored by the Center may focus on matters such as what political and economic circumstances encourage MNCs to meet high-level corporate social responsibility standards, what factors encourage the adoption of particular government foreign investor technology transfer requirements, or whether the presence of MNCs change the foreign policies of host or home countries.

The Center will seek to educate the academic community, business leaders, policymakers, and the general public in a nonpartisan apolitical manner about these issues by publicly disseminating the results of research conducted or sponsored by the Center and generally making information on these topics more readily available to the general public through the specific activities and programs discussed in further detail below. The Center will *not* conduct research on behalf of, or for the purpose of advocating for, the commercial interests of any MNCs. The Center's purposes are purely educational, and will not serve the private interests of any entity or individual.

***B. Summary of Activities***

**1. Research, Analysis, and Publications**

The Center will conduct original research relating to the political economy of MNCs connected to East Asia in order to better understand how particular political and economic factors influence behaviors and decision-making processes. The Center also anticipates analyzing existing information, and synthesizing it to make it more readily available to the general public (e.g., by preparing regular reports or indexes summarizing such research). The Center may in the future undertake projects to translate East Asian language works on topics related to the Center's mission to make them more readily available to a wider audience, or publish academic works written by others that relate to its mission. The Center expects that publishing the results of its own research and analysis and other related works will contribute importantly to the Center's mission to make a material contribution to the public's understanding of the political economy of MNCs in or from East Asia. See also our supplemental response to **Part VIII, Question 10**, below.



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Although it is too soon to know precisely how the resources of the Center will be allocated in the future, we estimate that the research, analysis, and publications component of the Center's programs will absorb approximately 85% of the Center's time, personnel, and funds.

2. Grantmaking

*Grants to Organizations*

The Center may make grants to qualified organizations to support activities that further the Center's exempt purposes. The Center is still in the process of determining the details of its grantmaking program. However, the Center expects it may make grants to charitable and educational organizations that are described in Section 501(c)(3)<sup>4</sup> and are not private foundations. The Center may also make grants to other organizations working on projects that support the Center's exempt purposes upon the condition that grant funds be used exclusively for charitable, scientific, or educational purposes, with the Center retaining the necessary discretion and control over the grant funds (within the meaning of Revenue Ruling 68-489, 1968-2 C.B. 210).

See our supplemental responses to **Part VIII, Questions 13 and 14**, below for more information about the Foundation's grantmaking program for grants to organizations.

*Grants to Individuals*

While the Center has no immediate plans to do so, it will likely eventually award grants to qualified individuals to study and conduct research projects that further the Center's exempt purposes. Initially, the Center expects that grants will be provided to support the research of one or two senior scholars pursuing such projects annually. Eventually, grants may also be awarded to graduate students pursuing related research. Individual grant recipients will be selected based on their potential to fulfill the mission of the Center. The Center will enter into a written grant agreement with each individual grantee, which generally will restrict the grant funds to costs relating to the conduct of the applicable study or research project. Because the program has not yet been implemented, the Center has not yet determined the size of the grants it may make.

The Center may also award an annual Mr. & Mrs. S.H. Wong Center for the Study of Multinational Corporations Prize to individuals who has published a book that has made an important intellectual contribution to the study and analysis of the political economy of MNCs connected to East Asia. The purpose of this prize will be to encourage study and analysis and

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<sup>4</sup> Unless otherwise stated, all references to "Section" herein are to the Internal Revenue Code of 1986, as amended.

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raise awareness about the relevance of this field of study in identifying effective means of addressing societal issues. The Center has not yet determined the specifics of the nomination and selection process. However, in each case recipients of academic prizes will be vetted by a panel of independent experts in the field, and chosen based on a nondiscriminatory selection process. All prizes will be awarded to encourage and promote study and research that furthers the Center's exempt purposes.

See our supplemental responses to **Schedule H**, below, for more information about the Center's educational grants to individuals.

We estimate that the grantmaking component (both to individuals and organizations) will absorb approximately 5% of the Center's time, personnel, and funds.

3. Educational Activities and Public Outreach

The Center expects to organize and host, individually or in collaboration with other organizations, academic conferences, workshops, speaker series, and similar gatherings focused on matters relating to the political economy of MNCs connected to East Asia. Such events may include lectures, classes, and opportunities for participants to exchange ideas with other experts in the field. The Center's goal in sponsoring such events will be to promote academic study and to facilitate the exchange of information among academics, businesspeople, and policymakers in furtherance of the Center's exempt purposes.

The Center also expects to help facilitate an informed discourse about MNCs in the public media by having the Center's personnel give interviews to relevant media outlets and speak as experts in the field when asked, in connection with programs and journalistic pieces relating to the Center's exempt purposes. The Center may also provide relevant information and analysis to policymakers upon request in order to help them better understand the political economy of MNCs when crafting related policies.

We estimate that these activities will absorb approximately 10% of the Center's time, personnel and funds.

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**Part V: Compensation of/Financial Arrangements with Key Personnel.**

***Question 1a: Officers and Directors.***

<b>Name</b>	<b>Title</b>	<b>Mailing Address</b>	<b>Compensation amount</b>
Mr. Kai Yuen Wong	Director	1922 Tice Valley Blvd. P.O. Box 2460 Walnut Creek, CA 94595	None
Mr. Jun Ge	Director	1922 Tice Valley Blvd. P.O. Box 2460 Walnut Creek, CA 94595	None
Dr. Kai Kit Wong	Chair of Board, Director	1922 Tice Valley Blvd. P.O. Box 2460 Walnut Creek, CA 94595	None
Dr. Jean-Marc F. Blanchard	Executive Director, Director	1922 Tice Valley Blvd. P.O. Box 2460 Walnut Creek, CA 94595	\$102,238
Dr. Ka Zeng	Secretary	1922 Tice Valley Blvd. P.O. Box 2460 Walnut Creek, CA 94595	None
Dr. Yi Edward Yang	Treasurer	1922 Tice Valley Blvd. P.O. Box 2460 Walnut Creek, CA 94595	None

***Question 3a: Qualifications and Duties*** Below is a list of all persons whose names appear in lines 1a, showing names, qualifications, average hours worked, and duties.

***1. Directors: Duties and Hours.***

Directors are expected to meet at least once per year and, additionally as necessary to manage the Center and fulfill their fiduciary duties. Under corporate law governing nonprofit public benefit corporations like the Center, the Board is responsible for overall direction and management of the Center's activities and affairs, although the Board is permitted to delegate with supervision. Each individual director owes fiduciary duties to the Center to act in good faith in what the director believes to be the best interests of the Center, with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. Directors generally serve as many hours as necessary to accomplish their duties.

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**2. Mr. Kai Yuen Wong, Director**

For duties and hours of directors, see paragraph 1 above.

*Qualifications.* Mr. Kai-Yuen Wong is a company director based in Hong Kong and a Managing Director of the Mr. & Mrs. S.H. Wong Foundation Limited. He has close to forty-five years of experience in the investment field.

**3. Mr. Jun Ge, Director**

For duties and hours of directors, see paragraph 1 above.

*Qualifications.* Mr. Jun Ge is Vice President of Intel Corporation and Managing Director of Intel China. He leads the company's corporate affairs, government affairs, corporate business development, direct investment, legal, regulatory, and compliance efforts in China.

**4. Dr. Kai Kit Wong, Chair of the Board and Director**

In his capacity as Chair of the Board, Dr. Wong presides at all meetings of the Board of Directors and has such other powers and duties as may be prescribed by the Board or the Bylaws of the Center. See paragraph 1 above for Dr. Wong's specific duties and hours as a director.

*Qualifications.* Dr. Kar Kit Wong is the Managing Director of Hanlun Information Limited, a Company which is engaged in the development of e-Learning resources for Senior Secondary Schools in Hong Kong. He is also a Director of the Hanlun Institute of Chinese Physical Education, a nonprofit NGO, and a Managing Director of the Mr. & Mrs. S.H. Wong Foundation Limited.

**5. Dr. Jean-Marc F. Blanchard, Executive Director and Director**

In his capacity as Executive Director, Dr. Blanchard serves as the Center's chief executive officer and, subject to control of the Board, generally supervises, directs and controls the business and other officers of the corporation. Dr. Blanchard has the general powers and duties of management usually vested in the office of chief executive officer and President of a nonprofit corporation. In addition, Dr. Blanchard has such other powers and duties as may be prescribed by the Board of Directors or the Bylaws of the Center. Dr. Blanchard serves as many

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hours as are necessary to complete his duties as Executive Director. See paragraph 1 above for Dr. Blanchard's specific duties and hours as a director.

*Qualifications.* Dr. Blanchard is Assistant Dean and Professor at the School of International and Public Affairs, Shanghai Jiaotong University, in Shanghai, China. He has authored, co-authored, or co-edited more than half a dozen books/special academic journal issues and more than 40 book chapters and journal articles on topics relating to China and the World Trade Organization (WTO), Chinese foreign economic policy, foreign investment in China, Chinese outward investment, and China's sovereign wealth fund. Prior to his career in academia, Dr. Blanchard worked for the U.S. Federal Savings and Loan Insurance Corporation (FSLIC), the U.S. Federal Deposit Insurance Corporation (FDIC), the U.S. Resolution Trust Corporation (RTC), and Kelling, Northcross, & Nobriga (an investment bank). He also served as a Senior Consultant for KWR International. Dr. Blanchard is frequently interviewed for international print and electronic media and serves as a Business and Economics commentator for China Radio International's Global English Service. He has published in a variety of print and electronic media in the U.S., China, and elsewhere. Dr. Blanchard is fluent in Mandarin, English, and French.

**6. Dr. Ka Zeng, Secretary**

In her capacity as Secretary, Dr. Zeng supervises the maintenance of a full and complete record of the proceedings of the Board of Directors and the maintenance of the Center's minute books. Dr. Zeng also supervises the giving of such notices by the Center as may be proper or necessary, performs other duties that are usually delegated to the office of Secretary, and has such other powers and duties as may be prescribed by the Board of Directors or the Center's Bylaws. Dr. Zeng serves as many hours as are necessary to complete her duties as Secretary.

*Qualifications.* Dr. Zeng is Professor of Political Science and long-time Director of Asian Studies at the University of Arkansas, in Fayetteville, Arkansas. She is the author, editor, or co-editor of four academic books and more than a dozen articles in top international relations, international economy, and China/East-Asia related scholarly journals. She is a leading contemporary researcher on Chinese trade policy, China-WTO issues, and China-related trade dispute dynamics. In May 2014, the East Asia Institute awarded her the Peace, Governance, and Development Fellowship. She earned her Ph.D. in foreign affairs from the University of Virginia and her M.A. in Political Science from Virginia Tech University. Dr. Zeng is fluent in Mandarin and English.

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**7. Dr. Yi Edward Yang, Treasurer**

In his capacity as Treasurer, Dr. Yang is the chief financial officer of the Center and supervises the charge and custody of the Center's funds, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of the Center's properties and business transactions. Dr. Yang renders reports and accountings, as required, and has such other powers and duties as may be prescribed by the Board of Directors or the Center's Bylaws. Dr. Yang serves as many hours as are necessary to complete his duties as Treasurer.

*Qualifications.* Dr. Yang is Associate Professor of Political Science at James Madison University, in Harrisonburg, Virginia. He specializes in Chinese politics, foreign policy decision-making, and political psychology. His research has appeared in numerous top-ranked scholarly journals and edited volumes. He also works as an independent consultant providing corporations, government agencies, and research institutes with information they need to understand and negotiate China's unique political and business environment. He earned his Ph.D. in political science from Texas A&M University and his B.A. in diplomacy and international affairs from China Foreign Affairs University. Dr. Yang is fluent in Mandarin and English.

**Question 5a: Conflicts of Interest Policy.** A copy of the Center's conflicts of interest policy is attached. The policy was adopted by Action of the Sole Incorporator, effective January 30, 2014.

**Question 8: Leases/Contracts/Loans/Other Agreements with Officers, Directors, and Key Personnel.**

The Center has entered into an arms-length employment agreement with Dr. Blanchard as its Executive Director, a copy of which is attached. The Center does not now have plans to enter into any other lease, contract, loan or other agreement with its officers, directors, or other key personnel. Should the Center consider that entering into an employment or other contractual agreement with an officer, director, or other key personnel is in its best interests, the Board of Directors will follow the procedures set forth in its Conflict of Interest Policy and Section 4958 of the Code.

**Part VI: Benefits to Individuals and Organizations.**

**Question 1a: Goods, Services, or Funds Provided to Individuals.** The Center expects to award academic grants and prizes to individuals to support and encourage study and

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research projects related to the Center's exempt purposes, as described under the sub-heading "*Grantmaking - Grants to Individuals*" in the supplemental response to **Part IV**, above. The Center's grantmaking procedures will include an objective and nondiscriminatory selection process, and will be reasonably calculated to result in performance by the grantees of the activities that the grants are intended to finance. Recipients of academic prizes will be chosen based on a nondiscriminatory selection process and all prizes will be awarded to encourage and promote study and research that furthers the Center's exempt purposes. The Center will not award academic grants or prizes to individuals based on the status of an individual as an employee of any particular employer. The eligibility requirements for the Center's academic grants and prizes, once implemented, are described more fully in the supplemental response to **Schedule H, Question 3**, below.

The Center also expects to organize and host, individually or in collaboration with other organizations, academic conferences, workshops, speaker series, and similar gatherings focused on matters relating to the political economy of MNCs connected to East Asia. When economically feasible, the Center will not charge a fee for participating in such gatherings. However, if sufficient funds are not available to cover the costs of these programs, the Center expects to charge fees that will cover all customary and reasonable event costs while still encouraging optimal participation by individuals involved in the field. For more information about these programs, please see our discussion under the sub-heading "*Educational Activities*" in the supplemental response to **Part IV**, above.

**Question 1b: Goods, Services, or Funds Provided to Organizations.** The Center also expects to make grants to organizations to carry out projects that further the Center's exempt purposes. Any grant funds provided to organizations that are not charitable and educational organizations described in Section 501(c)(3) of the Code and classified as public charities will only be given upon the condition that grant funds be used exclusively for charitable, scientific, or educational purposes. See also the discussion under the sub-heading "*Grantmaking - Grants to Organizations*" in the supplemental response to **Part IV**, above, as well as the supplemental response to **Part VIII, Question 13**, below.

**Part VIII: Specific Activities.**

**Question 4a: Fundraising Programs.** The Center's initial funding has come from the Mr. and Mrs. S.H. Wong Foundation Limited. The Center is currently developing a more comprehensive fundraising plan, in which it anticipates being supported by a broad variety of individual donors and governmental and institutional grantors in the United States and abroad who support the Center's educational and charitable mission. Initially, the directors of the Center intend to make use of their extensive personal networks to solicit charitable contributions

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face-to-face, or by individualized mail, email, or telephone. As the Center grows, the fundraising tasks may be taken over by staff.

**Question 4b: Fundraising Contracts.** The Center has no current plans to enter into any written or oral contracts with any individuals or organizations to raise funds. However, if at some point in the future the Center finds it advantageous and in the best interests of the organization to engage a fundraiser, it may engage the services of a consultant. As the Center will be operating in California, it will comply with all applicable provisions of that state's Nonprofit Integrity Act (the "NIA"). The NIA requires that charitable organizations enter into written contracts with commercial fundraisers or fundraising counsel for each solicitation campaign, event, or service, and specifies several provisions required to be included in such contracts. The NIA also requires all commercial fundraisers and fundraising counsel to register with the state prior to starting any solicitation. We have not attached any fundraising contracts because there are no such agreements in existence at this time.

**Question 4d: Locales Where Fundraising Conducted.** The Center will focus its early fundraising activities in California and Hong Kong as that is where its Executive Director and Board of Directors are located and/or have their strongest networks. However, because the understanding of the political economy of MNCs connected to East Asia is of great concern to people throughout the United States and abroad, the Center has no plans to limit its fundraising activities by geographic area. The Center has no plans either to fundraise for other organizations, or to allow other organizations to fundraise on its behalf, in its name. It may, however, receive donations from individuals via the websites of other organizations such as online giving sites or online workplace giving programs. In all cases the Center will comply with applicable state laws governing charitable solicitations.

**Question 10: Intellectual Property.** The Center intends to publish research results and other educational materials on the political economy of MNCs connected to East Asia. The production and distribution of these materials will help the Center accomplish its exempt purpose by educating the public about this subject matter in an apolitical and nonpartisan manner. The Center will produce and distribute materials connected with its educational activities in a noncommercial manner in compliance with Revenue Ruling 67-4, 1967-1 C.B. 121. The Center intends to retain the copyright on its materials. The Center's publications will not contain commercial advertising. The Center expects any publication it may produce generally will be distributed without charge, though there may be occasions where the Center charges a fee in order to recoup publication production and/or distribution costs. Other than such material referred to above, the Center does not plan to own or have rights in intellectual property.



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**Question 11: Non-cash Contributions Accepted.** The Center has no current plans to solicit or accept contributions of real property, closely-held securities, intellectual property, licenses, royalties, vehicles, or collectibles. If offered such assets, however, the Center's Board would evaluate the possible use to the Center's mission of any proffered in-kind gift, the risks and difficulties associated with holding or liquidating it, and any donor restrictions associated with the gift, on a case-by-case basis before deciding to accept any such gift. The Center would expect to liquidate all in-kind gifts promptly, unless useful in its operations or prohibited by the donor. Should the Center decide to accept any such gift, it will ensure that it is properly documented, including any donor-imposed conditions or restrictions. The Center will not accept any in-kind gift subject to donor-imposed conditions or restrictions unless the Center's Board determined such conditions or restrictions are consistent with the Center's charitable purposes and programs. No existing agreements concerning in-kind contributions currently exist, and therefore none are attached.

**Question 12: Operations in Foreign Countries.** The Center conducts several activities outside of the U.S. Currently, it has bloggers and researchers operating in China, and may also recruit volunteers residing in China and other parts of Asia as part of its charitable and educational purposes. The Center's Executive Director will travel to East Asia several times a year in order to supervise volunteers, bloggers, and research assistants, and host or co-sponsor educational conferences and speaker events related to the nonprofit study of multinational corporations. As the Center grows, it may engage in other activities abroad, similar to the programs described under the sub-heading "*Educational Activities*" in the supplemental response to **Part IV**, above. In any event, the Center will only conduct activities abroad to the extent doing so serves its exempt purpose in the judgment of the Center's governing body, and only so far as applicable law permits.

**Question 13: Grants/Loans/Distributions to Organizations.**

**Question 13b: Grants to Organizations.** The Center may make grants to qualified organizations to carry out activities that further the Center's exempt purposes. The Center will make distributions only to the following organizational recipients:

- (a) organizations exempt from federal income tax under Section 501(c)(3) of the Code; and
- (b) other organizations exclusively for charitable, scientific, or educational purposes, with the Center retaining discretion and control (within the meaning of Rev. Rul. 68-489).

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**Question 13c: Contracts.** The Center has not yet made any grants and, thus, has no contracts, or grant agreements to attach here. All grants to U.S. organizations that are not public charities, and any grants to non-U.S. organizations, will be governed by written agreements with grantees. The Center also expects to use written grant agreements for grants to U.S. public charities in support of specific projects. The content of the agreements will vary depending on whether the grantee is a U.S. public charity or a foreign organization and with the nature, location, and track record of the grantee. For example, the Center will build more protections into agreements with grantees that are recently formed, located in conflict zones, or present other factors judged by the Center to indicate a greater risk that assets may be diverted away from charitable purposes. Please also see the supplemental response to **Question 13f(ii)** below.

**13d: Recipient Organizations and Relationships.** The Center will not make grants to organizations that are controlled by any officers or directors of the Center or other related parties. The Center has not yet made any grants and, thus, cannot identify specific grantees in response to this question.

**13e: Recordkeeping.** The Center plans to keep a file on each grant that it makes. In that file, it will maintain a copy of the Executive Director's approval, or the Board of Directors resolution (for grants above a certain amount) authorizing the grant, notes and records related to its pre-grant inquiries, a copy of the signed grant agreement between the Center and its grantee, a record of what funds under the grant agreement have been disbursed, copies of relevant reports on the use of the grant funds, and any other documents related to that grant.

**13f: Description of Selection Process.** The Center's Board of Directors will select grantees based on information obtained and provided by the Center's staff.

**13f(i): Grant Application Form.** The Center does not have any grant application forms at this time. Initially, the Center expects to invite potential grantees for formal Center grant programs to submit grant proposals. It will develop application forms in the future.

**13f(ii): Grant Agreements.** When appropriate, the Center will require potential grantees to submit detailed grant proposals to describe how they would use funds provided by the Center. If a proposal is accepted from an organization that is not a charity as defined under Sections 501(c)(3) and 509(a) of the Code, the Center will first enter into a grant agreement with the organization before granting funds. The grant agreement will set forth the grantor's and grantee's responsibilities. It will require the grantee to use funds only for grant purposes, provide periodic written reports on the use of grant funds, provide ongoing written

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reports and accountings, and acknowledge the grantor's authority to withhold or recover funds if abuse occurs.

**13g: Oversight Procedures.** The level of scrutiny will vary with the nature of the entity and the circumstances of the grant, as noted in the discussion of contracts at **Question 13c**. A grant to a U.S. organization with a proven record of effectiveness will require less oversight than a grant to a foreign organization that operates in a conflict zone, or an area where corruption is endemic. As noted in **Question 13f**, the Center will require periodic reports and will review them to determine whether further inquiry is warranted.

***Question 14: Grants/Loans/Distributions to Foreign Organizations.***

**14b: Names of Foreign Grantees.** The Center has no immediate plans to make any grants to non-U.S. organizations and therefore cannot provide the names of grantees or their locations.

**14d: Contributors' Knowledge of Sole Authority.** The Center will make contributors aware that the Foundation, by law, has authority and discretion to use all funds received for purposes consistent with its exempt purposes.

**14e: Pre-grant Inquiries.** For all grantees, whether foreign or domestic, the Center will investigate the organization's financial situation and its ability to accomplish the charitable purposes for which the particular grant is intended. Grantees located outside the U.S. may or may not be organized as charities, depending on the circumstances in the country where the grantee is located. For example, in some countries registration as a charitable organization may be difficult and costly, and effective organizations may not have charitable status. The Center does not want to exclude such organizations from eligibility for funding. Accordingly, the Center's pre-grant inquiries will focus on whether a grantee is organized and operated in a manner that enables it to carry out activities that further the Center's purposes. The Center will also assess the potential grantee's location and operations, as well as the diversity and expertise of the Center's governing body and leadership staff, for any indication of a higher than usual risk that charitable assets may be diverted to non-charitable purposes (e.g., private benefit or, in the worst case, terrorist activities).

**14f: Additional Oversight Procedures.** The Center will assess the risk that charitable assets may be diverted away from their intended purposes and will use such additional oversight procedures as may be necessary or appropriate in the circumstances to manage that risk. For example, depending on the circumstances of particular grants, the Center may perform site visits or may engage accounting firms or consultants to perform additional oversight at the local level. Because the Center has not yet considered any grants to foreign

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recipients, it has not yet developed specific procedures. However, in making any grants to foreign organizations, the Center will at all times comply with rules issued by the U.S. Department of the Treasury's Office of Foreign Assets Control (OFAC) and will adhere to all statutes, executive orders, and regulations restricting or prohibiting U.S. persons from engaging in transactions and dealings with countries, entities, or individuals subject to economic sanctions administered by OFAC. Specifically, the Center will:

- Check prospective grantees against the Specially Designated Nationals List maintained by OFAC;
- Require all overseas grantees to certify that they will not use any grant funds to support or engage in violent or terrorist activities;
- Conduct careful due diligence on each prospective grantee; and
- Promptly investigate any apparent misuse of grant funds.

**Question 15: Close Connection With Another Organization.** The Center does not share common control with another organization within the meaning of this term; however, the Mr. and Mrs. S.H. Wong Foundation, a Hong Kong company limited by guarantee, acting through a duly authorized representative (the "Foundation"), maintains the following privileges with respect to the Center under the Center's Bylaws: the Foundation has the right to designate a minority of directors, the right to participate in the selection of the Executive Director, and the right to approve or reject proposed amendments to the Center's Articles of Incorporation. This structure is intended to ensure that the Center retains its charitable and educational purposes, and to facilitate cooperation between the Center and East Asian nonprofit and educational organizations.

**Question 22: Scholarships, Fellowships, Educational Loans/Grants to Individuals.** We attach a completed **Schedule H**.

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**Schedule H: Educational Grants to Individuals, Section I.**

**Question 1: Description of Program.** While the Center has no immediate plans to do so, it will likely eventually award grants to qualified individuals to study and conduct research projects that further the Center's exempt purposes. Initially, the Center expects that grants will be provided to support the research of one or two senior scholars pursuing such projects annually. Eventually, grants may also be awarded to graduate students pursuing related research. Individual grant recipients will be selected based on their potential to fulfill the mission of the Center. The Center will enter into a written grant agreement with each individual grantee, which generally will restrict the grant funds to costs relating to the conduct of the applicable study or research project. Because the program has not yet been implemented, the Center has not yet determined the size of the grants it may make.

The Center may also award an annual Mr. & Mrs. S.H. Wong Center for the Study of Multinational Corporations Prize to individuals who have made an important academic contribution to the study and analysis of the political economy of MNCs connected to East Asia. The purpose of this prize will be to encourage study and analysis and raise awareness about the relevance of this field of study in identifying effective means of addressing societal issues. The Center has not yet determined the specifics of the nomination and selection process. However, in each case recipients of academic prizes will be vetted by a panel of independent experts in the field, and chosen based on a nondiscriminatory selection process. All prizes will be awarded to encourage and promote study and research that furthers the Center's exempt purposes.

**Question 2: Case Histories.** When the Center is ready to implement these programs, it will maintain the records required by Revenue Ruling 56-304, 1956-2 C.B. 306, regarding distribution of charitable funds to individuals.

**Question 3: Specific Criteria of Eligibility.** When the Center is ready to implement these programs, it will develop specific criteria. There will be no limitations or restrictions in the selection procedures based upon race, religion, national or ethnic origin, or other illegally discriminatory criteria. However, preference may be given to applicants from China or Hong Kong in some instances, or from groups (such as racial and ethnic minorities) that have historically been denied opportunities and access. The Center may also impose other restrictions from time to time, such as additional geographic limitations (e.g., limited to students from disadvantaged rural and urban areas) or subject-related limitations (e.g., limited to students majoring in a particular topic). Individuals who are employed by organizations controlled by a director of the Center, members of its Board of Directors, or related by blood or marriage to employees or directors of the Center or organizations controlled by a director of the Center, will

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not be eligible for grants from the Center. The number of potentially eligible individuals is too large and uncertain to estimate at this time.

***Question 4: Selection of Recipients.***

***4a: Specific Criteria for Selection.*** When the Center is ready to implement this program, it will develop specific criteria. As indicated above, its objective will be to identify students who demonstrate financial need and either (1) a record of academic achievement or (2) the potential, and the desire, for academic achievement in this particular field.

***4b and c: Number and Amount of Scholarships.*** The number and amount of scholarships which the Center may make to individuals will depend on the quantity and quality of applications received by the Center, the philanthropic priorities of the Center's Board of Directors, and the funds available. As this program has not yet been implemented, it is not possible to estimate how many scholarships will be made each year to individuals.

***4d: Criteria for Obtaining Grant Renewal.*** The Center currently has not developed any criteria for renewing grants. It may make single-year grants.

***Question 5: Supervision of Scholarships.*** As with its other individual grants, the Center will require each recipient to sign a Scholarship Agreement before any funds are disbursed. Using the reports required by the Scholarship Agreement, the Center will monitor and evaluate the expenditure of funds and the progress made by each recipient. Any apparent misuse of grant funds will be promptly investigated. If the Center discovers that funds have, in fact, been misused, it will require the recipient to return the funds immediately, and it will make no further distributions to that recipient. The Center will also maintain the records required by Revenue Ruling 56-304, 1956-2 C.B. 306, regarding distribution of charitable funds to individuals.

***Question 6: Selection Committee.*** An independent evaluation panel, most likely drawn from members of the Center's Advisory Board, will select grant recipients.

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**CONFLICT OF INTEREST POLICY**

**Article I: Purpose**

This conflict of interest policy is designed to foster public confidence in the integrity of The Mr. and Mrs. S.H. Wong Center for the Study of Multinational Corporations (the "Wong MNC Center") and to protect the Wong MNC Center's interest when it is contemplating entering a transaction (defined below) that might benefit the private interest of a director, a corporate officer, the top management or top financial official, a key employee (defined below), a person with substantial influence over the Wong MNC Center, or other interested person.

**Article II: Definitions**

As used throughout this policy, the terms below shall be defined as follows:

*Insider* means a person with substantial influence over the Wong MNC Center. The following four categories of persons are deemed to have substantial influence over the Wong MNC Center, and therefore are considered "insiders" for the purposes of this policy:

1. Each member of the Board of Directors or other governing body.
2. The president, chief executive officer, chief operating officer, treasurer and chief financial officer, executive director, or any person with the responsibilities of any of these positions (whether or not the person is an officer of the Wong MNC Center under the Wong MNC Center's Bylaws and the California Corporations Code).
3. Any other person whom the Board, based on the facts and circumstances, determines to have substantial influence over the Wong MNC Center. Such persons may include a founder of or a substantial contributor to the Wong MNC Center, a person with managerial authority over the Wong MNC Center, or a person with control over a significant portion of the Wong MNC Center's budget (such as a key employee).
4. Any person who met any of the above definitions at any time during the five years before the proposed transaction.

*Interested person* includes insiders in any of the four categories above and any person described in either of the two categories below.

5. Spouses, ancestors, children, grandchildren, great-grandchildren, brothers, sisters, and the spouses of their children, grandchildren, great-grandchildren, brothers, and

and sisters of any individual listed in categories 1 – 4 above.

6. Any entity in which any combination of persons listed above in categories 1 – 5 holds more than 35 percent of the combined voting power, if the entity is a business corporation; profits interests, if a partnership; or beneficial interest, if a trust or estate.

*Key employee* means an employee whose total annual compensation (including benefits) from the organization and its affiliates is more than \$150,000 **and** who (a) has responsibilities or influence over the organization similar to that of officers, directors, or trustees; **or** (b) manages a program that represents 10% or more of the activities, assets, income, or expenses of the organization; **or** (c) has or shares authority to control 10% or more of the organization's capital expenditures, operating budget, or compensation for employees.

*Interest* means financial commitments, investments, obligations, economic benefits, or other relationships between an interested person and the Wong MNC Center that are subject to Internal Revenue Code Section 4958, California Corporations Code Sections 5231-5238, or any other applicable federal, state, or local law or regulation governing conflicts of interest or fiduciary duties that requires any action by the Wong MNC Center.

A *conflict of interest* is present when, in the judgment of the body or individual determining whether a conflict exists, an interested person's financial stake in the transaction is such that it reduces the likelihood that an insider's influence can be exercised impartially in the best interests of the Wong MNC Center (or as may otherwise be defined by applicable law).

*Person* means any individual or entity, including a trust, estate, partnership, association, company, or corporation.

*Transaction* means any transaction, agreement, or arrangement between an interested person and the Wong MNC Center, or between the Wong MNC Center and any third party where an interested person has an interest in the transaction or any party to it. Transactions specifically identified as presenting no conflict of interest by applicable law, or under a corporate policy adopted by the Board of Directors to govern certain similar transactions and impartially administered, are excepted from the term transaction for purposes of this policy. Nothing in this policy permits the Wong MNC Center to engage in a transaction prohibited by law.

### **Article III: Procedures**

#### *1. Duty to Disclose*

Each interested person shall disclose to the Board, or to the Executive Committee or other Board Committee empowered to approve a specific transaction or type of transaction ("Committee"), all material facts regarding his, her, or its interest (including relevant affiliations) in the transaction. The interested person shall make that disclosure promptly upon learning of the proposed transaction. Insiders shall make disclosures on behalf of interested persons related to them unless the related interested person does so. (Committee powers and procedures depend on state corporate law and the authority properly delegated to the Committee by the Board.



Committee actions taken under this policy must also comply with such law and authority.)

2. *Determining Whether a Conflict of Interest Exists*

With regard to an interested person, the Board or Committee shall determine if a conflict of interest exists. The insider(s) and any other interested person(s) involved with the transaction shall not be present during the Board or Committee's discussion or determination of whether a conflict of interest exists, except as provided in Article IV below.

3. *Procedures for Addressing a Conflict of Interest*

Once a conflict of interest has been found:

The Board or Committee shall follow the procedures set forth in Article IV in order to decide what measures are needed to protect the Wong MNC Center's interests in light of the nature and seriousness of the conflict, to decide whether to enter into the transaction and, if so, to ensure that the terms of the transaction are appropriate. In the case of an insider who is a director, the director shall not vote on any transaction in which the director has an interest, and the remaining Board or Committee members shall decide the matter.

**Article IV: Review by the Board or Committee**

The Board or Committee may ask questions of and receive presentation(s) from the insider(s) and any other interested person(s), but shall deliberate and vote on the transaction in their absence. The Board or Committee shall ascertain that all material facts regarding the transaction and the interested person's conflict of interest have been disclosed to the Board or Committee, and shall compile appropriate data to ascertain whether the proposed transaction is fair and reasonable to the Wong MNC Center.

After exercising due diligence, which may include investigating alternatives that present no conflict, the Board or Committee shall determine whether the transaction is in the Wong MNC Center's best interest, for its own benefit, and whether it is fair and reasonable to the Wong MNC Center; the majority of members of the Board or Committee then in office may approve the transaction. Decisions regarding a director with a material financial interest in a transaction may be made initially by a Committee where it is not reasonably practicable to obtain advance Board approval, but must be ratified by the Board at the Board's next meeting. If the transaction does not involve a director with a material financial interest, the transaction can be approved by the Board or Committee by majority vote of those present at a meeting for which quorum requirements have been met.

**Article V: Records of Proceedings**

The minutes of any meeting of the Board and any Committee pursuant to this policy shall contain the name of each interested person who disclosed or was otherwise determined to have an interest in a transaction; the nature of the interest and whether it was determined to constitute a conflict of interest; any alternative transactions considered; the members of the Board or Committee who were present during the debate on the transaction,

those who voted on it, and to what extent interested persons were excluded from the deliberations; any comparability data or other information obtained and relied upon by the Board or Committee and how the information was obtained; and the result of the vote, including, if applicable, the terms of the transaction that was approved and the date it was approved.

The records must be prepared by the later of the next meeting of the Board or Committee or 60 days after the final action of the Board or Committee with respect to the transaction, and must be approved by the Board or Committee within a reasonable time afterwards.

#### **Article VI: Annual Disclosure and Compliance Statements**

Each director, each corporate officer, the top management official, the top financial official, and each key employee of the Wong MNC Center, and others that the Wong MNC Center may identify, shall annually sign a statement, that:

- affirms that the person has received a copy of this conflict of interest policy, has read and understood the policy, and has agreed to comply with the policy; and
- for certain individuals, discloses the person's financial interests and family relationships that could give rise to conflicts of interest,

in the form attached to this policy. All such statements by directors and officers shall be filed with the minutes of the meetings of the Board or Committee; statements by others shall be retained in their personnel files.

#### **Article VII: Past Transactions; Violations**

If the Board has reasonable cause to believe that an insider of the Wong MNC Center has failed to disclose actual or possible conflicts of interest, including those arising from a transaction with a related interested person, it shall inform such insider of the basis for this belief and afford the insider an opportunity to explain the alleged failure to disclose. If, after hearing the insider's response and making further investigation as warranted by the circumstances, the Board or Committee determines that the insider has failed to disclose an actual or possible conflict of interest, the Board or Committee shall take appropriate disciplinary and corrective action.

In situations where a transaction involving a conflict of interest is discovered after it has already occurred or begun (because, for example, the interest was inadvertently not disclosed prior to the transaction, or the Wong MNC Center's leadership did not realize that a review was necessary or advantageous), the Board or Committee shall conduct a review as described above in Article IV, and determine whether disciplinary or corrective action is possible or warranted. In appropriate cases, the Board or Committee may determine, upon completion of the review, that ratification of the transaction is in the Wong MNC Center's best interest, for its own benefit, and is fair and reasonable to the Wong MNC Center.

### **Article VIII: Annual Reviews**

To ensure that the Wong MNC Center operates in a manner consistent with its charitable purposes and its status as an organization exempt from federal income tax, the Board shall authorize and oversee an annual review of the administration of this conflict of interest policy. The review may be written or oral. The review shall consider the level of compliance with the policy, the continuing suitability of the policy, and whether the policy should be modified and improved.

Version dated \_\_\_\_\_

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**CONFLICT OF INTEREST POLICY:  
ACKNOWLEDGMENT AND FINANCIAL INTEREST DISCLOSURE STATEMENT**

The Wong MNC Center follows a conflict of interest policy designed to foster public confidence in our integrity and to protect our interest when we are contemplating entering a transaction or arrangement that might benefit the private interest of a director, a corporate officer, our top management official and top financial official, any of our key employees, any person with substantial influence over the Wong MNC Center, or other interested persons.

**Part I. Acknowledgment of Receipt**

I hereby acknowledge that I have received a copy of the conflict of interest policy of the Wong MNC Center, have read and understood it, and agree to comply with its terms.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Printed Name

**Part II. Disclosure of Financial Interests (directors, corporate officers, top management official, top financial official, and key employees only)**

We are required annually to file Form 990 with the Internal Revenue Service, and the form we file is available to the public. In order to complete Form 990 fully and accurately, we need each officer, director and key employee to disclose the information requested in this Part II. If you are not an officer or director of the Wong MNC Center, we have determined that you qualify as a key employee under IRS definitions.

A "conflict of interest," for purposes of Form 990, arises when a person in a position of authority over an organization, such as an officer, director, or key employee, may benefit financially from a decision he or she could make in such capacity, including indirect benefits such as to family members or businesses with which the person is closely associated.<sup>1</sup> Only financial interests must be listed on this disclosure form.

The purpose of this disclosure is to provide the Board of Directors or other governing body with a meaningful opportunity to determine whether a conflict of interest exists, by disclosing any interest that could give rise to a conflict of interest. Complete, accurate disclosure gives the governing body information it needs to fulfill its fiduciary obligations and to make decisions that are in the best interest of the organization.

<sup>1</sup> This definition applies for purposes of this Part II disclosure form and is more limited than the definition of a conflict of interest under the Wong MNC Center's policy.  
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**Part II** Please check ONE of the following boxes:

- ☐ My interests and relationships have not changed since my last disclosure of interests.  
[Proceed to signature block below. Do not complete the tables.]

**OR**

- ☐ I hereby disclose or update my interests and relationships that could give rise to a conflict of interest: [Complete the table below. Use additional pages as needed.]

Family Relationships	Names of those presenting a potential conflict of interest
Include spouse/domestic partner, living ancestors, brothers and sisters (whether whole or half blood), children (whether natural or adopted), grandchildren, great grandchildren, and spouses/domestic partners of brothers, sisters, children, grandchildren, and great grandchildren	

Type of interest	Description of interest that could lead to a conflict of interest
Transactions or arrangements with the Wong MNC Center	
Transactions or affiliations with other organizations	
Substantial business or investment holdings	
Transactions or affiliations with businesses	

I am not aware of any financial interest involving me or a family member that could present a conflict of interest that I have not disclosed either above or in a previous disclosure statement.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Printed Name