

The Charter was adopted by the General Assembly
of Founders on May 18th, 1993.
(Minutes dated May 18th, 1993, No 1/93)

The New Amended Version of the Charter was
adopted by the General Assembly of members on
September 1st, 2020
(Minutes dated September 1st, 2020, No 3).

CHARTER

OF THE REGIONAL NONGOVERNMENTAL ORGANIZATION

**"THE PUBLIC COMMISSION TO PRESERVE THE LEGACY OF
ACADEMICIAN SAKHAROV"**

(amended version)

Moscow 2020

ARTICLE 1. GENERAL PROVISIONS.

1.1. The Regional Nongovernmental Organization "The Public Commission to Preserve the Legacy of Academician Sakharov" (hereinafter, the Organization) has been established by citizens of the Russian Federation as a nongovernmental association of individual members committed to lifetime ideals, philosophy and political views of an outstanding scientist, statesman and public figure, Andrei Sakharov.

The Organization was founded by Academician A. D. Sakharov's associates, family and colleagues, upon the initiative of his widow Elena Bonner.

In 1990, the Organization was registered by the Executive Committee of the Moscow Council of People's Deputies. In 1993, the Organization was registered by the Ministry of Justice of the Russian Federation.

The Organization is governed in its activities by the Constitution of the Russian Federation and by applicable federal laws, international treaties of the Russian Federation, and by its own Charter, and operates in accordance with the principles of voluntariness, equality, self-governance and the rule of law.

The Organization is free to determine the forms and methods of its activity, its objectives and internal structure. The Organization's activities are public, and the information about its members, program documents, sources and amounts of funding is publicly accessible and published on the website of the Organization.

In order to carry out its activities, the Organization has established the Andrei Sakharov Archives (1990) and the Andrei Sakharov Museum and Community Center for Peace, Progress and Human Rights (1996).

In 1994, the Moscow Government issued Decree № 673 of August 9th, whereby apartment 62 at No 48B, Zemlyanoy Val Street, was handed over to the Organization for gratuitous, time-unlimited use to accommodate the Sakharov Archives.

In 1996, the Moscow City Government issued Resolution No 351 of April 16th, whereby buildings 5 and 6 of No 57, Zemlyanoy Val St., were handed over to the Organization for 25 years of gratuitous use.

1.2. Name of the Organization:

in Russian: Региональная общественная организация «Общественная комиссия по сохранению наследия академика Сахарова»;

the short name in Russian: «Сахаровский центр»;

in English: Regional Nongovernmental Organization "The Public Commission to Preserve the Legacy of Academician Sakharov".

1.3. The Organization carries out its activities in the city of Moscow.

1.4. The **location** of its permanent governing body (the Board) is Moscow.

1.5. The Organization exists as a legal entity from the date of its state registration under the name of Andrei Sakharov Foundation - Public Commission to Preserve the Legacy of Academician Sakharov (Ministry of Justice, July 1993).

The Organization owns or otherwise holds title to separate property and is liable for its obligations with its property.

The Organization can acquire and exercise property and non-property rights, incur obligations, sue and be sued in court in its own name.

The Organization has its own balance sheet and budget.

1.6. The Organization is established for an indefinite period.

The Organization can open accounts with banks, as legally prescribed.

The Organization has a round seal with its full name in Russian, and the seal may also carry the Organization's name in English.

The Organization may have its own stamp, letterhead, logo, symbols and other identifiers, approved as prescribed by law.

1.7. The brand symbol used by the organization is an emblem consisting of two parts: the verbal part includes the short name of the Organization - "Sakharov Center" - arranged in two lines in the lower right-hand corner, where the upper line reads "SAKHAROVSKY" in capital letters, and the lower line reads "CENTER" in capital letters (1); the graphic part is a monochrome stylized portrait of Andrei Dmitrievich Sakharov, shaded in black on the right side, against a white background (2).

ARTICLE 2. OBJECTIVES AND SCOPE OF OPERATION

2.1. The Organization has the following objectives:

- to preserve Academician Sakharov's legacy;
- to commemorate Andrei Sakharov, study his life and work, research and publicize his social and political legacy;
- to promote peace, progress, and human rights;

- to preserve the historical memory of the victims of political repression and crimes against humanity committed by the world's totalitarian regimes.

2.2. The scope of the Organization's operation includes:

- archives and museums;
- displays and exhibitions;
- libraries and education;
- information and publishing;
- seminars and conferences;
- creation of databases.

2.3. The Organization pursues its stated objectives by engaging in joint projects and partnership programs. Such activities include:

- carrying out joint projects and programs; engaging in partnerships and collaboration with civil society organizations, human rights organizations and other organizations, archives, museums, and other institutions;
- offering assistance to partner organizations, in particular by donating space for their events, provided that the nature and content of such events are essentially consistent with the Organization's philosophy and objectives.

2.4. The Organization may engage in the following income-generating activities insofar as they serve to advance the Organization's cause and are compatible with its specified objectives:

- publishing;
- communication and advertising;
- printing;
- consultancy and other services promoting the Organization's stated objectives;
- leasing out movable property owned by the Organization;
- organization and realization of exhibitions, fairs, auctions, festivals and other similar events;
- manufacturing merchandise and souvenirs, including those carrying the Organization's brand symbols, independently or jointly with other interested legal entities, associations or individuals, and marketing such products in accordance with the established procedure in and outside the Russian Federation;
- trade, intermediary and other commercial operations, of which the proceeds shall be used to advance the Organization's cause.

The Organization shall set up or participate in commercial companies to engage in income-generating operations.

2.5. The Organization shall engage in certain types of activities on the basis of licenses obtained in a manner prescribed by law.

ARTICLE 3. RIGHTS AND OBLIGATIONS OF THE ORGANIZATION

3.1. In order to achieve its stated objectives, the Organization shall have the following rights:

- to freely disseminate information about its activities;
- to engage in discussion of draft laws, other legal acts of public authorities and decisions of local self-government bodies, in the manner and to the extent prescribed by the Federal Law on Public Associations and by other legislation;
- to develop initiatives and assessments concerning various aspects of public life;
- to establish mass media and non-profit organizations, to engage in publishing;
- to engage in charitable activities;
- to set up internal divisions and working groups specializing in the implementation of one or more stated activities on a permanent basis;
- to represent and defend the rights and legitimate interests of its members vis-a-vis government, local self-government, nongovernmental associations, and other organizations;
- to plan and carry out its activities independently within the current legislative framework; to establish its structure and staffing, which includes the right to hire foreign specialists;
- to exercise other rights as provided by the current Russian legislation and consistent with the stated objectives of the Organization.

3.2. The Organization is obligated:

- to comply with the laws of the Russian Federation, with principles and norms of international law as applicable to its areas of activity, and with this Charter;
- to annually publish or otherwise make publicly available a report on the use of its property;
- to annually inform the authority having registered the nongovernmental association about the Organization's continued operation, indicating the actual location of

the permanent governing body, its name and details of the Organization's senior officers to the extent required to be disclosed in the Unified State Register of Legal Entities;

- to provide, upon request of the authority competent to make decisions concerning state registration of nongovernmental associations, copies of any resolutions made by the Organization's governing bodies and officers and the Organization's annual and quarterly activity reports within the scope of its reporting to the tax authorities;

- to give access for representatives of the authority competent to make decisions concerning state registration of nongovernmental associations to any events held by the Organization;

- to assist representatives of the authority competent to make decisions concerning state registration of nongovernmental associations in reviewing the Organization's activities for consistency with its stated objectives and for compliance with the Russian legislation;

- to report to the federal registering authority the amounts of funds and any other property received from foreign sources, as specified in paragraph 6 of Article 2 of the Federal Law on Non-Commercial Organizations, indicating the purpose of spending such funds and using such property and the details of their actual spending and use, following the format and schedule prescribed by the competent federal executive authority.

The organization is also required to inform the authority having registered this nongovernmental association about any changes in the data specified in paragraph 1 of Article 5 of the Federal Law on State Registration of Legal Entities and Individual Entrepreneurs, with the exception of data on licenses received, within three days following the date of such changes.

ARTICLE 4. MEMBERSHIP IN THE ORGANIZATION

4.1. Russian citizens, foreign nationals and stateless persons lawfully staying in the Russian territory, aged 18 and older, may be members of the Organization.

4.2. The General Assembly decides on the admission and expulsion of members. Members are free to leave the Organization by making a written declaration to the Board. Membership is terminated on the date of such declaration. Members do not receive financial remuneration for their activity in the Organization.

4.3. A member may:

- a) participate in the activities and governance of the Organization;
- b) elect and be elected to the governing and auditing bodies of the Organization;

c) participate in the Organization's activities and programs and, in doing so, utilize the Organization's resource base, equipment and other property; subject to agreement of the Executive Director, use the Organization's premises for conducting events which are consistent with the stated activities of the Organization;

d) submit proposals to the Organization's governing bodies concerning the Organization's activities;

e) request and receive from the Board and the Executive Director of the Organization any relevant information concerning the Organization's activities;

f) appeal any decisions of the Executive Director of the Organization decisions to the Board;

g) membership in the Organization is not an obstacle to membership in any political party or to engagement, in one's personal capacity, in political, commercial, public or any other activity that does not conflict with the laws of the Russian Federation;

h) acting on behalf of the Organization, challenge its transactions on the grounds established by civil law or the by the legislation on public associations, and require the enforcement of any effects of their invalidity, as well as any effects of the invalidity of any void transaction of the Organization;

i) avail themselves of the services offered by the Organization on an equal basis with other members of the Organization.

4.4. Members of the Organization are obligated to:

a) participate in the Organization's activities and contribute to the success of its operation;

b) comply with the requirements of this Charter, and with decisions of the General Assembly and the Board;

c) refrain from any action that may damage the Organization's reputation and property.

4.5. Members do not retain title to any property after they have handed it over to be owned by the Organization.

4.6. Members are not liable for the Organization's obligations, and the Organization is not liable for its members' obligations.

ARTICLE 5. GOVERNING BODIES OF THE ORGANIZATION

GENERAL ASSEMBLY OF MEMBERS

5.1. The General Assembly of members (hereinafter the General Assembly) is the supreme governing body of the Organization. General Assemblies are convened by the Board.

General Assemblies shall be convened by the Board as necessary, but at least once a year.

General Assemblies shall be held within one month before, and within six months after the end of each fiscal year.

5.2. The Executive Director shall organize each General Assembly by agreeing the date, venue and agenda with the Board and communicating this information to the members no later than two weeks before the scheduled date of the meeting.

5.3. A notification of the General Assembly should include the date, time and venue of the Assembly and its agenda and describe the procedure whereby members will be provided with relevant information in preparation for the Assembly.

5.4. Unscheduled General Assemblies may be initiated by decision of the Board, at the request of the Organization's Auditor or by any two members communicating their intention to the Board. A request to hold an unscheduled Assembly should detail any issues to be included in the agenda and reasons why they should be included. An unscheduled General Assembly may be convened either by the Executive Director of the Organization or by the initiators of such Assembly directly.

COMPETENCE OF THE GENERAL ASSEMBLY

5.5. A General Assembly may consider any issue related to the activities of the Organization.

The General Assembly has exclusive competence:

5.5.1) to determine the Organization's priorities and long-term programs, to define the guiding principles for its property acquisition and use, to adopt the Organization's annual work plan;

5.5.2) to approve and amend the Charter, followed by registration as prescribed by law;

5.5.3) to determine the number of members in the permanent collegiate governing body (the Board), to elect Board members for 2 years, and to decide on early termination of the Board;

5.5.4) to elect the Chairperson of the Board/Chairperson of the Organization (hereinafter the Chairperson) and Vice Chairpersons from among the Board members, to

appoint the Executive Director - all for two years; and to decide on early termination of their offices;

5.5.5) to appoint the Executive Director of the Organization for a period of 2 years and to terminate his or her authority;

5.5.6) to approve an external auditing firm or an individual external auditor;

5.5.7) to elect the Auditor of the Organization for a period of 2 years and to terminate his or her authority;

5.5.8) to hear, assess and approve annual reports of the Board and the Auditor of the Organization;

5.5.9) to approve internal documents developed by the Board to regulate various bodies of the Organization;

5.5.10) to approve the annual report and the accounting (financial) statements of the Organization;

5.5.11) to make decisions on the establishment of other legal entities, on the Organization's participation in other legal entities, on the opening of branches, subdivisions or representative offices of the Organization, and on setting up mass media outlets;

5.5.12) to decide on reorganization and liquidation of the Organization, to appoint a liquidation commission (liquidator), to approve interim and final liquidation balance sheets;

5.5.13) to admit and expel members of the Organization;

5.5.14) to make decisions on the amount and procedure for the payment of membership dues and for other property contributions by members.

DECISIONS OF THE GENERAL ASSEMBLY

5.6. A General Assembly is valid if attended by more than half of the Organization members.

Decisions on matters subject to exclusive competence of the General Assembly shall be adopted by a two-third majority vote of attending members. Other matters put to the vote shall be decided by a simple majority vote of members attending the General Assembly.

All decisions of the General Assembly shall be documented in the Minutes of the General Assembly which shall be drafted within 10 calendar days of the General Assembly date.

BOARD

5.7. The Board is a permanent collegiate governing body of the Organization acting between General Assemblies to exercise overall governance, with the exception of matters referred by this Charter to exclusive competence of the General Assembly.

5.8. The Board is elected for two (2) years from among members of the Organization. The Auditor of the Organization and the Executive Director of the Organization cannot be members of the Board.

5.9. The Board has competence over the following matters:

1) to convene annual and unscheduled meetings of members, except as provided in this Charter;

2) to formulate the agenda and procedure of the General Assembly;

3) to manage the preparation and implementation of resolutions adopted by the General Assembly, and to report on their implementation;

4) to prepare proposals for amending the Charter, reorganization or liquidation of the Organization;

5) to oversee the Executive Director and to monitor his/her implementation of decisions made by the General Assembly and the Board;

6) to make public statements on behalf of the Organization;

7) to review the Executive Director's reports, including profit and loss reports, management and property use reports;

8) to develop internal documents defining operational procedures and competences of various bodies of the Organization;

9) to approve the staffing structure and payroll based on proposals prepared by the Executive Director;

10) to establish rules concerning property and funds management and disposition based on proposals prepared by the Executive Director.

5.10. Board meetings shall be convened by the Executive Director of the Organization at the request of any member of the Board or the Auditor of the

Organization. The procedure for convening and conducting Board meetings shall be determined by internal regulations of the Organization.

5.11. A Board meeting is valid (has quorum) if attended by more than half of the elected Board members.

5.12. Board meetings shall be held as needed, but at least once every six months. The Board's decisions are taken by simple majority vote of attending Board members.

5.13. Minutes shall be taken at every Board meeting. The minutes of each Board meeting shall be completed within 10 calendar days after the meeting and signed by the person chairing the meeting and by the secretary.

CHAIRPERSON AND VICE CHAIRPERSONS

5.14. The Chairperson and his/her deputies shall be elected by the General Assembly from among members of the Organization for a period of two years.

5.15. The Chairperson and his/her deputies exercise the overall management of the Organization, act without a power of attorney on behalf of the Organization, negotiate, and enter into contracts and cooperative agreements with legal entities and individuals, including foreign ones. Contracts and agreements enter into force upon approval by the Board.

5.16. The Chairperson and his/her deputies supervise the Executive Director, issue directives binding on all employees of the Organization, and decide on any matters which are not within the exclusive competence of the General Assembly or the Board.

5.17. The Chairperson signs an employment contract with the Executive Director of the Organization on behalf of the Organization.

5.18. In the absence of the Chairperson (due to illness, vacation or business travel), his/her powers shall be exercised by a deputy subject to the Board's decision.

5.19. For the period of his/her absence, the Chairperson may delegate some of his/her powers by a written order to a Board member (members) with their consent.

EXECUTIVE DIRECTOR OF THE ORGANIZATION

5.20. The Executive Director shall exercise day-to-day management of the Organization. The Executive Director of the Organization is appointed by the General Assembly for a period of two years. The Executive Director attends the Board meetings in an advisory capacity.

The Executive Director of the Organization acts without a power of attorney on behalf of the Organization vis-a-vis public authorities and administrations, other natural

persons and legal entities, including foreign ones, represents the Organization in courts of general jurisdiction, commercial and tertiary courts, consulting with the Chairperson or with the Board as appropriate.

5.21. The Executive Director of the Organization decides on all aspects of day-to-day activities of the Organization, except for matters referred to the exclusive competence of the General Assembly, the Board, the Chairperson, and his/her deputies.

The Executive Director of the Organization shall:

- attend the General Assembly and the Board meetings;
- be fully accountable to the Board for day-to-day financial and other operations of the Organization, and responsible for safekeeping and proper use of the property held by the Organization;
- ensure the implementation of all decisions of the General Assembly, the Board, the Chairperson and his/her deputies addressed to the Executive Director of the Organization;
- represent the Organization vis-a-vis Russian and foreign legal entities and individuals; enter into contracts, agreements and other transactions on behalf of the Organization in and outside Russia within the limits of his/her authority, and issue powers of attorney;
- prepare required documents and materials for consideration by the Board meetings and the General Assembly;
- manage the Organization's resources without a power of attorney based on relevant Board decisions;
- manage the functions of bookkeeping and tax accounting and reporting according to the established procedure;
- issue orders, instructions and other documents regulating the Organization's operation;
- issue orders to give effect to regulations on the Organization's subdivisions and offices and their staffing schedules, upon approval of such regulations by the Board;
- hire and fire employees of the Organization in the manner prescribed by law;
- submit a draft administrative budget of the Organization for the Board's approval annually;

- give access to all documents in his/her possession to the Chairperson and his/her deputies, and to the Auditor of the Organization;

- exercise other rights and perform other duties which are prescribed by this Charter, by resolutions of the General Assembly and the Board, and which are not referred to the exclusive competence of other bodies of the Organization.

5.22. In the absence of the Executive Director, his/her functions shall be performed by the Chairperson or a member of the Board, based on the Board's decision.

ARTICLE 6. BOARD OF TRUSTEES

6.1. A Board of Trustees may be established by the Organization to oversee its operation. The Board of Trustees shall also contribute to building the ethical and material foundations of the Organization

6.2. Russian and foreign statespersons and public figures of all levels, politicians, journalists, entrepreneurs, activists of nongovernmental and charitable organizations, and other persons may serve as Trustees in their personal capacity. The Trustees shall not be members of the Organization.

The Board of Trustees' resolutions shall be of advisory nature and not binding on the Organization's governing bodies.

The functions performed by the Board of Trustees include proposing and discussing program ideas, carrying out an external review of the Organization's performance, and facilitating contacts with potential benefactors for raising financial and other resources.

The Organization shall inform the Board of Trustees on a regular basis about the Organization's activities and financial situation

ARTICLE 7. SOURCES OF PROPERTY AND FUNDS OF THE ORGANIZATION

7.1. The Organization is the holder of title to the property it owns. The Organization may own land, buildings, installations, facilities, housing, vehicles, equipment, inventory, cash and other property necessary for material support of the Organization's activities.

7.2. The Organization may rent or own internet resources.

7.3. The Organization may own electronic databases, archive collections, exhibits, books, pictures, videos and other materials needed to advance its objectives.

7.4. The Organization's property is protected by law. The Organization is liable for its obligations with its property legally subject to foreclosure.

7.5. The Organization's property, except property provided to the Organization for temporary use, is owned by the Organization and may be used only in accordance with its stated objectives. No member shall hold title to a share in any property owned by the Organization.

7.6. The Organization operates with its own funds. The sources of the Organization's cash and other assets include:

- voluntary contributions and donations;
- other income not prohibited by law.

7.7. The Organization owns all property and cash transferred to its ownership by members and other civil and legal entities for the advancement of its stated activities, and all property acquired or created by the Organization.

The Organization may accept property from legal entities, individuals or government agencies for temporary use on agreed terms and conditions and employ such property towards the Organization's stated objectives.

7.8. The Organization cannot accept financial assistance (property) from donors (benefactors) without a written instruction by the donor (benefactor) concerning the terms and conditions whereupon the donor's assistance is granted and may be used. The Organization must disclose in writing, at the donor's (benefactor's) request, all relevant details necessary for review of the Organization's compliance with the terms and conditions established by the donor.

7.9. The Organization may decline any donation of money or property if the terms and conditions of the grant are unacceptable for the Organization.

ARTICLE 8. AUDITOR OF THE ORGANIZATION

The Auditor of the Organization serves as an internal review body of the Organization. The Auditor shall be elected by the General Assembly from among the Organization's members for a period of two years and tasked with auditing the Organization's finances and operation. The Auditor may not serve on the Board or in any other official capacity in the Organization.

The Auditor shall audit the Organization's finances and operation annually. The Auditor shall also conduct unscheduled audits upon the request of at least one-third of all members of the Organization. The Auditor presents the resulting audit reports to the Board and to the General Assembly.

In order to oversee the Organization's finances and operation, the Board shall annually request a review of the Organization's finances and operation by the Auditor.

The Board, the Chairperson, the Executive Director and all employees of the Organization shall make available to the Auditor any materials necessary for conducting an audit or a review.

The Auditor may employ external auditing firms or experts to conduct audits and reviews. The Board shall decide on the remuneration to be paid to such external consultants.

ARTICLE 9. CHARTER AMENDMENT PROCEDURE.

9.1. Charter amendments shall be approved by a two-third vote of members attending the General Assembly, followed by registration of approved amendments in the manner prescribed by law.

9.2. Charter amendments come into effect as of the date of their state registration.

ARTICLE 10. REORGANIZATION.

10.1. The Organization may be reorganized in the manner prescribed by the Civil Code of the Russian Federation, the Federal Law on Public Associations and other federal laws.

10.2. The Organization may be reorganized through merger, accession, division, spin-off or restructuring.

10.3. Any reorganization of the Organization is based on a decision made by an Assembly of the Organization members.

10.4. Upon reorganization, the property and financial resources of the Organization become the property of its successors.

10.5. Except when reorganized through merger, the Organization is considered reorganized as of the date of state registration of the newly formed organization (organizations).

ARTICLE 11. LIQUIDATION OF THE ORGANIZATION

11.1. The Organization may be liquidated on the grounds and in the manner prescribed by the Civil Code of the Russian Federation, the Federal Law on Public Associations and other applicable federal laws.

11.2. Liquidation shall be decided by a two-third vote of members attending the General Assembly or ordered by a court in cases prescribed by law.

11.3. The General Assembly or the court which has ordered liquidation of the Organization shall then appoint a liquidation commission (a liquidator) and establish the

liquidation procedure and timelines as provided by the Civil Code of the Russian Federation.

11.4. Once a liquidation commission (a liquidator) is appointed, he/she/it assumes the authority to manage the Organization's affairs. The liquidation commission (the liquidator) acts on behalf of Organization in court.

11.5. In the event of liquidation, all personnel records shall be deposited with the state.

ARTICLE 12. PROPERTY OF LIQUIDATED ORGANIZATION

12.1. Following liquidation of the Organization, any property provided to it for gratuitous use shall be returned to the lawful owner or his/her heirs.

In the event of liquidation, any property remaining after the satisfaction of the creditors' claims shall be used to advance the cause for which the Organization was created and (or) for charitable purposes in the manner determined by the General Assembly of the Organization. The liquidation commission shall publish in print media the decision concerning the use of any remaining property.

The liquidation commission (liquidator) shall publish in print media the decision concerning the use of remaining assets and funds.

ARTICLE 13. FINAL PROVISIONS.

13.1. The legislation of the Russian Federation shall apply to all other matters concerning the legal status of the Organization, which are not covered by this Charter.