

**Approved by General Meeting of  
Founders dated November 5, 2015**

**C H A R T E R  
OF ARCHITECTURAL HERITAGE  
RUSSIAN MANOR ENDOWMENT FUND**

**Russian Federation  
Moscow**

## **1. GENERAL PROVISIONS**

1.1. ARCHITECTURAL HERITAGE RUSSIAN MANOR ENDOWMENT FUND (hereinafter – the Fund) is unitary non-profit organization without membership, incorporated by individuals and legal entities on the basis of voluntary asset contributions and pursuing social and cultural purposes.

1.2. The Fund is to be formed in accordance with the Constitution of the Russian Federation, the Civil Code of the Russian Federation, Federal Law No. 7-FZ “On non-profit organizations”, Federal law of the Russian Federation No. 275-FZ “About the procedure for forming and use of the target capital of non-profit organizations”., other laws and other statutory enactments of the Russia Federation and this Charter on the basis of a resolution of general meeting of founders of the Fund (Minutes No. 1 dated November 5, 2015).

1.3. Full name of the Fund in Russian shall be: СПЕЦИАЛИЗИРОВАННЫЙ ФОНД УПРАВЛЕНИЯ ЦЕЛЕВЫМ КАПИТАЛОМ «АРХИТЕКТУРНОЕ НАСЛЕДИЕ - РУССКАЯ УСАДЬБА».

1.4. Short name of the Fund in Russian shall be: ФОНД ЦЕЛЕВОГО КАПИТАЛА «АРХИТЕКТУРНОЕ НАСЛЕДИЕ — РУССКАЯ УСАДЬБА».

1.5. Name of the Fund in English shall be: Architectural Heritage-Russian Manor Endowment Fund.

1.6. Address (registered address) of the Fund: 12 Granatniy pereulok, Moscow, 123001, Russian Federation.

1.7. The Fund is a legal entity from the date of its public registration according to the procedure, established by legislation of the Russian Federation, owns solitary property, is entitled to purchase and exercise civil rights on its own behalf, incur civil obligations, act as a plaintiff and defendant in a court.

1.8. The Fund acts as an independent accounting entity, is entitled to open current and other accounts, including currency ones, in banks and other financial institutions on the territory of the Russian Federation and abroad, is entitled to have seals, stamps, letterhead stationery, as well as logotype registered according to the established procedure.

1.9. The Fund shall be liable for its liabilities by property, in respect of which penalty may be imposed under the law. Founders shall not be liable for liabilities of the Fund formed by them, and the Fund shall not be liable for liabilities of its founders.

1.10. Property transferred to the Fund by its founders shall be the property of the Fund. The Fund as owner owns, uses and possesses its property in accordance with this Charter.

1.11. For the purpose of pursuing aims, provided by this Charter, the Fund shall be entitled to create branches and open representative offices on the territory of the Russian Federation in compliance with requirements of the legislation of the Russian Federation. Branches and representative offices of the Fund are not legal entities and act in accordance with its Regulations to be approved by Meeting of the Fund.

1.12. The Fund is to be created without limitation of the term for activity.

## **2. FOUNDERS OF THE FUND**

2.1 Founders of the Fund are citizens and legal entities passed a resolution of its incorporation and approved this Charter:

> All-Russian non-governmental organization “Union of architects of Russia” (TIN 7703014480, OGRN 1027700136782, 12 Granatniy pereulok, 123001, Moscow, Russian Federation, represented by CEO Bokov Andrey Vladimirovich, acting on the basis of the Charter,

> N.I.J. Legal Services LLC (TIN 7701710548, OGRN 5077746315719, 4 Luchnikov per., building 2, Moscow, 101000, Russian Federation,

represented by CEO Nikolsky Igor Yuryevich, acting on the basis of the Charter,

- > Citizen of the USA Volkonsky Oleg Valentinovich;
- > Citizen of the Russian Federation Nikolsky Igor Yuryevich;
- > Citizen of the Russian Federation Osipov Vyacheslav Anatolyevich.

2.2. The competence of founders includes:

- > Approval of the Fund's Charter upon its forming;
- > Approval of the initial membership of the Fund's Meeting upon its forming;
- > Appointment of the first Chairman of the Fund's Meeting upon its forming;
- > Appointment of the first CEO of the Fund upon its forming;
- > Approval of the initial membership of the Supervisory Board of the Fund upon its forming.

2.3 Founders (representatives of founders legal entities) shall be entitled to:

- > Convene an extraordinary session of the Fund's Meeting;
- > Demand from the Fund's Meeting conducting an unplanned inspection of financial and economic activity of the Fund;
- > Obtain information concerning the Fund's activity and familiarize with documents of the Fund;
- > Make offers concerning improvement of the Fund's activity before the Fund's Management and officials of the Fund;
- > Be included into the membership of management bodies of the Fund;
- > Make voluntary contributions and donations, as well as render other financial assistance, as required for ensuring the Funds activity;
- > Apply with a court with application on liquidation of the Fund;
- > Exercise other rights, provided for by legislation of the Russian Federation and this Charter.

2.4 Founders of the Fund shall be obliged to:

- > Cooperate with Fund in pursuing its aims;
- > Perform obligations assumed in respect of the Fund;
- > Comply with provisions of this Charter and internal documents of the Fund;
- > Not disclose confidential information pertaining to organization and activity of the Fund;

2.5. Founders of the Fund incur other obligations, provided by legislation of the Russian Federation and this Charter.

2.6 Resolution of founders is legitimate, if it is passed by majority of founders' votes (representatives of founders – legal entities).

### **3. PURPOSES AND SUBJECT OF THE ACTIVITY OF THE FUND**

3.1 The Fund is created for formation and replenishment of endowment (endowments), application of income from endowment (endowments), allocation of income from endowment (endowments) in favor of receivers of revenue from endowment according to the procedure, provided for by legislation of the Russian Federation, this Charter and internal documents of the Fund, for support and development of cultural heritage site, for the purposes of regeneration of culture, traditions and life of manors of the nobility in Russia, as well as for the purposes of facilitation of performance of awareness work and implementation of socially significant, educational, cultural programs and projects regenerating and strengthening national identity of Russian people.

The Fund contemplates financing of restoration works of historical and cultural monuments of federal value of Sukhanovo manor of Volkonsky's aristocratic family, XVIII-XIX centuries. – House of creativity of Architects of Russian; Talyzin mansion on Vozdvizhenka Street, XVII- XIX centuries. – Shchusev State Museum of Architecture etc., Museum of Patriotic War 1812 in Sukhanovo – House of creativity of Architects of Russia, support of non-profit

organizations dealing with restoration of manor of the nobility and architectural monuments.

3.2. Subject of the Fund's activity shall be:

- > Collection of funds for the purposes of formation and replenishment of endowment (endowments), for transfer of mentioned funds to discretionary management of administration company (companies), application, allocation of income from endowment in favor of receivers of revenue from endowment, attraction of sponsoring and charity support, collection of donations from organization and private persons both on the territory of Russia and abroad;
- > Implementation of Fund's schemes on attraction of voluntary donations of Russian and foreign legal entities and individuals:
  - > Joining together efforts for the purpose of creation and popularization of a positive image of Russia, achievements of its culture, science, spirituality both on the territory of Russia and beyond;
  - > Conduct of activity aimed at preservation, maintenance and regeneration of historic cultural heritage of nations of Russia and restoration of historical and cultural monuments;
  - > Engagement and financing of designers, architects, restorers, artists and other specialists, as well as organizations for performance of work associated with restoration, maintenance and preservation of historic cultural heritage of nations of Russia;
  - > Arrangement of competitions, business meetings, lectures, seminars, conferences, concerts, cultural and entertainment measures;
  - > Participation in exhibitions and representations;
  - > Assistance of consultancy and organizational and methodical assistance to organizations and citizens upon development of schemes and projects connected with statutory purposes of the Fund;
  - > Assistance in production of audio and video products;
  - > Assistance in conducting international economic activity according to the established procedure, participation in international programs and agreements;
  - > Entering into contracts, purchase and lease of property, entering into other civil and legal relations with legal entities and individuals;
  - > Cooperation with foreign, national and international organizations, unions, associations in establishment and development of close business contacts of the Fund with foreign partners.
  - > Assistance of financial, organizational, informational and other support initiatives (offers, projects, schemes etc.) of citizens and organizations consistent with the Fund's purposes.

3.3. For achievement of statutory purposes the Fund shall be entitled to:

- > Participate in organization of congresses, seminars, festivals, thematic meeting, including international ones.
- > Carry out publishing activity, incorporate printed publications for the purposes of promotion of the Fund's activity;
- > Use mass media (films, video, TV and press) in awareness campaign of the Fund's purposes;
- > Accumulate funds and organizational opportunities for pursuing aims of the Fund;
- > Form and create information field for the purpose of further development of the Fund's activity;
- > Attract attention of governmental and non-governmental (commercial, public and other) organizations in different countries to statutory activity of the Fund;
- > Support socially significant schemes, engage in participation therein governmental, commercial, non-profit organizations, public unions, individual citizens of the Russian Federation and other countries;

- > Develop and implement its own programs consistent with statutory purposes of the Fund;
- > Finance of execution of events, exhibitions, seminars, festivals;
- > Assist in attraction of domestic and foreign sponsors for implementation of statutory purposes of the Fund.

3.4. The Fund may conduct activity generating profits, only insofar as it serves for achievement of purposes, for which the Fund is formed and complied with these purposes. Such an activity may be:

- > Lease of property of the Fund;
- > Purchase and sale of securities;
- > Participation in business entities as investor.

3.5. The Fund may conduct one or more activities non-prohibited by legislation of the Russian Federation and consistent with purposes of the Fund's activity, provided for by this Charter.

3.6. Certain activities, the list of which is to be determined by legislation of the Russian Federation, may be carried out by Fund on the basis of license.

#### **4. PROCEDURE FOR FORMATION AND REPLENISHMENT OF ENDOWMENT, REPORTING OF THE FUND**

- 4.1 Fund endowment is to be formed and replenished by monetary funds in currency of the Russian Federation and foreign currency, transferred into the ownership of the Fund on the basis of donation agreements or testament.
- 4.2 The Fund shall not be entitled to transfer its own property for formation of its endowment (replenishment of its formed endowment), with the exception of cases, provided for by legislation of the Russian Federation.
- 4.3 Donation agreements entered into between Donator and Fund or testament may provide transfer of securities and (or) estate into the Fund's endowment in accordance with requirements of the legislation of the Russian Federation.
- 4.4 The Fund shall be entitled to declare of public collection of monetary funds in accordance with requirements of the legislation of the Russian Federation.
- 4.5 The Fund shall be obliged to transfer property received for endowment formation to discretionary management of administration company subject to requirements and restrictions, provided for by current legislation of the Russian Federation and this Charter. From the date of transfer of this property to discretionary management of administration company the Fund's endowment shall be deemed as formed.
- 4.6 The Fund shall not be entitled to use and dispose of property received under donation agreement or testament for formation or replenishment of endowment before its transfer into discretionary management of administration company, with the exception of cases of crediting monetary funds on deposit account in credit institutions.
- 4.7 If following transfer of the property constituting the endowment into discretionary management of administration company in favor of the Fund additional donations are made for endowment formation or replenishment of endowment formed, the Fund shall be obliged to transfer this property to discretionary management of administration company within the terms, determined by current legislation of the Russian Federation.
- 4.8 The endowment is to be formed for the term no less than 10 (ten) years, unless otherwise determined by current legislation of the Russian Federation.
- 4.9 The Fund shall be entitled to form several endowments on the basis of separate donation agreements or testaments, as well as in the event, if donation agreement or testament provides different purposes of formation of the endowment.

- 4.10 The Fund shall be entitled to maintain separate accounting of all transactions connected with receipt of property for endowment formation and replenishment, transfer of property constituting the endowment to discretionary management of administration company, and with use, allocation of income from endowment. If several endowments are formed by Fund, then separate accounting shall be maintained in respect of each endowment separately.
- 4.11 The Fund maintains bookkeeping and statistical accounting according to the procedure, determined by legislation of the Russian Federation.
- 4.12 The Fund shall be entitled to prepare and approve annual report on formation and replenishment of endowment and on use, allocation of income from endowment not later six months following expiration of reporting year.
- 4.13 The Fund shall be obliged to publish a report on formation and replenishment of endowment, and on use, allocation of income from endowment on website in the Internet annually.
- 4.14 For the purposes of state, social, economic and tax policy the Fund shall be liable for retention of documents (management, financial and economic, on staff etc.), ensures transfer of documents of scientific and historical value for state storage, keeps and uses documents on staff according to the established procedure.
- 4.15 The Fund shall provide authority passed resolution on its public registration with a report on its activity annually in accordance with requirements, determined by legislation of the Russian Federation.
- 4.16 Dissolution of endowment shall be made in cases and according to the procedure, provided for by current legislation of the Russian Federation and this Charter.

## **5 PROCEDURE FOR USE OF INCOME FROM ENDOWMENT**

- 5.1 The Fund may use income from endowment in accordance with purposes, provided for by this Charter, donation agreement or testament or resolution of Supervisory Board of the Fund, unless purpose and aims of use of income from endowment determined by donation agreement or testament.
- 5.2 Application of income from endowment of the Fund shall be made in accordance with the Fund's financial schedule, approved by Meeting of the Fund following prior consent of the Supervisory board of the Fund.
- 5.3 The Fund shall be entitled to use a part of property constituting endowment, but not more than 10 (ten) percent of balance value of the property constituting the endowment per year, unless prohibited by donation agreement, testament and provided for by financial schedule of the Fund.
- 5.4 The Fund shall be entitled to use not the whole income gained from discretionary management of property constituting endowment, on the condition of compliance with requirements of the current legislation of the Russian Federation, obligations under donation agreements, terms of testaments and resolutions of Supervisory Board of the Fund.
- 5.5 The Fund shall transfer income from endowment to receivers of revenue from endowment on the basis of individual donation agreement and financial schedule of the Fund.
- 5.6 The Fund shall be entitled to use not more than 15 percent of the income amount from discretionary management of property constituting the endowment for administrative and management expenses connected with endowment formation and replenishment, or not more than 10 percent of the amount of income from endowment gained for reporting year. These expenses, particularly, shall be payment of lease of premises, buildings and constructions, expenses for purchase of fixed assets and consumable materials, audit expenses, payout of salary to employees of the Fund, expenses for management of the Fund and its certain structural subdivisions,

Expense for purchase of services on management of the Fund or its certain structural subdivisions.

## **6. FUND MANAGEMENT BODIES**

6.1. Fund management bodies are:

- > Meeting of the Fund;
- > CEO of the Fund;
- > Supervisory Board of the Fund;
- > Auditor.

### **MEETING OF THE FUND**

6.2. The highest Fund management body is a collective body — Meeting of the Fund. Meeting of the Fund is composed at least of 5 (five) members.

6.3. Founders of the Fund shall have a pre-emptive right to have one representative for each member in the Meeting of the Fund without limitation of the term of authorities.

6.4. Other members of the Meeting of the Fund shall be elected by special resolution with two thirds of votes of the total number of current members of the Meeting of the Fund for the term of 5 (five) years with unlimited right of re-election. Founders, members of the Meeting and Supervisory board, CEO of the Fund enjoy the right to propose candidates in the Meeting of the Fund.

6.5. Initial membership of the Meeting of the Fund shall be approved by founders of the Fund. Following public registration of the Fund changes in the membership of the Meeting shall be made by resolution of the Meeting of the Fund itself according to the procedure and in cases, provided for by current legislation of the Russian Federation and this Charter.

6.6. In the event of withdrawal of any of members from the Meeting of the Fund or impossibility to perform its obligations, its candidacy may be replaced by resolution of the Meeting of the Fund without re-election of the whole membership of the Meeting of the fund. Authorities of a new member of the Meeting of the Fund are limited by duration of this membership of the Meeting of the Fund. A new member of the Meeting of the Fund may be elected notwithstanding withdrawal of other member of the Meeting of the Fund.

6.7. Member of the Meeting of the Fund - representative of the Fund's founder may be replaced at any time by resolution of respective founder of the Fund by giving relevant notice of replacement of a member of the Meeting of the Fund to other members of the Meeting of the Fund, CEO of the Fund, Supervisory Board of the Fund. Notification of members of the Meeting of the Fund and other bodies of the Fund of replacement of a member of the Meeting of the Fund may be sent through CEO of the Fund.

6.8. Members of the Meeting, other than CEO, conduct activity on a voluntary basis. The Fund shall not be entitled to make payment to members of the Meeting for performance of functions assumed, with the exception of indemnification for expenses connected with participation in the work of the Meeting of the Fund.

6.9. The Meeting of the Fund shall be gathered as and when necessary, but at least four times a year. Extraordinary session of the Meeting of the Fund is to be convened by Chairman of the Meeting of the Fund upon its own initiative, or at the request of CEO, Supervisory board or any member of the Meeting of the Fund. Extraordinary session of the Meeting of the Fund shall take place within the term not later 30 (thirty) business days from the date of receipt of appropriate request of convocation of the Meeting of the Fund.

6.7. Notice of time, place, agenda of session of the Meeting of the Fund, materials, documents of a meeting and resolution drafts put on voting by Meeting of the Fund shall be sent to members of the Meeting of the Fund by e-mail not at least 5 (five) business days prior to date of arranging session of the Meeting of the Fund.

6.8. In the event of breach the procedure established for convocation of the Meeting, the Meeting

shall be deemed legitimate, if all members of the Meeting participate therein.

6.9. Meeting of the Fund shall pass resolution on following issues:

Alteration of the Charter of the Fund;

6.9.1. Determination of prospective fields of the Fund's activity, principles of warehousing and use of its property;

6.9.2. Passing resolution of formation and dissolution of an endowment;

6.9.3. Determination of purposes for pursuing which the Fund shall be entitled to form endowment under the purposes, determined by this Charter;

6.9.4. Election of CEO of the Fund and early termination of its authorities;

6.9.5. Approval of terms and conditions of employment agreement with CEO of the Fund;

6.9.6. Approval of annual report, annual accounting balance and annual accounting statements of the Fund on endowment formation, on use, allocation of income from endowment;

6.9.7. Approval of financial schedule of application, allocation of income from endowment (hereinafter – financial schedule) and making amendments to this financial schedule;

6.9.8. Determination of administration company and audit firm;

6.9.9. Election of Accountant and its removal;

6.9.10. Passing a resolution on public collection of monetary funds and approval of standard form of donation agreement to be concluded with donators in public collection of monetary funds for replenishment of formed endowment;

6.9.11. Election of a Chairman of the Fund's Meeting;

6.9.12. Formation of Supervisory Board of the Fund, approval of its membership, its number and composition, early termination of authorities of its members;

6.9.13. Approval of local statutory acts and documents of the Fund;

6.9.14. Passing resolutions on establishment of branches and opening of representative offices of the Fund;

6.9.15. Approval of regulations for branches and representative offices of the Fund, as well as approval of candidacies of its heads;

6.9.15. Settlement of other issues pertaining to competence of the Fund's Meeting (as the highest management body) in accordance with the legislation of the Russian Federation and this Charter.

Issues, provided for by sub-clauses. 6.9.1-6.9.9, 6.9.12 of this clause, are attributable to exclusive competence of the Fund's Meeting.

6.10. Meeting, if appropriate, may create commissions and committees among its members, as well as among experts and officers of the Fund, not included into the membership of the Fund's Meeting, engaged for preliminary consideration of certain issues included into the competence of the Fund's Meeting.

6.11. Session of the Fund's Meeting is legitimate, if more than half of the membership of the Fund's Meeting is present therein, In the absence of quorum, session of the Fund's Meeting shall be postponed, but not more than for 15 (fifteen) days. In the event if at session of the Fund's Meeting all members of the Fund's Meeting are present, then they shall be entitled to consider and pass resolutions on all issues included into competence of the Fund's Meeting, including issues beyond agenda of session of the Fund's Meeting.

6.12. Session of the Fund's Meeting shall be held by joint presence of members of meeting. When holding Meeting in the form of joint presence members of the Meeting may be present in meeting personally or via videoconference or other communication means.

6.13. Resolutions on all issues are to be passed by Meeting of the Fund by simple majority of votes of members of the Fund's Meeting present at session on the basis "one member of the Fund's Meeting – one vote". Resolutions on issues of exclusive competence of the Fund's Meeting are to be passed by qualified

majority in two thirds of votes of total number of members of the Fund's Meeting.

6.14. In cases of the occurrence of conflict of interest a member of the Meeting interested in performance by Fund of those or other actions shall be obliged to notify the Fund's Meeting of its interest before passing a resolution of performance of mentioned actions.

6.15. Resolutions of the Fund's Meeting are to be fixed in minutes of meeting to be signed by Chairman and Secretary of the Meeting's Fund. Storage and accounting of minutes of the Fund's Meeting shall be made by CEO.

6.16. Chairman of the Fund's Meeting shall arrange operation of the Fund's Meeting, convene sessions of the Fund's Meeting, preside thereon and arrange maintenance of minutes. Upon session of the Fund's Meeting the Chairman of the Fund's Meeting shall be appointed by founders of the Fund, and subsequently Chairman of the Fund's Meeting shall be appointed by members of the Fund's Meeting among its membership by majority of votes of members of the Fund's Meeting present at session of the Fund's Meeting. Chairman of the Fund's Meeting is to be appointed for the term of 5 (five) years with unlimited right of re-election.

6.17. CEO of the Fund shall not be entitled to exercise functions of the Chairman of the Fund's Meeting.

6.18. In the event of absence of the Chairman of the Fund's Meeting, its functions shall be exercised one of members of the Fund's Meeting under Fund's Meeting decision.

6.19. Transfer of voting rights by member of the Fund's Meeting to other person, including other member of the Fund's Meeting, shall not be permitted.

6.20. For details of operating procedure, voting procedure, authorities of the Chairman of the Fund's Meeting and other issues the Fund's Meeting shall be entitled to approve Regulations for Meeting of the Fund.

#### **CEO OF THE FUND**

6.21. CEO is permanently current sole executive body of the Fund.

6.22. CEO is included into the membership of the Fund's Meeting.

6.23. CEO of the Fund is to be appointed and removed on the basis of a resolution of the Fund's Meeting. Upon creating the Fund CEO shall be appointed by founders of the Fund.

6.24. CEO is to be appointed for the term of 5 (five) years and can occupy this position of unlimited number of times.

6.25. CEO exercise its powers on the basis of employment agreement entered into with it. Chairman of the Fund's Meeting enters into employment agreement with CEO on behalf of the Fund.

6.26. The Fund's Meeting shall be entitled to early remove CEO from the position according to the procedure and on the terms, determined by legislation of the Russian Federation and this Charter. Early termination of authorities of Fund's CEO is possible on the basis of its personal application as well.

6.27. CEO of the Fund:

- 1) Acts on behalf of the Fund without power of attorney;
- 2) Represents interests of the Fund in relations with governmental authorities on federal and regional levels, entities and individuals subject to resolutions of other management bodies of the Fund passed on issues of its competence;
- 3) is accountable to the Fund's Meeting;
- 4) Shall be liable for annual publication of Fund's reports;
- 5) Arranges work associated with carrying out statutory activity of the Fund;
- 6) Opens and closes banking and other accounts of the Fund with the right to sign payment and other financial documents ;
- 7) Enters into and executes civil and legal transactions, possesses property and assets of the Fund to the extent, determined by this Charter, and in accordance with approved financial schedule

and internal budget of the Fund;

8) Shall be personally liable to the extent of its competence for application of assets and property of the Fund in compliance with its statutory purposes;

9) controls over activity of branches and representative offices of the Fund;

10) Approves accounting policy, arranges maintenance of accurate accounting in the Fund, timely submitting an annual report and other financial statements to appropriate authorities, as well as data concerning activity of the Fund, to be submitted to authorized governmental bodies, founders, members of the Supervisory board, creditors and mass media, cooperates with founders of the Fund;

11) Performs resolutions of the Fund's Meeting and Supervisory board of the Fund passed to the extent of its competence

12) Issues powers of attorney on behalf of the Fund;

13) Approves structure and staff list of the Fund, salaries and job descriptions, internal code of labor conduct, determines principal principles of social and household service of the Fund's employees and rendering them with financial and other aid;

14) Prepare proposals on execution of transactions, resolutions on which are to be passed by The Fund's Meeting;

15) Makes analysis of financial and economic activity of the Fund;

16) Approves internal documents of the Fund governing ordinary economic activity of the Fund;

17) Employs and dismisses employees of the Fund, enters into employment agreements with them, as well as takes measures on rewards and sanctions in respect of mentioned persons;

18) Ensures performance of obligations of the Fund towards budget and counteragents under economic contracts;

19) Passes resolutions on making claims and lawsuits against legal entities and individuals on behalf of the Fund and of satisfaction of claims made against the Fund;

20) Ensures preparation of annual report and annual accounting balance and furnishes them for approval by Meeting of the Fund;

21) Ensures preparation of annual report on formation and replenishment of endowment and on application, allocation of income from endowment and posts on the website of the Fund in the Internet;

22) Ensures keeping and accounting of minutes of the Meeting and Supervisory Board of the Fund;

23) Keeps seal and documentation of the Fund;

24) Certifies copies of documents of the Fund;

25) Resolves all issues, not-included into competence of the Fund's Meeting and other bodies of the Fund.

### **SUPERVISORY BOARD**

6.28. Supervisory Board of the Fund is a collective supervisory body of the Fund – ensures supervision over the Fund's activity, passing resolutions by other bodies of the Fund and its performance, application of assets of the Fund, compliance with legislation of the Russian Federation. Supervisory Board is a body exercising functions of a board on use of endowment in accordance with Federal Law of the Russian Federation No. 275-FZ "About the procedure for forming and use of the target capital of non-profit organizations".

6.29. Supervisory Board is to be formed at least of 3 (three) members for the term of 4 (four) years. Initial membership of the Supervisory Board is to be appointed by founders of the Fund upon its creating. Subsequently Supervisory Board shall be formed by Meeting of the Fund.

6.30. Supervisory Board may be formed among representatives of the Fund, representatives of receivers of revenue from endowment, donators (their representatives), citizens and representatives of legal entities deserving well of entity, having authority and (or) achievements in the field of activity consistent with purposes of the Fund's activity.

6.31. The Fund's founder shall have preemptive right to be a member of Supervisory Board or have its representative in Supervisory Board.

6.32. Two or more persons being representatives of one legal entity or representative of different legal entities being affiliates cannot be included into the membership of the Supervisory Board. This restriction shall not apply to representatives of the Fund. Representatives of the Fund may constitute not more than one third of the membership of the Supervisory Board.

6.33. Donator, amount of donation of which is more than 10 percent of balance value of property constituting endowment as of the last reporting date, shall be entitled to request to include itself or its representatives into the membership of the Supervisory Board. In this case the Fund's Meeting shall be obliged to pass a resolution on inclusion of this donator or its representative into the membership of the Supervisory Board within one month from the date of receipt of relevant request of a donator on the condition that this inclusion is consistent with clause 5.5. of this Charter.

6.34. Members of the Supervisory Board carry out its activity on voluntary basis. The Fund shall not be entitled to make payment to members of the Supervisory Board for performance of functions assumed, with the exception of indemnification for expenses directly connected with participation in work of the Supervisory Board of the Fund.

6.35. Powers of the Supervisory Board include:

- 1) Prior approval of a financial schedule of the Fund and amendments thereto;
- 2) Determination of purpose and aims of application of income from endowment, as well as receivers of revenue from endowment, term, for which endowment is formed, scope of payouts using income from endowment, periodicity and procedure of its making in cases, if donation agreement or testament mentioned terms are not determined;
- 3) Prior approval of a standard form of donation agreement to be entered into with donators in public collection of monetary funds for replenishment of endowment;
- 4) Approval of donation agreement, on the basis of which securities, estate are to be transferred for replenishment of endowment, and resolutions on receipt of heritage, in composition of which securities, immovable property are to be transferred for endowment replenishment under testament;
- 5) Approval of internal document determining the procedure for control over performance of a financial schedule of the Fund, including procedure and terms of complaints, applications and statements, forms and terms of submitting reporting documents;
- 6) Preparation of proposals on authorities of the Supervisory Board and its submitting to the Fund's Meeting for approval;
- 7) Control over performance of a financial schedule of the Fund and preparation of proposals on making amendments thereto;
- 8) Other authorities, provided for by this Charter and legislation of the Russian Federation.

6.35. Meeting of the Supervisory Board is legitimate, if more than half of its members are present thereat. Resolutions at meetings of the Supervisory Board are to be passed by majority of votes of members of the Supervisory Board present at meeting.

6.36. When resolving issues at meeting of the Supervisory board each member of the Supervisory Board

has one vote. Member of Supervisory Board shall not be entitled to transfer its right to any other person, including to other member of Supervisory board of the Fund.

6.37. Meeting of Supervisory Board shall be held by joint presence of members of the Supervisory board. When holding meeting of the Supervisory board in joint presence members of Supervisory Board may attend meeting personally or by means of videoconference or other communication means. Members of Supervisory board cannot attend meeting of Supervisory board through its representative.

6.38. Supervisory Board of the Fund of its membership shall elect the Chairman of Supervisory Board. Chairman of Supervisory Board shall be elected for the term of 4 (four) years and following expiration of the mentioned term exercises its functions before the date of new Chairman of the Supervisory Board. The same person may be elected as Chairman of Supervisory board for unlimited number of times.

6.39. Chairman of Supervisory Board of the Fund:

> Controls work on implementation of strategic resolutions aimed all-round support in the field of realization of purposes of Fund's formation;

> Arranges work on preparation of meetings of Supervisory Board, convenes meetings of Supervisory Board and presides thereat;

> exercises other functions assumed on it by Supervisory Board.

6.40. In the event of absence of the Chairman of Supervisory Board its functions shall be exercised by one of members of Supervisory Board by resolution of Supervisory Board.

6.41. Supervisory Board shall be entitled to elect Secretary of Supervisory Board. Secretary of Supervisory Board shall be elected at the meeting of Supervisory Board.

6.42. Supervisory Board of the Fund is to be convened as and when necessary, at least 1 (one) time a year upon the initiative of any of members of Supervisory Board, or at the request of Meeting of the Fund or CEO of the Fund.

6.43. Resolutions of Supervisory Board of the Fund are to be fixed in minutes of meeting to be signed by Chairman of Supervisory Board and Secretary of Meeting.

6.44. For details of the procedure of operation of Supervisory Board of the Fund and other issues the Meeting of the Fund shall be entitled to approve Regulations for the Supervisory Board of the Fund.

#### **ACCOUNTANT**

6.45. Control over financial and economic activity of the Fund shall be exercised by Accountant to be elected by Meeting of the Fund for the term of 5 (five) years. Accountant is accountable in its activity to Meeting of the Fund.

6.46. Procedure of activity of the Accountant shall be approved by Meeting of the Fund. CEO and members of the Meeting of the Fund cannot be Accountant of the Fund.

6.47. Accountant shall be entitled to demand from officials of the Fund submitting all necessary documents and personal explanations.

6.48. Accountant conduct inspections under instruction of the Meeting of the Fund and provide with results of inspections.

#### **7. DATA CONCERNING BRANCHES AND REPRESENTATIVE OFFICES**

7.1. The Fund shall be entitled to create branches and open representative offices on the territory of the Russian Federation in compliance with requirements of the legislation of the Russian Federation in accordance with resolution of the Meeting of the Fund.

7.2. Establishment by Fund of branches and opening of representative offices on the territory of foreign countries shall be made in accordance with legislation of these countries, unless otherwise provided for by international treaties of the Russian Federation.

7.3. Branches and representative offices are not legal entities, provided with property of the Fund, and

and act on the basis of Regulations approved by Meeting of the Fund. Property of branch and representative office shall be recognized on separate balance sheet and balance of the Fund.

7.4. Heads of branches and representative offices shall be appointed by Meeting of the Fund and act on the basis of power of attorney.

7.5. Branches and representative offices conduct activity on behalf of the Fund. Liability for activity of branches and representative offices shall be borne by Fund.

#### **8. SOURCES OF FORMATION OF PROPERTY OF THE FUND**

- > donations and receipt of property in order of inheritance for formation and replenishment of endowment (endowments);
- > Income from endowment (endowments);
- > Regular and nonrecurrent receipts from founders of the Fund;
- > Voluntary asset contributions;
- > Donations and receipt of property in order of inheritance for the purposes not connected with endowment formation and replenishment;
- > Profits gained from Fund's property;
- > Profits from or non-sale operations, including profits from securities;
- > Revenue from activity of the Fund permitted by law and gaining income;
- > Profits from activity of business entities incorporated by Fund;
- > Labor of voluntaries;
- > Other sources not prohibited by law.

#### **9. PROCEDURE FOR MAKING AMENDMENTS INTO THE CHARTER**

9.1. Amendments to the Charter are to be approved by resolution of Meeting of the Fund and accepted by qualified (2/3) majority of votes from total number of persons present at the meeting.

9.2. Charter of the Fund may be amended by award of a court passed by application of bodies of the Fund or governmental body authorized to supervise over activity of the Fund, in the event, if retention of the Fund's Charter without amendments entails consequences, which could not be foreseen when incorporating the Fund, and Meeting of the Fund fails to amend the Charter of the Fund.

9.3. The Fund's Charter as amended shall be subject to public registration according to the procedure established by law, and shall be valid from the date of registration.

#### **10. LIQUIDATION OF THE FUND**

10.1. The Fund may be liquidated on the basis and according to the procedure, provided for by Civil Code of the Russian Federation, Federal Law "On non-profit organizations" and other federal laws.

10.2. Resolution on liquidation of the Fund may be passed only by court under application of interested persons.

10.3. The Fund may be liquidated:

- > If property of the Fund is insufficient for carrying out its purposes and possibility of receipt of necessary property is unreal;
- > If purposes of the Fund cannot be achieved, and necessary amendments of purposes of the Fund may not be made;
- > In the event of avoidance of the Fund in its activity from purposes, provided for by its Charter;
- > in other cases, provided for by Federal law.

10.4. Body passed a resolution on liquidation of the Fund shall appoint a liquidation commission (liquidator) and establish in accordance with the Civil code of the Russian Federation and Federal Law "On non-profit organizations" the procedure

and terms of liquidation of the Fund.

10.5. From the date of appointment of liquidation commission powers on management of the Fund's affairs shall be passed. Liquidation commission shall act in a court on behalf of the Fund to be liquidated.

10.6. The procedure for liquidation of the Fund:

10.6.1. Liquidation commission shall make publication on liquidation of the Fund in print media, in which data concerning public registration of legal entities are to be published, procedure and term of assertion of claims for its creditors. The term of assertion of claims by creditors may not be less than two months from the date of publication of liquidation of the Fund.

10.6.2. Liquidation commission shall take measures on detection of creditors and receipt of debtor indebtedness, as well as notifies creditors of liquidation of the Fund in written.

10.6.3. Upon the expiration of the term for making claims by creditors liquidation commission shall prepare interim liquidation balance sheet containing data concerning composition of property of the Fund to be liquidated, the list of claims given by creditors, as well as of results of its consideration

Interim liquidation balance sheet is to be approved by body passed a resolution on liquidation of the Fund.

10.6.4. Payment of monetary funds to creditors of the Fund to be liquidated shall be made liquidation commission in order of priority determined by Civil Code of the Russian Federation in accordance with interim liquidation balance sheet commencing from the date of its approval, with the exception of creditors of third and fourth priority, payments to which are to be made at the expiration of a month from the date of approval of interim liquidation balance sheet.

10.6.5. Following completion of settlements with creditors liquidation commission shall prepare a liquidation balance sheet to be approved by body passed a resolution on liquidation of the Fund.

10.7. Property of the Fund remaining following satisfaction of claims of creditors shall be applied to purposes provided for in the Charter of the Fund or for charity purposes, and in the event of impossibility of its use for these purposes it shall be applied for income of government.

10.8. Liquidation of the Fund shall be deemed completed, and the Fund liquidated after making an entry of that into the unified state register of legal entities.

## **11. CONTROL OVER ACTIVITY OF THE FUND**

11.1. The Fund maintains bookkeeping and statistical accounting according to the procedure, established by legislation of the Russian Federation.

11.2. Authorized body controls over compliance of activity with purposes, for which the Fund is created.

The Fund provides authorized body with annual report of its activity containing following data concerning:

- > Financial and economic activity evidencing compliance with requirements of this Federal law on use of property and application of assets of the Fund;
- > Staff of the Meeting of the Fund;
- > Composition and content of charity schemes of the Fund (list and description of mentioned schemes);
- > Nature and results of the Fund's activity;
- > Breach of requirements of the Federal law discovered as a result of inspections conducted by tax authorities and measures on its elimination.

11.3. Annual report shall be submitted by Fund to authorized body within the same term as annual report on financial and economic activity to be submitted in tax authorities.

11.4. Authorized body shall ensure a free access, including mass media to annual reports of the Fund received.

11.5. Tax authorities controls over sources of income of the Fund, amounts of assets received by them and discharge of taxes in accordance with legislation of the Russian Federation on taxes.

Resolution on public registration of ARCHITECTURAL HERITAGE RUSSIAN MANOR ENDOWMENT FUND is passed by Major Department of Ministry of Justice of the Russian Federation for Moscow dated December 1, 2015 (accounting number 7714015290).  
Data concerning public registration are fixed into the Unified state register of legal entities on December 4, 2015 under principal state registration number 1157700019608.

Numbered, bound and sealed sixteen pages.

Head of Major Department of Ministry of Justice of the Russian Federation for Moscow

V.V. Fedorov

December 15, 2015

/signature/

/seal/: Ministry of Justice

Major Department of Ministry of Justice  
of the Russian Federation for Moscow

