

**APPROVED BY
General Meeting of Founders
(Protocol No. 1/08 dated 25.09. 2008)**

Chairman

S.V. Vostokov

CHARTER

**of Leonhard Euler International Charitable Foundation for
Mathematics ‘EULER FOUNDATION’**

(AS AMENDED)

St. Petersburg

2008

1. General Provisions

1.1. Leonhard Euler International Charitable Foundation for Mathematics ‘EULER FOUNDATION’ (hereinafter 'the Foundation') is recognized as a non-profit organization without membership established by citizens and (or) legal entities on the basis of voluntary property contributions in order to pursue social, charitable, cultural, educational or other socially useful purposes.

The Foundation is registered by the Interdistrict Inspectorate of the Federal Tax Service No. 15 in St. Petersburg under the Primary State Registration Number 1067847306416.

Present Charter as amended is approved by the Resolution of the General Meeting of the Founders (conference) of the Foundation dated 25.09.2008 (Protocol No. 1/08).

The Foundation operates in accordance with the Civil Code of the Russian Federation, the Federal Act ‘On Non-commercial Organizations and other legal acts of the Russian Federation.

The Foundation is a legal entity under the laws of the Russian Federation. The Foundation acquired the rights of a legal person from the moment of its state registration – from February 16th, 2006.

1.2. The Foundation does not set obtaining profit as the main purpose of its activity and does not distribute profits among the members.

1.3. The Foundation was established to achieve social, charitable, cultural, educational and scientific purposes, and for other purposes, aimed at achieving the public good.

Citizens and organizations can participate in the activity of the Foundation, both by voluntary donations, providing property for use free of charge, as well as by rendering organizational and other assistance to the Foundation during its constituent activities.

Persons providing assistance to the Foundation shall:

- when implementing programs and activities of the Foundation act strictly in accordance with the requirements of its Charter;
- not disclose confidential information about the activities of the Foundation;
- refrain from actions which may harm the Foundation's operations.

1.4. The Foundation has the right to engage in entrepreneurial activity only for the purposes for which it was created, and corresponding to such purposes.

The Foundation may establish economic societies in order to create the material conditions for achievement of charitable purposes.

The Foundation does not have the right to spend its money and use its property for supporting political parties, movements, groups and campaigns.

The Foundation annually publishes reports on the use of its property.

The Foundation carries out activities not prohibited by the laws of the Russian Federation and consistent with the objectives of the Foundation, provided for by its constituent documents.

The Foundation has separate property, independent balance, current account, account in foreign currency and other accounts with banking institutions, may in its own name acquire property and personal non-property rights and assume obligations, sue and be sued in court and arbitration courts.

1.5. The Foundation was established without limitation of the period of operation.

1.6. The Foundation has a seal with its full name in Russian.

The Foundation has stamps and headed paper with its name and logo.

1.7. Full name of the Foundation in **Russian is: Международный благотворительный фонд поддержки математики имени Леонарда Эйлера ‘ФОНД ЭЙЛЕРА’.**

Abbreviated name of the Foundation in **Russian is: ‘ФОНД ЭЙЛЕРА’.**

Name of Foundation in English is: Leonhard Euler International Charitable Foundation for Mathematics ‘EULER FOUNDATION’.

1.8. Domicile of the Foundation: Office 5H, Lit. A, 3 Tobolskaya St., **194044, St. Petersburg, Russia.**

2. Purposes and Objectives of the Foundation

2.1. Objectives of the Foundation:

- assistance in organizing and carrying out national and international mathematical conferences, symposia, congresses, workshops, summer mathematical schools and seminars;
- supporting scientific research in the field of mathematics and its applications, as well as the history of science;
- contributing to the growth of mathematical culture of the youth, promotion and popularization of mathematics;
- supporting education in mathematics.

2.2. In order to achieve the set objectives the Foundation:

- attracts funds on a charitable basis for financing of its programs;
- conducts scientific conferences, symposia, seminars, both in the Russian Federation and abroad;
- organizes scientific exchange between the interested institutions and organizations;
- organizes and finances the operation of permanent and temporary scientific centers and artistic collectives, mathematically-oriented courses;
- carries out publishing activities;
- finances and organizes production and distribution of films, audio, video, photo- and other products in accordance with the objectives of the Foundation;
- participates in mass media activities;
- provides consulting and information services on issues related to mathematics, development of analytical materials, statements and notes, curricula, teaching aids for various educational institutions on respective issues;
- finances research in related sciences, which study various aspects of the modern development of mathematics and its applications to other fields of knowledge and industrial branches;
- establishes scholarships for students and postgraduate students specializing in the study of mathematical disciplines;
- establishes and pays special awards and grants for a major contribution to the achievement of the main tasks of the Foundation;
- cooperates with professional scientific societies in supporting science and education;
- carries out other activities to achieve its constituent purposes.

3. Management of the Foundation

3.1. The highest management body of the Foundation shall be the Board of the Foundation (hereinafter 'the Board').

The initial Board shall be formed by the General Meeting (Conference) from the founders of the Foundation.

Afterwards, the Board itself shall independently compose the Board and determine the term of office of the Board members.

Meetings of the Board shall be held as necessary, but at least once a year.

Meetings of the Board shall be managed by the President of the Foundation, and in the absence thereof by any of the members of the Board on the basis of the President's instructions.

Meetings of the Board may be annual (regular) and unscheduled.

An unscheduled meeting of the Board shall be convened by the President of the Foundation:

- upon request of the President of the Foundation;
- upon request of the Supervisory Board.

A meeting of the Board meeting shall be considered qualified if it is attended by more than a half of the total number of the Board members.

Resolutions of the Board shall be passed by qualified majority of votes of the Board members present at the meeting.

When resolving on the issues at a meeting of the Board each of its members shall have one vote. In case of equality of votes the President shall have a casting vote.

Resolutions shall be passed by the Board on the basis of open voting.

Protocol of the Board meetings shall be signed by the President of the Foundation.

Powers of the Board members shall terminate at the end of the term of office or earlier on the basis of a written application of a member of the Board submitted to the President of the Foundation, or pursuant to a resolution of the Board.

Members of the Board may be re-elected for a new term unlimited number of times.

3.2. The Board's competence shall include the following issues:

- making additions and changes to the Foundation's Charter, approval of the Charter of the Foundation as amended;

- determining priority directions of the Foundation's activities, the principles of formation and use of its property;

- election and early termination of powers of members of the Board of the Foundation;

- election and early termination of powers of the President of the Foundation;

- election of the Supervisory Board of the Foundation;

- approval of the annual report and annual balance sheet of the Foundation;

- approval of the Foundation's financial plan (budget) and amendments thereto, monitoring the compliance with the financial plan (budget) of the Foundation;

- establishment of branches and opening of representative offices of the Foundation;

- approval of the staffing chart of the Foundation, its branches and representative offices;

- approval of the charitable programs of the Foundation;

- participation in other organizations;

- reorganization of the Foundation;

- appointment of the auditor.

3.3. Current management of the Foundation's activities shall be carried out by the President of the Foundation (hereinafter 'the President'), which is the executive body of the Foundation.

3.3.1. Initially the President shall be appointed by the General Meeting (Conference) of the founders of the Foundation for a period of 3 (three) years. Afterwards, the President shall be appointed to and dismissed from the office by the Board of the Foundation.

3.3.2. The President of the Foundation:

- represents the Foundation and act on behalf of the Foundation without power of attorney;

- organize financial and economic operations of the Foundation;

- administers funds and assets of the Foundation to the extent established by the present Charter and the current laws;

- concludes on behalf of the Foundation different types of contracts, including labor agreements (contracts);

- represents the Foundation in relations with Russian and foreign organizations and institutions, individuals in the territory of the Russian Federation and abroad;

- issues powers of attorney;

- opens accounts in banks and other financial and credit institutions of the Russian Federation;

- issues orders and instructions;

- duly presents accounting and statistical reports to the relevant authorities, defined by the laws of the Russian Federation;

- presents for the review by the Board proposals on any kind of activities of the Foundation, resolving on which do not fall within its competence;
- organizes the work of the Board;
- convenes meetings of the Board and presides on such meetings;
- prepares the agenda for meetings of the Board;
- keeps records of meetings held by the Board;
- executes resolutions of the Board passed within its competence;
- submits an annual report about operation of the Board of the Foundation;
- exercises other powers relating to the management of the Foundation.

3.4. The Board of the Foundation shall form the Supervisory Board for a period of 3 (three) years, the number of members of the Supervisory Board may not be less than three.

The Supervisory Board shall act in accordance with the laws of the Russian Federation and present Charter.

Meetings of the Supervisory Board shall be held as necessary. Meetings of the Supervisory Board shall be qualified if it is attended by more than fifty percent of the total number of members of the Supervisory Board.

Resolutions on all issues shall be passed by the Supervisory Board by majority of votes of the members of the Supervisory Board present at the meeting.

The Supervisory Board on voluntary basis shall supervise the operation of the Foundation, resolutions passed and enforcement thereof, the use of funds of the Foundation and the compliance with the laws of the Russian Federation.

A resolution of a meeting of the Supervisory Board may be taken without a meeting by absentee voting (by poll).

Any resolution of the Supervisory Board on any issue covered by the competence of the Supervisory Board may be passed by absentee voting (by poll).

A resolution of the Supervisory Board passed by absentee voting (by poll) may be passed by means of the exchange with documents using post, telegraph, teletype, telephone, electronic or other communication that ensures the authenticity of sent and received messages and documentary evidence thereof.

The procedure for absentee voting shall be determined by the internal documents of the Foundation, which shall provide for mandatory notice to all members of the Supervisory Board of the proposed agenda, the opportunity for all the members of the Supervisory Board to study before the vote all necessary materials and information, as well as for the voting expiry date.

Officers of the Foundation cannot be members of the Supervisory Board.

4. Property of the Foundation, Sources of Formation of the Property

4.1. Buildings, structures, equipment, monetary funds, securities, information resources, other property, unless otherwise provided for by federal laws, intellectual property, land sites, housing, transportation, equipment, inventory, property of cultural, educational and recreational purposes, monetary funds, stocks, other securities and other property necessary for material support of the constituent activities of the Foundation may be owned by the Foundation on the basis of title or other property right.

The Foundation may execute in relation to the property owned by the Foundation on the basis of title or other property right any transactions that do not contradict the laws of the Russian Federation, the Charter of the Foundation, the wishes of the benefactor.

The Foundation's property cannot be transferred (in the form of sale, payment for goods, works, services and other forms) to the founders of the Foundation on more favorable conditions than the conditions for other persons.

4.2. **The following shall be the sources of formation of the Foundation's property in cash and other forms:**

- regular and (or) one-time contributions from the founders;
- voluntary property contributions and donations;
- proceeds from the sale of goods, works and services;
- dividends (income, interest) received on shares, bonds, other securities and deposits;
- income derived from the property of the non-profit organization;
- other income not prohibited by law.

5. Audit

5.1. Control over financial and economic activities of the Foundation shall be exercised by the Auditor (Audit Firm), appointed by the Board of the Foundation.

5.2. The Auditor shall carry out annual audit of financial and economic activities.

5.3. The Auditor has the right to demand from the officers of the Foundation presentation of all necessary documents and personal explanations.

5.4. The Auditor presents the results of the audits to the Board of the Foundation.

6. Branches and Representative Offices

6.1. The Foundation has the right to open branches and representative offices in the territory of the Russian Federation in compliance with the provisions of the laws of the Russian Federation.

6.2. Branches and representative offices by the Foundation in foreign countries shall be opened in accordance with the laws of such countries, unless otherwise provided by international treaties of the Russian Federation.

6.3. Branches and representative offices are not legal entities, they shall be granted the Foundation's property and shall operate on the basis of the Regulation approved by the Board of the Foundation. The property of branches and representative offices shall be accounted for on a separate balance sheet and on the Foundation's balance sheet.

6.4. Heads of branches and representative offices shall be appointed by the President of the Foundation.

7. Termination of the Foundation's Operation

7.1. The operation of the Foundation may be terminated by means of reorganization or liquidation. The Foundation can be liquidated only pursuant to a court decision. Liquidation and reorganization of the Foundation shall be carried out in the manner prescribed by the current laws of the Russian Federation.

7.2. Reorganization of the Foundation may be effected pursuant to a resolution of the Board of the Foundation.

7.3. The Foundation may be liquidated:

- if the Foundation's assets are not sufficient to achieve its objectives and the necessary assets cannot be obtained;
- if the Foundation's objectives cannot be achieved, and the necessary changes to the Foundation's objectives cannot be made;
- if the Foundation's operations deviates from the objectives set forth in of the Charter of the Foundation;
- in other cases stipulated by law.

7.4. In case of liquidation of the Foundation its assets and monetary funds remaining after settlement of creditors' claims, shall be used for the constituent purposes of the Foundation pursuant to a decision of the Liquidation Commission.

7.5. Staff-related documents of the Foundation after the liquidation of the Foundation shall be deposited for storage to the state archives in the manner prescribed by the law.

7.6. Resolution on liquidation of the Foundation shall be sent to the body which registered the Foundation for excluding the Foundation from the Unified State Register of Legal Entities.

7.7. Liquidation of the Foundation shall be deemed completed, and the Foundation shall be deemed to have ceased to exist after a respective entry is made into the Unified State Register of Legal Entities.

8. Procedure for Making Amendments and Additions to the Charter of the Foundation

8.1. Amendments and additions to the Charter shall be approved by the Board of the Foundation and shall be subject to state registration.

8.2. State registration of amendments and additions to the Charter of the Foundation shall be carried out in accordance with the applicable laws of the Russian Federation.

8.3. Amendments and additions to the Charter of the Foundation shall come into force from the moment of state registration thereof.