

DRAFT

APPROVED BY

the decision of the Founders on
establishing “Constitutional
Culture” International Analytical
Center” foundation, dated
21.10.2016

Drafted on 21.10.2016 and consists of 12 pages.
The total number of printed samples is 5
Sample -----

REGISTERED BY

The Agency for State Register of Legal Persons of
the MOJ of RA

----- 2016

Registration number: -----

Certificate of registration: -----

Identification number: -----

Head of Agency

CHARTER
OF THE “CONSTITUTIONAL CULTURE” INTERNATIONAL ANALYTICAL
CENTER” FOUNDATION

I. GENERAL PROVISIONS

1. The “Constitutional Culture” International Analytical Center” foundation (hereafter Foundation) is a non-commercial and non-membership organization created on voluntary contributions of assets of individuals and (or) legal persons to pursue scientific, educational and social goals.
2. The foundation conducts its activities based on the Civil Code of the Republic of Armenia, the RA Law “On Foundations” (hereafter Law), other legal acts and is governed by the Constitution of the Republic of Armenia, Legislation of the Republic of Armenia, International Treaties of the Republic of Armenia, international legal acts related to the activities of the Foundation and this Charter.
3. The founders of the Foundation are:
 - 1) Aivars Endzins – Professor, Member of the Bureau of the Venice Commission of the Council of Europe, Latvia
 - 2) Andras Sajó – Professor, Vice-President of the European Court of Human Rights
 - 3) Avakyan Suren – Professor, Head of the Department of Constitutional and Municipal Law at Moscow State University of Lomonosov
 - 4) Bondar Nikolay – Professor, Judge of the Constitutional Court of the Russian Federation
 - 5) Bazyl Michael – Professor at Chapman University, USA
 - 6) Guerra Luis Lopez – Section president at the European Court of Human Rights, Spain
 - 7) Ghazinyan Gagik – Professor, Academician of the NAS of the Republic of Armenia, President of the Bar Association of RA
 - 8) Degenhart Christoph – Professor, University of Leipzig, Germany
 - 9) Draškić Marija – Judge of the Constitutional Court of the Republic of Serbia
 - 10) Zupancic Bostjan – Former Judge of the European Court of Human Rights, Slovenia
 - 11) Luchterhandt Otto – Professor at Hamburg University, Germany
 - 12) Liverovskiy Aleksei – Professor, Dean of the Faculty of Law of the Saint Petersburg State University of Economics and Finance
 - 13)
 - 14) Karakamisheva-Jovanovska Tanja – Professor of Constitutional Law at the University of St. Cyril and Methodius in Skopje, Member of the Venice Commission of the Council of Europe, Macedonia
 - 15) Kutris Gunars – Professor, Deputy Speaker of the Saeima of the Republic of Latvia
 - 16) Harutyunyan Gagik – Professor, President of the Constitutional Court of the Republic of Armenia, Member of the Bureau of the Venice Commission of the Council of Europe

- 17) Hartwig Matthias – Professor, Max Planck Institute, Heidelberg, Germany
- 18) Manasyan Anahit – Chief Advisor to the Constitutional Court of RA
- 19) Malinverni Giorgio – Professor, Former Judge of the European Court of Human Rights, Switzerland
- 20) Malinovskiy Victor – Professor, Member of the Constitutional Council of the Republic of Kazakhstan
- 21) Mavrin Sergey – Professor, Vice-President of the Constitutional Court of the Russian Federation
- 22) Mahmudzoda Mahkam – Professor, Academician of the ASRT, President of the Constitutional Court of the Republic of Tajikistan
- 23) Mirosław Wyrzykowski - Professor, University of Warsaw, Poland
- 24) Paczolay Peter – Professor, Honorary President of the Venice Commission
- 25) Papuashvili George – Professor, Former President of the Constitutional Court of Georgia
- 26) Vardzelashvili Konstantine – Professor, Former Vice-President of the CC of Georgia
- 27) Vardanyan Vladimir - Advisor to the Constitutional Court of RA
- 28) Tanchev Evgeni – Professor, Former President of the Constitutional Court of Bulgaria
- 29) Pleps Janis – Professor, Adviser to the President of the Republic of Latvia
- 30) Poghosyan Vardan – Constitutionalist
- 31) Poghosyan Valery – Retired Member of the RA Constitutional Court
- 32) Rajika Shah - Chapman University, USA
- 33) Rodina Anita - Professor, Dean of the Faculty of Law of the University of Latvia
- 34) Rogov Igor – Professor, President of the Constitutional Council of the Republic of Kazakhstan
- 35) Stanić Milan – Judge of the Constitutional Court of the Republic of Serbia
- 36) Tarca Luigi Vero – Professor, Director of the Centre for Human Rights Studies of the Ca' Foscari University of Venice
- 37) Yeghiayan Vartkes – Founder of the “Yeghiayan” Law Firm, USA
- 38) Father Levon Zekiyan - Foreign member of Armenian National Academy of Sciences, Armenian Catholic Archeparch of Constantinople

Co-founding collective members of the “CONSTITUTIONAL CULTURE” International Analytical Center are also:

- 1) Center of Constitutional Law of RA
- 2) Centre for Human Rights Studies of the Ca' Foscari University of Venice
- 3) “Constitutional economics” scientific-analytical center of the Faculty of Economics and Management of YSU
- 4) Center for Study and Documentation of Armenian Culture of Venice

4. The Foundation has letterheads and symbol, as well as other means of identification,
5. The name of the Foundation:
 1. Full name in Armenian: ««Սահմանադրական մշակույթ» միջազգային վերլուծական կենտրոն» հիմնադրամ,
 2. Abbreviated in Armenian: «ՄՄՄՀՎԿ հիմնադրամ»,
 3. Full name in Russian: ““Конституционная культура” международный аналитический центр” фонд,
 4. Abbreviated in Russian: “Фонд МАЦКК”,
 5. Full name in English: “Constitutional Culture” International Analytical Center” foundation
 6. Abbreviated in English: “Foundation CCIAC”
6. Location of the Foundation: /postal address/ Baghramyan Ave. 10, Yerevan city, Republic of Armenia

II. LEGAL STATUS OF THE FOUNDATION

7. At the point of state registration, the Foundation receives the status of a legal person and enjoys all rights and bears relevant duties for legal persons prescribed by law. The Foundation acts perpetually.
8. The Foundation has its separated property which is accounted in its own balance, in its name it may acquire property and exercise property and individual non-property rights, bear duties and appear in court as a plaintiff/or defendant.
9. The foundation is entitled to open bank accounts in the Republic of Armenia and in the banks of foreign states in AMD and/or foreign currency in the manner prescribed by law.
10. In conformity with its Charter the Foundation possesses, uses and disposes its property based on the property right.
11. The Board of Trustees may amend the Charter of the Foundation in accordance with the manner prescribed by this Charter.
12. The Foundation shall be responsible for the duties by the property based on the property right. The Foundation shall not be liable for the Founders’ duties, and the Founders shall not be liable for the Foundation’s duties.

III. THE PROPERTY OF THE FOUNDATION AND THE SOURCES OF ITS FORMATION

13. Property conveyed to the Foundation by the Founders shall be the property of the Foundation.
14. The Foundation possesses, uses and disposes of its property as well as the financial funds for achieving the goals prescribed by the charter.
15. The foundation may have as a property movables and immovables, monetary funds, stocks, securities and other means not prohibited by law.

16. The sources for the creation of the Foundation's property may be the following:
 1. The Founder's contribution;
 2. Donations and contributions from natural and legal persons, as well as donations and contributions from foreign citizens, natural and legal persons and international organizations;
 3. Cash flows from the state budget;
 4. Grants;
 5. Means received from entrepreneurial activities of the foundation, or from the commercial organizations created by the foundation or commercial organizations held by the foundation;
 6. Fund raising, i.e. means received from activities aimed at raising funds (fund raising through cultural, sport, entertaining and other events);
 7. Other means not prohibited by the law.
17. The Foundation publishes annual financial statements regarding the budget and its revisions.
18. The Foundation's property may not be used for the benefit of its founders, the members of the executive bodies, nor the staff of the foundation except for the expenses related to the payment of salaries to the foundation employees and to compensation of expenses related to the fulfilment of duties of the members of the foundation bodies, as well as for the cases when the Founders of the Foundation, members of the foundation bodies as well as the employees of the foundation are beneficiaries in accordance with the Charter.

IV. THE SUBJECT AND GOALS OF THE ACTIVITIES OF THE FOUNDATION

19. The goal of the Foundation is the development and realization of the programs contributing to the establishment of the necessary and sufficient level of constitutional culture in public life.
20. The goals of the Foundation are:
 1. With the involvement of international and national experts, to elaborate and enforce the annual action plan regarding the study on the fundamental issues of the constitutional culture and urgent issues of that sphere,
 2. With the involvement of international and national experts, to elaborate and implement the principal elements of transitology in the sphere of constitutional culture,
 3. To elaborate functional and institutional solutions for the introduction of a functional system for conducting diagnostics of constitutionalism and constitutional monitoring, based on international basic documents, conclusions of the Venice Commission and case law of the European Court of Human Rights, with the involvement of international and national experts,
21. The main functions of the Foundation are:

1. With the involvement of international and national experts, to draft and publish the resolutions regarding the real state of constitutional culture in a number of countries,
2. To support the institutions of civil society for initiating efficient measures in the sphere of constitutional culture,
3. To contribute to the achievement of consistent knowledge regarding constitutional culture among the youth,
4. With the involvement of international and national experts, to organize and conduct youth festivals, Olympiads and scientific-practical discussions regarding the fundamental issues of the constitutional culture,
5. To conduct efficient measures for the introduction of the subject “Constitutional Culture” in the programs of the specialized educational institutions and preparation of necessary programs and educational manuals,
6. To publish of “Constitutional Culture” multilingual journal,
7. To publish significant works in the field of constitutional culture,
8. To contribute the implementation of significant programs in the field of the constitutional culture,
9. To contribute the organization, training and requalification of the specialists in the field of constitutional culture,
10. To support programs aimed at ensuring the development of young scientists in the field of constitutional culture.

V. ENTREPRENEURIAL ACTIVITY OF FOUNDATION

22. The foundation shall carry out entrepreneurial activities only in the cases when it corresponds and/or serves the accomplishment of its statutory goals. The foundation may carry out entrepreneurial activities directly, or it may create commercial organizations or participate in them. The types of entrepreneurial activities carried out by the Foundation (including directly) shall be prescribed by the decision of the Board of Trustees of the Foundation.
23. Through the commercial organizations, the foundation carries out business activity in the spheres of production, services and maintenance of entrepreneurial activities (elaboration of research, legal and business projects, leasing of premises, equipment and techniques, as well as organization of training courses) directly linked with scientific and educational activities.
24. The profit received as a result of entrepreneurial activity of the Foundation is used for the achievement of the statutory goals.

VI. BENEFICIARIES OF THE FOUNDATION

25. The scientific organizations in the domain of constitutional culture (as well as the scientific organizations of higher education systems of the Republic of Armenia and other

countries), employees and scientists, legal persons of other countries, international legal persons functioning in the same field are the actual beneficiaries of the foundation.

VII. RIGHTS AND OBLIGATIONS OF THE FOUNDATION

26. For achieving its statutory goals, the Foundation, in accordance with the procedure prescribed by law, has the right to,:
1. disseminate information about its activities without restraint,
 2. establish press and other mass media means,
 3. for the accomplishment of its statutory purposes, receive necessary information from state and local self-governance bodies, according to the manner stipulated by the law,
 4. create separated subdivisions (branches, representations) and institutions,
 5. create commercial organizations or participate in them.
 6. join international and foreign non-governmental organizations,
 7. exercise other activities not prohibited by law.
27. The foundation shall:
1. act in accordance with the legislation of the Republic of Armenia, the norms and principles of international law as well as in the Charter,
 2. keep records and accounting in the manner prescribed by Law,
 3. present information and statements to the state bodies in the cases and in the manner prescribed by law,
 4. fulfil other obligations prescribed by law.

VIII. BODIES OF THE FOUNDATION

28. The bodies of management of the Foundation are:
1. Board of trustees of the Foundation,
 2. Director of the Foundation.
29. Board of trustees (hereafter Board) exercises the supreme management, as well as the supervising function of the foundation. The board consists of 40 members and is elected by the Founders Assembly by simple majority of votes
30. Natural persons, holding the citizenship of the Republic of Armenia and natural persons holding foreign citizenship, who have active legal capacity and who have attained the age of eighteen, as well as the founders and their representatives may become members of the Board.
31. Members of the board may not be members of other bodies of the Foundation.
32. Members of the Board shall fulfil their duties on public basis. They shall be reimbursed for the expenses related to the duties as members of the Board of Trustees.
33. Members of the board shall enjoy the right to:
1. make proposals concerning the agenda and discussed issues of the sessions of the Board;

2. prepare and present issues, proposals and draft resolutions to the Board's consideration;
 3. receive information on any matter relating to the activities of the Foundation;
 4. receive reimbursement for expenses related to their duties.
34. Board members shall:
1. attend Board meetings;
 2. while exercising their duties act in the interest of the Fund.
35. If the Board member is appointed ex-officio, her/his authorities shall be considered terminated at the moment of entry into force of the decision of the competent body on appointing another person to that position or eliminating her/his position.
36. The Board may have honorary members, who participate in the activities of the Board on advisory vote.
37. The term of office of Board Members is not limited.
38. The power of a Board Member shall be terminated:
- 1) on the basis of a written request submitted to the Chairman of the Board;
 - 2) in case of failure of performing her/his duties in a proper manner, by not less than 3/4 votes of the members of the Board of Trustees;
 - 3) in case when the powers of half or more than half of the total number of members of the Board of Trustees are terminated;
 - 4) in case of being declared as having no legal capacity by the court decision in force;
 - 5) in case of her/his death;
 - 6) in case another person is appointed to her/his position or in case the position is eliminated, s/he is appointed ex-officio.
39. In case of termination of the authority of a member of the Board of Trustees a new member shall be appointed in accordance with the procedure of appointment applied to the previous member not later than within 30 days after receiving the Director's notification about the vacancy for the position of a member of the Board of Trustees. The Director shall inform the Founders, the members of the Board of Trustees, the persons appointed by the Board, and the bodies of the Foundation about the vacancy in the Board of Trustees not later than within 10 days after notification about the vacancy.
40. The Chairman of the Board shall be elected by the members of the Board by the majority vote of the members of the Board.
41. The Chairman of the Board shall:
1. organize the activities of the Board,
 2. convene sessions of the Board and preside,
 3. organizes the minutes of the sessions,
 4. in the cases prescribed by law, present to the Board the draft decision on the termination of the authorities of the members of the Board for discussion.
42. In case the absence of the Chairman of the Board, his/her duties shall be performed by one of the members based on the decision of the Board.

43. The Board carries out its activities through sessions.

44. Sessions of the Board shall be convened not less than twice a year by the Chairman of the Board. Sessions of the Board may be convened by the Chairman of the Board at the request of 1/3 of the members of the Board within 30 days. If during the mentioned period the Chairman of the Board does not convene a session, the session can be convened by the members that have requested a session. Sessions of the Board may be convened through the electronic mail and by other means of communication as well as through polling.

45. The session of the Board is valid if attended by more than half of the members of the Board. During the voting at the sessions of the Board, each member of the Board shall have the right to one vote. The Board shall exercise its activities in accordance with the adopted rules of procedure. The decisions of the Board shall be adopted by the majority of votes of the total number of members of the Board except for the cases envisaged in this Charter.

46. Decisions on the election and dismissal of the Chairman of the Board, the Director of the Foundation, as well as decisions on renaming the Foundation, liquidation and amending the Charter or approval of newly edited Charter shall be made by $\frac{3}{4}$ of votes of the total number of the Board members.

47. The Board of Trustees shall be competent for:

- 1) approval of the strategic and current program (s) of the Foundation;
- 2) establishment of the types of entrepreneurial activities carried out by the Foundation (as well as direct);
- 3) approval of the Foundation budget and amendments made to it, annual financial statements and annual statements on the activities of the Foundation;
- 4) approval of the order of disposition of the property of the Foundation;
- 5) adoption of the decision on the reorganization of the Foundation;
- 6) adoption of the decision on applying to the court for liquidation of the Foundation;
- 7) appointment of the liquidation commission (liquidator) of the Foundation, approval of deadlines and procedure for liquidation of the Foundation, approval of the interim liquidation balance and approval of the liquidation balance;
- 8) adoption of the decisions on early termination of powers of the members of the Board of Trustees of the Foundation;
- 9) adoption of the decisions on election and early termination of powers of the Chairman of the Board of Trustees, the Director and other bodies envisaged by the Charter;
- 10) creation of other bodies of the Foundation in accordance with the Charter;
- 11) adoption of the decisions on making amendments and addenda to the Charter of the Foundation, amending the Charter or approval of newly edited Charter;
- 12) adoption of the decisions on creating commercial organizations or participating in those organizations, as well as adoption of the decisions on creating separated subdivisions and institutions, and approval of the charters;
- 13) control over financial and economic activity of the Foundation;

- 14) hearing the annual statements of the Director;
 - 15) control over the process of implementation of the decisions;
 - 16) estimation of the person auditing the Foundation (auditor);
 - 17) approval of the structure of the Foundation;
 - 18) approval of the staff list of the Foundation;
 - 19) implementation of other powers envisaged by the Law, the Charter, as well as the powers not delegated to other bodies of the Foundation.
48. The issues under the competence of the Board shall not be transferred to another body.
49. Ongoing activities of the Foundation shall be carried out by the Director of the Foundation (hereinafter Director). The Director shall organize the implementation of the decisions of the Board.
50. The Board shall elect and dismiss the Director.
51. The Director shall:
- 1) organize the ongoing activities of the Foundation;
 - 2) act on behalf of the Foundation without a letter of attorney;
 - 3) possess the Foundation's property including financial resources and shall sign contracts on behalf of the Foundation;
 - 4) represent the Foundation in the Republic of Armenia and foreign countries;
 - 5) sign contracts, including labour contracts and issue letters of attorney;
 - 6) open current accounts with banks (as well as foreign-currency accounts);
 - 7) present for approval to the Board the internal rules and regulations of the Foundation, charters of separated subdivisions, institutions and commercial organizations created by the Foundation, as well as the administrative and organizational structure and the staff list of the Foundation;
 - 8) issue orders and obligatory instructions to the staff of the Foundation;
 - 9) hire and dismiss the staff of the Foundation, as well as the heads and employees of separated subdivisions of the Foundation.
52. The sessions of the Foundation's bodies shall be recorded. All the members of the Foundation's body attending the session shall sign the protocol.
- The following information shall be mentioned in the protocol:
1. the year, month, day and place of the session;
 2. the number of persons vested with the right to participate in the session (including the members of the managing body);
 3. the number and names of persons participated in the session (including the members of the managing body), also indicating the position they hold in the Foundation;
 4. the agenda of the session.
53. The protocols of sessions of the Foundation bodies shall be in Armenian. They can also be prepared in a foreign language. In the cases of differences between the texts, the preference is given to the Armenian text. The protocol shall contain information about main provisions of the

presentations made at the session, the issues proposed for voting, the results of voting, and decisions adopted at the session.

54. The extracts of the protocols of the sessions of the Foundation bodies shall include the data provided in Subpoints 1, 2 and 3 of Point 52, while the data provided in Subpoint 4 of Point 52 may be included partially.

IX. REVIEW AND PUBLICITY OF FOUNDATION'S ACTIVITIES

55. The Founders and other public administration bodies prescribed by law shall exercise the review of the Foundation's activities.

56. The review over the enforcement of the requirements of the Law by the Foundation shall be carried out by the Ministry of Justice of the Republic of Armenia, and in the cases envisaged by the Law, and in the cases provided by law, it shall also be carried out by other competent state bodies in accordance with the procedures, competences and reviews prescribed by the Law. The supervision over the financial activities of the Foundation shall be exercised by an independent auditor at least once per annum. Upon the request of 1/3 of the members of the Board of Trustees an extraordinary audit may be carried out. The independent auditor shall be estimated through the competition and shall be approved by the Board of Trustees.

57. Each year in the manner and terms prescribed by the Law, the Foundation shall publish:

1) the Statement about its activities. The Statement shall include data on the maintained projects, sources of financial flows, the total amount of financial means used in the fiscal year and the amount of expenses directed at realization of statutory goals, the first and last names of the Founder, members of the Board of Trustees, the Director and Foundation staff, in case they used the Foundation's means and services within the fiscal year.

2) the conclusion on the financial statement of the person auditing the Foundation (auditor), in case the value of the Foundation's assets exceeds 10 million AMD.

X. REORGANIZATION AND LIQUIDATION OF THE FOUNDATION

58. The Foundation may be reorganized only by uniting or merging with other foundation.

59. The reorganization of the Foundation shall be carried out on the basis of the unanimous decision of the Founders in the manner prescribed by the Law.

60. The liquidation of the Foundation shall bring the termination of the Foundation's activity without transferring rights and obligations to other persons under the procedure of legal succession.

61. Only the court, upon the application of interested persons, may make a decision on liquidation of foundation. The Board of Trustees can act as an interested party on behalf of the Foundation.

62. The Foundation may be liquidated:

1) if the property of the Foundation is not sufficient for the realization of its activities and the possibility of obtaining the necessary property is unreal;

2) if the Foundation by its activities has deviated from the goals envisaged by the Charter;

3) it is impossible to achieve the goals of the Foundation, or make changes in these goals;

4) in other cases prescribed by the Law.

63. The Foundation is liquidated in the manner prescribed by the Law.

64. After satisfying the claims of the debtors, as well as in case if at the moment of approval of the midterm liquidation balance the foundation has no obligations towards debtors, the property is allocated for the accomplishment of the statutory goals of the Foundation, and in case if it is impossible, it is transferred to the state budget of the Republic of Armenia.