

**NOTARIAL DEED**

ARTICLES OF ASSOCIATION

of the

Endowment for the World Public Forum – Dialogue of Civilizations – DofC  
(Dotation pour le Forum Public Mondial – Dialogue des Civilisations – DofC)

with registered office in Geneva

IN THE YEAR TWO THOUSAND AND THIRTEEN, on 23 July

Before Maître Ivo Cathry, the undersigned notary in Zug,

DID APPEAR:

Mr Vladimir Yakunin, born 30 June 1948, of Russian nationality, domiciled at Apt. 28, Building 1, 12 Rotchdelskaya Street, Moscow 123022, Russia, represented for the present purposes by Mrs Claudia Wuttke, from Ebikon, Lucerne, residing in Lucerne, acting by virtue of a power of attorney submitted to the undersigned notary.

WHO, by these presents, declared to the undersigned notary that he wished to establish under the name:

Endowment for the World Public Forum – Dialogue of Civilizations – DofC  
(Dotation pour le Forum Public Mondial – Dialogue des Civilisations – DofC)

a foundation pursuant to Articles 80 et seqq. of the Swiss Civil Code, with its registered office situate in Geneva.

The Appearer declared that the Articles of Association of the said foundation should be drawn up as follows:

## ARTICLES OF ASSOCIATION

of the

Endowment for the World Public Forum – Dialogue of Civilizations – DofC

(Dotation pour le Forum Public Mondial – Dialogue des Civilisations – DofC)

**Name, registered office, objects, assets and financial resources of the Foundation**Article 1 – Name and registered office

The Foundation styled "Endowment Endowment for the World Public Forum – Dialogue of Civilizations – DofC" (Dotation pour le Forum Public Mondial – Dialogue des Civilisations – DofC) ("the Foundation"), and having its registered office in Geneva, in the Canton of Geneva, Switzerland, is hereby established by way of these presents in accordance with Articles 80 et seqq. of the Swiss Civil Code. It shall be a not-for-profit foundation.

The Foundation may change its cantonal registered office at any time, subject to the approval of the supervisory authority.

Article 2 – Objects

The Foundation shall encourage and support research, study and involvement in the political and social sciences, culture and religion, within an international and non-governmental setting. Similarly, the Foundation shall promote the free discussion of contemporary political and economic developments and the peaceful resolution of social unrest and international disputes.

For this purpose, the Foundation may, in particular, carry out the following charitable activities, without restriction as to their geographical field:

- granting scholarships;
- providing financial support to the media, to educational institutions or projects, or research centres;
- financing research and cultural projects;
- providing financial support for conferences, seminars, symposia and the like; and
- encouraging, by all adequate means, and in particular with financial support, research and action groups or think-tanks.

Furthermore, in order to achieve its objects, the Foundation may carry out its own activities, such as research or publishing.

### Article 3 – Assets and resources

The Founder shall contribute an initial capital of CHF 1,000,000 (one million Swiss Francs) in cash to the Foundation. This capital may be increased at any time by further contributions from the Founder, related persons or third parties.

The financial resources of the Foundation shall comprise:

- income from assets;
- contributions that it expects to receive from the founder or from related persons;
- income derived from events organised in line with its objects;
- contributions that it may receive from third parties;
- donations, legacies and endowments that it may receive; and
- subsidies it may be granted.

The Foundation shall be capable of holding assets, including intellectual property rights. The assets of the Foundation, together with income earned by it, shall be used exclusively to promote the objects of the Foundation.

## **Organisation**

### Article 4 – In general

The bodies of the Foundation shall ensure that the objects of the Foundation, as set out by the Founder, are realised as effectively and sustainably as possible within the framework of the law. They shall ensure a balance between management and control is maintained, and that as great a degree of transparency as possible is observed, as appropriate for the objects of the Foundation.

The bodies of the Foundation are:

- the Board of the Foundation;
- the Executive Committee (if the Board of the Foundation considers it appropriate, see Art. 11 below);
- the auditor; and
- any committees and other bodies (cf. Art. 8 and Art. 13 below).

*Board of the Foundation*Article 5 – Functions

The Board of the Foundation shall manage the Foundation. It shall define the policy of the Foundation, with a view to realising its objects, determine the strategy for achieving this policy and ensure an appropriate degree of organisation. The Board of the Foundation shall periodically assess the policy, strategy and organisation of the Foundation and shall supervise its activities. It shall take the necessary measures to ensure that all of the bodies of the Foundation, its staff and involved third parties observe the applicable legal provisions.

The Board of the Foundation shall have the following functions, which are not capable of delegation:

- to determine rights to sign on behalf of and to represent the Foundation;
- to elect and dismiss the Board of the Foundation and the auditor;
- to elect and dismiss any members of the Executive Committee; and
- to approve the annual financial statements.

Article 6 – Election, composition and remuneration

The Board of the Foundation shall be responsible for its creation and number, pursuant to the procedures for the election, departure and dismissal of its members and of the Chairman, as defined by the Board of the Foundation in a regulation.

The Board of the Foundation shall set the duration of the periods of office of its members between two and five years. It shall plan the phased renewal of its members. It shall examine the introduction of an age limit.

The Board of the Foundation shall consist of at least three members, including at least one Swiss citizen or citizen of a member state of the European Union or of the EFTA, who is resident in Switzerland.

The members of the Board of the Foundation shall possess the powers and time necessary for carrying out their duties.

The Board of the Foundation shall define the criteria governing the choice of candidates, on a case-by-case basis.

The members of the Executive Committee, if any should exist, shall not be members of the Board of the Foundation.

The initial members of the Board of the Foundation shall be appointed by the Founder.

The members of the Board of the Foundation shall hold office on a voluntary basis, subject to reimbursement of ordinary expenses. The procedures for the reimbursement of expenses shall

be specified in a regulation. The payment of an allowance or fees shall only be acceptable on condition that it corresponds to a service performed in favour of the Foundation.

#### Article 7 – Working practices and position of Chairman

The Board of the Foundation shall be responsible for its own organisation. It shall define the forms and methods of working appropriate for its activities.

The Board of the Foundation shall principally exercise its functions within its meetings. It shall, in general, meet at least twice a year. The Board of the Foundation shall regulate the convening, preparation and holding of its meetings and its decision-making procedures.

As a general rule, every decision of the Board of the Foundation shall be taken by the agreement of the majority of members attending the meeting. Regulations may, nevertheless, set specific attendance quora and determine the decisions that require a qualified majority.

Decisions shall be recorded in the minutes.

Decisions of the Board of the Foundation may also be taken by way of written resolution. In order to be valid, every decision taken by this method shall be required to secure the agreement of a majority of members of the Board of the Foundation.

In the event of a tied vote, the Chairman of the Board of the Foundation shall have the deciding vote.

The Chairman shall preside over meetings of the Board of the Foundation.

As appropriate, the functions, powers, responsibilities and provisions relating to the duration of the Chairman's mandate shall be defined in a regulation or directive.

The Chairman shall preside at meetings of the Board of the Foundation. He shall attend to the meeting preparations and shall make sure that the members of the Board of the Foundation receive relevant information in a timely and appropriate fashion. The Chairman shall ensure that decision-making and deliberation procedures are duly observed and that decisions of the Board of the Foundation are properly executed. As a general rule, the Chairman shall constitute the link with the Executive Committee.

The Board of the Foundation and its Chairman shall exercise their functions in consultation with the Founder. They shall consult him about elections to the Board of the Foundation, the appointment of the Chairman of the Board and of the Executive Committee, if any such body exists.

#### Article 8 – Committees

The Board of the Foundation shall examine whether certain projects and functions, as well as the monitoring of certain risks, necessitate the establishment of permanent or ad-hoc committees.

The composition, functions, powers and responsibilities of the committees shall be defined by the Board of the Foundation in a regulation or directive.

#### Article 9 – Management of conflicts of interest

The Board of the Foundation shall determine the rules to be followed in case of conflicts of interest.

In particular, if a member of the Board of the Foundation has a personal interest in a transaction discussed during a meeting of the Board of the Foundation, this member shall:

- indicate to the other members that he has a personal interest in the transaction in question before the start of discussions relating to the same;
- withdraw from the meeting during the discussion of the transaction in question;
- not be considered as forming part of the quorum; and
- not participate in the vote relating to the transaction in question.

#### Article 10 – Representation of the Foundation

The Board of the Foundation shall designate which of its member(s) or third parties shall have power to bind the Foundation by means of their individual or collective signature.

#### *Executive Committee*

#### Article 11 – Operational management of the Foundation

According to the needs of the Foundation, the Board of the Foundation may decide to appoint an Executive Committee to manage the Foundation at an operational level and shall be responsible for its supervision.

The Board of the Foundation shall regulate the functions, powers, responsibilities and remuneration of the Executive.

In addition to its operational functions, the Executive Committee shall draw up plans for the future development of the Foundation.

The Executive Committee shall be responsible for financial and cash planning in accordance with the rules laid down by the Board of the Foundation. It shall draw up the annual budget for approval by the Board of the Foundation.

#### *Auditor*

#### Article 12 – Auditor

The Board of the Foundation shall appoint an external and independent auditor, who shall be responsible for inspecting the accounts of the Foundation every year and for submitting a detailed report to the Board of the Foundation. The auditor shall also ensure compliance with the provisions of the Articles of Association and the objects of the Foundation.

The auditor shall report any deficiencies observed while carrying out its role to the Board of the Foundation. If these shortcomings are not remedied within a reasonable period of time, it shall inform the supervisory authority, where appropriate.

The Board of the Foundation shall not confer upon the audit body any mandate that goes beyond its audit function. The Board of the Foundation shall consider a periodic change in the auditor.

#### *Other bodies*

##### Article 13 – Other bodies

If necessary, where the Board of the Foundation does not itself exercise certain functions or specific expertise is required or if a further controlling body is necessary, the Board of the Foundation may rely on permanent or ad-hoc consultative committees, or on other bodies of the Foundation.

The functions, powers and responsibilities of the consultative committees and other bodies of the Foundation shall be set out in a regulation.

##### Article 14 – Liabilities of bodies of the Foundation

All persons responsible for the administration, management or auditing of the Foundation shall be personally liable for any losses sustained by the Foundation arising from fault on their part, whether intentionally or due to gross negligence.

If several persons are obliged to remedy a loss, each of these shall only be jointly liable with the others to the extent that this loss may be personally attributed to him by virtue of fault on his own part and the circumstances.

##### Article 15 – Financial years and submission of accounts

The financial years of the Foundation shall follow the calendar year, ending on 31 December. The first financial year shall run until 31 December 2014.

The Board of the Foundation shall control the submission of the accounts. The annual accounts shall provide a complete, transparent and correct picture of its financial situation. They shall be kept up-to-date and shall permit a comparison with the accounts of previous years.

### Article 16 – Regulations

In consultation with the Founder, the Board of the Foundation shall set the principles and rules governing the organisation of the Foundation and its activities (cf. notably Art. 6 paras. 1, 2 and 5 to 8, Art. 7 paras. 1, 2, 3 and 8, Art. 8 para. 2, Art. 9, Art. 11 para. 2 and Art. 13 para. 2 above) in one or more regulations, to be submitted for approval by the supervisory authority, or in directives.

### **Amendments to the objects, duration and dissolution of the Foundation**

#### Article 17 – Changes to the objects of the Foundation

The Founder reserves the right to modify the objects of the Foundation, including via a testamentary disposition, after at least 10 years have elapsed since the establishment of the Foundation or since the last amendment requested by the Founder, providing the charitable nature of the Foundation is preserved.

#### Article 18 – Accessory amendments to the instrument of constitution

The supervisory authority, after having received submissions from the Board of the Foundation, may make accessory amendments to the Articles of Association, provided such amendments are ordered on objectively justifiable grounds and do not infringe the rights of third parties.

#### Article 19 – Duration of the Foundation

The Foundation shall exist in perpetuity.

#### Article 20 – Dissolution of the Foundation

Any competent authority may order the dissolution of the Foundation, at the request of the Board of the Foundation or automatically, if the objects of the Foundation can no longer be achieved and the Foundation cannot be maintained through an amendment to the Articles of Association, or if the objects have become illegal or immoral.

In the event that the Foundation is dissolved, the available assets shall be distributed, in their entirety, to one or more institutions with charitable objects that are analogous to those of the Foundation and benefiting from tax-exempt status.

It is hereby declared that the assets of the Foundation shall not be returned to the Founder or to his heirs.



**Appointment of members of the Board of the Foundation**

The founder shall appoint the following persons as the initial members of the Board of the Foundation:

1. Natalia Viktorovna Yakunina, Russian citizen, residing in St-Petersburg, Chairman, with power to sign jointly with one other,
2. Vladimir Yakunin, Russian citizen, residing in Moscow, Deputy chairman, with power to sign jointly with one other,
3. René Frischknecht, citizen from Schwellbrunn (AR), residing in Ebmatingen (ZH), Secretary, with power to sign singly,
4. Vladimir Kulikov, Russian citizen, residing in Moscow, Member, with power to sign jointly with one other,
5. Diana Orlova, Russian citizen, residing in Vienna, Member, with power to sign jointly with one other, and
6. Dr Armen Sarkissyan, Armenian citizen, residing in London, UK, Member, with power to sign jointly with one other.

**Commercial register**

This foundation shall be registered with the commercial register of the Canton of Geneva.

IN WITNESS WHEREOF

the foregoing instrument has been read aloud by the notary to the appearing party or to his representative, and the latter has declared that this deed expresses his will before signing the same with the notary at the offices of the notary, in Zug.

Zug, 23 July 2013

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Vladimir Yakunin

represented by Claudia Wuttke

The Notary

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Maître Ivo Cathry

This instrument has been executed in eight originals.