



# **CHARTER OF THE ST. PETERSBURG NON-GOVERNMENTAL HUMAN RIGHTS ORGANIZATION “CITIZENS’ WATCH”**

**Approved** by founders of the St. Petersburg Non-Governmental Human Rights Organization “Citizens’ Watch”, *Minutes No. 1, on November 19, 1992*, and registered by the St. Petersburg Department of Justice, *registration No 1057, on November 24, 1992*

**With modifications and amendments** approved by the St. Petersburg Non-Governmental Human Rights Organization “Citizens’ Watch” General Meeting, *Minutes No 6, on September 28, 1995*, and registered by the Justice Ministry Department for St. Petersburg and Leningrad region, *registration No 241-UR, on November 17, 2002*

**With modifications and amendments** approved by General Meeting, *Minutes No 3, on December 15, 1992*, and registered by the Justice Ministry Department for St. Petersburg and Leningrad Region, *registration No 241-UR, on January 20, 2003*

**With modifications and amendments** approved by the St. Petersburg Non-Governmental Human Rights Organization “Citizens’ Watch” General Meeting, *Minutes No 2, on July 18, 2005*, and registered by the Main Department of the Federal Registration Office for St. Petersburg and Leningrad Region

## 1. GENERAL PROVISIONS

- 1.1 The St. Petersburg Non-Governmental Human Rights Organization “Citizens’ Watch”, abbreviated name SPb Citizens’ Watch, hereinafter referred to as Citizens’ Watch, is a volunteer NGO established by free will of citizens having joined on the basis of common interests and acting in the territory of St. Petersburg (the Charter of the St. Petersburg Non-Governmental Human Rights Organization “Citizens’ Watch” were previously registered by the Department of Justice at the Mayor’s Office of St. Petersburg on November 4, 1992, registration No. 1057; Citizens’ Watch was re-registered by the Department of Justice of St. Petersburg on November 17, 1995, registration No. 241-IOP)
- 1.2 Citizens’ Watch carries out its activity in accordance with the Constitution of the Russian Federation and Federal Act on non-governmental organizations dated May 19, 1995, other laws effective in Russia, and the above-mentioned Charter.
- 1.3 Citizens’ Watch is a legal entity; it has a separate property, independent balance sheet, accounts. It may acquire in its own name proprietary and personal non-proprietary rights and bear responsibilities and may sue and be sued in court.
- 1.4 Citizens’ Watch has a seal, stamp and letterheads.
- 1.5 Address (location) of the standing managerial body of Citizens’ Watch for correspondence is located at: 87, Ligovsky Prospect, office 300, St. Petersburg, 191040 Russia.

## 2. GOALS AND OBJECTIVES OF THE ST. PETERSBURG NON-GOVERNMENTAL HUMAN RIGHTS ORGANIZATION “CITIZENS’ WATCH”

Goals of Citizens’ Watch are as follows

- 2.1 Public control over observation of the Russian law in the domain of human rights, observation of statutory rules, including international commitments assumed by the Russian Federation, support and protection of citizens and NGOs as necessary elements of the civil society in the event of violation of their rights by the authorities responsible for security of citizens and the state, such as security services, armed forces, police and other governmental authorities.
- 2.2 Analysis of legal acts and drafts of such acts governing the activity of security services, armed forces, police and other governmental authorities in terms of compliance with statutory rules, including those of international laws affecting civil and political rights of the citizens and their legal interests.
- 2.3 Public inspection whether the complaints to violation of civil and political rights by security services, armed forces, police and other governmental authorities are duly substantiated.
- 2.4 Provision of legal and other support to the persons whose legal rights have been violated by security services, armed forces, police and other governmental authorities.
- 2.5 Study of the laws and practice of their application in other states in the domain of human rights protection.
- 2.6 In order to attain statutory goals Citizens’ Watch:
  - delivers the results of public legal inspections and evaluations in the form of an executive report;
  - forwards the executive report to the parties concerned, including legislative authorities, the government, Constitutional Court and other judicial instances and mass media;
  - generalizes the conclusions and forwards appropriate recommendations to the legislative authorities and to those responsible for security of citizens and the state;
  - initiates application to courts as regards protection of civil rights and supports similar suites brought by other persons or organizations, as representatives;
  - cooperates with Russian, foreign and international non-governmental human rights protection organizations, legislative and executive organizations and their representatives; - employs other legal methods for protecting basic human rights and freedoms.
- 2.7 In its activity Citizens’ Watch is oriented at common international legal acts and regulations seeking to bring the legal practice of the Russian Federation in balance with the above.

### **3. TYPES OF ACTIVITY CARRIED OUT BY THE ST. PETERSBURG NON-GOVERNMENTAL HUMAN RIGHTS ORGANIZATION “CITIZENS’ WATCH”**

Citizens’ Watch:

- organizes seminars and conferences on the matters of human rights observation attended by other Russian, foreign and international organization for protection of human rights;
- participates in seminars and conferences on the matters of human rights protection held in Russia and abroad;
- is engaged in publishing activity;
- provides support and legal assistance to citizens whose basic rights and freedoms are infringed upon by governmental authorities in violation of the Constitution of the Russian Federation and international commitments assumed by the government of the Russian Federation;
- carries out other types of non-profit activity aimed at human rights protection and not contradicting the effective law.

### **4. MEMBERSHIP IN THE ST. PETERSBURG NON-GOVERNMENTAL HUMAN RIGHTS ORGANIZATION “CITIZENS’ WATCH”**

- 4.1 Membership in Citizens’ Watch is available for adult Russian citizens, foreign citizens and stateless persons, public legal entities recognizing this Charter and taking part in the activities of Citizens’ Watch.
- 4.2 Admission is conducted by General Meeting against a written application made by the applicant, and two references from members of Citizens’ Watch. Resolution is passed by a simple majority of votes cast by members of Citizens’ Watch attending the Meeting.

### **5. RIGHTS AND OBLIGATIONS OF THE ST. PETERSBURG NON-GOVERNMENTAL HUMAN RIGHTS ORGANIZATION “CITIZENS’ WATCH” MEMBERS**

- 5.1 Members of Citizens’ Watch are entitled:
  - to elect and be elected in the managerial bodies of Citizens’ Watch;
  - to submit to the managerial bodies proposals falling within the scope of Citizens’ Watch;
  - to attend meetings of the Board with the right of advisory vote;
  - to demand from the Board of Citizens’ Watch full information on the matters of its activity;
  - to provide references for admission in Citizens’ Watch;
  - to make volunteer contributions for statutory goals of Citizens’ Watch;
  - to be free to quit Citizens’ Watch.
- 5.2 Members of Citizens’ Watch are bound:
  - to follow this Charter and resolutions passed by the managerial bodies;
  - to actively assist in attaining goals and objectives set forth before Citizens’ Watch;
  - to execute missions on behalf of the Board.
- 5.3 Withdrawal from Citizens’ Watch:
  - any member of Citizens’ Watch is entitled to quit the organization by giving a written notice to the Board of Citizens’ Watch;
  - a member of Citizens’ Watch may be expelled from the organization by resolution of General Meeting in the event that his/her actions are contradicting this Charter, goals and objectives of Citizens’ Watch, and in the event of failure to fulfill the member’s obligations.

## **6. RIGHTS AND OBLIGATIONS OF THE ST. PETERSBURG NON-GOVERNMENTAL HUMAN RIGHTS ORGANIZATION “CITIZENS’ WATCH”**

- 6.1 Citizens' Watch seeking to attain its statutory goals and following the procedure established by the effective law is entitled:
- to enter into agreements with enterprises, organizations and citizens in Russia and abroad;
  - to acquire, alienate, lease any property required for provision of the activity to be carried out by Citizens' Watch for the account of Citizens' Watch, at its discretion following the statutory goals;
  - to exercise other rights specified in Article 27 of the Federal Act On Public Associations, except for the right to take part in election campaigns.
- 6.2 Citizens' Watch is bound:
- to annually inform the authorities responsible for state registration of Citizens' Watch on its proceedings indicating actual location of the registered office, its name and as much data on managers of Citizens' Watch as are included in the Uniform State Register of legal entities;
  - at the request of the authorities responsible for state registration of Citizens' Watch, to produce resolutions passed by managerial bodies and officers of the NGO, and annual and quarterly reports as full as they are produced to the tax authorities.

## **7. PROPERTY AND FUNDS OF THE ST. PETERSBURG NON-GOVERNMENTAL HUMAN RIGHTS ORGANIZATION “CITIZENS’ WATCH”**

- 7.1 Funds of Citizens' Watch consist of:
- volunteer contributions;
  - donations made by enterprises, organizations and citizens both Russian and foreign; - other proceeds not in conflict with the effective law.
- 7.2 Citizens' Watch shall not accept donations from organizations and persons encouraging allowing for violence, ethnic or racial discrimination, or religious intolerance.
- 7.3 Funds of Citizens' Watch shall be spent in accordance with the budget estimate approved by the Board of Citizens' Watch.
- 7.4 Citizens' Watch may have its own buildings, structures, tools, funds, archives, libraries, collections donated to or left by will to Citizens' Watch with due regard to the applicable law.

## **8. MANAGERIAL AND SUPERVISORY BODIES OF THE ST. PETERSBURG NON-GOVERNMENTAL HUMAN RIGHTS ORGANIZATION “CITIZENS’ WATCH”**

- 8.1 The supreme managerial body of Citizens' Watch is General Members Meeting, hereinafter referred to as General Meeting, convened at least one time a year.
- 8.2 Exclusive competence of General Meeting includes the following:
- approval of the Charter of Citizens' Watch and entering of modifications and amendments therein;
  - elections of the Board of Citizens' Watch, its Chairman, Vice Chairman, Auditing Commission as well as early termination of their powers and authorities;
  - defining priorities in the activity, principles of development and use of the property owned by Citizens' Watch;
  - approval of reports made by Executive Director and the Auditing Commission;
  - passing resolutions on liquidation and reorganization of Citizens' Watch;
  - admitting members to Citizens' Watch and expelling them from Citizens' Watch.
- 8.3 An extraordinary General Meeting shall be convened if demanded by more than a half of members of Citizens' Watch, by resolution of the Board or demand of the Auditing Commission.

- 8.4 General Meeting shall be deemed competent if attended by a simple majority of all members of Citizens' Watch. A resolution shall be passed, if voted for by more than a half of members attending the Meeting, and matters of exclusive competence of General Meeting, by qualified majority of 2/3 of the votes cast by the members attending the Meeting.
- 8.5 The standing managerial body of Citizens' Watch between General Meetings is the Board elected by General Meeting for a period of three years, the number and membership being defined by General Meeting. Chairman of Citizens' Watch shall be Chairman of the Board.
- The Board:
- defines the current objectives of the activities of Citizens' Watch;
  - elaborates and approves financial plan and budget estimate, and follow-up execution thereof;
  - approves annual report and annual balance sheet;
  - approves staff members of the executive administration and their wages.
  - Passing resolutions on other matters that are not within exclusive competence of General Meeting.
- 8.6 Chairman:
- is elected by General Meeting for a period of 3 years;
  - does not need Power of Attorney to represent the interests of Citizens' Watch before governmental and other organizations;
  - defines functions to be performed by Vice Chairman;
  - holds meetings of the Board and conducts general control and management within resolutions passed by General Meeting and the Board;
  - signs banking documents, opens and closes the accounts with banking institutions, disposes of the property owned by Citizens' Watch within the budget estimate approved by the Board;
  - employs and dismisses employees of the executive administration with due regard to the Labor Code of the Russian Federation, Civil Code of the Russian Federation, and grants Powers of Attorney;
  - enters into agreements and contracts for and on behalf of Citizens' Watch;
  - issues orders and directions binding upon all employees of the executive administration;
  - presents to General Meeting annual and quarterly reports and reports on current business and financial activity.
- 8.7 Vice Chairman:
- is elected by General Meeting for a period of 3 years;
  - performs duties of Chairman of Citizens' Watch in the absence of the latter; - signs banking documents;
  - at the request of Chairman, performs other functions related to management of the organization and implementation of its current activities.
- 8.8 The auditing body of Citizens' Watch is the Auditing Commission. The Auditing Commission consists of three persons elected by General Meeting for a period of three years.
- 8.9 The Auditing Commission:
- elects Chairman of the Commission from its members;
  - controls financial and business activities of Citizens' Watch;
  - checks reports and office work;
  - carries out regular control at least once a year;
  - has the right to carry out extraordinary audits;
  - has the right to engage an independent auditor.

## 9. INTERNATIONAL RELATIONS

- 9.1 For the purpose of attaining statutory goals, exchange of experience in public control, Citizens' Watch may engage specialists from competent international legal and human rights organizations.
- 9.2 Citizens' Watch pursuant to this Charter may join international NGOs, maintain direct international relations and contacts, enter into relevant agreements within this Charter with due regard to the applicable procedure.

## **10. PROCEDURE FOR ENTERING MODIFICATIONS AND AMENDMENTS TO THE CHARTER OF THE ST. PETERSBURG NON-GOVERNMENTAL HUMAN RIGHTS ORGANIZATION “CITIZENS’ WATCH”**

- 10.1 Modifications and amendments to the Articles of Association may be entered by resolutions of General Meeting.
- 10.2 A resolution on entering modifications and amendments in the Charter shall be passed by qualified majority of 2/3 of the members of Citizens’ Watch attending General Meeting.
- 10.3 All modifications and amendments in the Articles of Association shall be subject to the state registration with due regard to the applicable law and shall enter into force effective the date of such registration.

## **11. PROCEDURE FOR REORGANIZATION AND LIQUIDATION OF THE ST. PETERSBURG NON-GOVERNMENTAL HUMAN RIGHTS ORGANIZATION “CITIZENS’ WATCH”**

- 11.1 Reorganization of Citizens’ Watch (merger, acquisition, subdivision, segregation and transformation) shall be carried out upon resolution of General Meeting.
- 11.2 A resolution of General Meeting on reorganization shall be passed by qualified majority of 2/3 votes of the members of Citizens’ Watch attending the meeting.
- 11.3 The property owned by Citizens’ Watch shall be passed upon its reorganization to the newly organized legal entities with due regard to the procedures stipulated by the Civil Code of the Russian Federation.
- 11.4 Liquidation of Citizens’ Watch shall be carried out upon resolution of General Meeting or a court decision for the reasons and following the procedure stipulated by the effective law.
- 11.5 A resolution of General Meeting on liquidation shall be passed by qualified majority of 2/3 votes of the members of Citizens’ Watch attending the meeting.
- 11.6 The property and funds owned by Citizens’ Watch left after its liquidation upon having satisfied the creditors claims, shall be forwarded to attain statutory goals of Citizens’ Watch (to nonprofit organizations pursuing the goals for which Citizens’ Watch was established). A resolution on disposal of the remaining property shall be published in the press by the Liquidation Commission. The priorities in satisfying claims of the creditors during liquidation of Citizens’ Watch shall be defined by the effective law.
- 11.7 The state registration of Citizens’ Watch following its liquidation shall be carried out as provided for by the Federal Act on State Registration of Legal Entities with allowance for the specifics of such registration stated by the Federal Act On Public Associations.
- 11.8 Information and documents required for state registration of Citizens’ Watch with respect to its liquidation shall be produced to the body that authorized registration of Citizens’ Watch when the NGO was established.

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The record on the St. Petersburg Non-Governmental Human Rights Organization “Citizens’ Watch” was entered in the Uniform State Register of Legal Entities on October 21, 2002 under General State Registration Number 1027800003758.

Information on the state registration of modifications in and amendments to the Charter were entered in the Uniform State Register of Legal Entities on November 10, 2005 under the General State Registration Number 2057806326444.

G.A. Volchetskaya,  
Signature Head of the General Department  
of the Federal Registration Service  
for St. Petersburg and Leningrad Region  
November 14, 2005  
(No 241-ur)

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