



**Approved  
by decision of the Managing Council  
of the autonomous organization of  
education “Nazarbayev University”  
No. 25.06.25  
dated June 25, 2025**

**CHARTER  
of “Nazarbayev University Research Administration”  
Private Institution**

Astana, 2025



## **Article 1. General provisions**

1.1. “Nazarbayev University Research Administration” Private Institution (hereinafter – the Institution) is a non-profit organization with a status of a legal entity carrying out its activities in accordance with the Civil Code of the Republic of Kazakhstan, the Law of the Republic of Kazakhstan “On Non-profit Organizations”, the Law of the Republic of Kazakhstan “On the Status of Nazarbayev University”, “Nazarbayev Intellectual Schools” and “Nazarbayev Fund”, as well as other regulatory legal acts of the Republic of Kazakhstan.

1.2. The Founder of the Institution is the autonomous organization of education Nazarbayev University, BIN 090740002542 (hereinafter – the “Founder”).

1.3. Full official name shall be as follows:

*In the state language:* «Nazarbayev University Research Administration» жеке мекемесі;

*In the Russian language:* Частное учреждение «Nazarbayev University Research Administration»;

*In the English language:* “Nazarbayev University Research Administration” Private Institution.

Abbreviation of the long title of the Institution is allowed using an abbreviation “PI” before the title of the Institution.

Abbreviated name shall be as follows:

*In the state language:* «NURA» ЖМ;

*In the Russian language:* ЧУ «NURA»;

*In the English language:* “NURA” PI.

1.4. Principal place of business of the Institution is at: Kabanbay batyr Avenue 53, Nura District, Astana, 010000, Republic of Kazakhstan.

1.5. The Institution is established for an unlimited period.

## **Article 2. Legal Status of the Institution**

2.1. The Institution shall be deemed established and shall acquire the rights of a legal entity from the date of its state registration and possesses property under the right of operational management, and may, in its own name, acquire and exercise property and non-property rights and obligations, and act as a plaintiff or defendant in a court.

2.2. The Institution is an industry-specific scientific center of the Founder.

2.3. The Institution has bank accounts in compliance with the legislation of the Republic of Kazakhstan, blank forms, seals and stamps with its name in the state, Russian and other languages.

2.4. The Institution is liable for its obligations with money at its disposal. The Founder shall be liable for the obligations of the Institution in case the latter experiences a shortage of money.



### **Article 3. The Objectives and Scope of Activities of the Institution**

3.1. Primary purposes of the Institution shall be carrying out activities in the field of science, innovations and education, including scientific and/or scientific-technical (research activity, fundamental and applied researches), educational, industrial-innovative and scientific and service activities, as well as provision with technical-educational and scientific and laboratory experimental facilities of the Founder and its organizations.

3.2. Scope of the Institutions' activities includes:

- 1) carrying out scientific and/or scientific-technical activity;
- 2) taking measures, directed at academic, research and innovative infrastructure development, innovative products delivery;
- 3) outfit and provision with training and scientific and laboratory experimental facilities of the Founder and Institution through the acquisition of goods (equipment, expendables, etc.), works, services;
- 4) training and development of scientific personnel, highly skilled professionals and managers;
- 5) cooperation with leading international and national research-and-development centers, higher education establishments and other organizations;
- 6) development of academic programs and education courses in different fields of science and biomedicine, including experimental scientific and educational programs;
- 7) arranging activities directed at commercialization of developed scientific technologies and products of creative and intellectual work;
- 8) arranging activities aimed at examination of scientific, scientific and technological grant applications for scientific and innovative projects, equipment, submitted by the Founder and its organizations;
- 9) formation and development of scientific cooperation through organization of forums and conferences in specific fields of science and education, including with involvement of international experts and organizations;
- 10) participation in development and implementation of regulatory, methodological and other documentation within the powers of the Institution, established by Clause 3.2. of the Charter;
- 11) cooperation with state entities and other organizations regarding the activity of the Institution;
- 12) functioning as an operator in grant administration, allocated by the Founder and its organizations, state entities and other organizations;
- 13) administrative support for management and monitoring of scientific grants and projects of the Founder;
- 14) arrangement and provision of research services, including in scientific laboratories of the Institution;
- 15) arranging and rendering technical-engineering services;
- 16) development and implementation of innovative projects aiming at obtaining innovative products, technology and services;



17) establishment and/or involvement in the activity of start-up companies, including but not limited to shareholding (participation) in joint projects together with outside investors;

18) commercialization and implementation of results of scientific and/or scientific-technical activities;

19) attracting outside investments for innovative projects;

20) rendering design and prototyping services as part of the primary purposes of the Institution;

21) rendering consulting services within the frameworks of the primary purposes of the Institution;

22) carrying out contractual research within the frameworks of the primary purposes of the Institution;

23) delivering services to support innovation projects and companies by using one-stop principle, including range of services such as business-incubation, patenting and protection of intellectual property rights;

24) delivering services, such as PR support, design and production of branding materials within the frameworks of the primary purposes of the Institution;

25) provision of paid services, including development of conceptual, policy and strategic documents, development of business plans, technical - economic, financial - economic rationale, as well as arranging and conducting symposiums, conferences, trainings, seminars and master classes and other public activities on local and international levels;

26) promotion and popularization of the scientific and innovative activities;

27) participation in venture funds and other organizations of risk investment;

28) carrying out other activities in accordance with the purposes of the Institution that do not contradict the legislation of the Republic of Kazakhstan.

3.3. Types of activities of the Institution that are subject to licensing or require accreditation shall be carried out only after obtaining the necessary licenses or accreditation certificates in the order prescribed by the legislation of the Republic of Kazakhstan.

#### **Article 4. Rights and Obligations of the Institution**

4.1. To achieve the Charter purposes the Institution has the right to:

1) open accounts in banks in the order prescribed by the legislation of the Republic of Kazakhstan;

2) have a seal, stamps and letterheads with the full official name of the Institution in the state, Russian, and other languages, as well as an emblem (symbol) registered in an established order to;

3) possess, under the right of operational management or other lawful grounds, separate property and funds, including those acquired at the Institution's own expense;

4) acquire and exercise property rights;

5) establish other legal entities or participate in their charter capitals, unless otherwise provided for by legislative acts of the Republic of Kazakhstan;

6) open branches and representative offices;



- 7) establish advisory bodies of the Institution;
  - 8) use available funds to achieve the objectives stipulated in this Charter; engage in entrepreneurial activities in accordance with the objectives provided for in this Charter;
  - 9) engage in entrepreneurial activities in accordance with the objectives provided for in this Charter;
  - 10) request information necessary for the fulfillment of the Institution's assigned tasks;
  - 11) act as a plaintiff and a defendant in court;
  - 12) exercise other rights provided for by the legislation of the Republic of Kazakhstan.
- 4.2. The Institution shall be obliged to:
- 1) comply with the legislation of the Republic of Kazakhstan;
  - 2) pay taxes and other obligatory payments to the budget with the established statutory procedure;
  - 3) maintain accounting records in accordance with the legislation of the Republic of Kazakhstan and the accounting policy of the Founder;
  - 4) ensure accounting, inventory, safekeeping, efficient and targeted use of assets, assigned to the Institution under the right of operational management or other lawful grounds, as well as the justification of expenses for its maintenance;
  - 5) bear responsibility according to the legislative acts of the Republic of Kazakhstan.

## **Article 5. Structure, Formation Procedure and Competence of the Governing Bodies of the Entity**

5.1. The Governance Bodies of the Institution are as follows:

- 1) The supreme governing body - the Founder;
- 2) The supervisory body – the Supervisory Board;
- 3) The executive body - the Directorate;
- 4) The control body - the Auditor (Audit Committee).

## **Article 6. The Founder**

6.1. The Founder is the Supreme governing body of the Institution.

6.2. The Founder's competence includes the following:

- 1) approval of the Institution's Charter, introduction of amendments to it, as well as approval of the Charter in a new edition;
- 2) voluntary reorganization and liquidation of the Institution;
- 3) approval of the Institution's strategic plan and reports of its implementation;
- 4) approval of annual budget of the Institution;
- 5) approval of the Institution's annual financial statement and determination of the procedure and frequency of its submission to the Founder;
- 6) determination of the procedure for conducting an audit by the control body of the Institution, approval of the results of an audit, as well as endorsement of submission of the results of the audit to third parties;



7) approval of the Bylaws on the Supervisory Board and the control body of the Institution;

8) appointment of Supervisory Board members, including the Chairperson, determination of their term of office and early termination thereof, as well as determination of the number of members of the Supervisory Board;

9) determination of the amount and terms of remuneration for independent members of the Supervisory Board;

10) appointment and dismissal, including early termination, of the General Director, conclusion/termination of their employment contract, determination of the amount and terms of remuneration, as well as decisions regarding bonuses, incentives, and the imposition of disciplinary punishment;

11) appointment and dismissal, including early termination, of the Auditor (members of the Audit Commission), determination of their term of office, amount and terms of their remuneration, as well as decisions regarding bonuses, incentives, and disciplinary punishment;

12) making decisions regarding bonuses and incentives to the members of the Directorate, except for their performance-based bonuses and incentives;

13) making decision on the alienation or other forms of the property disposition that results in the loss of the right to dispose such property for a period exceeding 3 (three) years, including property transferred to the Institution for operational management or other legal grounds, or property acquired using funds allocated by the Founder;

14) making decision on transactions involving a conflict of interest, in accordance with the legislation of the Republic of Kazakhstan and the decisions of the Founder;

15) approval of the staffing size and organizational structure of the Institution;

16) determination of the human resources policy of the Institution;

17) endorsement of transactions for the purchase by the Institution of goods, works, services in an amount exceeding KZT 500,000,000 (five hundred million), except for transactions concluded with the Founder or its organizations;

18) assignment and withdrawal of property to/from the Institution under the right of operational management or other legal grounds;

19) making decision on the Institution's participation in the establishment or operation of other legal entities, as well as the establishment of branches and representative offices by the Institution;

20) approval of the Institution's accounting policy;

21) approval of the procedure for the provision of services by the Institution;

22) approval of limits and norms of the Institution's administrative expenses;

23) taking other decisions in accordance with the legislation of the Republic of Kazakhstan and/or this Charter.

6.3. The Founder has the right to consider any issue related to the activity of the Institution regardless of distribution of responsibilities among the Institution's governing bodies.

6.4. The Founder exercises control over the activities of the Institution.

## **Article 7. Supervisory Board**



7.1. The Supervisory Board is a collegial supervisory body of the Institution which performs its functions according to the Charter, the Bylaws on the Supervisory Board, and the decisions of the Founder. The Supervisory Board is directly accountable to the Founder of the Institution.

7.2. Members of the Supervisory Board contribute to ensuring the Institution's interaction with third parties, including government authorities, local self-government bodies, international and other organizations, in order to support the implementation of the Institution's statutory activities. Members of the Supervisory Board shall actively participate in attracting funding and grants, sponsorship and charitable support, as well as charitable donations aimed at supporting priority development programs and projects of the Institution, as well as improving its material and technical base.

7.3. The order of the operations, composition, appointment, and early termination of the powers of Supervisory Board members shall be governed by this Charter and the Bylaws on the Supervisory Board, as approved by the Founder.

7.4. The Supervisory Board shall consist of no less than 3 (three) members, including the Chairperson.

7.5. The term of office of members of the Supervisory Board shall be 3 (three) years, unless otherwise determined by the Founder.

7.6. A meeting of the Supervisory Board is considered valid if more than half of its total members are present (quorum). Decisions of the Supervisory Board shall be made by a simple majority of the members present. In the event of a tied vote, the Chairperson has the casting vote.

7.7. Competence of the Supervisory Board shall include:

1) endorsement of the proposals from the executive body on introduction of amendments to the Charter, and on approval of the Charter in a new edition;

2) endorsement of the draft strategic plan of the Institution and proposals for introduction of amendments herein;

3) approval of the semi-annual reports on the execution of the annual budget of the Institution;

4) review and acknowledgment of the annual financial statements of the Institution;

5) making proposals to the strategic documents of the Founder on the areas of activities of the Institution;

6) endorsement of the conclusion of a transaction for the acquisition of goods, works, services by the Institution in an amount exceeding 250,000,000 (two hundred fifty million) tenge, except for transactions concluded with the Founder or its organization;

7) determination of the procedure for the use of other income received from the activities of the Institution;

8) approval of the Bylaws on the executive body of the Institution;

9) appointment and dismissal, including early termination, of executive body members, except for the General Director, determination of the amount and terms of their remuneration, making decisions regarding their performance-based bonuses, incentives, and disciplinary punishments;



- 10) approval of the organizational structure of the Institution;
- 11) review of the results of inspections conducted by the control bodies of the Institution and development of proposals/recommendations;
- 12) other competences defined by this Charter, the Bylaws on the Supervisory Board, as well as decisions of the Founder.

7.8. The Supervisory Board shall not make decisions that contradict the decisions of the Founder.

## **Article 8. Directorate**

8.1. The Directorate is a collegial executive body of the Institution that shall manage the Institution's current activities, make decisions and approve internal documents of the Institution on any matters of the Institution not attributed by this Charter or other internal documents of the Institution to the competence of the Founder, the Supervisory Board, or the General Director.

8.2. The Directorate shall execute decisions of the Founder and the Supervisory Board, be accountable before the Founder and the Supervisory Board, and shall bear responsibility for the performance of duties assigned hereto.

8.3. The members of the Directorate shall include the General Director of the Institution, appointed and dismissed by decision of the Founder, as well as his/her deputies and/or other officers of the Institution appointed by decision of the Supervisory Board.

8.4. The number of members of the Directorate shall be no less than 3 (three) and no more than 5 (five). The term of office of the members of the Directorate shall be 3 (three) years, unless otherwise provided by the Founder.

8.5. A meeting of the Directorate shall be deemed valid if at least half of the total number of its members is present (quorum). Decisions of the Directorate shall be taken by a simple majority of those present. In the event of a tied vote, the Chairperson has the casting vote.

8.6. The rights and obligations of the members of the Directorate shall be determined by the legislation, this Charter, the Bylaws on the Directorate, and the respective employment agreements entered into with each of them hereunder.

8.7. The General Director shall act as the Chairperson of the Directorate, preside over its meetings, and bear responsibility for the quality and efficiency of the Institution's activities in accordance with the objectives of the Institution set forth herein.

8.8. The procedure for the operation and meetings of the Directorate shall be governed by the Bylaws on the Directorate approved by the Supervisory Board.

8.9. The Chairperson and members of the Directorate shall be liable for any damage caused to the Institution by their actions or omissions in the discharge of their duties hereunder, in accordance with the legislation of the Republic of Kazakhstan.

8.10. The competence of the Directorate shall include:

- 1) organization of the execution of decisions of the Founder and the Supervisory Board;





2) submission of proposals on amending the Charter of the Institution, as well as on the approval of the Charter a new edition;

3) development of proposals for the strategic documents of the Founder concerning the activities of the Institution for further submission for consideration to the Supervisory Board and the Founder;

4) management of the Institution's assets (fixed assets) without resulting in alienation or loss of disposal rights thereover for a period not exceeding 3 (three) years;

5) submission of proposals regarding disposal of the Institution's assets involving alienation or loss of disposal rights thereover for a period exceeding 3 (three) years;

6) approval of the internal document governing labor relations with employees of the Institution;

7) approval of Bylaws of the Institution's structural divisions;

8) approval of the staffing plan of the Institution within the staffing size and budget of the Institution;

9) approval of internal documents of the Institution, except for those subject to approval by the Founder or the Supervisory Board;

10) approval of procedures for attracting grant funds, sponsorships, charitable support, and voluntary donations for the achievement of the Institution's statutory objectives;

11) submission of proposals to the Founder for the establishment of legal entities or participation of the Institution therein;

12) submission of proposals to the Founder on the establishment or closure of branches and representative offices of the Institution;

13) making decisions on matters concerning operation of legal entities established by the Institution which fall under the competence of their highest governing body/ general meeting of shareholders (sole shareholder) / meeting of participants (sole participant) / founder of these legal entities;

14) any other powers determined by this Charter, decisions of the Founder, and the internal documents of the Institution.

8.11. The Directorate may delegate its powers hereunder to the General Director of the Institution and/or to members of the Directorate.

## **Article 9. General Director**

9.1. The General Director shall be the chief executive of the Institution and shall head the Directorate.

9.2. General Director shall be responsible for:

1) the quality, transparency, and efficiency of the Institution's operations in accordance with the objectives of the Institution as set forth in this Charter;

2) disclosure of actual and/or potential conflicts of interest in connection with transactions, employee recruitment, procurement, and other managerial decisions, in accordance with the University's internal document governing the conflict of interests;



3) ensuring systematic, prompt, and effective interaction between the Institution and the Founder, including the implementation of decisions, current operational issues, strategic development of the Institution, regular reporting, fulfillment of assignments, participation in meetings, and other forms of feedback, within the scope of the Institution's activities.

9.3. The General Director shall preside over meetings of the Directorate, organize its activities, and manage the Institution's day-to-day administrative matters.

9.4. The General Director shall be appointed and dismissed by decision of the Founder. The General Director shall report directly to the Founder and shall bear personal responsibility for the fulfillment of the Institution's tasks and for the exercise of its functions in accordance with the legislative acts of the Republic of Kazakhstan, this Charter, and the employment contract concluded with him/her hereunder.

9.5. The term of office of the General Director shall be 3 (three) years, unless otherwise determined by the Founder.

9.6. The General Director shall sign employment contracts with employees of the Institution.

9.7. The General Director shall perform the following functions:

1) head the Directorate, convene its meetings, and organize its work in accordance with the Bylaws on the Directorate of the Institution;

2) ensure the implementation of decisions made by the Founder, the Supervisory Board and the Directorate;

3) coordinate and exercise control over the financial and economic activities of the Institution;

4) organize and coordinate activities on strategic matters, including the development and implementation of strategic initiatives and projects, development plans, as well as control over implementation of the strategic plan approved by the Founder, within the framework of the Institution's activities;

5) supervise the Institution's activities in the areas of strategic planning, risk management, legal affairs, and other areas within the General Director's competence as defined herein, in the Bylaws on the Directorate, and in internal documents of the Institution, taking into account the allocation of powers among the governing bodies of the Institution;

6) upon agreement with the Founder, appoint and dismiss the chief accountant and determine the amount and terms of his/her remuneration;

7) make decisions on awarding bonuses, incentives, and applying disciplinary punishment in relation to the chief accountant;

8) act on behalf of the Institution without power of attorney in dealings with third parties, and sign contracts;

9) represent the Institution before in all organizations and state bodies;

10) issue powers of attorney for the representation of the Institution in relations with third parties;

11) open bank accounts;

12) carry out recruitment, transfer, and dismissal of the Institution's employees, apply incentives and disciplinary punishments, determine remuneration terms in accordance with established procedures, except in cases where incentives



and disciplinary punishments fall within the competence of the Founder or the Supervisory Board;

13) approve job descriptions of the Institution's employees;

14) in the event of absence, delegate the performance of his/her duties to one of the members of the Directorate;

15) issue orders and directives mandatory for all employees of the Institution, and approve other internal documents of the Institution falling within his/her competence;

16) exercise other powers as defined herein and by decisions of the Founder.

### **Article 10. Auditor and his/her responsibilities**

10.1. The control body is directly accountable to the Founder and reports to the Founder for the work.

10.2. The authority, operating procedures, and responsibilities of the control body are governed by the relevant internal documents of the Institution.

10.3. The Auditor (members of the Audit Commission) is appointed for a term of no less than 1 (one) year and shall be dismissed by a decision of the Founder.

10.4. The official salary of an Auditor (members of the Audit Commission), as well as the terms of remuneration, bonuses, incentives, and disciplinary punishment, shall be determined by the Founder.

10.5. The results of audits conducted by the Auditor (or Audit Commission) are confidential and shall only be disclosed to third parties based on a decision of the Founder.

### **Article 11. Sources for the formation of the Institution's Assets**

11.1. Sources for the formation of the Institution's assets in monetary and other forms shall be:

1) receipts from the Founder based on the Institution's budget, and property transferred under the right of operational management;

2) income generated from activities according to the objectives set forth in this Charter;

3) voluntary contributions (donations, sponsorships, charitable support) from legal entities and individuals (including foreign ones);

4) funds from other sources that are not prohibited by the legislation of the Republic of Kazakhstan.

11.2. The property of the Institution may be exempt by the Founder.

11.3. The Institution exercises the rights of ownership, use, and disposal of property in accordance with its operational objectives, tasks of the Founder, and nature of the property.



## **Article 12. Branch and Representative Offices of the Institution**

12.1. The Institution has the right to establish branches and representative offices within the Republic of Kazakhstan in compliance with the legislation of the Republic of Kazakhstan.

## **Article 13. Reorganization and termination of the Institution's operation**

13.1. Reorganization (merge, accession, division and transformation) and liquidation of the Institution shall be carried out according to the legislation of the Republic of Kazakhstan by the decision of the Founder or on other bases provided for by the legislation of the Republic of Kazakhstan.

13.2. Forced liquidation of the Institution shall be carried out by court in cases provided for by the legislation of the Republic of Kazakhstan.

13.3. The Founder or a body, that decided on liquidation of the Institution, shall appoint the liquidation commission and define procedure and terms for liquidation of the Institution according to the legislation of the Republic of Kazakhstan.

13.4. Liquidation of the Institution shall be deemed completed after an authorized body makes appropriate entries on the state register of legal entities.

13.5. In case of liquidation of the Institution, the assets remained after satisfaction of all the creditors' claims shall be assigned to the Founder.

## **Article 14. Procedure for Amending the Charter**

14.1. Any amendments to the Charter shall be introduced by the Founder according to the order established by the legislation of the Republic of Kazakhstan.

14.2. Any amendments to the Charter resulting in re-registration of the Institution are subject to the state registration in the justice agencies.

14.3. In case of introduction of other amendments to the Charter the Institution shall inform a registering body according to the order established by the legislation of the Republic of Kazakhstan.

## **Article 15. Final provisions**

15.1. The Institution shall be governed by the legislation of the Republic of Kazakhstan to the extent not regulated by this Charter.

15.2. The Charter is executed in the Kazakh, Russian and English languages.

15.3. The Charter shall come into force on the date of its state registration according to the order established by the legislation of the Republic of Kazakhstan.

**For and on behalf of the Founder:**

---

**Assanbay Jumabekov, General Director of "Nazarbayev University Research Administration" Private Institution**