

UNOFFICIAL TRANSLATION

Approved
by the decision of the Supreme Board
of Trustees dated 18th April 2013 #2

Amended in accordance with the
decision of the Supreme Board of
Trustees dated 16th June 2014 #3,
minutes of absentee meetings of the
Supreme Board of Trustees
dated 5th August 2020 #9 and
2nd October 2023 #11

CHARTER
of autonomous organization of education
“Nazarbayev University”

Astana, 2013

1. General Provisions

1.1. Autonomous organization of education “Nazarbayev University” (hereinafter - the University) was established in accordance with the Law of the Republic of Kazakhstan “On the Status of “Nazarbayev University”, “Nazarbayev Intellectual Schools” and “Nazarbayev Fund” (hereinafter – the Law) by means of reorganization of “Nazarbayev University” non-profit joint stock company.

1.2. The University is a legal entity having property separate from its founder, with a right to acquire property and personal non-property rights in its own name, incur obligations, sue and be sued in court.

1.3. Name of the University:

1) full name in Kazakh language is “Назарбаев Университеті” дербес білім беру ұйымы”, shortly “Назарбаев Университеті”;

2) full name in Russian language is “Автономная организация образования “Назарбаев Университет”, shortly “Назарбаев Университет”;

3) full name in English language is “The autonomous organization of education “Nazarbayev University”, shortly “Nazarbayev University”.

1.4. The founder of the University is the Government of the Republic of Kazakhstan.

1.5. The activities of the University are conducted based on principles of academic freedom, integration of education, science and industry, autonomy and self-governance, collegial decision-making, social responsibility and transparency.

1.6. The University independently develops its educational programs, determines organizational procedures of educational activities, admissions, monitoring of student progress, interim and final assessment of students’ performance.

1.7. The University may establish branches and representative offices both in the Republic of Kazakhstan and abroad. The University maintains a representative office in Almaty.

1.8. The University independently creates its own internal structure. The functions of administrative units of the University are determined by the internal documents and regulations of the University.

1.9. The University is not liable for the Founder and Founder is not liable for the University.

1.10. Location of the University: Republic of Kazakhstan, 010000, Astana city, “Nura” District, 53 Kabanbay Batyr Avenue.

(Clause 1.10. is stated in a new edition in accordance with the minutes of absentee meeting of the Supreme Board of Trustees dated 2nd October 2023 #11).

2. Property of the University

2.1. The property of the University, formed in accordance with the Law, belongs to it by right of ownership.

2.2. The University uses its property exclusively for the purpose of achieving its establishment goals.

2.3. The Founder does not have any property rights on the University property.

2.4. The order of disposition of property is determined by the Supreme Board of Trustees.

3. Objectives and Scope of the University

3.1. The objectives of the University are as follows:

1) to carry out activities in the sphere of post-secondary, higher, postgraduate and further education, to engage in and support scientific and (or) scientific and technical activities, to promote the development of products of research;

2) to create a model of integration of education, science and industry, contributing to sustained national economic development and diversification based on the advancement of knowledge;

3) to form a modern educational system through the internationalization of educational programs and partnerships with international educational institutions;

4) to create a modern educational, scientific and technological infrastructure to ensure favorable conditions for learning and research;

5) to form and develop an integrated system of health care;

6) to foster the commercial development of scientific research products;

7) other objectives envisaged by the University's long term development strategy.

3.2. The scope of the University's activities includes:

1) conducting educational, medical, research, scientific and (or) scientific and technical and innovation activities;

2) functions of the experimental area, carrying out development, monitoring, research, analysis, testing, implementation and realization of innovative programs in the field of education, scholarship and science;

3) conducting medical activity in the framework of the integrated health care system to deliver medical services, medical education and training of medical personnel, and opportunities for clinical research;

4) participation in executing governmental order and governmental tasks in educational, medical, scientific and (or) scientific and technical and innovation activities;

5) training, retraining and advanced training of the faculty, servants, specialists working in various fields of economy;

6) development and publication of educational, methodical, scientific and specific literature;

7) publication of research findings and professional literature and development of intellectual property;

8) creation and development of infrastructure of the University as a world-class scientific and educational complex and ensuring its proper functioning;

9) organization of life at the University, including accommodation for students and staff of the University, catering for students, cultural, sports and other activities involving students and staff of the University;

10) providing consulting services in the sphere of education, research, and governance of University operation;

11) creation of innovative environment by developing elements of intellectual and innovative cluster of the University that promote production of new findings and innovations, commercialization of results of scientific research and solutions of the University, producing innovative products, integration of education, science and business, transfer of the newest technology, development of science-based and high technology companies;

12) promoting professional development and scientific activities of students and staff;

13) other activities carried out by the University to achieve its objectives.

4. The Bodies of the University

4.1. The bodies of the University include:

- 1) the supreme governing body – Supreme Board of Trustees;
- 2) the governing body – Board of Trustees;
- 3) the (collective) executive body – Managing Council;
- 4) the body for academic matters – Academic Council;
- 5) the body for research matters – Research Council;
- 6) bodies under committees of the Board of Trustees;
- 7) other bodies established by the decision of the Managing Council subject to prior approval of the Board of Trustees.

4.2. Advisory and consultative bodies are created in the University in accordance with this Charter, University's internal documents and regulations without approval of the Board of Trustees.

5. Supreme Board of Trustees

5.1. The Supreme Board of Trustees is the supreme governing body of the University. The Chairperson of the Supreme Board of Trustees is the President of the Republic of Kazakhstan or a person appointed by the President of the Republic of Kazakhstan.

(Clause 5.1. is stated in a new edition in accordance with the minutes of absentee meeting of the Supreme Board of Trustees dated 2nd October 2023 #11).

5.2. The structure, competence, procedure for formation, terms of office of members of the Supreme Board of Trustees, the procedure of its decision-making are determined by the Law as well as the Bylaws of the Supreme Board of Trustees approved by the Chairperson of the Supreme Board of Trustees.

(Clause 5.1. is stated in a new edition in accordance with the minutes of absentee meeting of the Supreme Board of Trustees dated 2nd October 2023 #11).

6. Board of Trustees

6.1. The Board of Trustees is the governing body of the University conducting general governance of the University's activities. The Board of Trustees is formed by the Supreme Board of Trustees.

6.2. The operating procedure of the Board of Trustees is governed by this Charter and the Bylaws of the Board of Trustees. The Bylaws of the Board of Trustees shall determine the procedure of voting and decision-making at the meetings, election of the Chairperson, establishment of committees of the Board of Trustees, activities of the working body - the Secretariat of the Board of Trustees, as well as other issues concerning operations of the Board of Trustees.

6.3. The term of office of the Board of Trustees members is 3 (three) years, with the exception of the President of the University.

6.4. The number of Board of Trustees members shall be not less than 7 (seven) people, but not more than 21 (twenty one) people.

6.5. The President of the University is a member of the Board of Trustees by virtue of and for the term of his/her office.

6.6. The Board of Trustees in accordance with the Law can include the representatives of the founder, government officials, research and teaching staff, representatives of public associations and other persons.

6.7. Members of the Board of Trustees may re-elected to the Board of Trustees.

(Clause 6.7. is stated in a new edition in accordance with the decision of the Supreme Board of Trustees dated 16th June 2014 #3).

6.8. In case of death, resignation, or decision to terminate the office of a member of the Board of Trustees, a replacement selected to fill the vacancy may be appointed for a term equal to the remaining term of office of the said member of the Board of Trustees. Any subsequent appointment for a full term is considered to be the first full term of office of a member of the Board of Trustees in order to determine eligibility for future re-appointment.

6.9. A quorum of the Board of Trustees meeting shall consist of not less than half of the amount of its members.

6.10. Decisions by the Board of Trustees are taken by simple majority of votes cast by present members, unless otherwise provided in the Charter, Bylaws of the Board of Trustees.

6.11. Bylaws of the Board of Trustees, any additions and/or amendments to the Bylaws of the Board of Trustees shall be adopted by the votes of not less than three fourths of all members of the Board of Trustees.

6.12. Each member of the Board of Trustees has one vote. A member of the Board of Trustees cannot designate another member or a third party to cast his/her vote.

6.13. In case that a member of the Board of Trustees cannot take part in a meeting of the Board of Trustees, he/she shall have right to vote by way of sending a written opinion on the agenda of the meeting.

6.14. Decisions by the Board of Trustees are registered in the minutes of each meeting or in resolutions of the Board of Trustees meeting in absentia, signed by the Chairperson and the Secretary of Board of Trustees.

6.15. The decisions of the Board of Trustees may be taken by means of absentee vote in accordance with this Charter, Bylaws of the Board of Trustees.

6.16. Absentee vote is carried out on the initiative of the Chairperson of the Board of Trustees, members of the Board of Trustees or President of the University. A proposal on carrying out an absentee vote is submitted to the Chairperson of the Board of Trustees in written form and must contain clearly and explicitly stated matters put on vote.

6.17. In carrying out an absentee vote, voting ballots of unified form and materials on the matters put on voting are sent out (distributed) to all members of the Board of Trustees not later than ten days from the date of making decision on carrying out the absentee vote.

6.18. The ballots must specify: the final date for submitting voting ballots; clearly and explicitly stated matters put on vote; versions of voting expressed by the words “agree”, “disagree”, “abstained”, as well as other information in accordance with the Bylaws of the Board of Trustees.

6.19. Decisions made by absentee vote shall be deemed taken if there is a quorum in the ballots received by due date. The ballot can be provided and shall be accepted in original, electronic and/or facsimile version.

6.20. The Chairperson of the Board of Trustees is elected from among its members by simple majority of votes of members of the Board of Trustees present at the meeting, except as provided in the second part of this clause.

Chairperson of the Board of Trustees may be elected or relieved from the office by the decision the Chairperson of the Supreme Board of Trustees without complying with the conditions of the first part of this clause.

(Clause 6.20. is stated in a new edition in accordance with the minutes of absentee meeting of the Supreme Board of Trustees dated 2nd October 2023 #11).

6.21. The Chairperson of the Board of Trustees shall preside at meetings of the Board of Trustees and perform other functions provided by this Charter and Bylaws of the Board of Trustees. In case of an equal number of votes, the vote of the Chairperson shall be decisive.

The Chairperson of the Board of Trustees has right to delegate his/her authorities of the Chairperson of the Board of Trustees to another member of the Board of Trustees.

6.22. The Secretary of the Board of Trustees is appointed by the Board of Trustees. The Secretary of the Board of Trustees organizes the work of the Secretariat of the Board of Trustees and performs other functions as decided by the Board of Trustees.

6.23. The Board of Trustees can create committees.

6.24. The Board of Trustees shall:

1) approve plans for the implementation of the University’s overall strategy (strategic and development plans);

2) elect the President of the University, early terminate his/her office, approve the salary amount, terms of compensation and bonuses for the President of the University;

3) determine the number of members of the Managing Council, elect the members of the Managing Council and early terminate their offices;

(Sub-clause 3) is stated in a new edition in accordance with the minutes of absentee meeting of the Supreme Board of Trustees dated 21st November 2023 #12).

4) determine upper and lower limits of salaries of the Provost, Executive Vice President, General Counsel, Vice Presidents, Vice Provosts, Deans of Schools;

5) nominate members to the Board of Trustees, except for the President of the University;

6) approve annual and medium-term budgets of the University;

7) approve the budgeting rules;

8) approve accounting policy of the University;

9) approve annual financial statements of the University, including consolidated;

10) approve the limits and norms of administrative expenses of the University in accordance with the list approved by the Managing Council;

11) approve the bylaws of the Managing Council, committees of the Board of Trustees and bodies under the committees of the Board of Trustees;

12) approve the rules of procurement of goods, works and services;

13) approve the order of conducting internal audit;

14) approve tuition fees for degree programs;

15) approve a uniform document certifying the degree and the rules for its completion;

16) approve major transaction criteria;

17) approve the conclusion by the University of major transactions and transactions in which conflicts of interests are expected;

18) approve the University policy on conflicts of interests as it pertains to members of the Managing Council and the Board of Trustees;

19) approve of the list of especially valuable movable estate of the University;

20) make decisions about participation of the University in creation of other entities;

21) make decisions about liquidation or reorganization of nonprofit entities established by the University, or the entities, shares (participatory interests) of which are owned by the University, within the authorities of the supreme governing body of a nonprofit entity or general meeting of shareholders (participants) of a legal entity;

22) make decisions about acquisition by the University of shares (participatory interests) of other legal entities except for acquisition of shares (participatory interests) of the legal entities, one hundred percent of shares (participatory interests) of which are owned by the University;

23) make decisions about disposition of the shares (participatory interests) of the legal entities shares (participatory interests) of which are owned by the University;

24) make decisions about establishment, disestablishment or reorganization of Schools and colleges of the University;

25) approve the criteria for selecting strategic partnerships of the University;

26) approve the University's staff size;

27) exercise other powers in accordance with the legislation of the Republic of Kazakhstan, this Charter, Bylaws of the Board of Trustees and decisions of the Supreme Board of Trustees.

28) approve organizational structure and staff scheme;

(Sub-clause 28) is amended in accordance with the minutes of absentee meeting of the Supreme Board of Trustees dated 21st November 2023 #12)

6.25. The Board of Trustees is not entitled to make decisions contrary to the decisions of the Supreme Board of Trustees.

6.26. The Board of Trustees may delegate powers to the Managing Council, President of the University, committees of the Board of Trustees, except those powers specified in the Sub-clauses 1)-6) Clause 6.24. of this Article.

7. Managing Council

7.1. The Managing Council is the collective executive body of the University which oversees and directs operations of the University.

7.2. The Managing Council organizes implementation of the decisions of the Supreme Board of Trustees and Board of Trustees and is responsible and accountable to the Board of Trustees for carrying out its duties.

7.3. The Managing Council's activities arrangement and the procedure for convening and holding of its meetings as well as other matters of operation of the Managing Council are regulated by this Charter, Bylaws of the Managing Council, internal documents and regulations of the University.

7.4. Bylaws of the Managing Council are approved by the Board of Trustees.

7.5. The members of the Managing Council are the President of the University, Provost, Executive Vice President, General Counsel, Vice President(s) of the University for Student Affairs and International Cooperation, and Vice President for Medicine and other officials of the University elected by the Board of Trustees as members of the Managing Council in accordance with this Charter, Bylaws of the Managing Council and internal documents and regulations of the University.

7.6. The Managing Council shall have authority to make decisions, adopt regulations on any issues concerning the activities of the University that are not otherwise assigned by the terms of the Law, this Charter and internal documents and regulations of the University to the authority of other bodies and officials of the University except for cases stipulated by this Charter.

7.7. In the event a decision that would ordinarily fall under the authority of the Academic Council, Research Council or other bodies or officials of the

University is required in a situation that does not permit timely referral of the matter to the appropriate University body or official for resolution, the Managing Council shall have the authority to make a decision on such matter or approve an interim policy or rule and apply said rule or policy in all applicable cases until a new decision is made or a new policy or rule is approved by the appropriate body or official of the University. At the earliest practicable date after making the decision or approving the policy or rule, such decision or interim policy or rule shall be forwarded for consideration by the appropriate University body or official.

7.8. A quorum of the Managing Council meeting shall consist of not less than half of the amount of its members.

7.9. Each member of the Managing Council has one vote. Decisions of the Managing Council are made by a majority of votes of its members present at the meeting, except as otherwise provided by this Charter, Bylaws of the Managing Council.

7.10. In case of an equal number of votes, the vote of the Chairperson of the Managing Council shall be decisive.

7.11. The Managing Council shall:

1) develop and submit for approval to the Board of Trustees draft plans for realization of long term development strategy of the University (strategic plans and development plans), as well as corresponding amendments (additions), with prior consultation with the Academic Council and/or Research Council;

2) develop and submit for approval to the Board of Trustees drafts of criteria for selecting strategic partnerships of the University, with prior consultation with the Academic Council and/or Research Council;

3) approve strategic partnerships of the University in accordance with criteria approved by the Board of Trustees;

4) submit for approval to the Board of Trustees draft annual and midterm budgets and other documents to be approved by the Board of Trustees;

5) develop and submit for approval to the Board of Trustees the staff size of the University;

6) to make proposals to the Board of Trustees on amending organizational structure and staff scheme;

(Sub-clause 6) is stated in a new edition in accordance with the minutes of absentee meeting of the Supreme Board of Trustees dated 21st November 2023 #12).

7) approve the social policy of the University;

8) approve internal documents regulating employment relations of the employees of the University, including application of incentives, disciplinary sanctions, except for the documents regulating employment relations of the officials appointed by the Board of Trustees, as well as cases indicated in this Charter and internal documents and regulations of the University;

9) approve terms of reference for all administrative sub-units of the University, except for the Office of the President of the University;

10) approve the bylaws of Academic and Research Councils;

11) approve the bylaws of committees of the University;

12) make decisions concerning the establishment, disestablishment or reorganization of centers, institutes, laboratories, libraries, and museums in response to recommendations received from either the Academic Council and/or the Research Council;

13) make decisions on establishment and closure of branches and representative offices of the University, and to approve regulations applicable to them, coordinate and direct their operation;

14) make decisions on the matters referring to the authorities of the supreme governing body of nonprofit entities established by the University, or general meeting of shareholders (participants) of legal entities, shares (participatory interests) of which are owned by the University, except for the matters referring to the authority of the Board of Trustees;

15) make decisions within its authorities binding upon all employees of the University;

16) make decisions and/or approve documents adopted for the purposes of organizing University's activities, which are not referred by this Charter and internal documents and regulations to the authority of the Supreme Board of Trustees, Board of Trustees, other bodies and/or officials of the University;

17) exercise any other powers provided by this Charter, resolutions of the Supreme Board of Trustees, Board of Trustees, bylaws of the Managing Council and internal documents and regulations of the University.

7.12. The Managing Council shall have the authority to delegate its powers to the President of the University, Provost and/or Executive Vice President and other members of the Managing Council of the University.

8. President of the University

8.1. The President of the University is the chief executive officer of the University (the Chairperson of the Managing Council) and exercises other authorities as determined in this Charter, Bylaws of the Managing Council and internal documents and regulations of the University.

8.2. Rights and duties of the President of the University are envisaged in this Charter, the bylaws of the Managing Council, as well as the employment contract between the President of the University and the University. The employment contract with the President of the University shall be executed on behalf of the University by the Chairperson of the Board of Trustees or any other person designated by the Board of Trustees.

8.3. The President of the University shall:

1) chair the Managing Council, convene its meetings and organize its operation;

2) oversee the development and realization by the University of long term development strategy of the University (strategic plans and development plans);

3) represent the interests of the University on all its activities in all public bodies, governmental and other organizations, including foreign ones;

- 4) act on behalf of the University without the need for power of attorney in its relations with third parties, including authority to sign agreements;
- 5) issue powers of attorney for representation of the University in relations with third parties;
- 6) set up banking and other accounts of the University;
- 7) in the event of his/her absence, entrust his/her obligations to one of the members of the Managing Council;
- 8) allocate obligations as well as scope of authority and responsibility among members of the Managing Council;
- 9) issue orders, resolutions, approve other internal documents and regulations within his/her authority;
- 10) approve initiation or settlement of any litigation, dispute or arbitration proceedings;
- 11) make decisions on dismissal of students;
- 12) determine the salary amount, terms of compensation and execute employment contracts with Provost, Executive Vice President, General Counsel, Vice President(s) for Student Affairs and International Cooperation, Vice President for Medicine;
- 13) hire, transfer, terminate employment, determine salary amount, terms of compensation and bonuses, execute employment contracts with other Vice Presidents, Deans of Schools, Vice Provosts, directors of research centers and managing directors;
- 14) approve standards and order of imposition of disciplinary sanctions on students, faculty and other academic personnel;
- 15) exercise other powers stipulated by this Charter, the decisions of the Supreme Board of Trustees, the Board of Trustees, Managing Council and internal documents and regulations of the University.

8.4. The President of the University shall have the authority to delegate his/her powers to the Provost, the Executive Vice President of the University, other bodies and/or officials of the University.

8.5. The President of the University may establish consultative and advisory bodies under the President of the University. The purpose of establishing, order of forming, members and terms of office of members of such bodies are determined by bylaws of such bodies approved by the President of the University.

9. Provost

9.1. The Provost is the chief academic officer of the University, with authority to supervise operations in academic and research matters, as defined in this Charter and other internal documents and regulations of the University.

9.2. The Provost at all times is accountable to and acts under the supervision of the President of the University. The Provost shall:

- 1) supervise the implementation of academic policies adopted by the Academic Council;

- 2) supervise the implementation of research policies adopted by the Research Council, including but not limited to the awarding of research grants;
- 3) approve the award of academic degrees (titles) other than honorary degrees (titles);
- 4) give final approval to standards concerning admission, progression, and completion of programs adopted by the Academic Council, and submit them to the Managing Council for endorsement;
- 5) give final approval of decisions on matters of admission, progression of students and completion of programs in accordance with internal documents and regulations approved by the Academic Council;
- 6) supervise admission and dismissal of students;
- 7) recommend to the President of the University decisions to dismiss students from the University;
- 8) oversee the design and implementation of academic quality assurance programs in accordance with policies adopted by the Academic Council;
- 9) implements hiring, transfer, termination of employment and concludes employment contracts with academic and administrative-academic personnel;
(Sub-clause 9) is stated in a new edition in accordance with the decision of the Supreme Board of Trustees dated 16th of June 2014 #3).
- 10) develops and makes recommendations on the issues of staffing list related to academic personnel and administrative-academic personnel;
(Sub-clause 10) is stated in a new edition in accordance with the decision of the Supreme Board of Trustees dated 16th of June 2014 #3).
- 11) exercise other powers stipulated by this Charter, the decisions of the Supreme Board of Trustees, the Board of Trustees and/or President of the University, as well as internal documents and regulations of the University.

9.3. The Provost shall be Chairperson and a voting member of the Academic Council and Research Council.

9.4. Vice Provost for Academic Affairs and/or Vice Provost for Research and other members of Provost's Office shall assist Provost in carrying out his/her functions.

9.5. The Provost shall have the authority to delegate his/her powers to the Vice Provost for Academic Affairs and/or the Vice Provost for Research.

9.6. The Provost of the University may establish consultative and advisory bodies under the Provost of the University. The purpose of establishing, order of forming, members and terms of office of members of such bodies are determined by bylaws of such bodies approved by the Provost of the University.

10. Executive Vice President of the University

10.1. The Executive Vice President of the University carries out management on ongoing, administrative, infrastructure matters, and other non-academic matters as defined in this Charter, bylaws of the Managing Council and internal documents and regulations of the University.

10.2. Executive Vice President of the University is accountable to and acts under the supervision of the President of the University. The Executive Vice President of the University shall:

- 1) coordinate and control activities with regard to procurement, budgeting and taxation;
- 2) prepare and implement the annual and midterm budget of the University;
- 3) exercise oversight over the conduct of operations of administrative staff of the University;
- 4) appoint chief operational (financial) officers of Schools and Research Centers;
- 5) hire, transfer, terminate employment and execute employment contracts with administrative personnel, excluding managing directors;
- 6) exercise other powers provided by this Charter, the resolutions of the Supreme Board of Trustees, the Board of Trustees and/or President of the University, as well as internal documents and regulations of the University.

10.3. The Executive Vice President of the University shall have the authority to delegate his/her powers to other Vice President, or other University official or body.

10.4. The Executive Vice President of the University may establish consultative and advisory bodies under the Executive Vice President of the University. The purpose of establishing, order of forming, members and terms of office of members of such bodies are determined by bylaws of such bodies approved by the Executive Vice President of the University.

11. Vice Presidents of the University

11.1. The Vice President for Medicine shall oversee the development and operation of an integrated health care system, programs of medical research, medical education, and the provision of medical care across the University. In addition, the Vice President for Medicine shall exercise such additional authorities and responsibilities as are established in this Charter, decisions of the Supreme Board of Trustees or the Board of Trustees and/or the President of the University, as well as internal documents and regulations of the University.

11.2. The Vice President for Student Affairs shall oversee the development and activities of University operations relating to non-academic student affairs, including student aid and benefits, student services, athletics, student government, student-run organizations, career advising and employment placement assistance, alumni relations, and student life. In addition, the Vice President for Student Affairs shall exercise other authorities and responsibilities as are established in this Charter, decisions of the Supreme Board of Trustees, the Board of Trustees, and/or the President of the University, as well as internal documents and regulations of the University.

11.3. There shall be such other Vice Presidents in the University structure as are authorized by the President of the University.

12. Academic Council

12.1. The Academic Council shall be the primary policy-making body for all academic matters relating to teaching and learning, academic quality assurance, academic management, and faculty management for the University in accordance with this Charter, bylaws of the Academic Council, internal documents and regulations of the University.

12.2. The Provost shall maintain the operations of the Academic Council, lead its meetings and carry out other functions as determined by this Charter, bylaws of the Academic Council and internal documents and regulations of the University.

12.3. Structure, authorities, order of forming, and status of its members shall be determined by this Charter, bylaws of the Academic Council and internal documents and regulations of the University.

12.4. The Academic Council shall:

1) give preliminary approval of standards for admission, progression, and completion of programs;

2) approve academic programs;

3) approve internal documents and regulations of the University on establishment and improvement of the academic quality assurance system on the University level and oversee its operation;

4) approve internal documents and regulations of the University on organization of the academic process;

5) develop and adopt standards and definitions of academic misconduct;

6) approve terms of reference for academic constituent elements of the University;

7) develop standards and order of imposition of disciplinary sanctions on students, faculty and other academic personnel and submit them for the President's approval;

8) exercise other powers related to academic activities of the University in accordance with the bylaws of the Academic Council, internal documents and regulations of the University.

12.5. The Academic Council shall have the authority to constitute such subcommittees as are necessary for the performance of its duties.

12.6. A quorum of the Academic Council meeting shall consist of not less than half of the amount of its members.

12.7. A proposal that receives a majority of votes of the members present at the meeting of the Academic Council shall be adopted by the Academic Council. Abstentions shall not be considered in counting the votes necessary for adopting the decision by the Academic Council.

13. Research Council

13.1. The Research Council shall be the primary policy-making body for all matters relating to scientific and academic research for the University in accordance with this Charter, internal documents and regulations of the University.

13.2. The Provost shall be a voting member and Chairperson of the Research Council. The Provost shall maintain the operations of the Research Council, lead its meetings and carry out other functions as determined by this Charter, bylaws of the Research Council and internal documents and regulations of the University.

13.3. Structure, authorities, order of forming, and status of its members shall be determined by this Charter, bylaws of the Research Council and internal documents and regulations of the University.

13.4. The Research Council shall:

1) approve regulations and oversee the matters on: University-level system of research review and support, including standards and procedures for the award of internal research support at the University level, solicitation of internal and external reviews, and review of research results; intellectual property rights, commercialization and technology development; regulating record keeping;

2) develop and adopt standards and definitions of research misconduct;

3) develop and adopt standards, protocols, and review procedures related to research ethics;

4) develop and adopt standards and qualifications for ranks of researchers employed in the University and its research centers;

5) exercise other powers related to research activities, scientific and academic research of the University in accordance with the bylaws of the Research Council, internal documents and regulations of the University.

13.5. The Research Council shall have the authority to constitute such sub-committees as are necessary for the performance of its duties.

13.6. A quorum of the Research Council meeting shall consist of not less than half of the amount of its members.

13.7. A proposal that receives a majority of votes of the members present at the meeting of the Research Council shall be adopted by the Research Council. Abstentions shall not be considered in counting the votes necessary for adopting the decision by the Research Council.

14. Schools

14.1. The Schools are academic constituent elements of the University, primary missions (functions) of which are teaching, training and research.

14.2. In accordance with internal documents and regulations of the University each School shall have responsibility and authority to:

1) implement a system of governance for the School;

2) oversee the delivery of educational services within the School;

3) determine quality standards in teaching, research, and service within guidelines established at the University level, and establishing and operating a system of academic quality assurance;

4) determine policies and procedures for maintaining an environment which supports academic freedom in the School, and which promotes the free sharing of ideas among faculty, students and staff members in accordance with internal documents and regulations of the University.

14.3. Each School is headed by a Dean, who has responsibility for provision of educational services, research activity, administration and governance of the School in accordance with this Charter, the internal documents and regulations of the University, and rules established by the Board of Trustees and the Supreme Board of Trustees.

14.4. The Dean shall have the authority and responsibility to manage the portion of the approved operating budget of the School and shall provide an accounting report for all expenditures at the end of each fiscal year in accordance with internal documents and regulations of the University.

15. Research Centers

15.1. Research Centers are structural elements of the University, primary missions (functions) of which are conducting scientific, scientific and technical and innovative activity, conducting research and experimental-design work.

15.2. In accordance with the internal documents and regulations of the University, each Research Center shall have responsibility and authority to:

- 1) implement a system of governance for the Research Center;
- 2) oversee the conduct of scientific, scientific and technical and/or innovative activity, conduct of research and experimental-design work;
- 3) determine quality standards for the conduct of scientific, scientific and technical and innovative activity, conducting research and experimental-design work within guidelines established at the University level and establishing and operating a system of quality assurance;
- 4) establish policies and procedures for maintaining an environment which supports intellectual freedom in the Research Center.

16. University Committees

16.1. The University Committees shall be advisory and consultative bodies under the Managing Council. Standing Committees of the University are Budget and Infrastructure Committee, Environmental Protection Committee, and Human Resources Committee. Each standing Committee shall consist of approximately equal numbers of members from the academic and non-academic sub-units of the University.

16.2. The membership and chairperson of each University Committee shall be determined by the Managing Council in consultation with the Academic Council, Research Council or other interested parties and in accordance with internal documents and regulations of the University, Bylaws of the University Committee.

16.3. The Bylaws of the University Committee shall be approved by the Managing Council.

16.4. There shall be such other Committees of the University as decided by the President of the University.

17. University Council

17.1. The President of the University is authorized to summon from time to time, but at least once per year, a University Council to provide consultation and advice on matters relating to strategic and operational planning of the University. The University Council shall be an advisory and consultative body to the President of the University.

17.2. The President of the University shall serve as Chairperson of the University Council. The University Council consists of the members of the Managing Council, all members of the Academic Council and the Research Council, all Vice Presidents of the University and other persons as determined by the President of the University.

17.3. The Bylaws of the University Council shall be approved by the President of the University.

18. Faculty Senate

18.1. The Faculty Senate (hereinafter – Senate) represents the interests of the faculty of the University in accordance with principles of collegial and shared academic governance.

18.2. The Senate is an independent advisory and consultative body comprising faculty members elected from each undergraduate and graduate School, college, or other units of the University engaged in teaching.

18.3. All leadership positions within the Senate shall be filled by election from among current Senators.

18.4. Initial order of forming, functions and competencies of the Senate shall be determined by internal documents and regulations adopted by the Academic Council.

18.5. The Bylaws of the Senate, including membership requirements, terms of office, procedures for adopting decisions, rules for subsequent election to the Senate and its leadership positions shall be adopted by the Senate.

19. Student Government

19.1. There shall be an elected Student Government including undergraduate and graduate students of the University.

19.2. The Bylaws of the Student Government regulating procedures for election and other matters of its operation shall be recommended by the Vice President of the University for Student Affairs and approved by the Managing Council.

20. Other University Bodies and Officials

20.1. The Managing Council may establish such other University bodies and officials as it shall see fit to create in accordance with this Charter and internal documents and regulations of the University, except for Vice Presidents of the University.

20.2. Bodies under the committees of the Board of Trustees shall be established upon the decision of the Board of Trustees.

21. Organization of Academic Activity

21.1. The University carries out academic activity without a license.

21.2. The University implements its own educational programs and educational programs of its foreign partners.

21.3. Admission to the University is carried out consistent with the rules of admission determined in accordance with internal documents and regulations of the University. The University's admission policy prevents discrimination on racial, national, religious, gender and other subjective features.

21.4. The following persons are eligible for studies at the University: the citizens of the Republic of Kazakhstan, foreign citizens and stateless persons who have secondary (general secondary, technical and vocational) and/or higher education, on the basis of governmental educational order (governmental task or other form of financing from the state budget) for preparation of specialists, as well as agreements with legal entities and individuals.

21.5. The University implements social and humanistic, and natural scientific educational programs at the levels of postsecondary, undergraduate, graduate, postgraduate and professional training, and supplemental education.

21.6. The University has the right to implement educational programs for students of the preparatory department of the University.

21.7. The primary language of instruction is English. The University provides teaching of the state language.

21.8. The relations of the University with its students and (or) their parents (legal representatives) shall be governed by the contract. The form of the contract shall be approved by the Managing Council.

21.9. The University has the right to render paid educational services.

21.10. The students of the University are entitled to participate in scientific, educational and cultural life of the University, use the infrastructure of the University, including research laboratories and library, obtain accommodation in the dormitories in accordance with the internal documents and regulations of the University.

21.11. It is the obligation of the students of the University to acquire the necessary knowledge and skills in their chosen specialty, to comply with the academic integrity policy, the University's internal order of operation, and to

perform other duties of the students, imposed by internal documents and regulations of the University.

21.12. The students of the University may be subject to disciplinary action for non-compliance with the rules of conduct established by internal documents and regulations of the University. Issues of disciplinary responsibility of students shall be addressed in accordance with internal documents and regulations of the University.

22. Reporting and Auditing

22.1. The Managing Council shall annually submit for discussion and approval of the Board of Trustees annual financial statement for the past year, the audit of which was conducted in accordance with the legislation of the Republic of Kazakhstan on auditing. In addition to financial statements, the managing Council shall submit to the Board of Trustees the audit report.

22.2. The University has an obligation to conduct the annual audit of the annual financial statements.

22.3. Unscheduled audits of the University may be conducted on the initiative of the Chairperson of the Supreme Board of Trustees, on the initiative of the Supreme Board of Trustees, the Board of Trustees at the expense of the University.

(Clause 22.3. is stated in a new edition in accordance with the minutes of absentee meeting of the Supreme Board of Trustees dated 2nd October 2023 #11).

23. Final Provisions

23.1. Amendments and (or) additions to this Charter, including stating it in a new edition, shall be made by the decision of the Supreme Board of Trustees.

23.2. Reorganization and liquidation of the University shall be made by the decision of the Supreme Board of Trustees in accordance with the legislation of the Republic of Kazakhstan.

23.3. The authority or responsibility assigned in accordance with Clauses 6.26., 7.12., 8.4., 9.5. and 10.3. of this Charter may not be delegated to any other person or body.

23.4. In case of the liquidation of the University the property, left after satisfaction of the creditors' requirements, shall go for the furtherance of the aims of creation of the University in accordance with this Charter.