

CHARTER

Non-Entrepreneurial (non-commercial) Legal Entity

Georgian Laboratory Association (GeLab)



Tbilisi
2021

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Article 1 General provisions

- 1.1. "Georgian Laboratory Association" (hereinafter, "Association") is a **membership-based** non-entrepreneurial (non-commercial) legal entity **established in** accordance with the Civil Code of Georgia;
- 1.2 . Name of the Association: "Georgian Laboratory Association" (GeLab);
- 1.3 . Web: www.gelab.org.ge
- 1.4 . Email: gelab@gelab.org.ge (georgian_labs@hotmail.com)
- 1.5 . The Association is considered formally established from the date of its registration in the *Register of Entrepreneurs and Non-Entrepreneurial (Non-Commercial) Legal Entities* on August 5 , 2013. (S / C 405003810);
- 1.6. Association may possess particulars of a legal entity (emblems / logo, seal), as well as property, bank accounts, both in the national and foreign currency;
- 1.7. Association will conduct its activities in conformity with the Constitution of Georgia, Georgia's acting legislation, norms of international law and this Charter;
- 1.8 . Association is independent of the state authorities, local and self-government bodies, political parties and civil society organizations, but may cooperate with them on the basis of an agreement or a memorandum;
- 1.9 . In light of its goals, the Association, has been established for an indefinite period of time and may operate both in the entire territory of Georgia and abroad;
- 1.10 . Association, as a non-profit (non-commercial) legal entity, is not affected by the position of any of its Members, or the position of any person vested with a leadership or representative authority therein. The Association is responsible only for its liabilities, and only within the limits of its property. Neither of its Members, or any person vested with leading or representative authority within the Association may be held responsible for the liabilities of the Association. Nor is the Association liable for any obligation undertaken by its Members, or by any person vested with its leading or representative authority;
- 1.11 . Association, as a non-profit (non-commercial) legal entity, may engage in an ancillary entrepreneurial activity, from which activities the profits shall be used exclusively for the purposes of the Association. The above profits shall not be distributed among the Association's founders, members, donors, or any persons holding managerial or representative position at the Association;
- 1.12 . Property, owned by the Association, as a non-profit (non-commercial) legal entity, may be alienated if this alienation serves the purpose of promoting its activities and organizational development, or contributes to the attainment of its goals or is affected for charitable purposes.

Article 2

Goals of the Association

The Association has been established with a view to facilitating the development of a sustainable laboratory infrastructure in Georgia, which includes supporting various types of laboratories (testing, calibration, educational and research labs) with promoting their technical competence, in line with the international standards and requirements (for testing and calibration laboratories - ISO / IEC 17025, for medical laboratories – ISO 15189). This, in turn, will enable these facilities to obtain and maintain internationally recognized accreditation.

The main goals of the Association are as follows:

Establish a solid collaboration platform for all parties interested in having reliable laboratory services (customers, private businesses, associations, state agencies, including regulatory and quality control bodies, academic and research communities, etc.) with a view to bettering communication, gathering information on existing requirements, collecting and analysing opinions, and facilitating result-oriented collective decision-making, so as to help laboratories to break away from the current information vacuum and employ own capacities more fully, as well as create a healthy competition and, accordingly, contribute to an overall improvement of laboratory services in the country;

Provide technical assistance

- organize consultations, educational activities and training courses to cater for both general and individual requirements (laboratory management, metrology in chemistry: traceability/method verification and validation, measurement uncertainty, safety, waste management, etc.);
- facilitate the organization of proficiency tests and inter-laboratory comparisons (PTs / ILCs), both locally and internationally;
- provide help with procurement-related matters, in respect of equipment, expendable materials (including reagents, standards, certified reference materials CRM), laboratory information and management systems (LIMS), technical maintenance and servicing of equipment, procurement of service engineers' and other services;
- supply laboratories with professional and technical literature (on methods, regulations, standards, as well as manuals, guides, etc.), which presupposes selecting relevant literature, performing its quality translation, and publishing it in hard copies or electronically;

Facilitate human resource development, which includes upholding the rights of laboratory staff, retention of qualified personnel in the profession, involving them in educational and training activities, attracting new specialists to the laboratory work, particularly young people, promoting their professional development, facilitating their job placement and career promotion, etc;

Promote cooperation with partner organizations and colleagues, which presupposes seeking partners, both locally and across borders, establishing contacts with sectoral associations /joining international and regional organisations (eg .: EURACHEM, EUROLAB , etc.) , as well as organizing joint meetings, seminars, conferences, mutual exchanges of experience and introduction of best practices, etc.;

Seek financial support for the following purposes:

- Constructing the web-page of the Association, which will also contain the database of laboratories with a search function.
- Building-up the material and technical capacity of laboratories;
- Conducting scientific and research activities;
- Supporting inventions and innovations;
- Producing informational brochures/booklets.
- Promoting production of documentaries for advertising and increased visibility;
- Organizing seminars and conferences
- Other relevant activities.

Improve the socioeconomic conditions for that part of the population of Georgia that will be involved in the above-mentioned activities and will benefit from the attained results, directly or indirectly.

Article 3

Founders of the Association

Any person who has signed the Association's constituent instruments (Charter, Protocol of Establishment) will be its Founder. According to the present (updated) version of the Charter, the rights and responsibilities of the Founders are limited to the above-noted.

The Founder of the Association is: Ms. Nino Manvelidze.

Article 4

Members of the Association

Membership to the Association is voluntary. The Association will have full and honorary members.

4.1. Full member of the Association

Any legal entity in Georgia or another country consonant with the letter and spirit of this Charter **is eligible to become a full member of the Association** (hereinafter referred to as "the Member").

To become a full member of the Association:

- An aspirant shall submit an application to the Association Board (Application Form can be downloaded from the Association's webpage or, otherwise, obtained from Association's formal representative);
- Association Board will inform the applicant of its decision either in person or via electronic mail, no later than one month upon filing the application;
- The date of notification of the legal entity (applicant) about the positive decision on membership shall be considered as the official start date of this latter's membership to the Association;
- In order to maintain the membership status, the Member shall pay an annual membership fee in accordance with the invoice presented by the Association.

4.2. Honorary member of the Association

Any national of Georgia or another country who shares the letter and spirit of the Association's **Charter, may become an honorary member of the Association** (hereinafter, "Honorary Member"). An honorary member is usually a member of the Advisory Board (see Article 11).

Admission of Honorary Members of the Association:

- Any natural person who actively upholds the activities of the Association, can become **an Honorary Member** by the decision of the Association Board and with the approval of the Advisory Board.
- Honorary Member will be exempt from payment of the membership fee.

4.3 . Suspension or termination of membership

Membership of the Association may be suspended or terminated by the Association Board on the following grounds:

- Actions of the Member are inconsistent with the goals of the Association or present a gross violation of the commitments undertaken under the Charter or of the norms of social ethics;
- A Member, as a legal entity, has undergone liquidation;
- At the request of the Member, in which case this latter shall notify the Board in writing;

The legal entity that has left the Association's membership may not claim allotment of any part of its property as a recompense;

At leaving the Association, the member shall fully accomplish any due obligations, including cover the residual membership fee for the current fiscal year;

Transfer of membership to another person or legal successor is not allowed;

An expelled member may appeal against the decision at the court.

4.4. Rights and responsibilities of Members

A member of the Association has the right to:

- take an active part in the work of the General Meeting of the Association;
- Participate in the elections to the bodies of the Association;
- Nominate its candidate(s) for the election to the above bodies and/or participate in various activities (such as drafting of programs, development and review of projects, discussions, etc.);
- Request and receive full information from the governing bodies of the Association about the activities of these latter;
- Enjoy member privileges and advantages in respect of the services provided by the Association, as well as use the information and property owned by the Association, in a manner decided upon by the Association Board, taking into account the Association's best interests;
- Raise own concerns and problem issues with the Association and have these considered in an *ad hoc* format with a view to receiving relevant professional assistance and collegial support;
- Present own views on various points regulated by the Charter and propose particular topics for consideration by the Association Board. In this event, the Member may undertake the coordination of the work to be performed on a specific topic and receive the respective financial and technical support from the Association;
- Take part in informative, entertainment and recreational events organized for the Association members.
- Terminate its membership to the Association in accordance with the rules spelled out in the Charter ;

Member of the Association undertakes to:

- Observe the Charter and the decisions of the Association;
- Adhere to the goals of the Association and contribute to their implementation;
- Uphold the dignity and reputation of the Association and handle its property with care;

- Attend General Meetings of the Association;
- Attract such new members to the Association whose membership will benefit the Association. Offer respective recommendation for such entities;
- When acting in the capacity of an Association member, abide by the principle of mutual understanding and respect;
- Be amiable to other Members of the Association and assist them to the extent possible;
- Pay the membership fee according to the rule and in the amount established by the Board.

Article 5

Management of the Association

Management and control bodies of the Association are as follows:

- General Meeting of Members (see Article 7)
- Board (see Article 8)
- Executive Director (see Article 9)
- Temporary or permanent committee (see Article 10).

Article 6

Leadership / Representation of the Association

The leadership and representation authority of the Association is vested in the Executive Director (see Article 9).

Article 7

General Meeting of Members

The supreme governing body of the Association is **the General Meeting of Members** held on a regular basis. However, in special cases an Extraordinary General Meeting may be called.

7.1 . Convening a General Meeting

- General Meeting of Members is convened by the Board at least once a year. Members of the Association are to be notified about the date and agenda of the meeting at least one month in advance;
- The notice on convening the General Meeting of Members shall be done in writing, and should contain the indication of the meeting venue, time and agenda. The notice can be sent by post or e-mail. The notice on convening a general meeting shall be considered as delivered if the respective information is posted on the Association's website;
- An extraordinary meeting may be called either at the initiative of the Board, or upon request of the Executive Director or of 1/3rd of the Members of the Association, and its agenda should contain indication of the concrete purpose and reason for holding such a meeting. The extraordinary meeting shall be convened no later than one month following submittal of the respective request.
- The meeting can be held both at the location of the Association or another venue chosen by the Board, or, alternately, it may be organized online, using a digital platform.
- Agenda of the General Meeting is drawn by the Board. Any point proposed at least by 1/10th of the members of the Association shall be taken into account and incorporated into the Agenda.

7.2. Decision-making

- General Meeting of Members shall be considered duly constituted irrespective of the number of eligible voters present. Decisions shall be taken by a simple majority of the votes of the Members present or represented. In case of an even split of votes, the voted issue shall be considered as adopted;
- an exception from the above will be meetings at which decisions are to be taken on the dissolution of the Association or modifying the Charter;
 - o Decision to dissolve or transform the Association shall be made by 3/4^{ths} of the votes of the Members present;
 - o Decision to modify the Charter - by the majority of 2/3^{ths} of votes of the Members present;
 - o Decision to alter the goals of the Association requires 4/5^{ths} of the votes of all Members;
- At elections where numerous candidates are running for a position, the winner will be decided by a simple majority of the votes cast;
- Each member of the Association shall have one vote. Transfer of the voting right to another member is permitted only on the basis of the respective power of attorney presented in writing;
- Decisions of the General Meeting may be made both by a secret or open ballot. The kind of voting to be applied in respect of particular items will be decided upon by the General Meeting;
- Decisions of the General Meeting will be valid if the item in question is on the Agenda of the respective General Meeting. An item that is not contained in the Agenda may still be included into it under section " Miscellaneous ", provided that more than half of the Members attending the meeting support such an inclusion.

7.3. Conducting a General Meeting

- General Meeting of Members is chaired by the Chairperson of the Association Board or, alternately, in the event the Chairperson is unable to discharge his/her duties, by another member of the Board;
- the General Meeting attendance register is maintained by the Secretary of the Meeting ;
- In the course of the General Meeting, the respective protocol shall be drawn to contain the indication of the venue, time and number of attendees, together with the agenda, summary of discussions around the items considered, and the respective decisions taken. The protocol shall be signed by the Chairperson and the Secretary of the Meeting.

7.4. Competencies and powers of the General Meeting

- Make changes and additions to the Association Charter, or adopt a new edition of the Charter ;
- Alter the goals of the Association;
- Elect and/or dismiss the Board;
- Approve the Board activities, financial reports and strategy lines of the Association's work;
- When necessary, take the final decision on the admission or expulsion of Members to the Association;
- Nominate candidates to sit on the Advisory Board;
- Review and take account of the recommendations and assessments provided by the Advisory Board;
- Take decisions on the reorganization and/or liquidation of the Association and appoint the liquidator in cases envisioned by the Charter;
- Take other actions as required, in accordance with the Law and this Charter.

Article 8

Board

The main mission of the Board is to promote the goals of the Association and facilitate their achievement.

8.1 Status of the Board

- Board is the governing body of the Association between General Meetings of Members;
- Board Members are not remunerated for their duties, however, they will be fully reimbursed for the expenses incurred by them in the course of implementation of their functions.

8.2. Board Member

- Any individual representing an Association Member (legal entity) or an independent natural person, not affiliated with a political party or holding a political post, shall be eligible to be elected as a Board Member;
- A new candidate for membership to the Board may be nominated by any Association Member, a Board Member, the CEO, or by an employee of the Association;
- Executive Director may at the same time be a Board Member.
- Board shall consist of at least three (3) and no more than five (5) members, to be elected by the General Meeting of Members for a term of three (3) years;
- A person may be elected as a Board Member for two consecutive terms;
- A person not attending the General Meeting, may still be elected as a Board Member, provided that he/she has provided a prior consent to this effect;
- One of the grounds for an early termination of a Board member's tenure will be skipping four consecutive Board meetings with no good excuse;
- In the event of an early termination of a Board Member's tenure, the candidate who had shown the next best results during the most recent voting for Board membership, and yet not enough to be elected, will be invited to fill the place. In the event there is more than one next best candidate with an equal number of votes, the Board shall hold a ballot to elect a Board Member from among the next best candidates to fill the vacancy. In such an event, the newly elected Member's tenure will expire by the next planned election of Board Members.

8.3. Chairperson of the Board

- Chairperson of the Board is elected by the Board from among its members for a maximum term of three years at the session, immediately following the General Meeting at which Board elections were held;
- Each member of the Board is authorised to nominate the Chairperson;
- In the event the Chairperson fails to discharge his/her duties until the next scheduled elections of a new Chairperson are held, the above duties shall be undertaken by the most senior member of the Board;
- Chairperson shall direct the activities of the Association with a view to achieving the goals set out in the Charter;
- Chairperson leads General Meetings, directs the activities of the Board, draws up the Agenda for Board sessions and chairs them.

- Chairperson of the Board shall perform the functions of the Executive Director until appointment of this latter;
- In the absence of the Chairperson, this latter transfers the authority to chair the meeting to another Board member in writing;
- Early termination of the Chairperson's tenure for the reasons of non-fulfilment of his/her duties as set out in the Charter, or exceeding the limits of authority, or for a conduct incompatible with the goals of the Association, may take place only by the decision of the Board. In such an occurrence, within one month, the Board shall elect a new Chairperson for the remaining term of office.
- The Board Chairperson will not be compensated for the work undertaken. However, he/she will be fully reimbursed for the expenses incurred in the course of implementation of his/her functions.

8.4 . Rights and Responsibilities of the Board

- Organize General Meetings of Members. Notify Association Members of the date and agenda of the meeting at least one month in advance;
- Supervise the management of monetary and physical resources;
- Review the report on the activities, budget and assets of the Association, prepared by the Executive Director and present it to the General Meeting for approval;
- Draft the Association's strategic development plan, develop budgeting parameters and annual budgets;
- Define the Association's employees salary fund;
- Update the Association's organizational structure;
- Appoint and dismiss the Board Chairperson, his/her Deputy and the Executive Director by secret ballot, based on the principle of majority of votes;
- Establish rules of interaction with Association Members and aspirants for membership.
- Determine the membership fee;
- Make decisions on issues dealing with admission of new members, including admission of new members;
- Present an advisory notice to the Association member whose activities run counter the goals of the Association or present a gross violation of the membership commitments set out in the Charter;
- Approve the list of candidates for Honorary membership presented by the General Meeting and define the privileges of Honorary Member
- When necessary, summon any employee of the Association to the Board meetings to report on issues related to any programs and projects, as well as hear reports by the heads or other personnel of the legal entities established by the Association, Association's branches and representative offices;
- Make decisions on founding or closing down regional branches of the Association, approve their regulations and appoints their heads;
- Establish entities of the Association, and appoint or dismiss their management;
- Invite financial auditors, when necessary;
- Conduct the process of reorganization and / or liquidation of the Association;
- Resolve the various issues falling beyond the scope of competence of other governing bodies of the Association (General Meeting of Members and the Advisory Board), as provided for by the Charter.

8.5 . Board sessions and the decision-making procedure

- The Board makes decisions at its sessions. The sessions are convened on an as-needed basis, either by the Board Chairperson or at the initiative of the Executive Director.

- Board sessions may also be called upon a written request from a Board Member, or from at least a 1/3rd of the Association Members;
- Board Members should be sent the notification on holding the Board session, together with the respective Agenda, at least three days in advance;
- Board will be duly constituted and quorate if attended by more than half of its Members. If a Board Member is unable to attend the meeting, he/she may vote in writing, or delegate the voting right to another member of the Board. In this event, the Board Member shall inform the Board of his/her intention to cast an absentee vote and shall present his position to the Board at least one day prior to the meeting;
- Board sessions may also be held in an online format; a remote participation of individual Board members is also possible (Internet, telephone, etc.);
- A non-attending Board Member may present his/her position on issues to be discussed at the session in writing and/or using electronic means of communication, and thereby participate in the voting. Accordingly, under the present section, the Board is mandated to take decisions in this manner, except cases when, according to this Charter, the nature of the agenda item discussed at the session requires holding a secret ballot.
- During voting, each Board Member may cast only one vote;
- Decisions are taken by a simple majority of the votes cast. In case of an even split of votes, the Board Chairperson, and in his/her absence - his Deputy, will have the decisive vote.
- Executive Director participates in the Board sessions without the right to vote;
- During the Board session, a protocol is drawn up, which is signed by the Chairperson, and in his absence - by the Deputy.

Article 9

Executive Director

Executive Director is vested with the authority to manage and represent the Association.

9.1 . Appointment of the Executive Director

- Executive Director is appointed by the Association Board for a four (4) year term;
- Executive Director is given an employment contract, which is signed by the Chairperson of the Board;
- Executive Director's mandate becomes effective at the moment of appointment and expires with the termination of his/her employment contract;
- Director may be removed from office only by the Board if he/she fails to perform duly, or does not perform at all the duties vested in him/her by the Charter and/or the contract concluded with her/him, and/or if his behaviour is inconsistent with the Association's stated goals; In this latter event, the Board shall consider the matter of dismissal of the incumbent Executive Director and appointing a replacement no later than within one month following such an occurrence or following the moment when the Board first received information to this effect. The final decision on this matter shall be made by voting;
- If the Executive Director is at the same time a Board Member, she/he may not take part in the voting held on the matter of his/her dismissal. If, while voting, the votes cast by the Board Members are split evenly, the Board shall refer the issue of dismissal of the Executive Director to the General Meeting of Members, which will take the final decision using the simple majority rule.

9.2. Rights and responsibilities of the Executive Director:

- Acts on behalf of the Association and represents it in relations with third parties; and, within the scope of competence determined by the Board, represents this latter in the relations with third parties, with the exception of such issues that fall exclusively within the competence of the Board and its Chairperson;
- Implements the goals / policies of the Association;
- Submits financial and other reports to the Board on the performed activities at least once a year ;
- Manages the funds and material resources of the Association in accordance with the rules established by the Board and is responsible for their proper disposal;
- Signs the relevant official and financial documents;
- Carries out fund-raising activities and directs relations with donor organizations;
- Concludes agreements related to various programs/projects on behalf of the Association;
- Represents the interests of employees in front of the Board and the General Meeting of Members;
- Coordinates the work with Association Members and the organizations aspiring to join the Association, in accordance with the rules established by the Board;
- Performs other requisite work aimed at promoting the goals and objectives of the Association that does not fall within the competence of the General Meeting and/or the Board;
- Defines and approves the rules for the remuneration of various staff working at the Association (accountants, consultants, contractors, etc.).
- Hires and dismisses the personnel, with the approval of the Association Board.

9.3. Grounds for early termination of the term of office of the Executive Director may be:

- own letter of resignation;
- failure to perform or perform inadequately his/her obligations as stipulated in the Charter and his/her employment contract; exceeding one's power; or a conduct which is inconsistent with the Association's goals, as set out in this Charter.
- court decision declaring him/her incompetent, or missing , etc.;

9.4. Conflict of interests

- The Association's Executive Director may not engage in such activities that are in conflict with the accomplishment of obligations undertaken by him/her under the Charter and the employment contract;
- Association's Executive Director may not be a political official.

Article 10

Association Committees

- With a view to performing permanent or temporary functions, the Association may form a committee, as appropriate;
- Committees may be organized in a form of a working group, deliberative body, or council;
- Committees shall be established and their goals and functions shall be determined by the Board at its own discretion;
- Committees shall have the heads elected by the committee members from among themselves.
- Head of the Committee manages the work of the committee, and represents it at the General Meeting and/or at the Board session.

Article 11

Advisory Board and the Honorary Chairperson

Honorary members of the Association (see Article 4) form the Advisory Board. The Advisory Board is headed by the Chairperson, called the Honorary Chairperson of the Association.

11.1. Advisory Board status

- Advisory Board of the Association, composed of its honorary members, does not present the governing body of the Association;
- Advisory Board provides recommendations to the Board on various points to facilitate successful implementation of the Association's goals and objectives;
- Members of the Advisory Board (Honorary Members) shall perform their functions on a gratis basis;
- Members of the Advisory Board are elected upon recommendation from the General Meeting of Members.

11.2. Composition of the Advisory Board

- The number of the Advisory Board members is not pre-defined;
- Prior to electing a person as a member of the Advisory Board (honorary), his/her consent shall be acquired.

11.3. Honorary Chairperson of the Association

- Honorary Chairperson of the Association is elected by the Advisory Board for a term of three (3) years;
- He/she directs the activities of the Advisory Board ;
- Honorary Chairperson of the Association shall work towards strengthening the Association's reputation;
- Honorary Chairperson of the Association is not vested with managerial functions at the Association;

11. 4. Scope of Competence of the Advisory Board

- Advisory Board may take a recommendatory decision (which has no binding force) without holding a meeting. Such decision will be considered adopted if voted in favour by at least 1/3rd of its Members;
- Any member of the Advisory Board, within his/her competence, may provide an individual recommendation to the Board/any Association representative.

Article 12

Association's Property and Accounting

12.1. Property of the Association consists of its fixed and current assets, as well as other items necessary for the implementation of the activities as set out in its Charter.

The Association has the right to own both immovable (buildings) and movable property.

12 . 2 . Financial resources

Property of the Association can accrue from different sources, namely:

- Membership fees;
- Income from ancillary entrepreneurial activities;
- Donations;
- Grants;
- Income from charitable activities;
- Funds received as loans or credits;
- Income from other activities not prohibited under the legislation of Georgia.

12 . 3 . Membership fee

- Membership fee is the main source of funds for the Association;
- Size of the annual membership fee is determined by the Board;
- Annual membership fee may be paid as a one-off or periodic payment, depending on the rules adopted by the Board;
- Association Members are free to pay a membership fee in excess of the established amount.

12 . 4 . Use of property

- Property and proceeds of the Association may be used exclusively for the statutory purposes of the Association (e.g., for organizing conferences, meetings and exhibitions, as well as for financing various projects and events);
- Proceeds from the activities of the Association shall be used, in the first turn, for covering its expenses and implementing its goals and objectives;
- Splitting any proceeds of the Association, including profits from ancillary entrepreneurial activities, among its founders, members, donors, or persons holding managerial or representative positions, shall not be allowed;
- Property owned by the Association may be sold if this will suit the purpose of the activities of the Association, contribute to its organizational development, promote implementation of its statutory goals or serve charitable purposes;
- In the event of occurrence of liabilities, the Association will be liable only with its property.

12.5. Annual accounting on the budget and property

- Association shall operate within the approved annual budget;
- The reporting period for budget and property is concurrent with the calendar year;
- Association shall maintain financial and accounting records in accordance with the regulations established by the legislation of Georgia;
- Executive Director of the Association is responsible for the accuracy and completeness of the reports;
- Executive Director of the Association, no later than one month upon completion of each financial year, shall draw up the annual report of activities, together with the budget and property reports (annual balance sheets) and submit these to the Board;
- The Board shall examine the submitted annual report on the Association's budget and property within one month upon its submittal and disclose it (by posting on the website and/or share with the association members).

Article 13

Reorganization / liquidation of the Association

Reorganization and/or liquidation of the Association shall be carried out in accordance with the rules established by the legislation of Georgia.

13 .1. Grounds for Reorganization and/or Liquidation may be as follows:

- Proposal of the Board;
- Decision of the General Meeting of the Association Members;
- Failure to achieve the stated goals;
- Court decision;
- Other circumstances envisioned in the law: liquidation of the Association following the entry into force of the final judgement of conviction in a criminal case, as well as in the event of bankruptcy or in accordance with Article 38 of the Civil Code of Georgia.

13 .2. Decision on the reorganization/liquidation of the Association shall be taken by the General Meeting of the Association Members.

- Decision on reorganization /liquidation of the Association may be taken at an extraordinary General Meeting of Members convened exclusively for this purpose;
- the invitation to the above extraordinary meeting shall contain the indication of the reason for its convening. The meeting shall be convened within three weeks upon sending the respective invitation to the Members;
- Motion for the reorganization/dissolution of the Association may be submitted by a Board member or by at least 1/3rd of its Members;
- the extraordinary meeting, convened for the purpose of taking the decision on reorganization /liquidation of the Association, shall be deemed duly constituted and quorate if attended by at least 2/3rds of its Members or their proxies;
- Decision on the reorganization/ liquidation of the Association will be taken if supported by the majority of 3/4^{ths} of the attending Members or their proxies.

13 .3. Liquidation

- In the event of liquidation, all the ongoing activities shall be completed, and all requests for due payments shall be determined; the existing assets shall be evaluated and all creditors shall be satisfied, while the remaining assets shall be handed over to duly authorised entities, more specifically, to such (non-commercial) legal entities that have similar stated goals, following the decision of a specially organized meeting.
- The decision to commence the liquidation process of the Association must be registered with the Register of Entrepreneurs and Non-Entrepreneurial (Non-Commercial) Legal Entities. The liquidation shall be deemed as commenced from the moment of its registration.

13 .4. Disposal of the residual property following liquidation

- Entities entitled to receive the residual property shall be determined by the General Meeting of the Association's Members. Property of the Association can be alienated if:
 - o Alienation contributes to the achievement of its stated goals;
 - o Serves charitable purposes;
 - o The property will be transferred to another non-profit (non-commercial) legal entity.
- It is prohibited to split the property remaining upon liquidation among the founders, Members, or the management and representatives of the Association;

- In the event the Association's General Meeting of Members fails to specify the authorized recipients of the property remaining after liquidation, the power to make this decision will go to the court that will decide on handing over the remaining property to one or more (non-profit) legal entities, whose stated goals are identical or similar to those of the Association. If such an organization cannot be found, the above property shall be transferred to the State. The court is entitled to distribute the property six (6) months after the registered commencement of the liquidation process.
- Liquidation of the Association shall be carried out by the Association Board, or by an appointed liquidator, pursuant to the Law. By the decision of the Board, implementation of the above may be entrusted to one or more members of the Board. The liquidator will be liable as a person holding both the managerial and representative authority.

Article 14

Final Provisions

14 .1. Dispute resolution

- Disputes between Members of the Association, and between the Association and its Members shall be resolved by means of mutual agreement. If such mutual agreement cannot be reached, the dispute will be resolved by the court;
- Disputes between the Association and third parties will be resolved in accordance with applicable law.

14 .2. How irregularities/shortcomings of the Charter will be handled

- In case any provision of this Charter is declared null and void, regardless of the grounds for invalidity, this will not affect the validity of any other provision of the Charter. In such an event, all the other provisions of the Charter, with the exception of the nullified provision, will remain in force;
- In the event of any discrepancy between this Charter and the acting legislation of Georgia, this latter will prevail;

14 .3. Entry into force of the Charter

The present Charter (updated version) comes into force from the moment of its signature by the Founder.

14.4. Amendments to the Charter

Any subsequent amendment to the Charter or its subsequent revision shall enter into force upon the relevant decision of the General Meeting of Members, from the moment of its signing by the Board Chairperson, and will not require mandatory registration with the National Agency of Public Registry of Entrepreneurs and Non-Entrepreneur Nothing, unless otherwise specified by the Law.