

Non-entrepreneurial (Non-commercial) Legal Entity

"Georgia's Reforms Associates "

Charter

(New Edition)

Article 1

General Provisions

1.1. Non-entrepreneurial (non-commercial) legal entity "Georgia's Reforms Associates " (hereinafter referred as "Association") is a non-entrepreneurial (non-commercial) legal entity established in accordance with the Civil Code of Georgia.

1.2. The association is considered to originate from the moment of registration in the registry of National Agency of Public Register of entrepreneurial and non-entrepreneurial (non-commercial) legal entities.

1.3. The name of the association:

In Georgian: NNLP "Georgia's Reforms Associates ";

In English : Non-entrepreneurial (non-commercial) Legal Entity Georgia's Reforms Associates.

1.4. The legal form of the association: non-entrepreneurial (non-commercial) legal entity.

1. Legal address of association : Georgia, Tbilisi, M. Kostava 75 G, Apt 40)

1.5. The e-mail of the association: grass@grass.org.ge

1.6. The association is independent from the status of its founders, as well as the person(s) having leadership and representative powers. The liability of the association is limited to its property. Its founders, as well as the person (persons) having leadership and representative authority are not responsible for the obligations of the association. Also, the association is not responsible for its founders, as well as the person(s) having leadership and representative powers.

1.7. The association is established for unrestricted period of time. Its activities are spread both in the territory of Georgia and outside.

1.8. The association has its own property, can enter into legal relations in its own name, acquire property and non-property rights and assume duties, enter into transactions, be a plaintiff and a defendant in court and arbitration.

1.9. Property owned by the association can be alienated if the alienation serves the activity of the association, its organizational development, encourages the realization of its goals or serves a charity goals.

1.10. The association has an independent balance sheet, can open balancing accounts and other types of accounts (including currency) in banking institutions of Georgia and abroad.

1.11 The association may have a seal, blank, stamp, etc.

Article 2

The purpose of the association's activity

2.1. The objectives of the association's activities are:

- Developing of research activities, both in the association and outside;
- Ensuring a high standard of public policy discussions and debates;

- Sharing experience about the reforms implemented in Georgia;
- Unification of public policy experts working in different directions, to coordinate their activities and ensure activities oriented towards the most positive results for company;
- Using of social media and other innovative means of communication for the purposes of public policy development and public awareness raising about specific areas of public policy;
- Training of target groups in the direction of public policy research, analysis, planning and reform process management;
- Offering project and program management services to reform-oriented groups, including donor organizations.

2.2. The association is authorized to engage in additional business activities, the profit from which must be used for the realization of its goals. The distribution of the profit obtained as a result of such activity among the association's founders, donors, as well as persons with representative powers of management is not allowed.

### Article 3

#### Founders of association

| #  | Name and surname   | Date of birth     | Personal Number | Place of registration                            |
|----|--------------------|-------------------|-----------------|--|
| 1  | Sergi Kapanadze    | April 25, 1981    | 540310035522    | Apakidze 15                                      |
| 2  | Andro Gigaauri     | August 04, 1982   | 01030021090     | D. Uznadze 4, Apt 47                             |
| 3  | Irakli Matkava     | January 19, 1981  | 01010006985     | Sh. Nutsubidze alley 4-3 M/D, BL 12, Apt 12      |
| 4  | Shota Utiashvili   | April 25, 1978    | 13001003454     | C. Gurjaani, Tavisupleba 152                     |
| 5  | Elene Khoshtaria   | November 18, 1979 | 01008011892     | I. Abashidze str 48                              |
| 6  | Tamar Tomashvili   | May 01, 1981      | 01031004200     | V. Dolidze 29 , BL E, Apt 11                     |
| 7  | Tina Burjaliani    | February 07, 1981 | 10001003979     | Gorgasali str 41, Apt 17                         |
| 8  | Kamil Mase         | February 02, 1980 | 11CK24287       | 41 Ru dei contiezh, Vilnev sur lot 43700, France |
| 9  | Nodar Kharshiladze | November 02, 1977 | 01024002774     | Shartava 35                                      |
| 10 | Davit Nardaia      | December 11, 1980 | 62005000293     | Temka 11 M/D, Q 2, BL                            |

|    |                    |                |             |               |
|----|--------------------|----------------|-------------|---------------|
|    |                    |                |             | 33a, Apt 69   |
| 11 | Tinatini Goletiani | March 03, 1981 | 01024020158 | Toidze str 43 |

#### Article 4

##### Founders Meeting

4.1. The highest governing body of the association is meeting of founders; The founders execute their powers through the founders' meeting. The meeting of founders makes decisions on the issues defined by the charter.

4.2. The meeting of founders is convened once a year;

4.3. The date of the meeting of the founders is determined by the director of the association, notified to the founders one week earlier.

4.4. The director of the association is obliged to introduce the draft agenda of the founders' meeting to the founders no later than one week before the founders' meeting.

4.5. Any founder of the association has the right to request an explanation from the director regarding any issue of the agenda no later than 3 (three) days before the meeting, to express opinions or to request changes to the agenda.

4.6. Depending on the goals of the association, an extraordinary meeting can be held at any time, the director of the association has the right to call it, on his own initiative, or at the request of 1/4 of the founders;

4.7. When convening an extraordinary meeting, the agenda of the meeting and the date of the meeting are determined by the director of the association, about which he informs the founders one week earlier.

4.8. The meeting of founders is authorized if more than half of the full membership is present. The founders have the right to participate in the meeting using electronic means of communication (video conference, etc.). If the charter does not stipulate otherwise, the decision at the meeting of the founders is made by the majority of those present. Voting is done by open ballot.

4.9. The meeting of founders is authorized to:

A. to approve or cancel the association's charter, make a new edition of the charter or make changes and additions to it;

b. to elect or dismiss the director of the association, the chairman of the board and members of the board;

c. to make a decision on reorganization or liquidation of the association;

d. to change the goals of the association;

e. to exercise other powers depending on the goals of the association.

4.10. The chairman and secretary of the meeting will be elected by the majority of those present at the meeting of founders, if necessary, other officials of the meeting may be elected.

4.11 The chairman of meeting:

A. notifies the beginning and ending of the session of the meeting to founders;

b. leads the session;

- c. ensures compliance with the association's charter;
- d determines the order of speakers;
- e. puts the issue to the vote and announces its results;
- f. signs the minutes of the meeting of founders;
- g. executes other powers granted by the charter.

4.12 The secretary of the session of the meeting of founders prepares the minutes of the meeting, signs it together with the chairman and exercises other powers granted by the charter.

4.13. If the charter does not provide otherwise, the decision of the meeting of founders comes into force after the minutes of the meeting signed by the chairman and the secretary. The minutes of the meeting should reflect:

- a. time and place of the session;
- b. the identity of the chairman and secretary of the session;
- c. number and identity of the founders present at the meeting;
- d. voting results;
- e. made decisions .

## Article 5

### Association Board

5.1. The supervisory body of the association is the board, which consists of 6 (six) members. The board member may be the founder, director and other official of the association.

5.2. Board members are elected by the meeting of founders for a term of 3 (three) years. Their authority can be prematurely terminated by the decision of the meeting of founders. Board members may be elected for several terms in a row.

5.3. The board is accountable against the meeting of founders. The board disposes all directions of the current activities of the association.

5.4. The chairman leads the working process of the board.

5.5. The chairman of the board is elected by the general meeting of the founders for a term of 3 (three) years in accordance with the present charter.

5.6. The competence of the board includes the decision of the following issues:

- approving the budget of the association presented by the director;
- determining the main directions of the association's activity,
- approving plans and their execution reports;
- approving the annual results of the association;
- creation of advisory bodies/commissions based on the needs of the association and determination of regulations reflecting their activities;
- giving consent by the association regarding the disposal of its immovable or movable property within the framework of the legislation;
- achieving the association's statutory goals, to make other decisions provided for by this statute and current legislation;

5.7. The board is authorized to make decisions if more than half of the board members attend the meeting personally or through a representative. The board member is





entitled to participate in the session using any electronic means of communication (video conference, etc.).

5.8. Board meetings are convened by the chairman of the board. The board members are notified about the board meeting at least 3 (three) days before the meeting.

5.9. At the meeting of the board, decisions are made by the majority of the votes of those who are present.

5.10. The activity of the board is managed by the chairman of the board, and in case of absence by the deputy chairman of the board, who is elected by the board by the majority of those who are present.

5.11. Any founder can submit a candidacy for the chairman of the board.

5.12. A physical person can become a board member recommended by at least two board members.

5.13. A person cannot become a member of the board and/or the right to be a member of the board will be terminated if:

- the person becomes a member of any political party;
- is appointed to a political position in the executive/legislative/judiciary;
- a new board member will be elected instead;
- based on own statement;
- by the decision of the meeting of founders;
- fails to fulfill own authority for more than three months;
- grossly violates the code of ethics and internal regulations of the association;
- in case of death.

5.14. The board member is obliged to:

- attend board meetings and participate in board activities, and in case of absence, inform the board about the reason(s) and will get acquainted in writing with the decisions made at the board meeting;
- to follow the provisions of the charter ;

5.15. Board meetings are held once in 6 (six) months, and extraordinary meetings are convened at the request of the board chairman, deputy chairman of the board and/or at least two members of the board. Also, an extraordinary meeting will be convened in case of premature termination of the authority of a member of the board and when a new member is elected. The members of the board are notified about the extraordinary meeting of the board at least 3 (three) days before the meeting.

5.16. Minutes of the board meeting are drawn up, which reflect the issues discussed at the meeting and made decisions. The minutes are signed by the chairman of the board.

## Article 6

Advisory body / commission of the association

6.1. The board of the association can create a consultative authority / commission, to which the functions of the board can be transferred in the period between the sessions, including the audit commission, which will control the activities of the association.

6.2. The provisions of the advisory authority / commission, their competence and the manner of functioning are developed and approved by the board.

## Article 7

### Director

7.1. Execution of the decisions of the meeting of the founders of the association ~~and the~~ board of directors, the management and representation of the association is ~~the~~ responsibility of the director of the association;

7.2. The director is appointed by the meeting of founders for a term of 3 (three) years. The director is dismissed by the meeting of founders. The director of the association may be a member of the board.

7.3. The director has given full and sole management and representative authority. The director, without a power of attorney, alone and independently represents the association in legal relations with third parties.

7.4. The director, without a special power of attorney, represents the interests of the association in all institutions, authorities, organizations and enterprises in Georgia and abroad.

7.5 The director's functions include the following:

- directing and guiding the daily/current activities of the association to achieve the set goals;
- developing of association activity programs;
- developing the draft budget of the association and control over its implementation, ----
- preparation of proposals for making changes and additions to the charter;
- submitting the balance sheet and accounts for consideration and approval at the board meeting,
- appointment and dismissal of other officials and employees of the association;
- In accordance with the charter, the date of the meeting of the founders and the notification to the founders;
- developing the agenda of the meeting of the founders and notification to the founders in the manner defined by the charter;
- convening an extraordinary meeting of the founders in the cases defined by the charter:
- concluding the agreements, conducting negotiations, issuing powers of attorney, registering and signing official documents of the association (labor contracts, agreements with donors and partner organizations, and any other documents) on behalf of the association:
- making decisions on purposeful disposal of the funds sought by the association;
- Ensuring the implementation of the decisions of the board and the meeting of founders;
- opening, managing, disposing and closing bank accounts of the association, managing financial funds and other material assets of the association and signing financial or any other type of documentation;
- making decisions and issuing instructions, the implementation of which is mandatory for all employees of the association;



- carrying out any other actions related to the leadership and representation of the association;

7.6 The right to dispose of the immovable or movable property of the association is granted to the director only with the prior written consent of the board.

7.7. The director ensures the keeping of accounting records of the association in accordance with the applicable legislation.

7.8. The director will also perform other functions, which are provided for by the present charter and/or established by the current legislation of Georgia.

## Article 8

Sources of income of the association, property

8.1. The sources of income of the association:

-granted property and funds;

-income received from the services provided, which is used for the purposes of the association;

-donations;

-income received from activities permitted by the legislation of Georgia;

8.2 The property of the association is used only to achieve its goals and to carry out its activities;

8.3. The director prepares a report on the property status of the association and submits it to the board.

8.4. The property of the association is disposed by the director with the prior written consent of the board.

## Article 9

Association liquidation/reorganization

9.1. Reorganization of the association is carried out according to the rules established by the legislation of Georgia.

9.2. The liquidation of the association is carried out as a result of the achievement of the goal, on the basis of a final judgment of conviction in a criminal case, bankruptcy or in accordance with Article 38(1) of the Civil Code of Georgia.

9.3. During the liquidation, current affairs should be completed, claims should be determined, the remaining property should be expressed in money, creditors should be satisfied and the remaining property should be distributed to authorized persons.

9.4. The decision of the founders to start the liquidation process of the association must be registered in the register of entrepreneurs and non-entrepreneurial (non-commercial) legal entities. The liquidation process is considered to have started from the moment of its registration.

9.5. The persons authorized to receive the remaining property as a result of the liquidation are determined by the founders of the association. During the liquidation of the association, property can be alienated if:

-alienation contributes to the realization of the goals set by the association;

-serves charitable purposes;

-the property will be transferred to another non-entrepreneurial (non-commercial) legal entity.

9.6. It is forbidden to distribute the remaining property as a result of liquidation among the founders of the association, persons with management authority.

9.7. If the founders of the association did not determine the person authorized to receive the property remaining as a result of the liquidation, the court transfers the remaining property as a result of liquidation of the association to one or more non-entrepreneurial (non-commercial) legal entities that have the same or similar goals as the liquidated association. If such organizations do not exist or it is impossible to identify such organizations, then a decision can be made to transfer this property to the state. The court may distribute the property after 6 months from the registration of starting liquidation process.

9.8. Liquidation is carried out by a person (persons) with management authority or a liquidator appointed in accordance with the law. The liquidator is liable as a person with management and representative authority.

#### Article 10

##### Additional Provisions

10.1. In the event of the death, disappearance, incapacity or support of one or more of the founders, or in any other case where such founder(s) is otherwise unable to fulfill rights and duties as the founder of the association, the rest of the founders are empowered to fully perform the functions of the founders' meeting.

10.2. The founders are authorized to appoint and/or dismiss at any time one or more persons ("curators"), who will be empowered to fully exercise the functions assigned to the founders by this charter and by law upon the death, disappearance, incapacity or recognition of all the founders of the association or in the case of recognition as a person receiving support or in any other case where all the founders are otherwise deprived of the ability to exercise the functions of the founders of the association (as provided above). The powers thus conferred on the curator shall also include his right to appoint his successor(s) (curators).

#### Article 11

##### Final Provisions

11.1. This charter shall enter into force upon its signing.

11.2. If any provision of this charter is declared invalid, this will not affect the validity of other provisions of the charter.

11.3. In case of inconsistency between this charter and the current legislation of Georgia, the law shall prevail.

11.4. Amendments to the present charter or adoption of a new edition of the charter are made by the meeting of founders in accordance with the charter.





Paata Gaprindashvili  
Director  
On the basis of founders meeting protocol

Georgia  
Notary act

On the 1st of October , two thousand and nineteenth, I, notary Tamar Geperidze, in my notary office located at the address: Tbilisi, Kostava str N76, appeared Paata Gaprindashvili, the director of "Georgia's Reforms Associates " (ID 406077579). He presented the charter (new edition) and required to certify the authenticity of his signature under the notary order.

I established his identity with presented identity document and made sure that Paata Gaprindashvili (born on 02.07.1972 in Tbilisi, registered address : Tbilisi, Bakhtrioni str # 24, Apt 22, card N18IC14398, P/N : 01004001666, issued by the Ministry of Justice 20.11.2008) really applied to me. I have checked his capacity and I confirm that I had no reason to doubt his capacity. He declared that the charter exactly expressed his will, after which he personally signed on it by my presence and I certify.

Is paid notary service fee (for the verification of 18 signatures on 2 copies of the present charter) 36 GEL (in accordance with Article 31 of the Decree of the Government of Georgia of December 29, 2011 N907) and the registration fee 2 GEL (in accordance with "Decree No. 507 of the Government of Georgia of December 29, 2011) total 38 GEL and 00 Tetris .

Notary -Tamar Geperidze /signed, sealed/

|                                |  |
|--------------------------------|--|
| Notary act's registration      | N191205279                                   |
| Notary act's registration date | 01.10.2019                                   |
| Notary act's name              | certifying the authenticity of the signature |
| The Notary:                    | Tamar Geperidze                              |
| Notary Bureau address:         | #76 Kostava, Tbilisi                         |
| Tel. of Notary bureau:         | 0322331867                                   |
| Notary act's individual number | 42929539063719                               |

Interested person could check information about this notary act, or its amendments/or abolition on the Web-page of Chamber of Notaries: [www.notary.ge](http://www.notary.ge), or make a call in Chamber of Notaries on the number: +995 (32) 2 66 19 18

Translation from Georgian into English corresponds to the original.

Translator:

Zh.Tertiasvili



ორი ათას ოცდაათი წლის 01.05 მე, ნოტარიუსს, მარიკა გოგოლაძეს, ქალაქ თბილისში, ამ სანოტარო ბიუროში, რომელიც მდებარეობს მისამართზე: ქ. თბილისი, დავით აღმაშენებლის გამზირი № 183, მომმართა მოქ. ჟუჟუნა ტერტერაშვილმა (დაბ. 18.08.1982 წ. ქ. გორი), უმაღლესი განათლების დიპლომის მქონე მთარგმნელმა, რეგისტრირებული: გორის რაიონი, სოფ. ხელთუბანი, მისი განცხადებით ამჟამად მცხოვრები: თბილისი, თემქის დასახლება, მე-3 მიკროს მე-5 კვარტალი, კორპუსი 12, ბინა 13. ID ბარათი 15IF69211, პირადი № 59001015694 გაც. იუსტიციის სამინისტროს მიერ 31.12.2016 და წარმოადგინა დოკუმენტის თარგმანი და მოითხოვა თარგმანზე თავისი ხელმოწერის ნამდვილობის სანოტარო წესით დამოწმება

მე დავადგინე მოქ. ჟუჟუნა ტერტერაშვილის პირადობა წარმოდგენილი პირადობის დამადასტურებელი დოკუმენტის საფუძველზე და ასევე შევამოწმე მისი ქმედუნარიანობა და უფლებათუნარიანობა (დიპლომი GSU N 001666 გაც. გორის სახელმწიფო უნივერსიტეტის მიერ, 2004 წ.) და ვადასტურებ, რომ იგი ნამდვილად უფლებამოსილია თარგმნოს. იგი გაფრთხილებულია იმ პასუხისმგებლობის შესახებ, რაც დაეკისრება არასწორი თარგმნის შემთხვევაში. მან ჩემი თანდასწრებით პირადად მოაწერა ხელი დოკუმენტის თარგმანს.

On the 01.05 two thousand and twenty-four, before me, Marika Gogoladze, the Notary in c. Tbilisi, at my Notary Public Office located at the address: 183, David Aghmashenebeli Ave., Tbilisi, appeared the citizen Zhuzhuna Terterashvili (born on 18.08.1982 in Gori), English Language Translator with Higher Education Diploma, registered at: Gori region, Village Kheltubani, as she declared residing at: Tbilisi, Temka settlement, 3 M/D, Q 5, BL 12, Apt 13. Identity Card # 15IF69211, Personal # 59001015694, issued by Ministry of Justice on 31.12.2016) and submitted the translation of the document and asked to notarize the authenticity of her signature.

I identified Zhuzhuna Terterashvili's identity on the basis of the submitted Identity Card, as well as I checked her capability (Diploma GSU N 001666, issued by Gori State University in 2004) and confirm that she is really competent to translate.

She personally put her signature on the translation of the document in my presence. Translator is warned about the responsibilities in case of the incorrect translation.

სანოტარო მოქმედების შესრულებისათვის გადახდილია თარჯიმნის ხელმოწერის ნამდვილობის დადასტურებისთვის 36+18%+5.

Duty paid for the notary service implementation - notarization of the Translator's signature authenticity 36+18%+5 GEL.

ნოტარიუსი

Notary:

მარიკა გოგოლაძე

Marika Gogoladze



სანოტარო მოქმედების  
რეგისტრაციის ნომერი

N240533573



სანოტარო მოქმედების  
რეგისტრაციის თარიღი

01.05.2024 წ

სანოტარო მოქმედების  
დასახელება

დოკუმენტის თარგმანზე დიპლომირებული მთარგმნელის  
ხელმოწერის დამოწმება

ნოტარიუსი

მარიკა გოგოლაძე

სანოტარო ბიუროს მისამართი

საქართველო ქ.თბილისი დავით აღმაშენებლის გამზირი  
N183

სანოტარო ბიუროს ტელეფონი

marikagogoladze@notary.ge

სანოტარო მოქმედების  
ინდივიდუალური ნომერი

07333779114524



სანოტარო მოქმედებისა და სანოტარო აქტის შესახებ ინფორმაციის (მისი შექმნის, შეცვლის და/ან გაუქმების შესახებ) მიღება-გადამოწმება შეგიძლიათ საქართველოს ნოტარიუსთა პალატის ვებ-გვერდზე: [www.notary.ge](http://www.notary.ge) ასევე შეგიძლიათ დარეკოთ ტელეფონზე: +995(32) 2 66 19 18