

Amendments made by the Board
Protocol # 2-2022
1 August, 2022

Non Commercial Legal Entity



Ch a r t e r *(New Addition)*

Tbilisi
01/08/2022



Article 1: General Statements

1. Transparency International Georgia (hereinafter TI Georgia) is registered as a non-commercial legal entity according to Georgian legislation as of 7 December 1998.
2. TI Georgia's address is: 61 David Aghmashenebeli Avenue, Tbilisi 0102, Georgia. E mail: info@transparency.ge. *(Amended on 15/09/2015, by the Board Meeting Protocol #2-2015).*
3. TI Georgia is a member of the global movement Transparency International (TI) network.
4. The "Transparency International Conflict of Interest Policy" constitutes an integral part of this Charter and has binding legal force for the staff and Members of the Board of TI Georgia.

Article 2: Mission

1. TI Georgia's main aim is to support building and empowering state institutions, develop good governance and the rule of law, ensure the transparency and direct accountability of the state institutions, support fair and democratic elections (for this aim including election observations) and protect universally recognized human rights, implement charity activities.” *(Amended on 28/05/2013, by the Board Meeting. Protocol #1-2013).*
2. TI Georgia has the following guiding principles:
 - 2.1. Conduct objective, insightful and comprehensive analysis;
 - 2.2. Effectively employ pro-active and re-active advocacy to ensure increasing transparency and accountability of state and private sector;
 - 2.3. Promote broad public engagement in TI Georgia’s work so that TI Georgia’s activities reflect the needs and interests of parties from all parts of Georgian public society;
 - 2.4. Support TI Georgia’s activities with innovative uses of technology, recognizing that new technologies offer increasingly powerful ways of improving the scope, reach, and impact of our work.
3. TI Georgia, as a member of the global network "Transparency International," will pursue the aims of "Transparency International".



Article 3: Board

1. The Board is the highest governing body of TI Georgia. It sets the main strategy and directions of TI Georgia's activities. In addition, the board oversees the work of the Executive Director. The Board approves the Executive Director's job description.
2. The Board is authorized to create rules for membership of TI Georgia and to delegate specific rights and responsibilities to the body of the membership if/when it is created.
3. The Board adopts decisions by majority of Board members, unless otherwise specified by this charter.
4. The decision to reorganize or to dissolve TI Georgia is taken by the Board by 4/5 vote.
5. The Board meets in person or conducts on-line meetings at least twice per year. According to the decision of the Executive Director or the Board Chair, whichever is calling the meetings, agenda shall be disseminated between the members of the Board via email; Board Members shall provide their agenda points via the same means. *(Amended on 28/05/2013, by the Board Meeting Protocol #1-2013).*
6. Both electronic and paper records of Board meetings should be kept at TI Georgia's office. All Members of the Board have access to the Board documents.
7. A Board meeting is called by the Chair of the Board, Executive Director or by its any two members.
8. The Board:
 - 8.1 From the Members of the Board through secret or open ballot elects the Chair;
 - 8.2 Gives consent for the appointment of the Executive Director;
 - 8.3 Participates in the elaboration of the strategic plan and defines the main activity areas of TI Georgia;
 - 8.4 Adopts a new charter or amends by a three-fifths' vote;
 - 8.5 Makes decisions concerning the membership of TI Georgia in registered organizations and participation in the establishment of any legal entity;
 - 8.6 Approves the job description of the Executive Director;
 - 8.7 The board may remove the Executive Director with a four-fifths' majority of the votes, through secret or open ballot. Grounds for removal of the member shall be determined by Board Members and recorded in a written form;
 - 8.8 Decides on other issues that are not directly given in this Charter.



9. In case of early termination of the authority of a Board Member, the Chair or Executive Director is obliged to summon an extraordinary meeting of the Board. This meeting shall review applications for membership and must appoint a new member. The new member will be elected for the term of the member whose membership has been terminated.

10. The Board meetings are organised by the Chair or Executive Director.

11. The Board Members are notified about the meeting no less than five business days earlier via a written notice served by post or via email, together with agenda and all materials.

12. In general, the Board is authorized to make a decision if at least 3/5 of its total members are present at a meeting, either physically or via electronic means.

13. If the Board Meeting is not attended by the minimal amount of members set by this charter, Chair or Executive Director within one week shall convene new meeting, which will be authorised to make decisions if at least 1/2 of the Board Members will attend it. By the unanimous decision of the attendants it is possible to skip the procedure described in this paragraph. In this case the meeting shall be authorised to discuss issues set in the agenda.

14. Members of the Board:

- **Shio Khetsuriani** - Born on 04.12.1980 in Tbilisi, Georgia, Financier. Residing at Georgia, Tbilisi, Taras Shevchenko street #5, flat #4, personal number 01017012172 (**Chairman of the Board**).
- **Maia Mikashavidze** - Born on 02.05.1966 in Tbilisi, Georgia, Communications Specialist. Residing in Georgia, Tbilisi, Mtskheta street #2, flat #25. Personal # 01008004770.
- **Sophie Panjikidze** - Personal Information: - Born on 29.07.1983 in Tbilisi, Georgia, Lawyer. Residing at Georgia, Tbilisi, Kobuleti street #34a, personal #01008020745.
- **Andro Dgebuadze** - Personal Information: - Born on 19.08.1971 in Tbilisi, Georgia, Financier. Residing at Georgia, Tbilisi, Pekini Avenue #14, flat 25, personal # 01024009907.
- **Nino Chichua** - Personal Information: - Born on 06.10.1978 in Tbilisi, Georgia, marketing specialist. Residing at Georgia, Tbilisi, Levan Mikeladze street #19, flat 22 (former T,Abuladze street) , personal #01017001342.

(Amended on 04/06/2014, by the Board Meeting Protocol #1-2014).

(Amended on 15/09/2015, by the Board Meeting Protocol #2-2015).

(Amended on 06/12/2016, by the Board Meeting Protocol #2-2016).

(Amended on 19/03/2018, by the Board Meeting Protocol #1-2018).

(Amended on 21/12/2018, by the Board Meeting Protocol #2-2018).

(Amended on 30/09/2020, by the Board Meeting Protocol #1-2020).

(Amended on 01/07/2022, by the Board Meeting Protocol #1-2022).

(Amended on 01/08/2022, by the Board Meeting Protocol #2-2022).



Article 4: Board Membership

1. The Board is composed of minimum 5 and maximum 21 members. Only natural persons are authorized to be members. Membership of legal persons, as well as “Ex Officio” members, is not allowed. In addition, the number of the board members must always remain odd.
2. Members' term of authority is 3 years. Membership will expire in June or December of the respective year. Board Member's term expires after new member is elected.
3. In case there is no quorum or by any other reason it is impossible to elect new members the Board may reinstate former members. In this case the Board shall start voting from the most recent former member and will vote one by one by simple majority until quorum is reached.
4. Annually, until 30th of June, Chair of the Board shall draft and/or review the list of members. In case of necessity, board shall elect new members and make proper documentation for changes in membership. This shall be immediately reflected on the TI Georgia's official web site.
5. The board may set the staggered terms for its Members.
6. Every natural person may apply in writing to become a member of the Board. The Board votes on his/her candidacy, if at least 2 members support it.
7. If there are several candidates for the position, candidate (candidates) with majority of votes shall be elected, however with no less than $\frac{3}{5}$ of the full composition of the board. If there is only one candidate, he/she shall be considered elected if he/she is supported by $\frac{3}{5}$ of the full composition of the board. Board Members are voted on individually.
8. If for any reason, the number of board members shall be less than 5, a special meeting shall be convened to elect new members.
9. After expiration of his/her first term, if a member desires to remain in the position for a second term, the consent of a majority of board members is required. In case of absence of such consent, member cannot remain his position for the second term. After two terms a Board member remains off the board for one year before being eligible to reapply.
10. All members of the board are obliged to comply with Charter of TI Georgia as well as other official documents of “Transparency International“.
11. Membership of the board is automatically terminated if a member shall join any political party, shall be appointed to a political position in the Executive Branch of any Government or gains an elective position in any governmental institution.



12. Any member of the Board may resign on the basis of his/her written statement. If a member violates this Charter or hinders the reputation of TI Georgia he/she shall be removed from that position with 3/5 majority of the votes. Grounds for removal of the member shall be determined by remaining members and recorded in written form.

13. Member of the Board does not participate in the voting and does not have the right to vote if:

- 13.1. His / Her candidacy shall be voted for the extension of the term;
- 13.2. Issue of his/her resignation is being discussed;
- 13.3. The Board discusses the issues which are directly or indirectly connected to the member.

Article 5: Chair of the Board

1. Chair is elected from the members of the board with majority of votes and for a period of 3 (three) years.

2. If member is elected as a Chair in his/her final year of membership, membership will be extended until his/her term as a Chair is expired.

3. Chair of the board:

- 3.1. Supervises performance of Executive Director. In absence of Executive Director, performs executive functions.
- 3.2. Conducts proper organization of the board meetings and production of meeting protocols. If necessary, assembles special board meetings. This authority may be transferred to the Executive Director, to other members of the staff and/or one of the members of the board.
- 3.3. Conducts board meetings;
- 3.4. Represents TI Georgia in relation with third parties;
- 3.5. Presents to the board a plan for organizational changes for approval;
- 3.6. Carries out functions of Executive Director, in period prior to his/her election;
- 3.7. In case of special necessities, performs actions of the Executive Director.

4. Unless otherwise decided by the Board, authority of the Chair starts on the day he or she is elected and ends at the moment when a new Chair is elected.



5. Only the Board is authorised to terminate authority of the Chair before the end of his/her official term. Authority might be terminated if Chair is not fulfilling his/her obligations in accordance with Charter, in case of abuse of authority or effecting objectives of TI Georgia by inappropriate behaviour. Board shall elect new Chair within month for the remaining period of the former chair. Early termination is possible if the issue is supported by at least 3/5 of the board members.

Article 6: Executive Director

1. The Board Chair appoints the Executive Director for a period of one year, with consent of the Board respectively. The Executive Director's term is automatically renewed annually unless otherwise decided by the Board.

2. Candidacy of the Executive Director shall be considered approved if approved by a majority of the meeting attendees. Moreover, meeting must be attended at least by $\frac{3}{5}$ of the full composition of the board.

3. In case the Executive Director is incapable of fulfilling his/her responsibilities, that function will be transferred to Chair.

4. The Chair and the Executive Director have independent and full authority to serve as legal representatives of the organization unless otherwise decided by the Board.

5. In cooperation with the Chair, the Executive Director may create an advisory council composed of internal and/or external experts or advisers.

Article 7: Additional Provisions

1. Chair of the board and Executive Director are not authorised to pursue activities which hinder their responsibilities, in view of lack of time, workload or conflict of interests.

2. If chair of the board is incapable of fulfilling his/her responsibilities, function will be transferred to another Board Member selected by the Board.

3. Uncertainty or any kind of discrepancies found in this charter shall be interpreted by the Board. Interpretation will have a binding force.

Article 8: Final Provisions

1. Present Charter shall enter into force upon approval by members of the board.



2. Any dispute stemming from the TI Georgia's activities or arising from the current Charter shall be resolved in accordance with Georgian Legislation, at the Court.

3. The present Charter is governed by Georgian legislation.

4. Both the English and Georgian version of this Charter are legally binding. In case of any conflict between the English and Georgian versions, the Georgian version shall prevail. No translation of this Charter to any language other than English or Georgian shall have legal force.

Signatures

Shio Khetsuriani

Maia Mikashavidze

Sophie Panjikidze

Andro Dgebuadze

Nino Chichua
