

Non-Entrepreneurial (Non-Commercial) Entity of Public Law

Institute for Development of Freedom of Information

Charter

16 March 2017

Tbilisi

Chapter I. General Provisions

Article 1. Legal Form and other General Provisions

1. Non-entrepreneurial (non-commercial) legal entity Institute for Development of Freedom of Information (hereinafter - Institute) is an independent civil society organization, a non-entrepreneurial (non-commercial) entity of public law, that is created in compliance with the Georgian Civil Code.
2. The organizational and legal form of the Institute is non-entrepreneurial (non-commercial) legal entity.
3. The full name of the Institute is **Non-entrepreneurial (non-commercial) legal entity Institute for Development of Freedom of Information (IDFI)**.
4. The Institute conducts its activities in accordance with the Constitution and legislation of Georgia, this Charter, Rules of Procedure and Internal Regulations.
5. The legal address of the Institute is - 4 B. Kraveishvili Street, Apartment 18, 0108 Tbilisi, Georgia.
6. The website of the Institute is www.idfi.ge
7. The e-mail address of the Institute is info@idfi.ge
8. The founders of the Institute are:

Levan Avalishvili

Date of birth: November 29, 1978

Identification number: 01024005626

Address: Nutsubidze 5th Microdistrict, Block #9, Apartment 27

Giorgi Kldiashvili

Date of birth: June 21, 1979

Identification number: 01017005502

Address: 4 B. Kraveishvili Street, Apartment 18.

9. The Institute possesses an independent balance and can open accounts of any kind (including currency) in Georgian and foreign financial institutions and banks.
10. For the fulfillment of its goals, the Institute may establish office branches and representations in Georgia and abroad.

11. The Institute may join other local and international civic organizations.
12. Pursuant to the goals of the organization, the Institute may operate both on the territory of Georgia and abroad.

Article 2. Vision, Mission, Main Goals and Forms of Activity

1. IDFI's Vision is – informed and improved society for democratic governance
2. IDFI's Mission – We strive for an empowered and inclusive society; we promote human rights and good governance by raising civic awareness through sound information reports, research and recommendations; we advocate for initiating & implementing reforms of policies, laws and practices to enhance democratic governance.
3. The main goals of the Institute are:
 - 3.1. Development of democratic governance and freedom information, defending freedom of expression, increasing transparency and accountability of public institutions;
 - 3.2. Supporting the establishment of institutional mechanisms for the fight against corruption, participating in the development of anti-corruption policies, raising public awareness about the fight against corruption;
 - 3.3. Monitoring the transparency and accountability of public institutions;
 - 3.4. Improving the legal framework on the freedom of information and access to information and raising public awareness;
 - 3.5. Strengthening the rule of law and increasing the independence of the judiciary;
 - 3.6. Developing e-governance and new technologies;
 - 3.7. Protecting human rights and freedoms;
 - 3.8. Promoting the openness of archives and research of Soviet past;
 - 3.9. Conducting research on social, economic, political, historical and legal topics;
 - 3.10. Supporting the formation of civil society in Georgia;
 - 3.11. Conducting research, scientific, and practical activities for the improvement of the legal system in Georgia and eradication of existing problems;
 - 3.12. Supporting fair and democratic elections;
 - 3.13. Supporting media freedom and pluralism;
 - 3.14. Providing qualified and free legal aid to citizens;
 - 3.15. Supporting the development of public administration and reforms in Georgia;
 - 3.16. Working on issues of youth development;
 - 3.17. Supporting the integration of people with disabilities;
 - 3.18. Promoting the decentralization process and supporting capacity building in local self-governments of Georgia in order to ensure open government, citizen engagement, accountability and transparency.
 - 3.19. Carrying out educational activities in the following areas: human rights, democratic governance, freedom of expression, freedom of the media, e-governance and internet, public administration, the fight against corruption, social and economic policy, archival work, history, etc.;

3.20. Supporting and executing other initiatives that will support the democratic development of Georgia.

4. Forms of Activity

- 4.1. Monitor the transparency and accountability of public institutions;
- 4.2. Create and examine legislative proposals;
- 4.3. Participate in the legislative process;
- 4.4. Develop recommendations for the legislative, judicial and executive branches of government;
- 4.5. Conduct scientific, research, expert and consultancy activities;
- 4.6. Conduct paid and free trainings on various topics;
- 4.7. Monitor the election process to ensure its fairness and compliance with democratic principles;
- 4.8. Provide assistance to various social groups through consultation and other activities, in order to ensure the protection of their rights and freedoms;
- 4.9. Conduct various activities for the protection of public interest;
- 4.10. Organize preparatory, study and training programs, conferences, professional trainings and seminars, meetings, which will be aimed at increasing the qualification of different groups;
- 4.11. Invite Georgian and foreign experts to participate in events organized by the Institute;
- 4.12. Publish research papers, books, journals, information bulletins and brochures, and create electronic resources that will be connected with the fulfillment of the obligations envisaged by the Charter;
- 4.13. Conduct charity activities and issue grants (sub-grants) pursuant to the laws of Georgia.

5. In accordance with its goals and needs, the Institute may carry out all other activities and engage in all forms of activity that are not prohibited by the laws of Georgia.

6. The Institute may conduct commercial activities in accordance with Georgian law. Income received from such activities shall be used for the organization's goals.

Chapter II. Governing Bodies/Persons

Article 3. Governing Bodies

1. The Supervisory Board is the highest governing body of the Institute, which sets the general direction and development strategy of the Institute, elects the Executive Director and oversees his/her work.

2. The Executive Director or his/her Deputy conducts the everyday work of the Institute.

Article 4. Supervisory Board

1. The Supervisory Board is composed of at least 5 and not more than 11 members, one of which is the Chairperson of the Supervisory Board.
2. Unless it is otherwise indicated in this Charter, decision-making in the Supervisory Board is conducted through simple majority voting.
3. The Chairperson of the Supervisory Board sets the meeting of the Board at least twice per year. The Chairperson sends out meeting invitations by e-mail or through regular mail at least 10 days prior to the meeting of the Supervisory Board. The form of the invitation must include the possibility to confirm its reception.
4. An emergency meeting of the Supervisory Board can be set by the Executive Director (in his/her absence by the Deputy Director) of the Institute or a request of 3 Board members upon necessity and/or in instances envisaged by the Charter, or when called for by the Institute's interests. The Executive Director must be notified of the meeting and its agenda.
5. The Supervisory Board is not authorized to make decisions on issues that are not indicated in the agenda of the meeting. The agenda of the meeting must be attached to the invitation of the Supervisory Board meeting.
6. Each member of the Supervisory Board has 1 vote. In case of an equal distribution of votes, the Chairperson of the Board has the authority to break the tie.
7. The Supervisory Board meeting has decision-making authority, if 2/3 of the Board members are present at the meeting. If the Supervisory Board meeting has no decision-making authority, the Chairperson of the Supervisory Board can reschedule the meeting with the same agenda within 8 days. Members of the Supervisory Board may participate in the meeting remotely, using an electronic means of communication.
8. The Chairperson of the Supervisory Board presides over the meetings of the Supervisory Board. The Chairperson of the Supervisory Board is elected by 2/3 majority of the members of the Board, with all of the Board members present during the vote. Each member of the Board possesses the authority to nominate a candidate.
9. The official records of the Supervisory Board meetings are made by the meeting secretary, who is elected among the Board members by a simple majority of the votes of present Board members at the beginning of the meeting. The official records of the Board meeting are signed by every Board member present at the meeting.

Article 5. Election of the Members of the Supervisory Board and Termination of their Authority

1. Supervisory Board Members are elected for a 4 years term, with a possibility to extend the term by 2 years.
2. A Supervisory Board Member may extend his/her term by submitting a written request to the full composition of the Supervisory Board at least 14 days prior to the expiration of the term. The Supervisory Board votes on the request, makes a decision with a simple majority and includes the decision in the meeting protocol.
3. Before the expiration of their term, the existing composition of the Board elects new members of the Supervisory Board, based on a written recommendation from an active or past member of the Board.
4. Upon sending a written request to the Supervisory Board, the following persons automatically become members of the Supervisory Board:
 - 4.1. Founder of the Institute - if he/she is not directly involved in the projects and activities of the Institute and does not hold the position described in Paragraph 8 of this Article at the moment of becoming a Board Member.
 - 4.2. Executive Director of the Institute after termination of his/her power of the executive director - if he/she has no less than 5 years of experience working as an Executive Director and does not hold the position described in Paragraph 8 of this Article at the moment of becoming a Board Member. This rule does not apply if the authority of the Executive Director was terminated by a decision of the Supervisory Board that was made on the basis of Article 7, Paragraph 8 of this Charter.

(Amended according the decision of the Supervisory Board of the Institute. March 23, 2022).
 - 4.3. The limitation to the maximum number of Supervisory Board members stipulated in Article 4, Paragraph 1 does not apply to the rule described in Subparagraphs 4.1 and 4.2 of this Article.
5. The Institute initiates the selection procedure of a new Supervisory Board member 45 days prior to the expiration of the term of the outgoing Board member. The Supervisory Board invites the selected candidates for an oral interview.
6. The full composition of the Supervisory Board elects the Supervisory Board membership candidate with a 2/3 majority of votes in favor.
7. A Supervisory Board Member shall not be employed in public service or be a member of a political union.
8. If a Supervisory Board Member or a candidate find themselves in circumstances described in Paragraph 7 of this Article, they must immediately notify this to other members of the Supervisory Board in a written form.

9. The authority of a Supervisory Board Member may be terminated preterm if:

- 9.1. The Board member appeals to the Board with a request to terminate his/her term;
- 9.2. The Board member has passed away, declared deceased or missing;
- 9.3. The Board member has become unable to perform their duties;
- 9.4. The Board member has taken a position described in Paragraph 7 of this Article;
- 9.5. The Board members has carried out an act that damages the reputation of the Institute.

10. The decision to terminate the authority of a Board member on the basis of Subparagraphs 9.1, 9.2 and 9.4 is made by the Supervisory Board with the simple majority of present members.

11. The decision to terminate the authority of a Board member on the basis of Subparagraphs 9.3 and 9.5 is made by the Supervisory Board with the 2/3 majority of the its full composition. The Board member must be given the opportunity to present an explanation.

12. The Supervisory Board launches the procedure stipulated in Paragraphs 5 through 7 of this Article within 14 days after the termination of the authority of a Board member.

Article 6. Competence of the Supervisory Board

1. The competence of the Supervisory Board includes:

- 1.1. Making amendments and supplements to the Charter;
- 1.2. Determining the main areas of activity of the Institute; approving its plans and performance reports;
- 1.3. Electing the Executive Director of the Institute, and terminating his/her authority;
- 1.4. Approving the Institute's annual report;
- 1.5. Developing and approving the Institute's development strategy documents;
- 1.6. Approving the Institute's organizational budget;
- 1.7. Creating branches and offices (appointing their heads), carrying out their reorganizations and liquidation, and approving their statutes and reports;
- 1.8. Making decisions on the termination of the Institute's activities (liquidation or reorganization);
- 1.9. Making decisions on the alienation and mortgaging of the real estate owned by the Institute, and alienation of more than 1/3 of its movable property;
- 1.10. Making decisions on founding of entrepreneurial and non-entrepreneurial legal entities of private law.
- 1.11. Other competencies granted by the Charter.

2. The decision of the Supervisory Board shall be valid and have legal force only after the decision is approved by the notary, except for Paragraphs 1.2, 1.4, 1.6 and 1.11 of this Article unless legislation of Georgia or the respective decision of the Supervisory oard requires otherwise.

(Amended according the decision of the Supervisory Board of the Institute. March 23, 2022).

3. The decision described in Paragraph 1.7 of this Article shall be made with 2/3 of the full membership of the Board.
4. The decision described in Paragraph 1.8 of this Article shall be made with 4/5 of the full membership of the Board.
5. The decision described in Paragraph 1.3 of this Article shall be made with 2/3 of the full membership of the Board.
6. The decision of the Supervisory Board to amend the Charter, as well as to amend this Article shall be made with 4/5 of the full membership of the Board.

Article 7. The Executive Director

1. The Executive Director oversees the daily operation of the Institute. The Executive Director is authorized for the management of the Institute.
2. The Executive Director of the Institute has a Deputy. The Deputy Director is appointed and dismissed by the Executive Director, in accordance with his/her term of authority.
3. If an existing Supervisory Board Member has a conflict of interest with a candidate for the Institute's Executive Director, he/she shall immediately notify this to other members of the Supervisory Board in a written form.
4. The Executive Director is appointed by the Supervisory Board of a 5 (five) year term. The authority of the Executive Director shall continue after the expiration of this period, until a new Director is elected.
5. The term of the Executive Director may be extended by only 2 (two) years based on the decision of the Supervisory Board. After the expiration of this period, the Supervisory Board elects a new Executive Director within 30 days.
6. The Executive Director is accountable to the Supervisory Board.
7. The Executive Director leads all areas of activity of the Institute.
8. The authority of the Executive Director may be terminated before the expiration of his/her term based on the decision of the Supervisory Board for intentional misuse of authority for personal use or otherwise, as well as if the conditions described in Article 5, Paragraph 10 have been met, in a manner prescribed by Paragraphs 11 and 12 of the same Article.
9. In case of the termination of the authority of the Executive Director, the authority of the Executive Director is transferred to the Deputy Director until the Supervisory Board elects a new Executive Director.

Article 8. Competence of the Executive Director

1. The Executive Director is authorized to:

- 1.1. Develop the program of activities of the Institute and implement its goals;
- 1.2. Manage the daily activities of the Institute;
- 1.3. Develop the draft budget of the Institute;
- 1.4. Oversee budget execution;
- 1.5. Make decisions related to new grants and projects in accordance with the strategy approved by the Supervisory Board;
- 1.6. Prepare proposals for changes to the Charter;
- 1.7. Submit the balance, plans and reports to the Supervisory Board for review and approval;
- 1.8. Approve the organizational structure and staff composition of the Institute;
- 1.9. Approve the performance and financial reports of the Institute to be submitted to the Supervisory Board;
- 1.10. Approve the symbols (emblem, flag) of the Institute;
- 1.11. Represent the Institute before all natural and legal persons, the state and judicial authorities;
- 1.12. Represent the Institute before international organizations and other partners;
- 1.13. Represent the Institute single-handedly and without prejudice with third parties;
- 1.14. Make any type of transaction, if it does not require a decision of the Supervisory Board;
- 1.15. Sign any kind of document and agreement;
- 1.16. Sign financial (accounting) documents;
- 1.17. Manage the financial resources of the Institute in accordance with its Charter;
- 1.18. Sign labor contracts and employ and dismiss employees;
- 1.19. Issue internal orders for the purpose of executing his/her functions;
- 1.20. Ensure the implementation of the decisions of the Supervisory Board;

2. The Executive Director reviews and makes decisions on all issues that are not part of the competence of the Supervisory Board as determined by this Charter.

3. The Deputy Director shall take over the functions of the Executive Director when the latter is absent, upon request from the Executive Director, or in other circumstances described in the Charter.

Article 9. Commissions and Advisory Bodies

1. The Supervisory Board of the Institute may, if necessary, set up temporary commissions, which can be granted special powers in-between Board meetings, including the authority to implement measures based on the audit report.

2. The statutes, composition, competence and rules of functioning of commissions shall be developed and approved by the Supervisory Board of the Institute.

3. The Institute may also have an Advisory Group, which issues recommendations to the Supervisory Board on all areas related to the functioning of the Institute. The composition of the Advisory Group is put together by the Supervisory Board.

Chapter III. Finances, Policy of Confidentiality and other Provisions

Article 10. Assets

1. The Institute's assets include donations from natural and legal persons, received grants, funds received in legally permitted forms for purposes stipulated in the organization's Charter, including income received from supplementary commercial activities and any other legal means.
2. The Institute's assets may only be used for purposes stipulated in the Charter.

Article 11. Financial Control and Accounting

1. The Executive Director of the Institute shall present the Supervisory Board with an annual detailed financial and asset analysis report.
2. The Institute shall conduct financial accounting based on international standards and current Georgian law.
3. The Executive Director is responsible for the timely submission of accounting reports.

Article 12. Confidentiality

1. All members of the Institute's Supervisory Board, as well as employees of the organization, are obligated to uphold confidentiality; the list of confidential information shall be defined by an order of the Executive Director and approved by the Supervisory Board.
2. Persons described in Paragraph 1 of this Article do not have the right to use or disseminate confidential information on the Institute's activities without authorization from the Executive Director.
3. The duty of confidentiality described in this Article continues after the resignation of an employee or member of the Supervisory Board.

Article 13. Reorganization and Liquidation

1. The reorganization of the Institute shall be conducted on legal grounds in accordance with the law. Reorganization or liquidation of the Institute is conducted on the basis of a decision by the Supervisory Board.

2. In case of the liquidation of the Institute, all current activities must be concluded, conditions must be determined, the remaining assets must be expressed monetarily, and creditors must be satisfied. The remaining assets shall be distributed in accordance with the law.

Article 14. Final Provisions

1. Prior to the appointment of the Institute's Executive Director by the Supervisory Board, the following person shall be the acting Executive Director:

Giorgi Kldiashvili

Date of birth: June 21, 1979

Identification number: 01017005502

Address: 4 B. Kraveishvili Street, Apartment 18.

2. The founders of the Institute shall agree upon the composition of the first convocation of the Supervisory Board no later than 1 (one) month after the entry into force of this Charter.

3. The present Charter shall enter into force from the moment of its registration in the registry of Non-Entrepreneurial (non-commercial) Legal Entities.

4. The cancellation, invalidation or change of any provision/article of the Charter has no effect on its other provisions/articles.

5. Deficiencies identified in the Charter will be dealt with in accordance with the law.

6. The present Charter has been compiled as a single copy and is kept in accordance with the law in the registry of Non-Entrepreneurial (non-commercial) Legal Entities.