

Non-Entrepreneurial (Non-Commercial) Legal Entity

Institute for Development of Freedom of Information

CHARTER

17 May, 2024

Tbilisi

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 a non-entrepreneurial (non-commercial) entity of private law, based on membership that is created in compliance with the Civil Code of Georgia.
2. The organizational and legal form of the Institute is a non-entrepreneurial (non-commercial) legal entity.
3. The full name of the Institute is 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: Niaghvari Street, N 4, apartment 18, 0108 Tbilisi, Georgia.
6. The person responsible for managing the central electronic platform of the Institute is the Executive Director of the Institute - Giorgi Kldiashvili (ID number: 01017005502; mobile phone: 599 77 01 00; email: g.kldiasvili@idfi.ge).
7. The website of the Institute is www.idfi.ge
8. The e-mail address of the Institute is info@idfi.ge
9. The Founders of the Institute are:

Levan Avalishvili (ID number: 01024005626, date of birth: November 29, 1978, address: Nutsubidze 5th micro district, block N9, apartment 27);

Giorgi Kldiashvili (ID number: 01017005502, date of birth: June 21, 1979, address: Niaghvari Street, N 4, apartment 18).
10. The Institute is independent from the status of its member(s), or from that of its manager(s), and representative(s). The responsibility of the Institute is limited to its property. Members, management, and authorized representatives are not liable for the obligations of the Institute. The Institute is also not liable for the obligations of its members, its manager(s), and representative(s).
11. The Institute possesses an independent balance and can open accounts of any kind (including currency) in Georgian and foreign financial institutions and banks.

12. In order to achieve the set goals, the Institute is authorized to establish branches and representations, both in Georgia and abroad.
13. The Institute may join other civic associations (including international).
14. Pursuant to the set goals, the Institute may operate both on the territory of Georgia and abroad.

Article 2. Vision, Mission, Goals, and Forms of Activity of the Institute

1. IDFI's Vision is – informed and empowered society for democratic governance.
2. The mission of the Institute is to strengthen society and increase its inclusiveness and awareness. To this end, the Institute works on raising civic awareness, developing democratic institutions and protecting human rights, promotes the implementation of good governance, and prepares informative reports, quality studies, and recommendations; The Institute advocates for new initiatives and reforms of existing policies, laws, and practices.
3. The main goals of the Institute are:
 - 3.1 Promoting democratic governance and democratic institutions, developing the right to freedom of information;
 - 3.2. Enhancing the transparency and accountability of public institutions;
 - 3.3. Development of independence, impartiality, and accountability of democratic institutions, strengthening the principles of the rule of law. Promoting the conduct of fair and democratic elections;
 - 3.4. 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;
 - 3.5. Supporting the development of the justice system and the judiciary; promoting the development of fundamental human rights and freedoms;
 - 3.6. Supporting the development and reform of public administration in Georgia; developing the use of innovations and technologies in public administration;
 - 3.7. Promoting the openness of archives, researching the Soviet past, and raising awareness about it;
 - 3.8. Promoting freedom of expression, media freedom, and media pluralism;
 - 3.9. Developing the rights of children and persons with disabilities;
 - 3.10. Promoting the development and capacity building of local self-governments of Georgia in order to ensure open governance, citizen involvement,

- accountability, and transparency;
- 3.11. 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.;
 - 3.12. Supporting civic initiatives that facilitate the democratic development of Georgia.
4. The activities of the Institute include the following:
- 4.1. Monitoring the transparency and accountability of public institutions;
 - 4.2. Developing recommendations for the legislative, judicial, and executive branches of government;
 - 4.3. Developing and providing expert evaluations of legislative proposals; participation in the law-making process in accordance with the legislation of Georgia;
 - 4.4. Conducting scientific, research, expert, and consultancy activities; Conducting and/or participating in trainings on issues that fall within the competence of the Institute;
 - 4.5. Conducting educational, qualification-raising, and other programs, conferences, as well as professional trainings and seminars, meetings;
 - 4.6. Publication of research results, in particular books, magazines, informative brochures, as well as creation and development of electronic resources;
 - 4.7. Providing free legal assistance and free consulting services to individuals, state institutions, as well as legal entities under private and public law;
 - 4.8. Cooperating with public institutions. Participating in processes of legal importance provided for by public law, including the selection competitions for officials in the cases provided for by the legislation of Georgia;
 - 4.9. Conducting charity activities and issuing grants (sub-grants) pursuant to the laws of Georgia.
5. In accordance with its goals and needs, the Institute is authorized to carry out all other activities and use any form of activity that is not prohibited by law.
6. The Institute may conduct commercial activities in accordance with the legislation of Georgia. Income received from such activities shall be used for the Institute's goals.

Article 3. Governing Bodies of the Institute

1. The highest governing body of the Institute is the General Meeting, which determines

the goals and strategy of the Institute's activities, elects the Executive Director and his/her Deputy.

2. The Executive Director and Deputy Executive Director manage the Institute's day-to-day operations. The Executive Director and the Deputy Executive Director carry out managerial activities of the Institute both jointly and independently of each other, individually.

Article 4. Formation of the General Meeting of the Institute

1. The highest governing body of the Institute is the General Meeting. The General Meeting consists of the Founders of the Institute and members of the Institute. The founding members of the Institute are the persons provided for in paragraph 9 of Article 1 of this Charter. The Founders of the Institute simultaneously enjoy all the rights and obligations of members of the Institute.
2. The total number of members of the General Meeting should not exceed 9 natural persons.
3. A natural person who knows and shares the goals of the Institute, has the necessary qualifications, experience, and reputation to achieve the goals of the Institute, may become a member of the Institute.
4. A member of the Institute shall not be a member of a political party and/or a person employed in a public institution.
5. A person who wants to become a member of the Institute submits a written application to the General Meeting of the Institute. The written application must include confirmation that the applicant is not a member of a political party and is not employed in public service.
6. A person's Institute membership shall be terminated on the following grounds:
 - 6.1 Based on a personal request;
 - 6.2 In case of death or being declared deceased or missing by a court decision;
 - 6.3 In case of gross violation of the obligations provided for by the Chapter;
 - 6.4 Acting against the goals of the Institute, carrying out activities or holding a position incompatible with the principles and goals of the Institute, using the Institute's authority and business reputation for commercial, political, or personal purposes;
 - 6.5 In the presence of other circumstances, which preclude the possibility of him/her exercising the powers of a member of the Institute.

7. The General Meeting of the Institute decides on accepting a person as a member of the Institute and/or terminating the status of a member.
8. A member of the Institute exercises authority personally. Delegation of authority to a third party is prohibited.
9. A member of the Institute has the authority to participate in a session of the General Meeting with a voting right and submit an opinion on the issue(s) to be decided by the General Meeting. The member of the Institute enjoys other rights granted to him/her by this Charter without hindrance.
10. A member of the Institute is obliged to act in good faith and protect the business reputation of the Institute. A member of the Institute shall take all measures within the scope of his/her competence and authority to achieve the goals of the Institute.

Article 5. Convocation of the General Meeting, Decision-making Procedure

1. The General Meeting shall be convened by the Executive Director of the Institute or his/her deputy once a year by sending a written electronic notice at least (5) five days before the meeting. The form for sending a notice shall allow confirmation of receipt of the notice.
2. If necessary, the Extraordinary General Meeting may be convened by the Executive Director of the Institution or his/her deputy, also with the request of $\frac{1}{2}$ of the members of the Institution. The Extraordinary General Meeting may be convened regardless of the time limits set forth in paragraph 1 of this Article.
3. The General Meeting elects the Chairperson of the General Meeting. The Chairperson shall be elected by a majority of $\frac{1}{2}$ of the members present. The General Meeting may be attended by invited persons if it is necessary for the purpose of a thorough investigation/evaluation of the issue to be decided.
4. Each member of the General Meeting has one (1) vote. The General Meeting can be held either in person or via electronic video communication. The decision of the General Meeting is documented by the minutes of the General Meeting, which is signed by all members present at the meeting. A member of the General Meeting has the right to express a dissenting opinion, which will be included in the minutes of the meeting.
5. The minutes of the General Meeting is made by the Chairperson of the General Meeting no later than 7 days after the end of the General Meeting.

6. The authorities of the General Meeting of members of the Institute include:
 - 6.1. Making amendments and additions to the Charter;
 - 6.2. Election of the Executive Director of the Institute and his/her deputy and premature termination of their authority; Approval of the report of activities submitted by the Executive Director of the Institute;
 - 6.3. Making decisions on the transfer and mortgaging of the real estate owned by the Institute, and making/concluding transactions on more than 1/2 of its movable property;
 - 6.4. Making decisions on the termination of the Institute's activities (liquidation or reorganization);
 - 6.5. Adopting other decisions that fall under the exclusive competence of the General Meeting in accordance with the legislation of Georgia and/or this Charter.
7. The decision of the General Meeting of members of the Institute, which requires notarization and/or registration in the Registry of Entrepreneurial and Non-entrepreneurial (Non-commercial) Legal Entities, is valid, accordingly, after the notarization and/or registration. Other decisions of the General Meeting are valid upon approval.
8. The General Meeting is authorized to make a decision if at least half of the full composition of the members is present. Except for the matter provided for in subparagraph 6.4 of this Article, as well as other exceptions provided by the Charter, the decision of the General Meeting is made by the majority of votes of the members present.
9. The decision provided for in subparagraph 6.4 of this Article is made by a majority of $\frac{3}{4}$ of the full composition of the General Meeting.

Article 6. Executive Director and Deputy Executive Director

1. The daily activities of the Institute are managed by the Executive Director and the Deputy Executive Director. The Executive Director and his/her deputy are the persons with management and representative powers of the Institute. The Executive Director and Deputy Executive Director carry out managerial activities and exercise representative powers of the Institute both jointly and independently of each other, individually.
2. The Deputy Executive Director is equipped with all the powers of the Executive

Director and is bound by all the obligations of the Executive Director.

3. The Deputy Executive Director shall be elected together with the Executive Director. The authorities of the Executive Director and his/her deputy are not dependent on each other. Termination of the powers of the Executive Director does not result in the termination of the powers of the Deputy Executive Director.
4. The Executive Director and his/her Deputy are elected by the General Meeting for a term of 3 (three) years. The authority of the Executive Director and his/her Deputy continues even after the expiration of this term, until the election of a new Executive Director and/or Deputy Executive Director. The Executive Director and his/her Deputy may be reelected for two consecutive terms.
5. A person who is a member of a political party and/or employed in a public institution cannot be elected as the Executive Director or Deputy Executive Director.
6. The authority of the Executive Director and his/her Deputy may be terminated before the expiration of his/her term based on the decision of the General Meeting, made in the prescribed manner, on the grounds of intentional misuse of authority or its use for personal purposes. The decision to terminate the powers of the Executive Director and/or the Deputy Executive Director is made by the General Meeting.
7. The Executive Director of the Institute is Giorgi Kldiashvili (ID number: 01017005502, date of birth: June 21, 1979, address: Niaghvari Street, N 4, apartment 18).
8. The Deputy Executive Director of the Institute is Levan Avalishvili (ID number: 01024005626, date of birth: November 29, 1978, address: Nutsubidze 5th micro district, block N9, apartment 27).

Article 7. Authorities of the Executive Director and Deputy Executive Director

1. The authorities of the Executive Director and Deputy Executive Director include:
 - 1.1. Managing the daily activities of the Institute to achieve the goals of the Institute. Representation of the Institute in relations with third parties, including state bodies and public institutions;

- 1.2. Approval of the Institute's Development Strategy and Action Plan. Once a year or upon request, presenting a report on the activities of the Institute to the General Meeting;
 - 1.3. Preparing proposals for adopting amendments to the Charter of the Institute and submitting them to the General Meeting. Creating branches and representations of the Institute and coordinating their activities;
 - 1.4. Making decisions related to receiving a new grant, approving projects, and/or issuing sub-grants;
 - 1.5. Approval of the organizational structure and staffing composition of the Institute. Hiring and dismissing employees;
 - 1.6. Management and administration of the Institute's property for the organizational development of the Institute and the achievement of the goals stipulated in this Charter.
2. The Executive Director and the Deputy Executive Director make decisions on all issues that do not fall within the authorities of the General Meeting of the Institute. In order to exercise their powers, the Executive Director and the Deputy Executive Director issue internal organizational legal acts - orders and decrees;
 3. The Executive Director and the Deputy Executive Director exercise the powers provided for in this Article both jointly and independently of each other, individually.

Article 8. Control Powers of the General Meeting and Temporary Bodies

1. The General Meeting is authorized to address the Executive Director or the Deputy Executive Director with a question regarding the issues(s) within their competence. The addressee of the question is obliged to answer the question of the General Meeting.
2. The General Meeting of the members of the Institute, if the need arises, is empowered to create temporary commissions which can be given special authority to examine an issue raised before the commission in the period between General Meetings.
3. The statutes, composition, competence, and functioning of the commissions are developed and approved by the General Meeting.

Article 9. Assets of the Institute

1. The assets of the Institute are created from grants obtained, donations, and assets received in any form permitted by law for the purposes provided for in the Institute's Charter, including revenue received from auxiliary entrepreneurial activities and any other legal means.
2. The assets of the Institute may be used only for the purposes set by the Charter and may be used only for the fulfillment of these purposes and/or for the promotion of organizational development.

Article 10. Financial Control and Accounting

1. The Institute shall conduct financial accounting based on international standards and the current legislation of Georgia.
2. The Executive Director and his/her Deputy are responsible for the state of accounting, timely submission of accounting and other reports.

Article 11. Confidentiality

1. All members of the Institute, as well as employees of the organization, are obligated to uphold the confidentiality of information.
2. Persons described in Paragraph 1 of this Article do not have the right to use for personal reasons or disseminate confidential information on the Institute's activities without authorization from the Executive Director or the Deputy Executive Director.
3. The duty of confidentiality described in this Article remains in force even after the termination of the status of the persons named in this Article.

Article 12. Reorganization and Liquidation

1. The reorganization and liquidation of the Institute shall be conducted in accordance with the law. The decision on reorganization or liquidation is made by the General

Meeting of the Institute.

2. In case of the liquidation of the Institute, all current activities must be concluded, conditions must be determined, the remaining assets must be converted into monetary form, and the creditors must be satisfied. The remaining assets shall be transferred to another non-commercial (non-entrepreneurial) legal entity, which acts to achieve the same or similar goals as those provided for in this Charter. The legal entity receiving the assets is determined by the General Meeting.

Article 13. Transitional and Concluding Provisions

1. This Charter enters into force from the moment of its registration in the Registry of Entrepreneurial and Non-entrepreneurial (Non-commercial) Legal Entities.
2. Upon entry into force of this Charter, the Charter of the Institute of March 16, 2017, shall be declared void.
3. Revocation, annulment, or amendment of any provision/article of the Charter does not affect other provisions/articles of the Charter.
4. Should deficiencies be discovered in the Charter, the conditions established by law shall be applied.
5. This Charter is drawn up in two copies, which are kept in accordance with the law in the Institute and the Registry of Entrepreneurial and Non-entrepreneurial (Non-commercial) Legal Entities..

Members of the Supervisory Board:

Davit Maisuradze (ID: 59002007532), Chairperson -----

Natia Kuprashvili (ID: 60001006837) -----

Nino Vasadze (ID: 01017008742) -----

Dimitri Aleksidze (ID: 01031000775) -----

Ketevan Gomelauri (ID: 01017007881) -----

Nino Chikovani (ID: 01008020903) -----

Nikoloz Simonishvili (ID: 20001062294) -----

Founders of the Institute:

Levan Avalishvili (ID: 01024005626) -----

Giorgi Kldiashvili (ID: 01017005502) -----