

**Non-Governmental Organization**  
**N(N)LE Georgian Association for Laboratory Animal Science GALAS**

**STATUTE**

accepted on  
February 10, 2016

**Article 1**  
**General Provisions**

1.1. Georgian Association for Laboratory Animal Science is a membership-based non-profit (non-commercial) organization

1.2. Association is registered in the Public Registry of Georgia

1.3. Association name

A) the full name of the association:

Georgian: საქართველოს ლაბორატორიული ცხოველების მეცნიერებათა ასოციაცია „გალას“

English: Georgian Association for Laboratory Animal Science „GALAS“

B) the short name:

Georgian: გალას

English: GALAS

1.4. Legal form: non-profit (non-commercial) legal entity [N(N)LE]

1.5. Legal address: 20 Ateni st., Tbilisi, 0179, Georgia. Association has an independent balance, round seal with its own name, bank accounts (including accounts in foreign currency) in banks in Georgia as well as abroad and other attributes of a legal entity.

1.6. The association is independent; any influence or interference in the activity is prohibited, except for the special legislation cases.

1.7. Association is independent of the state of its member(s), as well as administrative and an authorized representative(s). Liability is solely limited to the assets of the association. Association members, as well as its authorities and the authorized representative(s) are not liable for obligations of the Association. In turn the Association is not liable for the association's own members, as well as its administrative and an authorized representative(s) obligations.

1.8. Objectives of the Association:

1.8.1. To act as the central body of a laboratory animal research in Georgia;

1.8.2. To draft and promote legislative proposals, develop guidelines and regulations in the field of laboratory animals science in Georgia;

1.8.3. To implement state-of-the-art international experience in laboratory animals science in Georgian educational and scientific entities;

- 1.8.4. To assist in establishing / improving of the Use and Care of Laboratory Animals Institutional (University) Committees at research and education organization;
- 1.8.5. To promote the proper use of experimental animals for scientific or educational purposes in order to optimize/reduce the number of laboratory animals, and facilitate their replacement by implementation of alternate research methods;
- 1.8.6. To draw public attention to the benefits of the use of animals for scientific research in human health;
- 1.8.7. To support and implement research and educational projects in laboratory animals science;
- 1.8.8. To support association members in obtaining of special knowledge and facilitate the recognition of their status in Georgia and abroad;
- 1.8.9. To cooperate with foreign countries in the area of laboratory animals science, assist scientists and students in internships abroad to improve their professional skills; Invite highly qualified foreign specialists for public lectures, seminars and trainings;
- 1.8.10. To organize professional meetings, conferences, conventions, symposiums and trainings; support association members to participate in international forums.
- 1.8.11. To collaborate with other Georgian and foreign associations and civil organizations on the basis of cooperative agreements;
- 1.8.12. To develop and promote intellectual property protection;
- 1.8.13. To take participation in charitable activity.
- 1.9. Depending on its objectives, the association may act as on the entire territory of Georgia, as well as abroad.
- 1.10. The Association may become a member of another association, union and organization.
- 1.11. To implement the objectives, the Association has legal sources of income, received from grants, membership fees and donations.
- 1.12. The Association is authorized to carry out ancillary activities (including entrepreneurial activities). The profit obtained from mentioned activities must be used solely for the realization of the goals of the Association. Such activities as a profit distribution between the Association's founders, members, donors, as well as the administrative and the authorized representative of the parties is prohibited.
- 1.13. Association-owned property can be alienated if the alienation contributes to the implementation of the Association's goals, its operational activities, organizational development, or for charitable purposes.
- 1.14. All disputable issues between the Association and other legal entities and citizens are to be treated in accordance with Georgian Law.
- 1.15. The Association is established for an indefinite period.

## Article 2 Founders

### 2.1. Founders

1.	Chitiashvili	Vaja
2.	Chitiashvili	Levani
3.	Gasimova	Gulnaz
4.	Kordzaia	Mtvarisa
5.	Lomtadze	Nona
6.	Mchedlishvili	Kakha
7.	Metreveli	Levani
8.	Modebadze	Tatia
9.	Mulkijanyan	Karen
10.	Ramishvili	Marine
11.	Tsatsiashvili	Dachi
12.	Tsitskishvili	Levan

## Article 3 Association Management

3.1. The highest governing body of the Association is the Founders Meeting, which is convened by the Presidium and held for at least 2 times per year.

3.2. Founders Meeting is authorized if it is attended by  $\frac{1}{2} + 1$  member. The Founders Meeting takes decisions by majority vote of those present, if any other statute or law is not provided. Every member shall be entitled to one (1) vote upon every matter raised. The vote cannot be transferred.

3.3. Founders Meeting is authorized to decide on all the issues that in scope of this statute and the applicable laws are beyond the competence of the Presidium of the Association;

3.4. Founders Meeting is conducted in accordance with the regulations, approved by the founders in advance.

3.5. The minutes shall be signed by the Chairman of the Founders Meeting. He is responsible for the veracity and authenticity of the minute the Founders Meeting.

3.6. Founders Meeting are recorded in a registry journal that should include the following:

- i. Serial number of the Founders Meeting;
- ii. The date and place of the Founders Meeting;
- iii. Executive person's title and signature.

3.7. The President of the Association is authorized to maintain and keep Founders Meeting registry journal.

3.8. The Founders Meeting is authorized to:

- a) approve the main directions of the Association's activities and plans;

- b) approve the annual report;
- c) elect and dismiss the Presidium of the Association, President and Vice-President, audit committee members;
- d) establish branches and representative offices and approve regulations, determining the scope of their powers;
- e) change the statute
- f) determine the obligations and the amount of the Association membership fees, as well as for its repeal;
- g) approve the budget of the Association;
- h) cancel the decision of the constituent assembly;
- i) convene the Annual General Meeting of the Association;
- j) if necessary, create an Audit Commission and approve its charter;
- k) execute other powers, determined by the Association statute

3.9. The decision on changing of the Association Statute needs at least 2/3 of votes of founders;

3.10. In the case of equality of voting, new elections are held. If the votes are equally divided again, the question is denied.

3.11. Statute signing authority is transferred to the President of the Association.

3.12. The Founders Meeting procedure:

3.12.1. The Founders Meeting is convened by the Presidium of the Association (at least 2 times per year) or demanding on the interests of the Association by:

- a) its own initiative;
- b) the President's or a third of the founders' written request, not later than one month after the receipt such request.

3.12.2. An invitation to the Founders Meeting, as well as an information about the Meeting should be accompanied with the agenda.

3.12.3. Notification of a Founders Meeting must be given to all founders at least two weeks prior to the event. Notification message may be sent by email.

3.12.4. Members who cannot attend the Founders Meeting have the right to vote in writing duty's request. They are equal to the attending persons.

3.12.5. The decision to include changes in the Statute in the Founders Meeting is a power of the, except when the project is submitted by one fifth of the Association members.

3.13. General Meeting of the Association.

3.14. General Meeting of the Association has a power to:

- a) determine the main directions of the Association's activities and plans;
- b) review the annual report of the Association ;
- c) nominate the candidates for the election to the Presidium of the Association;
- d) review the charters and instructions of Association branches and representative offices
- e) determine and change the amount of membership fees and set/cancel payment obligations;
- f) review the draft budget of the Association;

g) annual decisions of the General Meeting of the Association.

3.15. The General Meeting of the Association invitation procedure:

3.15.1. The General Meeting is convened by the Presidium of the Association at least once a year;

3.15.2. An invitation to the General Meeting, as well as an information about the Meeting should be accompanied with the agenda.

3.15.3. Notification of a General Meeting must be given to all members at least two weeks prior to the event. Notification message may be sent by email;

3.15.4. Only attending members have the right to vote;

3.15.5. General Meeting takes decisions with the majority of votes, unless otherwise provided by statute or law is not provided. Each member has one vote. The vote may not be transferred.

## **Article 4**

### **Association Representation**

4.1. The Association is under the direction of the Presidium of the Association (hereinafter referred to in the text - "The Presidium"), which is the permanent governing body of the Association;

4.2. Presidium meetings are convened by the President demanding on the needs of the Association, or on the request of any member of the Presidium;

4.3. The Presidium consists of 7 (seven) members;

4.4. Members of the Presidium are elected for five (5) years by the Founders Meeting, The powers of the Presidium after the expiration continues until new Presidium is elected;

4.5. In case of Presidium member's resignation, or the other reason (discharge from office, illness, etc., which makes it impossible to fulfill the duties of the Presidium member) the immediately convenes an extraordinary Founders Meeting, which will elect a new Presidium member for the the remaining term of office.

4.6. Member of the Presidium may be dismissed in case of abuse of power, obligations, or the statute violation only by the decision of Founders Meeting.

4.7. The Presidium is valid if more than half of the members are present. If not otherwise provided by statute, a decision is made by majority vote. Members of the Presidium should be notified about the date and agenda of the regular meeting at least 7 days prior the event, and in case of the the extraordinary meeting - on the instant.

4.8. The Presidium:

- a) convenes and conducts the Founders Meeting and General Meeting of the Association, notifying the date and agenda to the participants in at least two weeks prior to the event;
- b) submits the project of amendments of the statute to the founders at least one week prior the Founders Meeting;
- c) consents to the appointment of branches and the advisory boards managers;

- d) confers upon a secret ballot the ordinary/honorary membership, as well as its termination;
- e) warns the members of the association, whose activities are contrary to the goals of the Association or who violates its obligations under the Statute;
- f) sets communication rules with the members and membership applicants;
- g) develops strategic directions and submits for approval to the Founders' Meeting;
- h) approves the Association's activities, financial reports, and submits them to the General Meeting of the Association;
- i) decides the issues on membership in another registered organizations or founding new legal entities;
- j) approves the organizational structure submitted by the President;
- k) establishes the salary rate of the association employees (if applicable);
- l) elects the editorial board of the printed media of the Association (if any);
- m) examines transactions related with the association's real estate, as well as loan, credit and surety agreements;
- n) determines and figures main directions of the Association's activities and plans;
- o) sets the target programs and supervises their implementation;
- p) reviews the Presidium designated persons' reports;

4.9. Presidium meeting is headed by the President of the Association in accordance with the Rules of Procedure approved by the Presidium. Minutes shall be signed by the President and members of the Presidium. The minutes should be numbered and dated in accordance with the records in the Association Registry Journal.

4.10. In case of early termination of powers of the Presidium member, a new member should be elected in accordance with Article 4.5 of present Statute.

4.11. The President of the Association maintains the Members Registry in accordance with rules established by the Presidium of the Association.

4.12. Presidium members of the Association are:

1. Karen Mulkijanyan;
2. Levan Chitiashvili;
3. Nona Lomtadze;
4. Kakha Mchedlishvili;
5. Mtvvarisa Kordzaia;
6. Dachi Tsatsiashvili;
7. Levan Tsitskishvili.

4.13. Association representative.

4.13.1. Association assigns representative powers to the Chairman of the Presidium (President of the Association), and in his absence - to his deputy (Vice-President of the Association).

4.13.2. Chairman of the Presidium of the Association and his deputy are elected by the Founders Meeting from among its members for five (5) years. A person can not be elected a Chairman of the Association for more than two consecutive terms.

4.13.3. Powers of the President of the Association and Vice President shall commence from the moment of choosing, and continues until the election a new respectively. If the President and Vice President can not fulfill their duties after the election of new chairpersons, their functions will be assigned to the oldest member of the Presidium of the Association.

4.13.4. The powers and functions of the President of the Association:

A) to carry out the statutory goals of the association's activities;

B) to maintain the activities of the Presidium of the Association and preside over its sessions;

C) to represent the Association (both inside and outside the country) in all legal relations with third parties;

D) to form and manage labor and directs it to the Office;

E) to supervise the Association's financial resources and other material properties and assure the accounting and other activities according to the law;

F) to interact with members of the Association and the candidates for membership in the manner prescribed by the Presidium;

G) to sign official documents, including financial documents on behalf of the Association;

H) to sign Association's real estate related transactions, as well as loan, credit and surety agreements on behalf of the Association;

I) to submit the organizational structure of the association to the Presidium;

J) to perform other functions assigned to it by the Statute in the interests of the Association.

4.13.5. Vice President may be authorized by President to perform the duties within the powers of the President. In case the President of the Association resigns, all his powers are transferred to Vice President until the new President will be elected.

4.13.6. The President of the Association may not engage in any activity that interferes with his powers or may cause a conflict of interest.

4.13.7. The Presidential Board of Advisors can be established. The Charter, structure and staff list of the Board of Advisors are approved by the Presidium of the Association.

## **Article 5**

### **Members' Rights and Obligations**

The Member of the Association may be:

A) Citizen of Georgia or foreign country, stateless person, who shares the goals of the Association;

B) Georgian resident or non-resident legal entity – Associate Member, which has its authorized representative in the Association; of the founders (members) and directors of Associate Member are not considered members of the Association.

C) Student

5.2. Association membership will be granted and withdrawn on a basis of a written application. It is necessary to get a written recommendation of at least two members of the Association. The final decision on membership granting is made by the Presidium within one month since application was submitted.

5.3. A person who actively supports the activities of the Association may be adopted by the Presidium as an Honorary Member of the Association. Honorary Member ownership is not subject to the rights and obligations of the Association.

5.4. Association Membership shall be terminated in following cases:

A) on own request of the Member;

B) 12 consecutive months of non-payment of membership fees without prior notice to the Presidium;

C) Court decision on incapacity;

D) death.

5.5. The decision to expel a Member from the Association should be adopted by secret ballot at the Presidium Meeting. A Member can be expelled from the association if its activity contradicts the aims of the Association or violates of its obligations under the Statute.

5.6. Association members are entitled to:

A) take part in the activities of the association, development and implementation of the association plans, programs, projects and other activities for the;

B) if applicable, to choose and to be elected to the Presidium of the Association, as well as to other managing or controlling bodies;

C) nominate candidates for elected officials;

D) obtain any information on Association's activities from the Association governing bodies;

E) in accordance with the goals and objectives of the association, take advantage of the membership to obtain the information and use logistical capabilities;

F) the expelled member has the right to appeal the decision of the Presidium of Association in court.

5.7. Member of the Association is obliged:

A) to comply with the regulations of the association;

B) to execute the decisions of the governing bodies of the Association;

C) to promote the objectives of the Association;

D) not to disclose confidential information related to the activities of the Association.

E) to pay the membership fee, if the fee will be determined by the commitment of the Founders' Meeting.

5.8. Copyrights

5.9.1. Association gestated intellectual property, if there is no separate agreement with the co-authors of copyright-legal relations in the determination of:



- each co-author has a copyright on intellectual property for the part, which is created by him and has the autonomous meaning.
- each co-author has a copyright on the part of the intellectual property, in the creation of which he has taken part and which has an independent meaning.
- none of the co-authors have the right to prohibit the use of the intellectual property of other co-authors, as well as to prohibit the continuation of activity on the basis of jointly created intellectual property.
- The intellectual property created under the leadership of the Association belongs to the Association.

5.9.2. If the intellectual property (or part thereof) created under Association leadership is subject to the paragraph 5.9.1, the author (co-author) shall indicate whether he used intellectual property (or part thereof) created under the Association leadership with reference to the other co-authors (if any).

5.9.3. The use of intellectual property (or part thereof) created under the Association leadership by persons who are not referred to in paragraph 5.9.1. without additional agreement, is prohibited

## **Article 6**

### **Property of the Association**

6.1. Property of the Association consists of membership fees, other legal sources of income: grants, voluntary contributions, donations, income from ancillary activities, as well as of tangibles.

6.2. Association property can only be used for statutory goals.

## **Article 7**

### **Reorganization / Liquidation**

7.1. Reorganization of the Association is carried out in accordance with the Georgian legislation.

7.2. Liquidation of the Association is carried out by the decision of the Founders Meeting, after achieving the goals, Court conviction of a criminal case, bankruptcy, or in accordance with Article 381 of the Civil Code of Georgia.

7.3. During the liquidation all current cases should be completed and closed, the requirements should be determined, the remaining property should be valued in monetary terms, creditors shall be satisfied and the remaining property shall be distributed among the authorized persons.

7.4. The decision of the Founders Meeting on liquidation of the Association should be registered by the Public Registry. The liquidation process begins upon its registration.

7.5. After the liquidation the Association's founders authorize the persons eligible to receive the property left after liquidation. The property alienation during the Association liquidation is possible, only if:

- A) alienation facilitates the implementation of the objectives set;
- B) serve charitable purposes;
- C) the property is transferred to another (non-profit) entity.

7.6. Distribution of property remaining after liquidation of the Association between founders, members, governing and authorized representative persons is prohibited.

7.7. If the founders of the Association have not determined a person eligible to receive the property left after the liquidation, the Court shall transfer the property left after to one or more (non-profit) legal entities, who have the objectives same or similar, to those of liquidated (non-profit) entity. If such organizations do not exist or cannot be determined, then this property may be transferred to the State. The court may distribute the remaining property after 6 months from the registration of start of liquidation process.

7.8. The liquidation is carried out by the governing authority person (s) or legally appointed liquidator. The liquidator is responsible as the governing and representative authority.

## Article 8 Final Clauses

8.1. The present Statute shall enter into force from the moment of signing by all founders.

8.2. If any of these statements have been declared invalid, it will not affect the other provisions of the statute.

8.3. In case of discrepancy between this Statute and the law, the latter shall prevail.

President of GALAS  
Karen Mulkiyanan

Vice President of GALAS  
Levani Chitishvili

