



GIPA – Georgian Institute of Public Affairs

CHARTER

Tbilisi, 2019

Article 1. Legal Status

1.1 The non-entrepreneurial (non-commercial) legal entity "GIPA – Georgian Institute of Public Affairs" (hereinafter the "University") is a non-entrepreneurial (non-commercial) legal entity that carries out its activities in accordance with the legislation of Georgia, including the Civil Code of Georgia.

1.2 The University is an authorized higher education institution of university status, implementing Bachelor's, Master's, Doctoral, and other levels of educational programs.

1.3 The full name of the University is: in Georgian: "ჯიპა – საქართველოს საზოგადოებრივ საქმეთა ინსტიტუტი"; in English: "GIPA – Georgian Institute of Public Affairs".

1.4 The address of the University is: 2 M. Brosset Street, Tbilisi, Georgia.

1.5 The legal form of the University is: a non-entrepreneurial (non-commercial) legal entity.

1.6 The University is not a membership-based non-entrepreneurial (non-commercial) legal entity.

Article 2. Mission and Activities of the University

2.1 The principal objectives of the University's activities are:

2.1.1 the training of highly qualified professionals possessing contemporary knowledge;

2.1.2 the development of educational projects and securing funding for them;

2.1.3 the implementation of educational programs at all levels of education, including the development and implementation of vocational, Bachelor's, Master's, and Doctoral programs;

2.1.4 promoting the employment of the University's graduates;

2.1.5 the development and implementation of the University's educational policy;

2.1.6 conducting scientific research activities and promoting the development of various fields of science;

2.1.7 establishing cooperation with educational institutions and scientific communities in Georgia and abroad;

2.1.8 cooperating with international and local donor organizations in connection with the funding of educational and other projects.

2.2 In order to achieve the objectives set forth in this Charter, the University may, by decision of the Rector, also carry out other ancillary activities that do not contravene the objectives declared in this Charter or the legislation of Georgia.

Article 3. Governing Bodies of the University

3.1 The governing bodies of the University are:

3.1.1 the Board;

3.1.2 the Rector;

3.1.3 the Academic Council.

Article 4. The Board

4.1 The Board of the University shall determine the general directions of the University's development.

4.2 The following matters fall within the exclusive competence of the Board:

4.2.1 amending the Charter of the University;

4.2.2 carrying out the reorganization of the University;

4.2.3 electing and removing the Chairperson of the Board;

4.2.4 electing and removing the Rector of the University;

4.2.5 reviewing the University's financial documentation.

4.3 The Board shall consist of no fewer than 5 and no more than 9 members, elected by the University's Academic Council for a term of 5 years, with due regard for their educational vision and in accordance with the principles set out in paragraph 4.4.

4.4 The Rector of the University is a member of the Board *ex officio*, by virtue of the position held. Of the members of the Board, no fewer than 2 members shall be representatives of the University's academic staff; no fewer than 1 member shall be a graduate of the University; no fewer than 2 members may be any person affiliated with the University (including a visiting lecturer, a representative of the academic staff, a graduate, or any other person).

4.5 The Board shall, as a rule, convene twice a year. An extraordinary meeting of the Board may be convened at the request of: the Chairperson of the Board, the Rector of the University, or no fewer than two-thirds of the full membership of the Board. When convening a meeting of the Board, the Chairperson of the Board/the person convening the meeting shall be obliged to notify the members of the Board in writing of the meeting (date, time, place, and agenda) no later than 10 (ten) calendar days prior to the meeting.

4.6 A meeting of the Board shall have quorum if attended by more than half of its full membership.

4.7 Decisions of the Board shall be adopted by a majority vote of those present, except for decisions relating to paragraphs 4.2.1, 4.2.2, and 4.2.4 of this Charter.

4.8 For the adoption of decisions provided for in paragraphs 4.2.1, 4.2.2, and 4.2.4 of this Charter, a meeting of the Board shall have quorum if attended by more than half of its full membership, and the decision shall be adopted by the consent of two-thirds of those present.

4.8¹ The Rector of the University may not be elected Chairperson of the Board. Furthermore, the Rector of the University shall not participate in the discussion of, or voting on, any matter provided for in paragraphs 4.2.3, 4.2.4, and 4.2.5 of this Charter, nor on any other matter which, by reason of the executive position held by the Rector, may give rise to a conflict of interest.

4.9 Meetings of the Board shall be chaired by the Chairperson of the Board, who shall be elected from among the members of the Board by a majority vote of the members of the Board for a term of 5 years. In the absence of the Chairperson of the Board, the meeting of the Board shall be chaired by a member elected by a majority vote of the members of the Board present.

Article 5. The Rector

5.1 The chief executive officer of the University is the Rector of the University. The Rector directs the day-to-day operations of the University. In the Rector's absence, the procedure for assigning the performance of the Rector's duties may be determined by the Regulations of the University.

5.2 The following matters fall within the exclusive competence of the Rector:

5.2.1 organizing and approving the planning of the University's short-term and long-term development strategy;

5.2.2 securing resources within the framework of the University's strategic development and administering their efficient and transparent expenditure;

- 5.2.3 ensuring the strategic planning of the University's academic and scientific processes;
 - 5.2.4 representing the University in relations with third parties;
 - 5.2.5 coordinating and managing the educational, scientific, and grant-related activities of the University's schools, individual programs, and structural units;
 - 5.2.6 concluding any transactions and agreements on behalf of the University, or granting any person the authority to conclude transactions or agreements;
 - 5.2.7 approving the budget of the University;
 - 5.2.8 approving the University's internal regulations (where necessary) and the Regulations of the University, which shall include, among other matters, determining the structure of the University;
 - 5.2.9 establishing legal entities of private law, making capital contributions thereto, and appointing/dismissing the directors (managers) thereof;
 - 5.2.10 exercising other powers that do not fall within the competence of the Board or the Academic Council.
- 5.3 The Rector of the University shall be elected by the Board for a term of five years, in accordance with the procedure established by Article 4 of this Charter.

Article 6. The Academic Council

- 6.1 The Academic Council of the University directs the University's educational and scientific activities.
- 6.2 The Academic Council of the University shall consist of the following members entitled to vote:
- 6.2.1 the deans of the schools determined by the Regulations of the University;
 - 6.2.2 by decision of the Rector, representatives of the University's academic staff, heads of structural units determined by the Regulations of the University, and the Rector's advisor(s), who are appointed/selected with due regard for their educational vision;
 - 6.2.3 3 (three) representatives of the University's academic staff, elected for a term of 3 years by a majority vote of the other members of the Council, with due regard for the educational vision presented by the candidates.
- 6.3 The right to nominate the candidates referred to in paragraph 6.2.3 of this Article shall belong to those persons designated by the Regulations of the University — namely, any dean of a school, the heads of individual programs and departments of the University, individual representatives of the University's academic staff, and student initiative groups of the University.
- 6.4 The Regulations of the Academic Council and the members of the Academic Council shall be approved by the Rector of the University.
- 6.5 The Academic Council shall be chaired by the Rector of the University, who shall have the right to vote on the Council.
- 6.6 The functions of the Academic Council shall be:
- 6.6.1 facilitating the implementation of the University's short-term and long-term development strategy;
 - 6.6.2 participating in determining the rules and conditions for the recruitment of academic staff and developing recommendations in that regard;

- 6.6.3 reviewing the educational programs developed by the schools and facilitating their implementation;
 - 6.6.4 developing and approving the rules governing the University's educational process;
 - 6.6.5 participating in the management of the educational process and of scientific research;
 - 6.6.6 electing/appointing members of the Board, and removing them prior to the expiry of their term;
 - 6.6.7 determining the priorities for the development of the University's educational programs;
 - 6.6.8 exercising other powers determined by the Regulations of the University.
- 6.7 The Academic Council shall, as a rule, convene once every three months. An extraordinary meeting of the Academic Council may be convened at the initiative of the Rector of the University. When convening a meeting of the Academic Council, the Rector of the University shall be obliged to notify the members of the Academic Council in writing of the meeting (date, time, place, and agenda) no later than 10 (ten) calendar days prior to the meeting. The Academic Council shall have quorum if attended by more than half of its members. Any decision of the Academic Council shall be adopted by a majority vote of those present.
- 6.8 The Academic Council shall elect the members of the Board by a majority vote of those present at a meeting of the Council.

Article 7. Structure of the University

- 7.1 The structural units of the University shall be the schools of the University, the Research Department, the Administration, and other structural units determined by the Regulations of the University.
- 7.2 The structure of the University shall be developed and approved by the Rector of the University through the Regulations of the University.
- 7.3 The Rector of the University shall have the right to establish advisory bodies of the University.

Article 8. Reorganization and Liquidation of the University

- 8.1 The reorganization and liquidation of the University shall be carried out in accordance with the procedure established by the legislation of Georgia.
- 8.2 In the event of voluntary liquidation, only the Board may adopt a decision on the liquidation of the University, in accordance with the legislation.

Article 9. Transitional and Final Provisions

- 9.1 From the entry into force of this Charter until 31 December 2020, the Rector of the University appointed under the procedure existing prior to the entry into force of this Charter shall retain his/her authority. During that same period, the Rector of the University shall exercise the powers of the head of the University and of all governing bodies.