

Approved
Founders Protocol No. 1 of 3 January,2017

The statute of Georgian Association of Oncological Urology

Tbilisi
2017 წელი

Article 1
General Provisions

- 1.1. **Association of Oncological Urology of Georgia** (hereinafter referred to as Association) is a membership-based non-entrepreneurial (non-commercial) legal entity, which acts in accordance with the Georgian Constitution, legislation and the statute.
- 1.2. Association of Oncological Urology of Georgia shall be deemed to be derived from the moment of registration in the Register of Entrepreneurial and Non-Entrepreneurial (Non-Commercial) Legal Entities.
- 1.3 Full name of the Association : „**Association of Oncological Urology of Georgia**“.
- 1.4 The legal form of the Association : non-entrepreneurial (non-commercial) legal entity (Association)
- 1.5 Legal address:N5 Ljubljana Str.,9th floor, Tbilisi, Georgia. **e-mail: goua.info@gmail.com .**
- 1.6 The Association is independent from condition of its members, as management and representative authorities.Responsibility of the Association is limited to its property. Members,management and representative authorities shall not be liable of the Association liabilities. Also, the Association shall not be responsible for the obligations of its members, as well as management and representative authoritys.
- 1.7. Pursuant to the aims of the Association, it shall serve throughout the whole territory of Georgia and abroad.

Article 2
The types of activities of the Association and Objectives

- 2.1 The types of activities of the Association and Objectives are to unite urologists, oncologists, radiotherapy specialists, radiologists, pathologists and any other specialty doctors; Also, scientists, health care organizers and any other specialty people and organizations whose activities are linked to urogenic diseases.
- 2.2 Improvement of multidisciplinary treatment management of uro-oncological diseases in Georgia.
- 2.3.Facilitation of scientific research of urogenic diseases.
- 2.4 In order to achieve the statutory goals, the Association encourages: approximation of scientific-practical achievements in the uro-oncology in Georgia with modern international scientific-practical achievements.
- 2.6 Establishment of the uro-oncological education system in compliance with international standards.
- 2.7 In order to improve organizational management, it cooperates with local and international sector associations,including professional associations.
- 2.8 Creation of the structural units of the society throughout the whole territory of Georgia.
- 2.9 Approximation of the scientific-practical level of Georgian uro-oncology to the international scientific-practical achievements.
- 2.10 Promotes the improvement of the level of education of specialists involved in the study, treatment and management of urological diseases and equalizing modern standards.
- 2.11 Development of guidelines, protocols, algorithms, perfection, modernization, conformity with modern standards.
- 2.12 Creation tumor board of urological diseases
- 2.13 Participation in examinational cases of uro-oncological diseases.
- 2.14 Participation in the process of licensing of doctors in urology, oncology, urology and other related specialties.
- 2.15 Elaboration and control of residency, Fellowship, Doctoral training programs.
- 2.16 Facilitation of the preparation of doctors in urological oncology using residency, fellowship, internships and other mechanisms.

- 2.17 Arrangement of International and Regional Educational Conferences
- 2.18 Cooperation with public and private sector health organizations or any other structural units to improve the management of urological diseases.
- 2.19 Determination of the prospective strategies of urogenic diseases management.
- 2.20 Publishing of Scientific practical literature, publication of journals and creation of electronic media.
- 2.21 Publication of information materials for the awareness of patients.
- 2.22 Finding financial resources from international and local sources, scientific researches of uro-oncological diseases and societies to carry out the above objectives and to help those institutions who are engaged in uro-oncological instructions and scientific research.
- 2.23 Promotion of mutual cooperation of medics and healthcare organizers of the field of fundamental research, for the forming, development and implementation of new directions.
- 2.24 Engagement in auxiliary entrepreneurial activity that does not change its nature as a non-profit legal entity and the profit received from the auxiliary entrepreneurial activities should be used to realize the goals of a non-entrepreneurial (non-profitable) legal entity. Distribution of profits resulting from such activities is not permitted by the founders, members, donors, as well as entities with the management and representative authority of a non-entrepreneurial (non-commercial) legal entity.
- 2.25 Accumulation of the property for charity, social, cultural, educational, scientific-research or other socially beneficial activities.
- 2.26 Conduct of other activities which are not prohibited by law.
- 2.27 It is possible to alienate property owned by a non-entrepreneurial (non-commercial) legal entity if the alienation works for activity of the non-entrepreneurial (non-commercial) legal entity and its organizational development, promotes its objectives or serves charitable purposes.

Article 3 Founders of the Association

3.1. Founders of the Association are as follows:

- **Guram Karazanashvili**, (Birth date: 11.06.1964 Registration address: #7, Flat1, Chavchavadze Avenue, Tbilisi, Georgia. ID #01007000307).
- **Zaal Kvirikashvili**, (Birth date: 17.08.1978 Registration address: Village Tsitelkhevi, Bagdati, ID N09001000188, 3/8 № 1142105).
- **Irakli Zumbadze**, (Registration address: #21 M. Kostava str., Chiatura, Georgia ID N 54001005052).
- **Grigol Kalandia** (Birth Date: 07.04.1980 Registration Address: apartment #50, III micro/district, 1st block of apartments, Varketili, Tbilisi Georgia, personal ID #01009000307).
- Non-entrepreneurial (non-commercial) legal person. „**Fund Medinvesti**„ –Legal Address: apartment №69, block of apartments №8,; Akaki Tsereteli Avenue, Didube Chugureti District, Tbilisi Georgia. Contact Number” 401 983 555 ; Registered by - LEPL National Agency of Public Registry 02/05/2013; Presented by his chairman - Levan Karazanashvili (01007011717)

Article 4 Governance structures of the Association

1. **The General Meeting**
2. **President and Vice-President**

3. **Executive Council**
4. **Departments**
5. **Meeting of the Founders**
6. **Advisory Board (Consultative Body)**

Article 4.1 **Authorities of the General Meeting/Council**

4.1.1 The Association's Supreme governing body is the General Meeting of the Association members, which is convened by the Executive Council once a year.

4.1.2 The General Meeting is authorized if it is attended by 1/2 of the members. The General Meeting makes decisions by majority of the attendees unless otherwise stipulated by the Statute or the legislation. Each member has one vote. Vote shall not be transferred.

4.1.3 The General Meeting of the Association Members elects the President of the Association by the majority of attendees, Vice-President, Members of the Executive Council, Chairperson of the Advisory Council and Members of the Advisory Board. If the votes are divided equally, the priority shall be given to the founders' recommendations.

4.1.4 Approves activities of the Association and financial report.

4.1.5 Takes a decision on expelling of a member from the Association.

4.1.6 Takes a decision on granting the status of an honorary member.

4.1.7 Full attendance of its members is required (recommended) at an annual meeting of the Association.

4.1.8 If the Quorum is not on an annual meeting, then the Executive Council shall convene a special meeting to achieve the Quorum of members. But if the quorum is not achieved during the second meeting, then the Executive Council has the right to make decisions in the issues discussed at the sessions.

4.1.9 Annual meeting of the Association:

- Elects the Association Board, approves its work program and listens to its annual work report.
- Approves departments, its membership and the program of their activities. Elects chair entity of the department, membership and listens to their annual work report.

4.1.10. The Extraordinary General Meeting shall be convened by the President of the Association or the Executive Council or 2/3 of the Members of the Association or by the Founders, within no later than 2 months after the request is submitted.

4.1.11 The Extraordinary General Meeting shall be convened with the schedule elaborated beforehand and shall be completed upon the expiration of the issues envisaged by the agenda.

4.1.12 Dates of the annual or extraordinary meetings shall be provided by the Association Secretary in advance in one month time with indication of the time and venue of the meeting. In case of appointment of extraordinary meeting, the purpose and agenda of the meeting shall be indicated.

Article 4.2 **President and Vice President of the Association**

4.2.1 The leadership and representation authority of the Association shall be governed by the President of the Association and in case of its absence – by the Vice President.

4.2.2 The nominee for President shall be submitted by the founders of the Association or 2/3 of members by confirmed signature subject to approval by the General Meeting. President represents the Association in state, public and international organizations and executes all the functions envisaged by the position.

3. President chairs the meetings of the Association.
- 4.2.4 Supervises the Executive Council activities and leads its sessions.
- 4.2.5 Decides the issue of membership of the Association in the coalition established for the particular purpose and informs the Executive Council members about it.
- 4.2.6 Supervises management of the financial resources of the Association and other assets.
7. Signs the official documents of the Association.
- 4.2.8 Introduces Organizational Structure of the Association to Executive Council for approval.
- 4.2.9 Has the right to request an extraordinary meeting of the Association and a meeting of the Council.
- 4.2.10 Presents report on activities conducted at the General meeting.
- 4.2.11 Is the member of the Association and the Executive Council member.
- 4.2.12 The President remains a member of the Executive Council after re-election.
- 4.2.13 The President and the Vice-President of the Association shall be elected by the General Meeting for 4 years.
- 4.2.14 The President and Vice President of the Association can be elected twice in a row.
- 4.2.15 Implementation of duties of the President and Vice-president shall commence from the moment of election and continues until the new president and vice president are elected.
- 4.2.16 In case the President and the Vice-president are unable to implement their duties after the General Meeting until the new President and Vice President are elected, one of the Association members fulfills the functions of the President of the Association based on the decision of founders.
- 4.2.17 Vice president based on the delegation from a president fulfills the duties of a president with the mandate of a president. In case of the resignation of the President of the Association, the Vice President fulfills the functions of the President until a new President is elected.
- 4.2.18 The issue of early termination of the powers of the President (Vice President) before the General Meeting shall only be submitted by the Board of Founders or 2/3 of the Members of Association for failure to implement duties stipulated by the present statute, excessive use of power or behavior inappropriate to the objectives of the association envisaged by the statute.

Elected President:

- **Guram Karazanashvili**, (Date of Birth: 11.06.1964 Registration address: apartment #1, #1 Chavchavadze Avenue, Tbilisi, Georgia, ID #01007000307).

Article 4.3 Executive Council

4.3. Current activities of the Association shall be governed by the Executive Council, which is elected by the General Council for a period of 4 years, by the nomination of the Founders or signatures of 2/3 of Members. The President is authorized to submit the issue of re-election of the member of the Executive Council before the General Meeting.

4.3.2 The President and the Vice President are members of the Executive Council automatically and leading this body.

4.3.3 Members of the Executive Council are as follows: President, Vice President, Treasurer and Secretary of the Association.

4.3.4 The Executive Council shall organize ongoing activities of the Association

4.3.5 Executive Council sessions shall be held based on the agreement. The session shall be convened by the President of the Association on her own or 1/3 of the Executive Council

members' initiative. The Executive Council is authorized if the session is attended by more than half of the members. The decision shall be made by a majority of the attendees unless otherwise stipulated by the Statute. The President of the Association has the right to veto the decision of the Executive Council, in case the votes are divided, his vote is given priority.

4.3.6 A meeting of the Executive Council may be held or a member of the Executive Council may take part in it via electronic communications (Internet, phone, Video Conference call, etc.).

4.3.7 The rights and obligations of the Executive Council:

4.3.8. Approves the organizational structure and competences of the Association by the President's nomination;

4.3.9. Invites and conducts the general meeting.

4.3.10. Approves the President's submission for creation and abolition of the committees, commissions, editorial board, departments and other structural units and the appointment of these structures.

4.3.11. Executive council based on the suggestion of the President and the executive council shall decide competences of its each member. Each member of the Executive Council, within her scope of competences shall guide Association's current activities and lead structures subordinated to her/him.

4.3.12. The Executive Council shall decide the issues regarding granting the membership status of the Association.

4.3.13. Develop and implement the plan of activities of the Association.

4.3.14. Present at the report to the General Meeting.

4.3.15 Presentation to the General Meeting on financial activities.

4.3.16. President shall make decisions on the creation and abolition of the regional units of the Association, approve their charters and leaders.

4.3.17 Early termination of authority of the member of Executive Council may occur:

Upon termination of association membership

4.3.18. In case of failure to participate in the Executive Council sessions, activities and non-fulfilment of instructions of the President, the Executive Council and resolutions and the Statute of the Association.

4.3.19. In case of termination of the term of office of a member of the Executive Council, a member of the Executive Council shall be temporarily nominated by a new member of the President, with the agreement of the **Meeting of the Founders**.

4.3.20. Termination of membership of Executive Council shall occur based on the initiative of the President and by the decision of the **Meeting of the Founders**.

4.3.21 Treasurer receives membership fees and other contributions and conducts their accounting.

4.3.22 Pays all taxes and presents an annual financial report to the Association and its Executive Council.

4.3.23 Represents one of the managers of the Association and a member of the Board.

4.3.24 Responsible for all financial activities of the Association.

4.3.25 Signs financial documentation, takes responsibility for taxation and communication with other controlling bodies.

4.3.26 Bears responsibility for the transactions within the limit of 1000 GEL and manages herself as to the sums in excess of this amount, needs authorization of the president.

4.3.27 Submits reports on conducted activities to the Executive Council once in every 6 months.

4.3.28 The Treasurer of the Association is elected at the annual meeting of the Association for the term of the 4 years. Election for the second four year term is allowed. For the third term, she does not have the right to nominate her candidacy.

The additional functions of the Association Treasurer shall be determined by the President's Proposals by the Statute approved by the Executive Council.

4.3.29 The Secretary of the Association simultaneously fulfills the duties of the Association and Executive Council.

4.3.30 Conducts minutes of Association and Board meetings and keeps them.

- 4.3.31 Checks and confirms **all official acts requiring candidates to join.**
- 4.3.31 Conducts official communication with various organizations.
- 4.3.32 Keeps and bears the responsibility of the Association Seal and other official documents.
- 4.3.33 The Association Secretary is elected at the Association's annual meeting for 4 years. Election for the second four year term is allowed. For the third term, she does not have the right to nominate her candidacy.
- 4.3.34 The right to nominate a candidate for the Association have as follows: the founders, the president and 2/3 of the Association members.

Article 4.4

Departments (numbering)

- 4.4.1 **The departments in the Association** shall be established and cancelled by the Executive Council decision.
- 4.4.2 The function of the Department shall be determined by the President and the Executive Council.
- 4.4.3 The Chairperson and Members of the Department shall be invited for lifetime permanently by the Executive Council and approved by the General Council.
- 4.4.4. The Chairman of the Department shall not hold any other position representing the conflict of interest with the position.
- 4.4.5 **The Chairman of the Department** conducts and presides the sessions of the Department.
- 4.4.6 Regularly informs the Executive Council and General Council on the current activities of the Department and their results.
- 4.4.7 Has a list of the members of the department.
- 4.4.8 Establishes the annual budget and publishes the expenses of the Department.
- 4.4.2 Members of the Department:** implement the programs and activities elaborated by the Executive Council.
- 4.4.3 **The goals and activities of the Department** shall be determined by the Chairman of the Department and approved by the Executive Council.
- 4.4.4 Decisions in the Department** are taken by a simple majority of votes.
- 4.4.5 The member of the department shall be dismissed by the Executive Council based on suggestion of the chairman of the department.
- 4.4.6 The reason for dismissal of a member of the department** may be: regular absence at the sessions of the department without proper informing the chair or any other kind of breach.
- 4.4.7 The chairman of the department may be dismissed** by the Executive Council or by the President's presenting to the General Meeting.

Article 4.5

Founders Meeting of the Association

- 4.5.1 **The founders of the Association establish** the Association by the consensus.
- 4.5.2 Elaborate the Statute, make amendments to the Statute.
- 4.5.3 Introduce approval at the General Meeting, the President of the Association, the Vice-President, the Executive Council members, the Chairperson of the Advisory Board of the Association and its members.
- 4.5.4 They are authorized to submit the issue of re-election of the President, Vice President, Members or Chairperson of the Advisory Board before the deadline.
- 4.5.5 Reorganization or liquidation of the Association.
- 4.5.6 The founders take any decision by consensus, each member has one vote.

Article 4.6

Advisory Council of the Association

- 4.6.1. The Advisory Council is a consultative body of the Association.

- 4.6.2. Advisory Council consists of both Georgian and foreign persons recognized for their merits in the sphere of medicine and by the society, who are invited by the founders of the Association, President, Executive Council majority or 2/3 of the General Meeting.
- 4.6.3. The Council consults the Association in terms of its activities.
- 4.6.4 Provides public support and facilitates growth of the Association publicity in our country and worldwide.
- 4.6.5 Facilitates introduction and implementation of the principles of democratic and effective management within Association.
- 4.6.6 Supports the financial resources of the Association and the effective expenditure to achieve the planned goals.
- 4.6.7 Supports the Association in strategic planning.
- 4.6.8 A member of the Advisory Council is elected for a lifetime. 2/3 of General Meeting or founders can re-elect a member of the Advisory Council.
- 4.6.9 Advisory Council of the Association may at any time request reports of activities of the Association, Executive Council, Department, relevant documents, including financial ones.
- 4.6.10. Advisory Board takes decision by a majority vote.

Article 5

Granting Membership of the Association

5.1 A person of any age may be granted membership of the Association provided that she shares objectives and agrees to the Association Statute.

5.2. The applicant of the Association shall submit agreed type of application to the Executive Council of the Association in written. The Executive Council shall decide on the adoption of a Member no later than 1 month since the date of submission of the application.

5.3 The Association has 4 categories of membership:

Honorary Member.

Actual member

Associate Member.

Junior member.

5.4 Honorary membership of the Association may be granted to any Georgian or foreign citizen who has significant achievements or merit in oncological urology in a scientific, practical and educational spheres of activities and has certain contribution to the development of the field in Georgia. Honorary membership shall be granted at the Annual Meeting of the Association. After the introduction of President, Executive Council, Advisory Council or the **Founders Council**. The honorable member is exempt from membership fees.

5.5 Actual membership of the Association may be granted to a Georgian citizen who has clinical or scientific or educational experience in oncological urology, accepts and follows the requirements of the Association Statute, shares its objectives and participates in various directions of the Association's work and pays membership fees. The member has the right to participate in the work of the Association: to elect and be elected in the Board of Governors and Commissions; use the information and material-technical means of the Association as per the Association's objectives; apply to the Association for professional and legal assistance and benefit from other financial privileges related to membership of the Association

5.6 Associate membership of the Association may be granted to a specialist in various medical and non-medical fields, who has interest in urological oncology or adjacent fields. Accepts and protects the requirements of the Association's Statute, shares its goals and pays the membership fee.

Has the right to participate in annual meetings, conferences, workshops; To participate in the Association elections and to be elected in the commissions; Use the information and material-technical means of the association in compliance with the Association's objectives; Apply to the

Association for legal assistance and benefit from other financial privileges related to membership of the Association.

5.7 The junior member of the Association may become a student, resident, doctor who specializes in or internship in the field, which has interest in oncological urology, recognizes and protects the requirements of the Association's Statute and shares its objectives. Has the right to participate in the Association elections and to be elected in the commissions; Use the information and material-technical means of the association in compliance with the Association's objectives; Apply to the Association for legal assistance and benefit from other financial privileges related to membership of the Association.

5.8 Applicant (Actual, Associate, Junior) of the Association shall apply to the Association Secretary with with the application of requested form. The decision of granting a membership shall be reversed by the Executive Council within 1 month from receipt of the application.

5.9 Exit of the member from the Association is free. The applicant shall appeal to the Association Executive Council with the application.

Article 6

Termination of association membership

6.1. The Association member shall be deprived of membership in the following cases:

- A) based on own application;
- C) upon recognition of incapable by the court decision;
- D) upon recognition of lost without trace by the court decision;
- E) upon being declared dead by the court decision;
- F) upon death;

6.2 According to the decision of the General Meeting, a member of the Association whose activity contradicts to the Association's objectives or it is substantially violates the duties stipulated in the Statute may be excluded from the Association.

Article 7

Members' rights and obligations

7.1 A member of the Association has the right to:

- A) Participate in the work of the General Meeting of the Association;
- B) Elect and be elected in the governing bodies of the Association;
- C) Participate in the Association's program activities in accordance with qualifications and capabilities;
- G) Wear the emblem of the association.

7.2 A member of the Association shall:

- A) Abide the Association's Statute, internal regulations and decisions made by the governing bodies;
- B) Take care of the dignity, authority and property of the Association;
- C) Participate in the activity of the Association in accordance with the possibilities and interests;
- D) Be guided by the Association's objectives and professional ethical norms in professional activities

Article 8

Property of the Association

8.1. The property of the association is created, from donations of members and other entities, grants, supporting entrepreneurial activities and other legal means of income.

8.2. The property of the Association may be used only for carrying out its goals outlined in the Statute.

Article 9

Discontinuation of association activities Reorganization (liquidation).

- 9.1 The Association reorganization is carried out in compliance with the Georgian legislation.
- 9.2 Decision on reorganization and liquidation of non-entrepreneurial (non-commercial) legal entities are made by founders.
- 9.3 The liquidation of the Association shall be made based on the Court verdict on the criminal case that entered into the effect, in case of bankruptcy or in accordance with Article 381 of the Civil Code of Georgia.
- 9.4 At the time of liquidation the ongoing cases must be finished, the requirements should be determined, the remaining property shall be expressed in the money, the creditors' demands shall be satisfied, the remaining property shall be distributed to the authorized entities.
- 9.5 The founders' decision on the liquidation process of the Association shall be registered in the Register of Entrepreneurial and Non-Entrepreneurial (Non-Commercial) Persons. The process of liquidation is considered to be started from the moment of registration of the aforementioned decision.
- 9.6 Persons authorized to receive property that have been liquidated are eliminated by the founders of the Association. Property can be alienated during liquidating the Association, provided as follows:
- A) alienation facilitates the implementation of its goals;
 - B) serves charity purpose;
 - C) property shall be transferred to another non-entrepreneurial (non-commercial) legal person.
- 9.7 If the founders of a non-profit (non-commercial) legal entity did not determine the person authorized to receive the property remaining after liquidation, the court shall transfer the property remained after liquidation to the one or several non-commercial entities, which have the same or similar goals as non-entrepreneurial (non-commercial) legal entities. If this kind of organizations do not exist or it is impossible to identify such organizations, then the decision may be made to transfer the property to the State. The court may provide the property six months after the start of the liquidation process.
- 9.8 The liquidation is implemented by a person(s) with respective competence or a liquidator appointed by the law. The liquidator shall be responsible as a person with authority and representative authority.

Article 10
Final Provisions

- 10.1 The present Statute shall come into force from the moment of signature by all founders and of registration in the registering body.
- 10.2 If any provision of this Statute is considered as an invalid, it will not affect the authenticity of the other provisions of the Charter.
- 10.3 In case of incompliance with this Statute to the applicable legislation of Georgia, the legislation has the priority over the Statute.

Founders signatures:

- 1. **Guram Karazanashvili** -----

- 2. **Zaali Kvirikashvili** -----

- 3. **Irakli Zumbadze** -----

- 4. **Grigoli Kalandia** -----

5. Chairman of the Non-entrepreneurial (non-commercial) legal person "Fund Medinvesti"
Levan Karazanashvili
