

ASSOCIATION OF PHOTOGRAPHERS OF GEORGIA

CHARTER

Paragraph 1

General Provisions

- 1.1 The Association of Photographers of Georgia (hereinafter referred to as “the Association”) is a non-commercial legal entity.
- 1.2 The Association has the right to conclude agreements on its behalf, gain property and personal nonproperty rights, undertake responsibilities; it can be a claimant and defendant in court, arbitration and mediatory courts.
- 1.3 The Association can protect and present legal interests of its members in state and public organizations.
- 1.4 The Association conducts its activities according to the active Georgian Legislation and its charter.
- 1.5 The Association has its own balance, can open payment and other types of accounts, also in foreign currency. It possesses the seal with its name, stamps, forms and other attributes.
- 1.6 Pursuant to its goals the Association acts on the whole territory of Georgia as well as outside its borders.
- 1.7 The Association gains the rights and liabilities of a legal entity since the moment of registration according to the rule set by the Legislation.
- 1.8 The legal address of the Association: Apt.12, 27a Building, 3 Block, Vazha-Pshvela avenue, Tbilisi, 0185, Georgia.
- 1.9 The Association is established for unlimited time.

Paragraph 2

Full and Short Name of the Association

- 2.1 In Georgian: „საქართველოს ფოტოგრაფთა ასოციაცია”
სფა (a short form);
In Latin:
“Association of Photographers of Georgia”
APG (a short form).

Paragraph 3

Goals of the Association and Main Directions of its Activities

- 3.1 The goal of the Association is to support the development of the sphere of professional and amateur photography in Georgia, to elaborate the development strategy of photography as the sphere of art and carry it out in practice.
- 3.2 The challenges of the Association are as follows:
 - 3.2.1 Studying the existing state of photography as one of the spheres of art in Georgia, methodical research of the on-going processes and tendencies, working out the methodology, elaboration and implementation of innovative strategies;
 - 3.2.2 Planning and implementing the activities fostering the development of photography;
 - 3.2.3 Encouraging popularization of photography among the teenagers and youth;
 - 3.2.4 Forming the theoretical and practical base necessary for amateur photographers;
 - 3.2.5 Creating special internet portals for specializing amateur photographers, acquainting the society with their works by means of virtual galleries, providing creative relations with foreign colleagues and establishing business contacts;
 - 3.2.6 Forming the information base in order to participate in international photographic competitions for amateur photographers;
 - 3.2.7 Integration of Georgian photography into different foreign creative unions;
 - 3.2.8 Studying the market of the photo-service centers in Georgia, encouraging the accomplishment of the spheres of service and giving recommendations;
 - 3.2.9 Publishing periodicals connected to photography;
 - 3.2.10 Organization of contests, exhibitions, festivals both in Georgia and outside its borders;

- 3.2.11 Studying the current state of reserving copyright in the mentioned sphere and giving recommendations;
- 3.2.12 Studying the existed base of the internet portals in the said sphere, as well as analyzing the state of protection user rights by these portals, and giving recommendations;
- 3.2.13 Supporting coordination of the active commercial and non-commercial organizations in the mentioned sphere;
- 3.2.14 Elaborating and introducing complex preventive and informational measures against abusing and violating the rights of photographers in their creative process;
- 3.2.15 Working out the Code of Ethics of the Association and supervising its fulfillment.

Paragraph 4

Members of the Association and Their Rights and Liabilities

- 4.1 A member of the Association can become a citizen of Georgia or a foreign country or a person not having citizenship, any legal entity, as well as an organizational structure which is not a legal entity, but shares and agrees the goals and challenges of the Association.
- 4.2 A member of the Association can also be an under-age physical person who is represented by his legal representative in the public relations.
- 4.3 A person who wants to become a member of the Association applies to the Chairman of the Association Board. The recommendation of 3 members of the Association shall be enclosed to the application.
- 4.4 The rights and liberties guaranteed by the Georgian Constitution are fully spread to the applicant for the Association membership.
- 4.5 The Association Board makes the decision on granting membership not later than 10 workdays since the application is submitted.
- 4.6 The ground of denying granting membership can be:
 - 4.6.1 Plagiary;
 - 4.6.2 Appropriation of other people's photographs;
 - 4.6.3 Failure to meet the requirements in this Paragraph.
- 4.7 The requirements mentioned in Clause 4.6 spread to printing and electronic publishing houses.
- 4.8 The member of the Association has the right:
 - 4.8.1 To participate in the operation of the General Meeting of the Association members;
 - 4.8.2 To elect and be elected in the management and representation bodies of the Association, as well as to be appointed on any position in the Association, excluding those persons indicated in Clause 4.2.
 - 4.8.3 To present an initiative proposal corresponding to the Association goals to the Board.
 - 4.8.4 At the very first requirement to obtain the full information on the activities of the Association, to become acquainted to the books and notes of the Association.
- 4.9 A member of the Association is liable:
 - 4.9.1 To meet the requirements of the Association Charter;
 - 4.9.2 To follow the Association Code of Ethics;
 - 4.9.3 To maintain the dignity and authority of the Association;
 - 4.9.4 To pay the membership fee per month set by the Association Board;
 - 4.9.5 To take care of the Association property;
- 4.10 The authority of the Association member is terminated:
 - 4.10.1 On the basis of the personal statement; after nonpayment of the membership fee of two weeks in succession;
 - 4.10.2 By court after having recognized him incapable since the moment of putting the decision into force;
 - 4.10.3 In case the member is dead;
 - 4.10.4 If his activity violates the Association Code of Ethics and its goals;
 - 4.10.5 When neglecting the requirements defined by this Charter.
- 4.11 The authority of the member of the Association is suspended:
 - 4.11.1 In case of nonpayment of the membership fee;
 - 4.11.2 In the course of discussing the issue of suspending the authority of the member.

Paragraph 5

Honorable Member of the Association

- 5.1 By the decision of the majority of the General Meeting, a physical person can be granted the title of Honorable Member of the Association. At the same time the candidate for Honorable Member of the Association should present the written consent to granting him this title.
- 5.2 An Honorable Member will be granted this status for developing the sphere of photography, his special contribution and merit.
- 5.3 An Honorable Member has all the same rights and obligations granted to any Association member except the obligation to pay membership fee set by the present Charter.
- 5.4 The decision on depriving the title of Honorable Member shall be made by the two third of all the votes of the General Meeting of the Association members.
- 5.5 An Honorable Member of the Association has the right to renounce the mentioned title at any time without presenting any kind of explanation and proof. His application to the General Meeting of the Association is enough for that.
- 5.6 A refusal of receiving the application mentioned in Clause 5.5 of this Charter must not be met.

Paragraph 6

Organizational Structure of the Association

General Meeting of the Members

- 6.1 The General Meeting of the Association members is the highest management body of the Association.
- 6.2 The General Meeting of the Association members is convened by the Association Board at least once a year, or any time according to the Association interests. The general Meeting can also be called by the written requirement of a quarter of the members to which the agenda of the meeting is enclosed.
- 6.3 The Board is liable to give at least a week notice to all the Association members in write form about convening the meeting.
- 6.4 The General Meeting has authorization if it is attended by minimum the two third of the Association members. The Meeting makes any decision by open vote.
- 6.5 If less than the 2/3 of the general number attends the General Meeting, the General Meeting will be convened once again not later than in three days. In such case the members present are authorized to decide the issue by the 2/3 of the votes. This rule is spread to the procedure envisaged by Clause 6.14.
- 6.6 The General Meeting of the Association members
 - 6.6.1 Defines the goals of the Association;
 - 6.6.2 Approves the Charter of the Association and amendments made to it;
 - 6.6.3 Defines the number of the Board members;
 - 6.6.4 Is empowered to terminate the authority of any Board member earlier after the fact of violation of the Association Code of Ethics has been proved, the requirements set by this Charter has not been met, and in case of committing a crime envisaged by the Georgian Legislation of Criminal Law;
 - 6.6.5 Approves the target group formed by the Board;
 - 6.6.6 Hears the report of the work done by the Board;
 - 6.6.7 Suspends or cancels the authorization of an Association member presented by the Board;
- 6.7 Besides, the General Meeting decides other issues not belonging to the authorization of other bodies under this Charter.
- 6.8 The decisions defined by Clause 6.6 of this Charter are regarded to have been reached if more then the half of the attending members votes for them.
- 6.9 The members not attending the meeting can participate in voting in written form. They are equal to the members attending the meeting.
- 6.10 After reaching the decision by the General Meeting of the Association members, the protocol is made which must bear the signatures of the Meeting Chairman and the Secretary.
- 6.11 The General Meeting of the Association members is headed by the Chairman of the Association Board, excluding the case when the General Meeting is to discuss and decide the issue of canceling the authority of a Board member (members). In this case the Chairman of the General Meeting is elected from the Association members by the General Meeting taking into consideration the fact that a candidate for the Meeting Chairman cannot be the Board member. The Secretary of the General Meeting is elected from the members

by agreement between the Board and the General Meeting of the members. The Secretary is appointed to draw up proper documentation related to the meeting process.

The Board

- 6.12 In the period between the General Meetings of the Association members, the management body of the Association is the Board consisting of 5 members and is elected for 6 years.
- 6.13 The Board is the highest management body that is responsible only before the General Meeting of the Association Members.
- 6.14 In case of reduction in the number of the Board members, the General Meeting of the Association members is convened not later than 7 days by the Board Chairman. A candidate for the Board membership can be presented by the 1/3 of all the members of the General Meeting. A candidate for the Board is elected by the 2/3 of all the members of the General Meeting. In this case the rule set by Clause 6.5 spreads fully.
- 6.15 The Association Board
- 6.15.1 Elaborates and approves the (short-term and long-term) strategic plan of the Association development;
- 6.15.2 Elaborates and approves the organizational structure of the Association and its Code of Ethics;
- 6.15.3 Defines and approves the personnel structure and functions of the Association;
- 6.15.4 Makes decisions on establishing branches and representations of the Association, and approves their provisions as well; appoints and dismisses their heads presented by the Board Chairman;
- 6.15.5 Founds enterprises of the Association, and appoints and dismisses their heads presented by the Board Chairman;
- 6.15.6 Approves the action plans and reports of the Association presented by the Board Chairman;
- 6.15.7 Approves the employment policy of the Association presented by the Board Chairman;
- 6.15.8 Hears and approves the financial and program report of the Board Chairman;
- 6.15.9 Approves the emblem and other symbols of the Association;
- 6.15.10 Approves the personnel schedule presented by the Executive Director;
- 6.15.11 Defines the amount of fees contributed by the Association members;
- 6.15.12 Executes reorganization and liquidation;
- 6.15.13 Makes other decisions to reach the Association goals;
- 6.16 Regular meetings of the Board are held once per quarter not later than 15 (fifteen) calendar days since the end of a calendar quarter. Meetings are called on by the Board Chairman.
- 6.17 A special meeting is convened by the initiative of the Board Chairman. A special meeting can also be summoned by the written demand of more than the half of the number of the Board members.
- 6.18 The Board has the right to make decisions when the meeting is attended by the majority of the Board members.
- 6.19 A Decision is made at the Board meeting by the majority of the attendants. In case the votes are distributed equally, the Board Chairman has the right of decisive vote.
- 6.20 The authority of the Board Chairman lasts even after expiring the appointed time until a new Board Chairman is elected.
- 6.21 After each meeting held by the Board the protocol is drawn up which must bear the signatures of the Meeting Chairman and the Meeting Secretary.
- 6.22 The Meeting Secretary is elected by the Board from the Board members by the majority of the votes in order to draw up proper documentation on the meeting process.
- 6.23 The authority of the Board lasts even the expiration of the set term until a new the Board is elected.

Paragraph 7

Board Chairman

- 7.1 The Board Chairman is elected by the Board from the Board members with the majority of the votes for the period of 4 years. The Board Chairman can be elected only twice in succession. The Board Chairman manages the activity of the Board. He/she convenes Board meetings and heads them. He/she convenes and heads the General Meeting of the members except the case indicated in Clause 6.11 of this Charter; he/she concludes deals, contracts on employment on behalf of the Association. When the Board Chairman is absent, he/she appoints acting chairman from the Board members in order to ensure the normal functioning of the Board.

- 7.2 The Board Chairman manages the finances and other material property of the Association, and is responsible for their right use. He/she signs the official documentation of the Association, including financial documents, issues orders and directions that should be obeyed by all the employees and members of the Association. The Board Chairman coordinates activities of structural and functional units of the Association.
- 7.3 The Board Chairman presents the interests of the Association before any legal or physical entity. He/she organizes fulfillment of the decisions made by the General Meeting of the Association members and the Board, and decides other issues pursuant to the activities of the Association.
- 7.4 The Board Chairman represents the Association before the third persons in legal relations. He/she acts single-handed and his/her representative authority in relation to the third persons is not limited.
- 7.5 The Board Chairman is responsible for controlling the accounting of the Association so that it is done according to the Georgian active Legislation on Accounting and Accounts. He/she is liable to keep all the documents related to the Association activities and envisaged by the Legislation for the period of 10 years.
- 7.6 The Board Chairman is also authorized:
- 7.6.1 On the basis of his/her own order to establish structural and functional sub-divisions of the Association;
 - 7.6.2 To appoint and dismiss officials;
 - 7.6.3 To conclude deals, issue powers of attorney;
 - 7.6.4 To open accounts;
 - 7.6.5 To decide any other issues set by the Legislation and the Association Charter.
- 7.7 The authority of the Board Chairman can be limited by the decision of the Association Board.
- 7.8 When the Board Chairman is absent, he/she appoints his/her substitute, and he/she informs the Board on this in written form.
- 7.9 If the authority of the Board Chairman is terminated early, the Chairman is elected by the rule defined in Subclause 6.6.4 of Clause 6. 6. The person indicated in Clause 6.14 is not considered as a candidate for the Board Chairman, though he has the right of voting.

Paragraph 8

Property, Economy and Responsibility of the Association

- 8.1 The Association has the right to conduct entrepreneurial and economic activities according to the rule set by the Legislation.
- 8.2 The property of the Association comprise the main funds, resources for circulation and other values necessary for material provision of the activities envisaged by this Charter and recorded in the independent balance of the Association.
- 8.3 The resources of raising finances are:
- 8.3.1 Membership fees, grants, optional charity contributions and donations;
 - 8.3.2 Incomes received from the realization of target projects and programs;
 - 8.3.3 Incomes received from the enterprises founded by the Association or its participation;
 - 8.3.4 Other sources not prohibited by the Georgian Legislation.
- 8.4 The Association has the right to possess the property necessary for ensuring the activities envisaged by the Charter.
- 8.5 The benefit received from the entrepreneurial and economic activity is not shared among the Association members. The benefit is used to reach the Association goals set by the Charter.
- 8.6 The Association is responsible for the damage caused to the third persons during executing the responsibilities by the Board members or other representatives as the result of such action that causes the responsibility for compensating the damage.
- 8.7 The Board Chairman is responsible for honest management. If he does not fulfill this obligation before the Association, he will be charged for the damage done. Refusal to compensate the damage is null and void if it is necessary for satisfying the requirement of the third persons.

Paragraph 9

Reorganization and Liquidation of the Association

- 9.1 Reorganization of the Association (merging, joining, dividing, separating, modifying) is executed according to the rule set by the active Legislation.

- 9.2 The activity of the Association is decided by the decision of the General Meeting of the Association members; the decision is made by open vote, by the two third of the votes or the court decision.
- 9.3 The activity of the Association is terminated by means of its reorganization or liquidation.
- 9.4 The following persons are authorized to receive the property remained after the liquidation:
- 9.4.1 The legal entities established by the Association;
- 9.4.2 Non-commercial legal entities having the same goals and activities.
- 9.5 The information on liquidation shall be published.

Paragraph 10

Other Provisions

- 10.1 This Charters is put into force since its registration according to the rule set by the law.
- 10.2 If any of the provisions of this Charter has lost its power, this is not spread to other provisions of this Charter.
- 10.3 Each paragraphs of the Charter has headings in order to make it easy to use the text. These headings are not taken into consideration as a definition, substitution or explanation of any of the provisions of this Charter.
- 10.4 This Charter is drawn up into six legally equal copies.