

*Approved by the decision of December 30, 2019
of the General meeting of founders*

Media Development Foundation Charter

2013

Article 1. General provisions

1.1. Media Development Foundation (Hereinafter foundation) is a non-entrepreneurial legal entity, which acts in accordance with the Constitution and legislation of Georgia, and present Charter.

1.2. The organizational-legal form of the Foundation is a non-entrepreneurial (non-commercial) legal entity. The Foundation was founded on April 24, 2008.

1.3. Foundation's location is: fourth floor, entrance 5, 54, Al. Chavchavadze St., Tbilisi, Georgia.

Article 2. Goals

2.1. The aim of the Foundation:

2.1.1. Protection of the fundamental human rights and the idea of equality;

2.1.2. Fostering diversity and full-fledged integration of minorities;

2.1.3. Fostering freedom of speech and expression;

2.1.4. Fostering free media environment;

2.1.5. Fostering professional and institutional development of Georgian Media;

2.1.6. Establishing media accountability system and self-regulation mechanism;

2.1.7. Fostering active citizenship.

Article 3. Forms of activity

3.1. To achieve the goals of the Charter the foundation:

3.1.1. Undertakes research and educational activity;

3.1.2. Undertakes scientific, publishing and translation activities;

3.1.3. Advocates for journalist and media users rights;

3.1.4. Advocates for minority rights and conducts the educational campaign about diversity;

3.1.5. Fosters the establishment of professional standards and ethical norms of media;

3.1.6. Fosters citizens' activation and youth mobilization with the aim to carry out civil and educational activities;

3.1.7. Cooperates with local and international organizations;

3.1.8. Undertakes the other activity not prohibited by law.

Article 4. General meeting of founders

4.1. The highest governing body of the Foundation is General meeting of founders, which is called by the initiative of board chairperson, the board and/or founders' majority.

4.2. General meeting is authorized to make decisions if the majority of founders is attending the meeting.

4.3. General meeting makes decisions by the majority of the founders attending the meeting. Each founder has one vote.

4.4. The authority to manage/administer the Foundation is delegated to the board by General meeting of founders.

Article 5. The powers of the General meeting of founders

5.1. The powers and functions of the General meeting of founders includes the following:

5.1.1. Election/appointment of board member of the Foundation;

5.1.2. Establishing the Foundation Charter.

Article 6. Board

6.1. Governing body of the Foundation is a board.

6.2. Members of the board are nominated by the founders at the General meeting of founders of the organization. The founders approve board members with majority of votes for the period of three years. Board must be composed of an odd number of members.

6.3. Board meeting is called by the initiative of board chairperson or three members of the board.

6.4. The board has an authority to make decisions, if more than half of the members attend the meeting. The majority of meeting attendees makes the decision.

6.5. The board has an authority:

6.5.1. To make changes to the Foundation Charter and to register them in Public Registry according to the established rules;

6.5.2. To elect a chairperson of the Foundation board from the composition of the board members;

6.5.3. To give a consent for the appointment of an Executive director of the Foundation;

6.5.4. To define the annual priorities of the Foundation.

6.6. A board member can withdraw from board membership on the basis of personal written declaration or to terminate the authority by the decision of the majority of board members if he/she is unable or/and do not exercise his/her authority.

Article 7. Board chairperson

7.1. Board chairperson is authorized to manage and represent the Foundation.

7.2. The board elects a chairperson from the composition of its members for the period of three years.

7.3. Board chairperson:

7.3.1. Conducts the association activity in order to reach the Charter goals;

7.3.2. Administers the board work and guides its meetings;

7.3.3. Represents the Foundation in relations with third parties;

7.3.4. Supervises the management of financial recourses and other material property of the Foundation;

7.3.5. Signs Foundation's official documents, including, agreements and any type of correspondence;

7.3.6. Approves the organizational structure of the Foundation;

7.3.7. Appoints the Executive director with the board consent.

Article 8. Executive director

8.1. Foundation's special representative is an Executive director.

8.2. The Executive director acts on behalf of the Foundation and represents it in relations with third parties.

8.3. Conducts organization's work in accordance with program priorities defined by the board;

8.4. Manages and coordinates the implementation of the projects;

8.5. Manages funds and material resources and is responsible for their proper use, signs the appropriate official and financial/tax documentation.

Article 9. Liquidation of the Foundation

Foundation's dissolution is carried out in accordance with the Georgian law.

Article 10. Concluding provisions

10.1. Present Charter (Founders /Members' agreement) comes into force from the moment of signing by all founders/members.

10.2. The cancellation of any provision of the Charter (Founders /Members' agreement) will not affect the validity of other provisions.

10.3. In case of any inconsistency between this Charter and acting Georgian legislation, the law shall prevail over the provisions of the Charter.

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