

Teaching University Geomedi LLC

S t a t u t e

Georgia,

Tbilisi 2023

Article 1. General provisions

- 1.1 The present charter regulates the process of educational and scientific-research activity of Teaching University Geomedi (hereinafter referred to as the University), principles of management, rights and duties of academic staff and students, principles of financial and economic activity and other issues related to the operation of the university.
- 1.2 Society is a legal entity. The society acquires the rights of a legal entity from the moment of registration in the business register according to the established procedure. The organizational-legal form of the society is a limited liability company (hereinafter - the society) under the trade name - **Teaching University Geomedi LLC.**

1.2¹ Society is a legal entity. The society acquires the rights of a legal entity from the moment of registration in the business register according to the established procedure. The organizational-legal form of the society is a limited liability company (hereinafter - the society) under the brand name – Teaching University Geomedi LLC [To be put into effect, from the date of entry into legal force of the decision made by the Authorization Council regarding the granting of authorization to the Teaching University Geomedi (status - university).]

- 1.3 The Society is created for an indefinite period.
- 1.4 The society has full economic independence to carry out economic activities permitted by law.
- 1.5 The society is responsible for its obligations with all its assets.
- 1.6 The legal address of the Society is: Georgia, Tbilisi, 0114, King Solomon II Street №4.
- 1.7 The economic year of the society coincides with the calendar, with the exception of the first year, which starts from the date of registration of the society and ends on December 31 of the year of registration, and therefore constitutes an incomplete economic year.
- 1.8 Change of the company's charter (including change of the charter capital and determination of additional contribution) can be done only by the decision of the founder. Decisions of the founder must be made in writing.
- 1.9 The company conducts its activities in accordance with this charter, the Law of Georgia on "Entrepreneurs" and the legislation in force in Georgia.

Article 2. Subject of the society's activity

- 2.1 Training of highly qualified personnel;
- 2.2 Import of medical equipment - sale;
- 2.3 publication of profile literature, production and sale of educational video films and visuals;
- 2.4 exchange deals with different organizations and educational institutions of Georgia and abroad;

2.5 exhibition _ arranging sales;

2.6 Finding dental care for the population;

2.7 Any activity not prohibited by applicable law.

2.8 Types of activities that require a special permit (license) are carried out by the public after obtaining a license.

2.9. The society is authorized to establish branches and representative offices for the realization of its objectives.

Article 3. Goals and objectives of the university

3.1. - To create the best for student teaching and scientific-research work conditions to establish international standards in accordance with the future the opportunity to receive development-oriented higher education;

- Use of modern learning methods;

- Promotion of lifelong learning principles;

- International cooperation and internationalization of the university deepening of processes;

- Effective implementation of internal and external quality assurance mechanisms;

- Training of professional personnel who have acquired theoretical knowledge and with practical skills, they will be able to adapt locally and internationally on labor market requirements and challenges;

- For students to respect democratic principles and social establishment of responsibility;

- Georgian language teaching for non-Georgian speaking students.

3.2. In order to fulfill the mentioned goals, the university:

- Implements the first and second steps of academic higher education one-cycle medical and dental programs.

- Implements academic higher education first, second, third steps and single-cycle medical/dental educational programs [to be implemented, from the date of entry into legal force of the decision made by the authorization council on the granting of authorization to Teaching University Geomedi (status - university)];

- On the basis of an open competition, selects highly qualified academic staff with scientific and pedagogical potential;

- Provides academic research, learning and teaching freedom;

- Creates the maximum of learning, research and self-development for student's attractive environment;
- A certain part of the budget supports the development of researches;
- Establishes scientific connections both within the country and abroad;
- Publishes manuals and publishes new scientific works.

Article 4. Legal status of society

- 4.1. The society is a legal entity under private law - a limited liability company.
- 4.2. Society owns, uses, manages and manages its own property at its own discretion.
- 4.3. The society has the right to enter into contracts in its own name, to acquire property and personal non-property rights, to assume obligations; Can be a plaintiff and a defendant in arbitration and various courts.
- 4.4. The society has an independent balance sheet, operates self-reimbursing and on the principles of self-financing. has the right to open settlement and other accounts, including foreign currency, Georgian and foreign in the banking institutions of the countries. The society has a seal, stamps, blanks and other attributes.

Article 5. The capital of the company and the founding partner

- 5.1. The founding partner of the society is a natural person Marina Pirtskhalava (born on 25.04.1948 in Tbilisi, Nino Ramishvili St. №31a. P/M №20IF73691, personal №01009010446. Issued by the Ministry of Justice on 06.09.2022).
- 5.2. The registered capital of the society is 21407 (twenty-one thousand four hundred and seven) GEL. Marina Pirtskhalava's equity participation in the invested capital is 100%. The amount of placed years is 100 units.
- 5.3. The partner of the society has the right to increase or decrease the invested capital. Changes in the invested capital enter into force only after registration in the business register. Reduction or increase of the invested capital is carried out by the decision of the partner.

Article 6. Meeting of partners of society (decision)

- 6.1. The highest governing body of the society is the meeting of partners. As long as the society has one partner, it exercises the competence of the assembly.
- 6.2. The competence of the assembly includes:

- A. determination of general principles of economic policy;
- B. Acquisition and disposal of shares, as well as acquisition and liquidation of enterprises;
- C. Starting and terminating types of production and economic activities;
- D. Purchase, alienation and encumbrance of real estate;
- E. Borrowing of loans and credits that are individually or in total exceeding the amount determined by the meeting of partners;
- F. Issuance of power of attorney and its cancellation;
- G. Approval of annual results and use of results;
- H. Other powers established by the Law on Martyrs;

6.3. The partner's decision must be made in writing.

6.4. The meeting of partners makes decisions by the majority of votes, if the law of Georgia on entrepreneurs does not provide for another form of decision-making.

Article 7. Leadership and representation

7.1. The management and representation of the society rests with the director of the society, who is appointed by the meeting of partners. The director represents the society in relations with third parties.

7.2. The director must conduct the affairs of the society in good faith; Namely, to take care as an ordinary sane person in a similar position and under similar conditions would take care and act with the belief that his action is the most favorable for the society. If the director does not will fulfill this duty, he will be fully responsible for the damage caused to the partner.

7.3. The director is appointed and dismissed by the decision of the partner. The director is obliged to follow the bylaws of the enterprise.

7.4. The director is authorized to:

- a. To represent the society before any organization and institution, which is also his obligation.
- b. To approve the internal normative documents of the society.
- g. To approve the staffing schedule within the framework of the society's budget.
- d. To accept and dismiss the employees of the society in agreement with the founder, encourage and punish them in accordance with the bylaws.
- e. To make deals, to issue powers of attorney.

V. Open accounts.

Z. To issue organizational-decree documents.

T. To decide other issues stipulated by the legislation.

7.5. The director is obliged to fulfill the obligations stipulated by the law, the present charter and the employment contract.

Article 8. Academic staff:

- 8.1. The academic staff of the university consists of professors and assistants;
- 8.2. Professors include professors, associate professors and assistant professors;
- 8.3. Professors participate in the educational process and scientific research and/or lead them;
- 8.4. Under the guidance of a professor, associate professor or assistant professor, an assistant carries out seminar and research work within the current educational process in the main educational unit;
- 8.5. An academic position can be held through an open competition, which must comply with the principles of transparency, equality and fair competition;
- 8.6. A person with a doctor's degree or an academic degree equivalent to it, who has at least six years of scientific-pedagogical work experience, can be elected to the position of professor. Additional conditions may be determined by the University's Academic Council;
- 8.7. A person with a doctor's degree or an academic degree equivalent to it, who has at least three years of scientific-pedagogical work experience, can be elected to the position of associate professor. Additional conditions are determined by the academic council of the university;
- 8.8. A person with a doctorate or equivalent academic degree can be elected to the position of assistant professor for a period of 3 or 4 years;
- 8.9. A doctoral student can be chosen for the position of assistant for a period of 3 or 4 years.
- 8.10. The possibility of holding the academic positions provided for in clauses 8.6 - 8.9 of this article by qualified staff on professional grounds is allowed. In this case, the qualification of the person can be confirmed by professional experience, special training and/or publications. A person who has a program is considered to have relevant qualifications; competence necessary to produce the expected learning outcomes.
- 8.11. Affiliation agreement should be signed with relevant academic staff in accordance with the rules and requirements established by law.
- 8.12. The rules and conditions of affiliation are determined by the university regulations.

Article 9. Student

Student status is granted, student rights are protected by the Law of Georgia "On Higher Education" and current legislation accordingly.

Granting student status is determined by the university's educational process in a regulatory manner.

9.2. The student has the right to:

- To get quality education.
- To participate in scientific research.
- To use the university's material and technical base, library, information and other facilities under equal conditions.
- On the basis of universal, equal and direct elections, to elect a representative by secret ballot and be elected in representative bodies of student self-government, faculty and university management in accordance with the law of higher education and the university charter.
- To freely establish and/or join student organizations in accordance with their interests.
- To freely express one's opinion and reasonably refuse to share the ideas that are offered during the course of the educational process.
- On the basis of the Law of Georgia on Higher Education, a student has the right to transfer to another higher education institution from the second year of study and to transfer the allocated state funding to these institutions.

9.3. The student is obliged to

- a) To follow the university's statutes, regulations and bylaws, the code of ethics and requirements of the agreement concluded with the university.
- b) according to the established program, learn all the subjects that are his own he chose it at will and the teaching of which is mandatory.
- c) To take care of the welfare and success of the university.
- d) regularly attend classes (lectures, seminars, practical and laboratory studies).

9.4. Suspension of student status

- The grounds for suspending student status are:
 - a) personal statement (without specifying the reason);
 - b) studying in a higher educational institution in a foreign country (except for studying within the exchange educational program);
 - c) pregnancy, childbirth, child care or deterioration of health;
 - d) financial debt;
- The student status of a foreign citizen enrolled without passing the unified national exams/common master's exams will be suspended if the person has not received a grade in at least one component of

the educational component assessment within 45 calendar days after passing the academic registration.

9.5. Termination of student status

- The grounds for termination of student status are:

- a) Completion of the educational program at the given level;
- b) Personal statements;
- c) Failure to fulfill the requirements of a separate educational program within the established deadlines for obtaining an academic degree;
- d) Listening to the same mandatory training course three times and not getting credit;
- e) Being in execution of a sentence with a legally binding conviction;
- f) Violation of the Code of Ethics (behavior inappropriate and unethical for a student);
- g) Death;
- h) Transfer of the student to another higher education institution;
- i) 5 years after the suspension of the student status, the person's student status is terminated, except for the cases stipulated by the legislation. The legal consequences provided for by the legal act on the termination of the student status are established twelve months after the issuance of the order. During this period, the student's status is considered suspended and the student is entitled to enjoy the right to mobility, unless the reason for the termination of the student's status is incompatible with the statute of the receiving institution.

9.6. Mobility of students

1. The right to mobility is available to a person whose enrollment in a higher educational institution will be carried out in accordance with the law, and who is a student of a higher educational institution at the time of registering as a mobility applicant on the electronic portal.

2. The right to mobility is also available to the person provided for in the first paragraph of this article, whose status as a student of the institution has been suspended at the time of registration on the electronic portal.

3. Mobility can be carried out within one level of higher education. For the purposes of this clause, graduate medical/dentist/veterinarian educational programs are considered compatible with the first level educational program of academic higher education. Mobility from the professional higher education program to the undergraduate educational program is not allowed.

4. The student has the right to mobility after one year of teaching at the corresponding level of higher education. The period of study does not include the time during which the student's status was suspended. If the institution was liquidated without determining a successor, the institution lost its authorization or the educational program is no longer implemented, the student has the right to mobility regardless of the duration of the study period.

5. Students with academic debt and zero credits have the right to participate in the mobility process, if they are involved in the educational process.

6. Student mobility can be carried out twice during the calendar year.

7. Internal mobility refers to changing the academic program chosen by the student within the institution. Internal mobility is announced twice a year, taking into account the rules established by the institution.

9.7. Disciplinary responsibility of the student.

- Issues related to the student's disciplinary responsibility determined by the Law of Georgia "On Higher Education", according to the university charter, code of ethics and disciplinary responsibility according to the rule.

- Information regarding the conduct of disciplinary action against a student is confidential, unless there is a student's permission or the administration has a legitimate interest in protecting the safety of others and the rights protected by law. Information about a student's academic performance and disciplinary action taken against him should be kept separate. When storing information about the student, the administration is obliged to follow the rules established by the General Administrative Code of Georgia.

- Initiating disciplinary proceedings against a student should not limit the student's right to participate in the educational process. The student has the right to attend the hearing of his case.

During disciplinary proceedings, the student has the right to:

- To take a reasoned decision in written form on the initiation of disciplinary proceedings against him.

- Attend the discussion of the issue of disciplinary prosecution and enjoy the right of defense.

- To provide the Council with the information and evidence at his disposal.

- To demand that the issue of disciplinary prosecution against him be discussed at a public meeting.

- To appeal the decision taken by the university against him in court.

Article 10. Independent scientific-research unit - experimental and Scientific Research Institute of Clinical Medicine.

10.1. The Scientific-Research Institute of Experimental and Clinical Medicine (hereinafter "Institute") is an independent scientific-research structural unit of the university, which carries out scientific-research activities and has management bodies.

10.2. The institute is administered by the university.

10.3. Goals and objectives of the university:

- a) To carry out scientific research activities in accordance with the main scientific directions of the university.
- b) To ensure the conduct of laboratory research, generalization of research results and publication of scientific papers.
- c) Implement the integration of research results in the educational process together with the university faculties.
- d) To ensure the involvement of university academic staff and students in research and scientific grant projects.
- e) To promote the implementation and development of higher educational programs of the university. To participate in the performance of bachelor's, master's and doctoral theses
- f) Cooperate with leading local and foreign scientific research institutions, participate in international scientific projects within the framework of scientific grants, scientific exchange programs.
- g) To organize international and national conferences, symposiums and workshops, which will serve to present the results of the Institute's research.

10.4. The decision to create the institute is made by the academic council of the university and approved by the rector of the university.

10.5. The structure of the institution may include main and auxiliary structural units.

10.6. The management bodies of the institute are the scientific council of the institute and the director of the institute.

10.7. The rules of the institute, its management and activities are determined by the statute of the institute, which is approved by the academic council of the university.

10.8. The main scientific employees of the institute and the director of the institute form the scientific council of the institute.

10.9. The powers of the chairman of the Scientific Council of the Institute, the term of office, the procedure for election and termination of office are determined by the statute of the Institute.

10.10. The scientific-organizational and administrative activities of the institute are led by the director.

10.11. The director of the institute is elected for a period of 5 years on the basis of an open competition by the scientific council of the institute and submitted to the academic council of the university for approval.

10.12. The procedure for selecting the candidacy of the director of the institute and the director's powers are determined by the statute of the institute.

10.13. A scientific position can be held only on the basis of an open competition, which must be conducted in accordance with the principles of transparency, equality and fair competition.

10.14. The position of chief scientific employee can be held for a period of 5 (five) years by a person who has a doctor's degree or an equivalent academic degree and at least 6 years of experience in scientific and research activities.

10.15. The position of senior scientific employee can be held for a period of 5 (five) years by a person who has a doctor's degree or an equivalent academic degree and at least 3 years of experience in scientific and research activities.

10.16. A person who has a master's degree or equivalent academic degree can hold the position of a scientific employee for a period of 3 (three) years.

10.17. Combining academic and scientific positions is allowed.

10.18. The sources of financing of the institute are: the budget of the university, income received within the framework of scientific grants, other incomes that do not contradict the legislation of Georgia.

10.19. The activity of the institute will be terminated based on: the reorganization of the university, the liquidation of the university, the decision of the partner/director.

10.20. The project of making changes to the statute of the institute, with the participation of the scientific council of the institute, will be developed by the director of the institute and submitted to the academic council of the university for approval.

Article 11. Annual report and distribution of results.

11.1 The annual report is prepared by the director in accordance with the rules defined by the law, it is carried out in compliance with all evaluation requirements.

11.2 The director is responsible for the accuracy, incorrect or incomplete preparation of the annual report.

11.3 The net profits of the partnership belong entirely to the partner(s) and are used in accordance with the decision of the partner(s).

11.4 Distribution of invested capital as profit is not allowed.

Article 12. Liability.

12.1 The society is responsible for its obligations with all its assets.

12.2 The partner is responsible for the company's obligations only within the scope of its contribution to the invested capital.

Article 13. Liquidation of the society.

13.1 The society will be liquidated by the founder's decision.

13.2 Liquidation of the society is carried out by the director. At the request of a partner, if there is a substantial reason to do so, liquidators may be appointed by the court in the territory of which the company has its seat.

13.3 The liquidators shall draw up a balance sheet upon appointment. Creditors known from the company's accounting books or other sources must be notified of the company's liquidation by a special notice, and unknown creditors and creditors whose residence is unknown by a public statement and invite them to state their claims.

13.4 The liquidators must wind up the current affairs, realize the assets and fulfill the obligations of the society, if no debts arise from the balance sheet. As soon as the debt is established, the liquidators are obliged to inform the court about it.

13.5 The property of the liquidated company, after paying off the debts, is distributed to the partner(s). The property that he (they) invested in the society at the time of its establishment is returned to the partner (partners) in accordance with the share of the partners in the capital.

Article 14. Other provisions.

14.1 If any provision of this Charter becomes invalid, this does not affect the validity of the Charter as a whole.

14.2 Regarding the granting of authorization to the Teaching University Geomedi (status - university), from the date of entry into legal force of the decision made by the authorization board, appropriate changes/amendments shall be made to all internal regulations and agreements of the university.

Founding partner of The Teaching University Geomedi LLC

Marina Pirtskhalava