Limited Liability Company

University Geomedi

Charter

Georgia

Tbilisi, 2026

Article 1. General Provisions

1.1. This Charter regulates the educational and scientific research activities, principles of governance, rights and responsibilities of academic personnel and students, principles of financial operations, and other issues related to the functioning of the Limited Liability Company University Geomedi (hereafter referred to as the "University").

1.2. The Company is a legal entity. It acquires the rights of a legal entity from the moment of registration in the business register in accordance with the law. The organizational-legal form of the Company is a Limited Liability Company (hereafter referred to as the "Company") with the name **University Geomedi LLC**.

1.3. The Company is established for an indefinite term.

1.4. In order to carry out administrative work in accordance with the law, the Company has full administrative independence.

1.5. The Company is responsible for its obligations with all of its assets.

1.6. The legal address of the Company is: 4 King Solomon Street, 0114, Tbilisi, Georgia.

1.7. The administrative year of the Company aligns with the calendar year, except for the first year, which begins upon registration and ends on December 31 of that year, resulting in an incomplete administrative year.

1.8. Alterations to the Charter (including changes to the capital and any additional provisions) are possible only based on a decision made by the founder. Such decisions must be documented in writing.

1.9. The Company conducts its activities in accordance with this Charter, the Law of Georgia “On Entrepreneurs,” and applicable legislation in Georgia.

Article 2. Subject of the Company’s acitvities

2.1. Training of highly qualified personnel;

2.2. Import and sale of medical equipment;

2.3. Publication of thematic literature, production, and sale of educational videos and visual materials;

2.4. Establishing exchange agreements with various Georgian and foreign organizations and educational institutions;

2.5. Organizing exhibition and sales;

2.6. Providing dental services to the public;

2.7. Engaging in any activity not prohibited by applicable law;

2.8. Activities requiring a special permit (license) shall be carried out by the Company only after obtaining the necessary license;

2.9. The Company is authorized to establish branches and representative offices to achieve its objectives.

Article 3. Goals and objectives of the University

3.1. - Creating optimal conditions for students' education and scientific research, enabling them to receive higher education in accordance with international standards and focused on future development;

- Utilizing modern teaching methods;
- Promoting the principles of lifelong learning;
- Deepening international cooperation and enhancing internationalization processes within the university;
- Effectively implementing internal and external quality assurance mechanisms;
- Training professionals who, equipped with theoretical knowledge and practical skills, can adapt to the demands and challenges of both the local and international labor markets;
- Fostering respect for democratic principles and social responsibility among students;
- Teaching the Georgian language to non-Georgian speaking students.

3.2. To fulfill the aforementioned objectives, the University:

- Implements one-level educational programs for the first and second levels of academic higher education, as well as medical and dental education.
- implements educational programs at the first, second, and third cycles of academic higher education, as well as single-cycle educational programs in medical and dental education [**to enter into force from the date on which the decision of the Educational Programs Accreditation Council on the accreditation of the third-cycle academic higher education educational program becomes legally effective**].
- Selects highly qualified academic staff with scientific and pedagogical potential through an open competition;
- Ensures academic freedom in scientific research, study, and teaching;
- Creates an attractive environment for learning, research, and self-development for students;
- Allocates a portion of the budget for the development of research;
- Establishes scientific connections both domestically and internationally;
- Publishes textbooks and new scientific works.

Article 4. Legal Status of the Company

4.1. The company is a legal entity governed by private law—a Limited Liability Company.
4.2. The company owns, uses, manages, and administers its own property at its discretion.
4.3. The company has the right to conclude contracts in its own name, acquire property and personal non-property rights, and assume obligations. It may act as a plaintiff or defendant in arbitration and various courts.
4.4. The company has an independent balance sheet and operates on the principles of self-reimbursement and self-financing. It has the right to open settlement and other accounts, including in foreign currency, in banking institutions in Georgia and abroad. The company has a seal, stamps, letterheads, and other attributes.

Article 5. Invested Capital of the Company and Founding Partner

5.1 The founding partner of the company is a natural person, Marina Pirtskhalava (born on April 25, 1948, in Tbilisi, residing at Nino Ramishvili St. #31a, Tbilisi; P/M #20IF73691; personal #01009010446; issued by the Ministry of Justice on September 6, 2022).

5.2 The invested capital of the company is 21,407 (twenty-one thousand four hundred and seven) GEL. Marina Pirtskhalava's equity participation in the invested capital is 100%, and the amount of the invested share is 100 units.

5.3 A partner of the company has the right to increase or decrease the invested capital. Changes in the invested capital take effect only after registration in the Business Register. The reduction or increase of the invested capital is carried out by the decision of the partner.

Article 6. Meeting of Partners of the Company (Decision)

6.1. The highest management body of the company is the Meeting of Partners. As long as the company has one partner, that partner exercises the competencies of the Meeting.

6.2. The competencies of the Meeting include:

A. Determining the general principles of administrative policy;

B. Acquiring and alienating shares, as well as acquiring and liquidating enterprises;

C. Initiating and terminating types of production and economic activities;

D. Acquiring, alienating, and encumbering real estate;

E. Taking loans and credits that individually or collectively exceed the amount established by the Meeting of Partners;

F. Issuing and canceling powers of attorney;

G. Approving annual results and determining their use;

H. Other powers established by the Law on Entrepreneurs.

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

6.4. Decisions at the partners' meeting shall be made by a majority of votes, unless the Law of Georgia on Entrepreneurs provides for another form of decision-making.

Article 7. Management and Representation

7.1. The management and representation of the company shall be vested in the director, who shall be appointed by the Meeting of Partners. The director shall represent the company alone in dealings with third parties.

7.2. The director shall conduct the company’s affairs in good faith; specifically, they shall exercise the same care that an ordinary reasonable person in a similar position and under similar circumstances would exercise, and shall act with the belief that their actions are in the best interests of the company. If the director fails to fulfill this duty, they shall be fully liable to the partner for any resulting losses.

7.3. The director shall be appointed and dismissed by the partner's decision and shall be obliged to comply with the internal regulations of the company.

7.4. The director shall be entitled to:

A. Represent the company before any organization and institution, which shall also be their obligation.

B. Approve the company's internal normative documents.

C. Approve the staffing schedule within the budget of the company.

D. Hire and dismiss employees of the company in agreement with the founder, and encourage and discipline them in accordance with internal regulations.

E. Enter into transactions and issue powers of attorney.

F. Open accounts.

G. Issue documents of an organizational and regulatory nature.

H. Resolve other issues stipulated by legislation.

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

Article 8. Academic Staff

8.1. The academic staff of the University comprises Leading Professor, Professor, Associate Professor, Assistant Professor, and Assistant;

8.2. The Leading Professor is responsible for directing the educational process and providing leadership in the University's research activities. In addition, the Leading Professor actively participates in the aforementioned educational and research activities;

8.3. Professors participate in and/or conduct the educational process and scientific research;

8.4. An assistant, under the guidance of a professor, associate professor, or assistant professor, carries out seminar and research work within the framework of the educational process in the main educational unit;

8.5. An academic position may be filled through an open competition, which must comply with the principles of transparency, equality, and fair competition;

8.6. The date and terms of the competition shall be publicly announced at least one month prior to the deadline for submission of applications**.**

8.7. A person holding **a** doctoral degree or an equivalent academic degree may be elected to the position of Leading Professor for a term of at least **f**ive years, provided that the person has at least eight years of experience in academic and research activities, demonstrates outstanding scientific achievements (including scientific works/publications published in leading national and international journals and other scholarly publications, participation in national and international research projects, and other relevant achievements), and meets the additional requirements established by the University Academic Council.

8.8. A person holding a doctoral degree or an equivalent academic degree may be elected to the position of Professor for a term of at least five years, provided that the person has at least six years of experience in academic and research activities and meets the additional requirements established by the University Academic Council.

8.9. A person holding a doctoral degree or an equivalent academic degree may be elected to the position of Associate Professor for a term of at least **five years**, provided that the person has at least three years of experience in academic and research activities. Additional requirements may be established by the University Academic Council.

8.10. A person holding a doctoral degree or an equivalent academic degree may be elected to the position of Assistant Professor **for** a term of three or four years. Additional requirements may be established by the University Academic Council.
8.11. A doctoral student may be elected to the position of Assistant for a term of three or four years**.** Additional requirements may be established by the University Academic Council.
8.12. Qualified professionals may be eligible to hold the academic positions specified in Clauses 8.8–8.11 on the basis of their professional qualifications and expertise**.** In such cases, an individual's qualifications may be demonstrated through professional experience, specialized training, and/or publication**s**. A person shall be considered appropriately qualified where they possess the competencies necessary to achieve the learning outcomes stipulated by the respective educational program**.**
8.13. In order to participate in a competition for an academic position, a candidate shall provide, in advance, their consent to affiliation with the University. Following election to an academic position, the candidate shall enter into a written affiliation agreement with the University. The procedure and terms governing affiliation shall be determined by the University Regulations**.**
8.14. The maximum workload limits for academic staff shall be determined by the University Academic Council and approved by the Rector**.**

Article 9. Student

9.1. Granting student status and protecting student rights are carried out in accordance with the Law of Georgia "On Higher Education" and applicable legislation.

The rules regulating the educational process of the university determine the granting of student status.

9.2. A student has the right to:

- receive quality education;
- participate in scientific research;
- have equal access, in accordance with the procedures established by the University Charter, internal regulations, and other University regulations, to the University's material and technical resources, library resources, information resources, and other facilities and services;
- elect, on the basis of universal, direct, and equal suffrage by secret ballot, their representative and be elected to student self-government bodies, as well as to the governing bodies of the Faculty and the University;
- freely establish and/or join student organizations in accordance with their interests;
- freely express their views and provide a reasoned refusal to accept or share ideas presented to them in the course of the educational process;
- transfer to another higher education institution from the second year of study, in accordance with the procedure established by the legislation of Georgia and this Charter;
- receive scholarships, financial or material assistance, and other forms of support or benefits from the University or other sources;
- choose an educational program;
- participate in the development of an individual educational program;
- periodically evaluate the performance of academic staff;
- execute any other rights and powers granted to them under the legislation of Georgia.

9.3. The student is obliged to:

a) comply with the requirements of the University Charter, internal regulations, disciplinary liability provisions, Code of Ethics, and the agreement concluded with the University;

b) undertake and successfully complete, in accordance with the prescribed educational program, all courses that the student has selected voluntarily and that are mandatory for completion of the program;

- A foreign national or stateless person enrolled without taking the Unified National Examinations/Master's Examination shall obtain an assessment in at least one component of the assessment of an educational component within 45 calendar days from the completion of academic registration;
- A foreign national or stateless student with active student status shall be required to have valid health and accident insurance coverage;
- A foreign national or stateless person enrolled without taking the Unified National Examinations/Master's Examination shall earn more than one-third of the maximum number of credits to be accumulated during one academic year.

9.4. Suspension of student status:

- The grounds for suspension of student status are:
  A. A personal statement (without specifying the reason);
  B. Studying at a higher educational institution in a foreign country (except for studying within the framework of an exchange educational program);
  C. Pregnancy, childbirth, childcare, or deterioration of health;
  D. Financial debt;
- A foreign citizen or individual without citizenship who has enrolled without passing the Unified National Exams/ Master's Exams will have their student status suspended if they do not receive a grade in at least one component of the assessment of the educational component within 45 calendar days from the date of academic registration.

- The University shall be authorized to suspend the student status of a foreign student in the event that the student does not have valid health and accident insurance coverage.
- If a foreign national or stateless person enrolled without taking the Unified National Examinations/Master's Examination fails to earn more than one-third of the maximum number of credits to be accumulated during one academic year, their student status shall be suspended.

9.5. Termination of student status:

The grounds for termination of student status are:

a) completion of the respective educational program;
b) submission of a personal written application by the student;
c) failure to obtain the required credits in the same course on three occasions;
d) commission by the student of a disciplinary violation for which termination of student status is prescribed under the University Code of Ethics;
e) death of the student;

f) transfer of the student to another higher education institution;
g) suspension of student status for a cumulative period of five years, except in cases provided for by the legislation of Georgia. The legal consequences provided for by the legal act on termination of student status shall take effect twelve months after the issuance of the relevant order. During this period, the student's status shall be deemed suspended, and the student shall be entitled to exercise the right of mobility, except where the grounds for termination of student status are incompatible with the regulations of the receiving institution.
For students whose status was suspended as of 1 March 2024, the five-year cumulative period of suspension shall be calculated starting from 1 March 2024;
h) other grounds provided for by the applicable legislation.

- If the period of lawful stay in Georgia of a foreign national or stateless person enrolled without taking the Unified National Examinations/ Master's Examination expires and/or a decision is made to expel such person from Georgia, the University shall be authorized to terminate the student status of the foreign national or stateless person.

9.6. Student Mobility

1. A person whose enrollment in a higher education institution is carried out in accordance with the procedure established by law, and who is a student of a higher education institution at the time of registration as a mobility applicant on the electronic portal, has the right to mobility.
2. The right to mobility shall also be granted to a person referred to in the first subparagraph of Clause 9.6 of this Article whose student status at the respective higher education institution has been suspended as of the date of registration on the electronic portal.
3. Mobility may be carried out within the framework of one level of higher education. For the purposes of this paragraph, educational programs for qualified physicians, dentists, or veterinarians are considered compatible with the educational program of the first level of academic higher education. Mobility from a professional higher education program to a bachelor's degree program is not permitted.
4. The right to mobility arises for a student after one year of study at the relevant level of higher education. The period of study does not include the time during which the person's student status was suspended. If the institution has been liquidated without determining a successor, lost its authorization, or if the educational program is no longer implemented, the student's right to mobility arises regardless of the duration of the study period.
5. A student shall acquire the right to mobility and internal mobility only with respect to an educational program that corresponds to the subject(s) taken by the student in the following examination:
   a) within the framework of the Unified National Examinations, the subject(s) prescribed by Article 6, Paragraph 2 and/or Paragraph 8 of the Regulation on the Conduct of Unified National Examinations, approved by Order No. 19/N of the Minister of Education and Science of Georgia dated 18 February 2011, applicable to students who took the Unified National Examinations in 2020 or thereafter.

The provisions of this paragraph shall not apply to students who took the Unified National Examinations prior to 2020.

6. Student mobility can be carried out twice during a calendar year.
7. Internal mobility refers to the transfer of a student from one educational program to another within the University. Internal mobility is announced twice a year, in accordance with the procedure established by the University.

9.7. Disciplinary Liability of the Student

- Issues related to student disciplinary responsibility shall be governed by the Law of Georgia "on Higher Education", this Charter, and the University Code of Ethics.
- Information about the implementation of disciplinary measures against a student is confidential, except in cases where there is the student's permission or where 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 the implementation of disciplinary measures against them must be kept separate. When storing information about a student, the administration is obliged to adhere to the rules established by the General Administrative Code of Georgia.
- Disciplinary proceedings against a student shall be proportionate to the disciplinary misconduct committed. The initiation of disciplinary proceedings against a student shall not restrict the student's right to participate in the educational process, except where such participation poses a threat to the protection of the rights or health of another person, the safety of the University, or the protection of the University's property. The student shall have the right to attend the consideration of their case.

9.8. In the course of disciplinary proceedings, the student shall have the right to:

- receive a reasoned decision in writing on the initiation of disciplinary proceedings against them;
- attend the consideration of the disciplinary case and execute their right to defense;
- submit to the Ethics Commission any information and evidence available to them that is relevant to the disciplinary case;
- request that the disciplinary case against them be considered at a public hearing;
- Appeal the decision taken by the university against them in court.

Article 10. Independent Scientific-Research Unit - Scientific-Research Institute of Experimental and Clinical Medicine

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

10.2. The Institute is administered by the university.

10.3. Goals and objectives of the Institute:

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. To implement the integration of research results into the educational process in collaboration with the faculties of the university.
D. To ensure the involvement of the academic staff and students of the university in research and scientific grant projects.
E. To promote the implementation and development of higher educational programs of the university and participate in the execution of bachelor's, master's, and doctoral theses.
F. To cooperate with leading local and foreign scientific research institutions and participate in international scientific projects within the framework of scientific grants and exchange programs.
G. To organize international and national conferences, symposiums, and workshops to present the results of the Institute's research.

10.4. The decision to establish 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 Institute may include both main and auxiliary structural units.

10.6. The governing bodies of the Institute are the Scientific Council of the Institute and the Director of the Institute.

10.7. The rules governing the Institute, its management, and activities are determined by the Regulation of the Institute, which is approved by the Academic Council of the university.

10.8. The main scientific staff of the Institute and the Director form the Scientific Council of the Institute.

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

10.10. The scientific, organizational, and administrative activities of the Institute are managed by the Director.

10.11. The Director of the Institute shall be elected by the Scientific Council of the Institute for a term of five years, on the basis of an open competition, and shall be submitted to the Academic Council of the University for approval.

The procedure for selecting the candidate for the Director of the Institute and the powers of the Director shall be determined by the Regulation of the Institute.

10.12. The scientific staff of the Institute shall comprise persons holding the following scientific positions: Chief Research Scientist, Senior Research Scientist, and Research Scientist.

10.13. A scientific position may be filled exclusively on the basis of an open competition, which shall be conducted in accordance with the principles of transparency, equality, and fair competition. The date of the competition for a scientific position and the additional terms and requirements shall be publicly announced at least one month prior to the deadline for submission of the relevant application documents. The additional requirements for appointment to a scientific position shall be developed by the Scientific Council of the Institute and submitted to the Academic Council of the University for approval.

10.14. The position of Chief Research Scientist may be held for a term of five years by a person who holds a doctoral degree or an equivalent academic degree and has at least six years of experience in scientific research activities.

10.15. The position of Senior Research Scientist may be held for a term of five years by a person who holds a doctoral degree or an equivalent academic degree.

10.16. The position of Research Scientist may be held for a term of three years by a person who holds a master's degree or an equivalent academic degree.

10.17. It is permissible to combine academic and scientific positions.

10.18. The sources of funding for the Institute are: the university budget, income received from scientific grants, and other income that does not contradict the legislation of Georgia.

10.19. The activities of the Institute shall be terminated upon the reorganization of the university, liquidation of the university, or upon the decision of the partner/director.

10.20. The draft amendment to the Institute's Regulation shall be developed by the Director of the Institute, with the participation of the Institute's Scientific Council, and submitted to the university's Academic Council for approval.

Article 11. Annual Report and Distribution of Results

11.1. The annual report is prepared by the director in accordance with the regulations established by law and complies with all assessment requirements.

11.2. The director is responsible for the accuracy and completeness of the annual report.

11.3. The net profit of the company belongs entirely to the partner(s) and is used in accordance with their decision.

11.4. The distribution of invested capital as profit is not permitted.

Article 12. Liability

12.1. The company is liable for its obligations with all its assets.

12.2. A partner is liable for the obligations of the company only to the extent of their contribution to the invested capital.

Article 13. Liquidation of the Company

13.1. The company shall be liquidated by the decision of the founder.

13.2. The company may also be liquidated by the director. Upon the petition of a partner, if there are significant grounds for doing so, liquidators may be appointed by the court in the jurisdiction where the company has its registered office.

13.3. Upon their appointment, the liquidators shall immediately prepare a balance sheet. Known creditors, as identified in the company's accounting records or other sources, shall be notified of

the liquidation by a formal notice. Unknown creditors, or those whose place of residence is unknown, shall be informed through a public notice, inviting them to submit their claims.

13.4. The liquidators shall complete ongoing affairs, liquidate assets, and fulfill the company's obligations, unless the balance sheet indicates outstanding debts. In the event of debt determination, the liquidators are required to notify the court.

13.5. After settling all debts, the property of the liquidated company shall be distributed to the partner(s). Each partner shall receive back the property they invested in the company upon its establishment, in proportion to their share of the capital.

Article 14. Other Provisions

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

Founding Partner of University Geomedi LLC

Marina Pirtskhalava