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Limited Liability Company
Teaching University Geomedi

S T A T U T E

The new edition

Georgia

Tbilisi 2021

Article 1. General Regulations

- 1.1 Present Statute regulates the process of educational and scientific-research activities, management principles, rights and responsibilities of students and academic personnel, financial-economic principles and other issues related to the functioning of the limited liability company – Teaching University Geomedi (hereinafter the University).
- 1.2 The company is a legal entity. The company obtains the rights of a legal person from the moment of registration at the entrepreneurial register. The organizational-legal form of the company is the Limited Liability Company (hereinafter referred to as Company) by the proprietary name of **Teaching University Geomedi LLC**.
- 1.2¹ The company is a legal entity. The company obtains the rights of a legal person from the moment of registration at the entrepreneurial register. The organizational-legal form of the company is the Limited Liability Company (hereinafter referred to as Company) by the proprietary name of University Geomedi LLC.**
- [shall enter into force on the date the decision is made by the Authorization Board to issue a consent to Teaching University Geomedi (with the status - University)].**
- 1.3 The company is founded for an indefinite period.
- 1.4 The company has full economic independence for carrying out economic activities under the legislation.
- 1.5 The company is responsible for its obligations with all its property.
- 1.6 The legal address of the company is: King Solomon II Street# 4, Tbilisi 0114, Georgia.
- 1.7 The economic year of the company coincides with the calendar year, except for the first year, which starts from the day of company's registration and ends on December 31 of the registration year and therefore is incomplete economic year.
- 1.8 Changing the company's statute (including changing the statutory capital and determination of additional payments) may be made only by the founder's decision. The founder's decisions must be made in written form.
- 1.9 The company conducts its activities in accordance with this statute, the law of Georgia "On Entrepreneurs" and the legislation in Georgia.

Article 2. The subject of company activities

- 2.1 Preparation of highly qualified staff
- 2.2 Import-realization of medical equipments;
- 2.3 Publication of profile literature, production and sale of educational video and visual materials;
- 2.4 Exchange agreements with various organizations and educational institutions in Georgia and abroad;
- 2.5 Arrangement of exhibition - sales;
- 2.6 Dental Assistance for the Population;
- 2.7 Any activities that are not prohibited by the applicable law.
- 2.8 The types of activities that require a special permit (license) are carried out by the company after obtaining the license.
- 2.9 The company is authorized to establish branches and representations for its goals.

Article 3. Goals and objectives of the Teaching University Geomedi

- 3.1. - To create the best conditions for students' teaching and scientific research work; to establish the possibility of acquiring higher education based on international standards which is oriented to future development;
- Using modern methods of teaching;
 - Promote teaching principles throughout life;
 - Deepening the processes of international cooperation and internationalization of the University;
 - Effective implementation of internal and external mechanisms of quality assurance;
 - Preparation of professional staff, who can adapt to the requirements and challenges of the local and international labor market with acquired theoretical knowledge and practical skills;
 - Establish respect for democratic principles and social responsibility for students.
 - Teaching Georgian language for non-Georgian students;
- 3.2 To accomplish the mentioned goals the University:
- _ Implements first and second stages of higher educational programs and single-cycle medical/dental academic higher educational programs;
 - _ Implements first, second and third stages of higher educational programs and single-cycle medical/dental academic higher educational programs;
- [shall enter into the force from the date once the decision made by the Authorization Board on issuing a consent to Teaching University Geomedi about authorization (with the status - University) is inured.**
- _ Selects academic staff with highly qualified scientific and pedagogical potential on the basis of open competition;
 - _ Provides academic freedom for scientific research, teaching and learning;
 - _ Creates maximally attractive environment for students' learning, research and self-development;
 - _ Part of the budget is spent on research development;
 - _ Establishes scientific connections both inside the country and abroad;
 - _ Publishes textbooks and new scientific works.

Article 4. The legal status of the company

- 4.1 The company is a legal entity in accordance with Georgian legislation- Limited Liability Company.
- 4.2 The company owns, benefits from, governs and manages his property within its discretion.
- 4.3 The company has the right to enter into contracts on its own behalf, 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 company has an independent balance sheet, which operates on a basis of self-financing and reimbursement principles. Has the right to open a settlement and other accounts, including foreign currency, in the banking institutions of Georgia and foreign countries. Has a seal with its name, stamps, blanks and other attributes.

Article 5. Statutory capital of the company and founding partner

- 5.1 The founder partner of the company is an individual person - **Marina Pirtskhalava** (born 25.04.1950, Tbilisi, Nino Ramishvili street # 29a. p.n N 11ID65781. Personal N. 01009010446. Issued by the Ministry of Justice of Georgia 01.06.2012).
- 5.2 The company's authorized capital is 9630 (nine thousand six hundred and thirty) GEL. 100% of the authorized capital belongs to Marina Pirtskhalava.
- 5.3 Company partner has the right to increase or decrease fixed capital. Changes in the authorized capital are valid only after registration in the entrepreneurial register. Reduction or increase of authorized capital is made by partner's decision.

Article 6. The Company Partnership Council (decision)

- 6.1 The highest body of Company Management is represented by the Partnership Council, till the company has one partner the competence of council is maintained by it.
- 6.2 The competence of the Council is:
- a) Defining general principles of economic policy;
 - b) Acquisition and alienation of shares, as well as acquisition and liquidation of enterprises;
 - c) Launch and termination of types of production and economic activities;
 - d) Purchase, alienation and encumbrance of real estate;
 - e) Obtain loans and credits that are separate or totally excessive the amount established by the Partnership Council;
 - f) Issuing and abolishing the power of attorney;
 - g) Approval of Annual Results and Use of Results;
 - h) Other authorities that are established by law on entrepreneurs;
- 6.3 Partner decision should be made in writing.
- 6.4 The Partners' Council makes decisions by a majority of votes if the Law of Georgia on Entrepreneurs does not envisage any other form of decision-making.

Article 7. Management and Representation

- 7.1 The management and representation of the company shall be born by the company director, appointed by the Partners' Council. The director is the only person in the relationship with the third party.
- 7.2 Director should lead the affairs of the company in good faith; In particular, to care as an ordinary sensible person in a similar position and under similar conditions cares and acts in the belief that his or her actions are most beneficial to company. If the director fails to perform this duty, he / she will be fully liable to the partner for the damage incurred.
- 7.3 The Director shall be appointed and exempt from the decision of the Partner. The director is obliged to follow the inter regulations of the enterprise.
- 7.4 Director is entitled to:
- a) Present the company before any organization and institution, which is also his/her obligation.
 - b) Approve the internal normative documents of the company.
 - c) Approve the staff schedule within the budget of the company.
 - d) Appoint and release public employees in agreement with the founder, award and penalize them according to the inter regulations.
 - e) Make agreements, grant the power of attorneys.
 - f) Open accounts.
 - g) Issue an organizational-administrative documents.
 - h) Decide other issues under the legislation.
- 7.5 The director represents the company in relations with third parties.

Article 8. Academic staff

- 8.1 The university academic personnel consists of professors and assistants;

- 8.2 The part of professors are professors, associate professors and assistant- professors;
- 8.3 Professors are involved in the studying process and science researches and / or lead them;
- 8.4 Assistants, under the guidance of the professor, associate professor or assistant professor conduct seminars and research works within the ongoing educational process in the main educational unit;
- 8.5 Academic positions can be filled through open competition, which must comply with the principles of transparency, equality and fair competition;
- 8.6 A person with a doctorate or an equivalent academic degree with at least six years of experience in scientific-pedagogical work may be elected to the position of professor. Additional conditions may be determined by the University Academic Council;
- 8.7. A person with a doctorate or an equivalent academic degree who has at least three years of scientific-pedagogical work experience may 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 an equivalent academic degree may be elected to the position of Assistant Professor for a term of 3 or 4 years;
- 8.9. A doctoral student can be elected as an assistant for a term of 3 or 4 years.
- 8.10. It is allowed for professionally qualified personnel to hold academic positions provided for in paragraphs 8.6 - 8.9 of this Article. In this case, the qualification of the person can be confirmed by professional experience, special training and / or publications. A person who has the necessary competence to produce the learning outcomes provided by the program is considered to have the relevant qualification.
- 8.11. Conclude an affiliation agreement with the relevant academic staff in accordance with the rules and requirements established by law.
- 8.12. The rules and conditions of affiliation are defined by the University Regulation

Article 9. Student

- 9.1. The granting the student status and the protection of student rights is carried out in accordance with the Georgian Law on Higher Education and applicable legislation.
Student status is determined by the university's educational process regulations.
- 9.2 Student has the right to:
 - _Receive a quality education;
 - _Participate in scientific research;
 - _Use the material-technical base of the university, library, informational means on equal terms.
 - On the basis of general, equal and direct elections, elect a representative by secret ballot and be elected as the representative body of the student self-government, faculty and university administration in accordance with the Law on Higher Education and the University Statute;
 - To establish freely and/or join students organization in accordance his/her interests;
 - To express his/her own ideas freely and reasonably refuse to share the ideas that are suggested during the educational process;
 - According to the Law of Georgia “on Higher Education”, a student has the right of mobility to another higher education institution from the second academic year of study and to transfer the state funding allocated to him / her to this institution.
- 9.3 Student is obliged to:
 - a) Follow the Statute, Regulation, internal regulations, code of ethics of the University and comply with the requirements of the signed contract (agreement).

- b) Study all the subjects that are mandatory and also she/he has chosen according to the established program.
- c) Care for the University's well-being and success.
- d) Regularly attend classes (lectures, seminars, practical and Laboratory studies).

9.4 Suspension of a student's status

- _ The grounds for the suspension of student's status are:
 - a) Personal application (without indicating the reason);
 - b) Studying in a higher education institution in a foreign country (except for studying within the framework of an exchange education program);
 - c) Pregnancy, childbirth, child care or health problems;
 - d) Financial debt;

9.5 Termination of a student's status

- The grounds for the termination of student's status are:
 - a) Completion of the educational program on the stage given;
 - b) Personal application;
 - c) Failure to execute the corresponding educational program requirements for getting Academic Degree within the stated terms;
 - d) attending the same compulsory training course three times and not receiving a credit;
 - e) Execution of the sentence in the presence of legally enforced guilty verdict;
 - f) Violation of Code of Ethics (for a student to inappropriate and unethical behavior);
 - g) Death;
 - h) Transfer of a student to another higher education institution.

I) 5 years after the suspension of student status, a person has his / her student status terminated, except in cases provided by law. The legal consequences provided for in the legal act on termination of student status shall be established twelve months after the issuance of the order. During this period of time, the student status is considered suspended and the student is entitled to exercise the right of mobility, unless the grounds for termination of student status are incompatible with the Statute of the host institution.

9.6 Student mobility

1. Mobility is entitled to a person whose enrollment at higher education institution is carried out in accordance with the legislation, and at the moment of registering for mobility on the electronic portal is a student of higher education institution.
2. Mobility right is also entitled to the person referred to in paragraph 1 of this article, who at the time of registering on the electronic portal, has been suspended the student's status
3. Mobility can be carried out within one cycle of higher education. For the purposes of this paragraph, the Doctor of Medicine/ Doctor of Dental Medicine / Veterinary Educational shall be considered compatible with the educational program of the first level of academic higher education. Mobility is not allowed from a Professional (vocational) higher education program to Bachelor's Degree Program.
4. The right of mobility arises for a student after one year of study at a relevant level of higher education. The period of study does not include the time during which the person had suspended student status. If the institution has been liquidated without determining the legal successor, the institution has lost its authorization or the educational program is no longer implemented, the student has the right to mobility regardless of the length of the study period

5. Students with academic debt or zero credit are eligible to participate in the mobility process if they are involved in the educational process.
6. Mobility of students can be carried out twice during the calendar year;
7. Internal mobility means changing the academic program chosen by the student within the institution. Internal mobility is announced twice a year in accordance with the procedure established by the institution.

9.7 Disciplinary Liability of a Student

- The disciplinary proceedings against a student shall be enforced envisaged by Georgian legislation, “the Law of Georgia on Higher Education”, the statute of the university, the Code of Ethics of the University, disciplinary liability norms.
- The information about the conduct of disciplinary measures against a student is confidential, unless there is a student's permission or administration lawful interest to protect the security of others and the rights protected by law. Information on the student's academic performance and the disciplinary measures against him/her must be stored separately. When storing information about the student, the administration is obliged to follow the rules established by the General Administrative Code of Georgia.
- The beginning of disciplinary proceedings against a student shall not limit a student’s right to participate in educational process. A student shall have the right to attend the proceedings against him/her.

9.8 During disciplinary proceedings, a student shall have the right to:

- Receive a well-substantiated decision in writing about beginning the disciplinary proceedings against him/her;
- Attend a disciplinary hearing and exercise his/her right to defence;
- Provide a board with all information and evidence having at disposal;
- Request that the case against him/her be discussed at a public meeting.
- Appeal the decision of the university against him/her 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 "the Institute") is an independent scientific-research structural unit of the University, which carries out scientific-research activities and has governing bodies.
- 10.2. The institute is administered by the University.
- 10.3. Aims and objectives of the institute:
 - A) Carry out scientific-research activities in accordance with the main scientific directions of the University.
 - B) ensure laboratory research, generalization of research results and publication of scientific papers.
 - C) to integrate research results into the educational process together with the faculties of the University.
 - D) Ensure the involvement of the academic staff and students of the University in research and scientific grant projects.
 - E) Facilitate the implementation and development of higher education programs of the University. Collaborate on 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, exchange scientific programs.

- G) Organize international and national conferences, symposia and workshops to present the results of the Institute's research.
- 10.4. The decision to establish the institute is made by the Academic Board of the University and approved by the Rector of the University.
 - 10.5. The structure of the institute may include basic and Subsidiary 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 of the institute, its management and activities are determined by the regulation of the institute, which is approved by the Academic Board of the University.
 - 10.8. The Chief Researchers 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 rules of election and termination of authority shall be determined by the Regulation of the Institute.
 - 10.10. The scientific-organizational and administrative activities of the institute are supervised by the director.
 - 10.11. The director of the institute is elected by the Scientific Council of the Institute on the basis of an open competition for a term of 5 years and is submitted to the Academic Board of the University for approval.
 - 10.12. 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.
 - 10.13. A scientific position can be held only on the basis of an open competition, which must be held in accordance with the principles of transparency, equality and fair competition.
 - 10.14. A person who has a doctorate or an equivalent academic degree and at least 6 years of experience in scientific research can hold the position of Chief Researcher for a period of 5 (five) years.
 - 10.15. A person who has a doctorate or an equivalent academic degree and at least 3 years of experience in scientific research can hold the position of senior researcher for a period of 5 (five) years.
 - 10.16. A person who has a master's degree or an equivalent academic degree can hold the position of a researcher for a period of 3 (three) years.
 - 10.17. It is allowed to combine academic and scientific positions.
 - 10.18. The sources of funding of the institute are: the budget of the university, the 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, liquidation of the university, decision of the partner / director.
 - 10.20. The draft amendment to the Regulation of the Institute, with the participation of the Scientific Council of the Institute, is developed by the Director of the Institute and submitted to the Academic Board of the University for approval.

Article 11 - Rule for issuing a document certifying the Doctor's academic degree after the completion of a joint doctoral education program

- 11.1. Based on the agreement signed between the University and a foreign university on the implementation of the joint doctoral education program, a document certifying the academic degree of the doctor - diploma and diploma attachment will be issued after the completion of the joint doctoral education program as established by Georgian legislation.
- 11.2. A copy of the diploma shall be issued to the person whose diploma no longer exists or has become unusable.

This article shall enter into the force from the date once the decision made by the Authorization Board on issuing a consent to Teaching University Geomedi about authorization (with the status - University) is inured.

Article 12. Annual report and distribution of results.

- 12.1. The annual report is drawn up by the director in accordance with the rules defined by law, it is carried out in accordance with all the requirements of the assessment.
- 12.2. The Director shall be responsible for the authenticity of the annual account, for incorrect or incomplete form.
- 12.3. The net profit of the company is fully owned by the partner (partners) and is used in accordance with the partner (partners) decision.
- 12.4. It is impermissible to distribute statutory (basic) capital as profits.

Article 13. Responsibility.

- 13.1. The company is responsible for its obligations with all its property.
- 13.2. Partner is responsible for the obligations of company only within the frames of his contribution into the capital.

Article 14 . Liquidation of company.

- 14.1. Company will be liquidated by the founder's decision.
- 14.2. Company liquidation shall be carried out by the director. With the partner's motion, if there is a significant ground, Liquidators may be appointed by the Court on whose territory the company has its location.
- 14.3. Liquidators should draw up a balance as soon as they are appointed, from the company accounting books or other sources, known creditors shall be informed of the liquidation of the company by special notification, whereas unidentified creditors and creditors whose residence is unknown, shall be sent public declaration and invite them to file their claims.
- 14.4. Liquidators must complete the current affairs, carry out the assets and fulfill the obligations of the public unless the debt out of the balance does not arise. Upon determination of the debt, liquidators are obliged to Notify the Court, who shall initiate bankruptcy case. The property of the liquidated company, after paying off the debts, is distributed to the partner (partners). Partner (s) will be returned the property, which he (they) invested in a company at the time of its establishment in accordance with the share of the partners in the capital.

Article 15. Other Provisions.

- 15.1. If any provision of this Statute becomes invalid, it does not affect the validity of the Statute as a whole. Instead of an invalid provision, there is a rule that is valid and which makes it easier to achieve a set economic goal.
- 15.2. Relevant changes (s) to all applicable internal regulations and agreements of the University shall enter into the force from the date once the decision made by the Authorization Board on issuing a consent to Teaching University Geomedi about authorization (with the status - University) is inured.
- 15.3. The Statute is drawn up in 2 (two) equal copies.

Founding Partner of Teaching University Geomedi LLC

Marina Pirtskhalava