Article 1: General Statements

1. National English Spelling Competition Georgia (hereinafter NESC-GE) is registered as a

noncommercial legal entity in accordance with Georgian legislation as of 05.07.2013

2. Name of the entity: National English Spelling Competition Georgia

3. NESC-GE's address is: Tbilisi, I. Tchavtchavadze Ave. #11, Georgia.

4. E-mail of NESC-GE: [nesc.ge@gmail.com](mailto:nesc.ge@gmail.com)

Article 2: Mission

1. NESC-GE's mission is to support and enhance the educational experience of youth and teachers in

Georgia and internationally.

2. NESC-GE applies these guiding strategies in pursuit of its mission:

2.1. Motivate students and teachers to improve themselves academically by recognizing their

achievements publically and rewarding them for excellent performance;

2.2. Utilize and introduce innovative technology and methodology to make the learning experience

accessible, effective and fun for all students and teachers;

2.3. Promote broad public collaboration in NESC-GE

’s work so that

 NESC-GE

’s mission is

embraced and empowered by Georgian society;

2.4. Strive for transparency and accountability to Georgian society in all organizational activities

and operations

Article 3: Board

1. The Board is the highest governing body of NESC-GE. It sets the main strategy and directions of

 NESC-GE

’s activities. In addition, the

Board oversees the work of the Executive Director. The Board

approves the Executive Director ’s

selection and job description.

2. The Board adopts decisions by majority of Board members, unless otherwise specified by this

charter.

3. The decision to reorganize or to dissolve NESC-GE is taken by the Board by majority vote.

4. The Board meets in person or conducts on-line meetings at least four times per year (quarterly).

According to the decision of the Executive Director or the Board Chairperson, whichever is calling the

meetings, agenda shall be disseminated between the members of the Board via email; Board Members

shall provide their agenda points via the same means.

5. Both electronic and paper records of Board meetings should be kept with NESC-GE administration.

All Members of the Board shall have access to the Board documents.

6. A Board meeting is called by the Chairperson of the Board, Executive Director, or by any two of its

members.

7. The Board:

7.1 Elects the Chairperson from the Members of the Board through secret or open ballot;

7.2 Elects the Executive Director through secret or open ballot;

7.3 Elects Board members through secret or open ballot;

7.4 Participates in the elaboration of the strategic plan and defines the main activity areas of NESC-

GE;

7.5 Adopts a new charter or amends by a majority vote

7.6 Makes decisions concerning the membership of NESC-GE in registered organizations and

 participation in the establishment of any legal entity;

7.7 Approves the job description of the Executive Director;

7.8 The Board may remove the Executive Director with a majority vote, through secret or open

 ballot. Grounds for removal of the member shall be determined by Board Members and recorded in

a written form;

7.9 Decides on other issues that are not directly given in this Charter.

8. In case of early termination of the authority of a Board Member, the Chairperson or Executive

Director is obliged to summon an extraordinary meeting of the Board. This meeting shall review

applications for membership and must appoint a new member. The new member will be elected for the

term of the member whose membership has been terminated.

9. The Board meetings are organized by the Chairperson or Executive Director.

10. The Board Members are notified about the meeting no less than five business days earlier via email,

together with agenda and all materials.

11. In general, the Board is authorized to make a decision if a majority of its total members are present

at a meeting, either physically or via electronic means.

12. If the Board Meeting is not attended by the minimal amount of members set by this Charter,

Chairperson or Executive Director within one week shall convene new meeting, which will be

authorized to make decisions if at least 1/2 of the Board Members will attend it. By the unanimous

decision of the attendants it is possible to skip the procedure described in this paragraph. In this case the

meeting shall be authorized to discuss issues set in the agenda.

13. At the moment of registration, Board members have been elected by NESC-GE founders. After the

registration Board will elect Board members.

14. Board meeting minutes shall be signed by chairman and secretary of the meeting. They are

responsible for accuracy and validity of the meeting minutes

15. Members of the Board:

- Khatia Tsiramua - born on 26.11.1982 in Zugdidi, living in Zugdidi, Borjomis Kucha #16. ID N.

 b1093933, Personal N. 19001020229.

-Giorgi Datunashvili - born on 15.07.1970 in Tbilisi, living in Tbilisi, I. Tchavtchavadze Ave. #11.

ID N. g0754026, Personal N. 01008037820.

- Ilia Zukakishvili (Chairperson of the Board) - born on 24.09.1974 in Tbilisi, living in Tbilisi, Vake

Region, Atenis Kucha 6/8 Apt. 26. ID N. 12IA76268, Personal N. 01030023093.

- Giorgi Rukhadze - born on 15.04.1975 in Tbilisi, living in Tbilisi, Lamis Kucha #4. ID N.

13IB22218, Personal N. 01023003699.

Article 4: Board Membership

1. The Board is composed of minimum 3 and maximum 9 members. Board members are elected by

Board, with majority of votes. Natural persons and registered legal entities are authorized to be

members of the Board.

2. Members' term of authority is 3 years. Board Member's term expires after new member is elected.

3. In case there is no quorum, or by any other reason, it is impossible to elect new members, the Board

may reinstate former members. In this case the Board shall start voting from the most recent former

member and will vote one by one by simple majority until quorum is reached.

4. Annually, Chairperson of the Board shall draft and/or review the list of members. In case of

necessity, Board shall elect new members and make proper documentation for changes in membership.

This shall be immediately reflected on the NESC-GE's official web site.

5. Every natural person and registered legal entity may apply in writing to become a member of the

Board. The Board votes on candidacy, if at least 2 members support it.

6. If there are several candidates for the position, candidate (candidates) with a majority of votes shall

 be elected, however, with no less than a majority of the full composition of the Board present. If there is

only one candidate, he/she shall be considered elected if he/she is supported by a majority of the full

composition of the Board. Board Members are voted on individually.

7. If for any reason, the number of Board members shall be less than 3, a special meeting shall be

convened to elect new members.

8. After expiration of his/her first term, if a member desires to remain in the position for a second term,

the consent of a majority of Board members is required. In case of absence of such consent, member

cannot remain his position for the second term. After two terms a Board member remains off the Board

for one year before being eligible to reapply.

9. All members of the Board are obliged to comply with Charter of NESC-GE.

10. Any member of the Board may resign on the basis of a written statement. If a member violates this

Charter or hinders the reputation of NESC-GE he/she shall be removed from that position with a

majority of the votes. Grounds for removal of the member shall be determined by remaining members

and recorded in written form.

11. Member of the Board does not participate in the voting and does not have the right to vote if:

11.1. His / Her candidacy shall be voted for the extension of the term;

11.2. Issue of his/her resignation is being discussed;

11.3. The Board discusses the issues which are directly or indirectly connected to the member.

Article 5: Chairperson of the Board

1. Chairperson is elected from the members of the Board with majority of votes and for a period of 3

(three) years.

2. If member is elected as a Chairperson in his/her final year of membership, membership will be

extended until his/her term as Chairperson is expired.

3. Chairperson of the Board:

3.1. Supervises performance of the Executive Director. In absence of the Executive Director,

 performs executive functions.

3.2. Conducts proper organization of the Board meetings and production of meeting protocols. If

necessary, assembles special Board meetings. This authority may be transferred to the Executive

Director, to other members of the administration and/or one of the members of the Board.

3.3. Conducts Board meetings;

3.4. In the absence of, or at the request of the Executive Director, the Chairperson has full authority

to serve as legal representative of the organization unless otherwise decided by the Board;

3.5. Presents to the Board a plan for organizational changes for approval;

3.6. Carries out functions of Executive Director, in period prior to his/her election;

3.7. In case of special necessities, performs actions of the Executive Director.

3.8. Ensure that members of Board are in compliance with the present Charter.

4. Unless otherwise decided by the Board, authority of the Chairperson starts on the day he/she is

elected and ends at the moment when a new Chairperson is elected.

5. Only the Board is authorized to terminate authority of the Chairperson before the end of his/her

official term. Authority might be terminated if Chairperson is not fulfilling his/her obligations in

accordance with Charter, in case of abuse of authority or inappropriate behavior that threatens to

interfere with objectives of NESC-GE. Board shall elect new Chairperson at least one month before

 period of the former Chairperson ends. Early termination is possible if the issue is supported by at least

a majority of the Board members.

Article 6: Executive Director

1. The Board Chairperson appoints the Executive Director for a period of one years, with consent of the

Board respectively. The Executive Director's term is automatically renewed annually unless otherwise

decided by the Board.

2. Candidacy of the Executive Director shall be considered approved if approved by a majority of the

meeting attendees. Moreover, meeting must be attended by at least a majority of the full composition of

the Board.

3. In case the Executive Director is incapable of fulfilling his/her responsibilities, that function will be

transferred to Chairperson.

4. The Executive Director has full authority to serve as legal representative of the organization unless

otherwise decided by the Board. In the absence of, or at the request of the Executive Director, the Board

Chairperson has the authority to serve as legal representative of the organization.

5. The Executive Director is responsible for developing the budget each year and presenting it to the

Board for majority approval by the Board. Any changes to the budget must be approved by a majority

of the Board.

6. The Executive Director is responsible for administering the financials of the NESC-GE and ensuring

that financials are updated monthly on the official NESC-GE website and available to the Board for

review.

7. In cooperation with the Chairperson, the Executive Director may create an advisory council

composed of internal and/or external experts or advisers.

8. Executive Director of NESC-GE: - Davit Dopidze - born on 01.09.1993 in Khashuri, living in

Khashuri, Gabashvilis Kucha #5. ID N. 11IA34394, Personal N. 57001054459.

Article 7: Additional Provisions

1. Chairperson of the Board and Executive Director are not authorized to pursue activities which hinder

their responsibilities to NESC-GE or present a conflict of interests.

2. If Chairperson of the Board or Executive Director is incapable of fulfilling his/her responsibilities,

functions will be transferred to another Board Member or member of administration respectively,

selected by the Board.

3. Uncertainty or any kind of discrepancies found in this charter shall be interpreted by the Board.

Interpretation will have a binding force.

4. All financial transactions must be in accordance with the budget as approved by the Board

5. All financial transactions of the NESC-GE must be recorded internally and displayed on the NESC-

GE official website by line item expenditure or credit with a detailed description within one month of

the transaction.

Article 8: Final Provisions

1. Present Charter shall enter into force upon approval by members of the Board.

2. Any dispute stemming from the NESC-GE

’s activities or arising from the current Charter

 shall be

resolved in accordance with Georgian legislation, at the Court.

3. The present Charter is governed by Georgian legislation.

4. Both the English and Georgian versions of this Charter are legally binding. In case of any conflict

 between the English and Georgian versions, the Georgian version shall prevail. No translation of this

Charter to any language other than English or Georgian shall have legal force.

5. An updated, electronic version of this Charter shall at all times be publically displayed on the NESC-

GE official website in both English and Georgian languages