

Received on April 19, 2013 on the base of  
Founders' Minutes of General Meeting

Non-Entrepreneurial (non-commercial) Legal Entity  
**Georgian Association of Cognitive-Behavioral Therapy**

Article of Association

(New addition)

Tbilisi

2013

## 1. Title, location

1) Title of the association is:

1) Completely in Georgian: Non-Entrepreneurial (non-commercial) legal entity “**Georgian Association of Cognitive-Behavioral Therapy**”.

2) “**Georgian Association of Cognitive-Behavioral Therapy**” is non-entrepreneurial legal entity, who leads his activity according to Georgian constitution, Georgian civil code, other international legal standards and the abovementioned article of association.

3) The association represents legal entity, has independent balance, round seal, stamp, emblem, symbol, accounts in banks (among them currency account) in Georgia and in foreign country; and other requisites of legal entity.

4) The association owns an isolated property, has the authority to carry out private material and non-material rights and obligations, draw up contracts, and appear as a plaintiff an defendant in the court.

5) The association obtains the rights of legal entity according to the rules established by law, since the moment of registering the article of association. Any changes and amendments in the article of association are made by the rules established by active law.

6) The association has the right to establish branches in Georgia and in foreign country, which don't represent legal entities and carry out activities on the base of the act confirmed by the legal entity.

7) The association has the right of membership in different international organizations.

8) The association is responsible if his obligations in the boundaries of his belonged property.

9) Juridical address of the association is:

30 Vazha-Pshavela Ave., Tbilisi, Georgia; e-mail: geocbt@gmail.com

## 2. Founders of the association

Founders of the association are:

ARCHIL BEGIASHVILI                      born on 03.02.1958, residing at 22 A. Shanidze Str.,  
Personal N 01017020301

NATIA BADRISHVILI                      born on 06. 06. 1975, residing at 22 Didube Str.,  
Personal N 01007004764

KETEVAN ABDUSHELISHVILI              born on 06.06.1965, residing at 16 I. Khvichia Str.,  
Personal N 01024024954

### **3. Purposes, tasks of the association and forms of activity**

- 1) Purpose of the association is to implement and spread cognitive-behavioral therapy (CBT) in Georgia. Accordingly goals of the association are:
  - a) supporting development of cognitive-behavioral therapy in Georgia;
  - b) Taking active part in current reforms in the field of mental health and establishing and lobbying of cognitive-behavioral therapy in the field of mental health;
  - c) Promoting the legitimacy of psychotherapy activities.
- 2) Tasks of the association are:
  - a) Spreading information between the professionals of mental health who are interested in cognitive-behavioral therapy;
  - b) Lobbying the cognitive-behavioral therapy;
  - c) Receiving the “law about psychotherapy”
- 3) The following activities are needed to solve the issues:
  - a) Obtaining, developing and spreading necessary literature by members of the association. Elaborating the manuals in Georgian language and educational videos;
  - b) Conducting conferences, seminars, trainings;
  - c) Integrating into the international cognitive-behavioral therapy associations;
  - d) Elaborating and lobbying the law “about psychotherapy” and other regulating documents;
- 4) The association has the right to execute other activities which are not prohibited according to active law.

### **4. Membership of Association**

- 1) The association has true and honorable members (hereinafter called – members of the association).
- 2) True member of the association may become a person who recognizes the abovementioned article of association; shares the purposes of the association and takes part in the activities of the association. The true member has the right to vote.
- 3) The board and general meeting of the association take the decision about receiving the true member of the association.
- 4) An individual member of the association may be a Georgian citizen, a citizen of foreign country, or a person without citizenship, despite his sex, age, nationality, religion, social condition and political orientation, who shares the purposes of the association, takes part in his activities, defends the standards considered by the article of association and pays the membership fees.

- 5) Separate social groups enter on the voluntarily basics in the association who express and defend its rights. A collective member of the association may be any legal entity (citizen of Georgia or foreign country) who defends the standards considered by the article of association and pays the registration and membership fees.
- 6) The individual and collective members of the association will be given certificates.
- 7) All members of the association have the rights to move from the association no earlier than 3 months after becoming the member of the association. If the reason of moving from the association is excusable the abovementioned term doesn't apply.
- 8) As honorable member of the association may be received any person who has a special role in executing main purposes of the association, collaborates with the association actively, or fulfills the main purposes of the association with any other forms. The rights and obligations of the article of association aren't spread to the honorable member of the association and he has no right to vote.
- 9) A person willing to become the member of the association should represent written statement to the board of the association and fill the application form. After the board receives the statement they will discuss the issue within a week.
- 10) It's not permitted to transfer the membership of the association to any person or to obtain the membership by inheritance.
- 11) The member of the association may leave the membership by voluntarily after a month since representing the written statement to the board.
- 12) Leaving the membership of the association is made in case of:
  - a) death of the member;
  - b) voluntarily withdrawal;
  - c) expelling of the member;
- 13) The member of the association will be expelled from the association if his activity doesn't correspond to purposes of the association and violates the title and dignity of the association, also in case of existence of the following:
  - a) In case of abrogating violently interests of the association;
  - b) If he doesn't pay the membership fee regularly;
  - c) In other cases considered by law and the abovementioned article of association.
  - d) The decision about expelling the member from the association is made by the board and by the general meeting of the association. The expelled member has the right to appeal the decision in the court.
  - e) Founder of the association and hereinafter members use with equal rights.

## **5. Rights and obligations of the member of the association**

- 1) Member of the association has the right:
  - a) To take part in the work of general meeting of the association;
  - b) To receive the service carried out by the association;
  - c) To be elected in the organs of managing the association;
  - d) According to his qualification and opportunities to take part in the programs and projects of the association;
  - e) In agreement with the board to receive any information existed in the association and also any information from managing organs of the association about their activities.
  - f) In agreement with the board to use with the emblem of the association, with the information that the association obtains and with material-technical means;
  - g) To attend open meetings of the board;
  - h) Enroll statements and recommendations about activities of the association;
  - i) To ask the association to defend his rights and legal interested belonged to statutory activities of the association
  - j) To leave the membership of the association voluntarily according to the rules considered by the article of association.
- 2) Member of the association is obliged to:
  - a) Defend the article of association, execute the operating principles of the association, promote purposes of the association, provide fulfillment of arrangements defined by the association;
  - b) Pay the registration and annual membership fees in time; the number of fees is defined by the board of the association and is confirmed by general meeting of the association for individual and collective members separately;
  - c) Take part in activities of the association according to his opportunities and interests;
  - d) Assist execution of the purposes of the association actively;
  - e) Take care of the property of the association;
  - f) Promote purposes and tasks of the association.
- 3) Member of the association isn't permitted to act on behalf of the association without authorization of the board.
- 4) Failure to comply with obligations of the member imposed by the above-mentioned article of association will cause the legal results considered by 4 (14) point of the article of association.

## **6. Managing bodies of the association**

Bodies of the association are:

- 1) General meeting (7)
- 2) Board (10)
- 3) Directors (coordinators) of projects and programs.

## **7. General Meeting**

- a) General Meeting of the association (hereinafter – general meeting) represents the higher body managing the association; it's invited by the board at least once an year of when interests of the association will require;
- b) One tenth written request of the members and also in other cases considered by the article of association it may be invited extraordinary meeting of the association by mentioning the agenda.
- c) General meeting is held in the location of the association if the inviter will not define another place.
- d) Member of the association should be informed in written form about inviting the general meeting at least 2 weeks earlier before holding the meeting. In the message should be mentioned the place, time and agenda of holding the general meeting. If on the meeting must be discussed the question about cancelling the association, the members of the association should be informed about holding the general meeting at least 30 (thirty) days earlier. The message may be sent in written form, by fax or e-mail.

## **8. Holding General Meeting**

- 1) General meeting is held by the chairman of the association (chairman of the board). If he isn't able to hold the general meeting the deputy chairman will lead the general meeting of the association.
- 2) General meeting is able to make decision if more than half of the members attend the meeting. It is also allowed to take part in the meeting in written form.
- 3) If the general meeting isn't able to make decisions it will be invited again after seven days. If majority of members do not attend the second general meeting it will not be able to make decisions.
- 4) At the time of ballot any member of the association has one vote. It's permitted to transfer the right of vote to another member on the base of written power of attorney.
- 5) General meeting make decisions by secret ballot.

- 6) General meeting make decisions by majority of members participating in the ballot. If votes are divided equally the chairman of the board will have the decisive vote.
- 7) The decision about changing the article of association will be made by majority of 2/3 votes. The decisions about cancelling or transferring the association, also about electing the board or its separate member or expelling the member will be made by 3/4 votes.
- 8) The decision of general meeting is true if the question about which the decision must be made is enrolled in the agenda of general meeting.
- 9) At the time of holding general meeting there is prepared the report where should be mentioned the place, time of holding general meeting, also number of attendant persons, agenda, essential content of discussed questions and decisions. The report is signed by the chairman of the association meeting and the secretary.

### **9. Competence of General Meetings**

In the competence of general meeting are involved:

- a) Making changes and amendments in the article of association, or confirming new edition of article of association;
- b) Changing the purpose of the association;
- c) Electing the board;
- d) Confirming accounts of the association;
- e) Confirming the annual budget of the association;
- f) Determining the number of membership fee;
- g) make decisions about cancelling and transferring the association;
- h) Solving other questions in accordance with the law and article of association;
- i) Confirming main directions of the association, annual results and accounts of the association;
- j) Expelling the member from the association.

### **10. Board of Association**

- 1) Board of the association (hereinafter – board) represents the higher managing organ of the association during the period of general meetings.
- 2) On the first term the founders execute the function of the board members.
- 3) Number of board members is determined by 3-5 persons.
- 4) The board is elected by general meeting by the term of 5 years. If the authority of any of the members will be terminated before the abovementioned term expires, a new member of the board is engaged by the board by further confirmation of general meeting. If the authority

will be terminated for more than two members, there must be invited the extraordinary general meeting.

- 5) The person may be elected as the member of the board who doesn't attend general meeting, if on the meeting will be represented this preliminary consent about electing as the member of the board.
- 6) The member of the board may be withdrawn from the board by the decision of no less than 2/3 members of attended members.
- 7) The board should represent the account to the general meeting about the property of the association.
- 8) The board is obliged to defined and care of the property of the association.
- 9) As a rule members of the board execute their authorities without salary. In the exceptional case their activities may be paid only by the decision of general meeting.
- 10) The board has the authority to change the article of association of the association on the base of the report of the board meeting; the changed article of association is confirmed by general meeting.
- 11) For five years term the following persons were elected as the members of the board:
  - ARCHIL BEGIASHVILI (born on 03.02. 1958, residing at 22 A. Shanidze str., personal N 01017020301);
  - NATIA BADRISHVILI (born on 06.06.1975, residing at 22 Didube Str., Personal N 01007004764);
  - KETEVAN ABDUSHELISHVILI (born on 06.06.1965, residing at 16 I. Khvichia Str., Personal N 01024024954);
  - GIORGI KAPANADZE (born on 13.03.1984, residing at 11 I. Gorgasali str., personal N 01015013933);
  - MARIAM PANJIKIDZE (born on 08.05.1982, residing at 31, appt. 40, G. Brtskinvale, Didi Digomi; Personal N 01025010364);

## **11. Board Meeting**

- 1) Board meeting is invited by the chairman of the board (chairman of the association), in case of his absence – the deputy chairman of the board.
- 2) Board meeting should be invited at least once in six month. The extraordinary meeting may be invited by the chairman of the board, in case of his absence – the deputy chairman of the board; also on the base of written statement of ¼ of the board members.



- 3) Members of the board should be informed about holding the board meeting at least three days earlier. At the time of inviting there are used the procedures considered by 7 (d) point of the abovementioned article of association.
- 4) The board is able to make decisions if more than half of the members attend the meeting. If any member is absent on the meeting he can give his vote in written form or give his right to any member of the board by power of attorney. The member of the board should inform the board about holding the meeting at least a month earlier.
- 5) At the time of making decision each member of the board has one vote; the decision is made by majority of votes of present members. If the votes will be divided equally the chairman of the board has the decisive vote and in case of his absence – the decisive vote will have the deputy chairman of the board.
- 6) At the time of the board meeting there is prepared the report which is signed by the chairman of the board (chairman of the association), in case of his absence – the deputy chairman of the board and secretary.

## **12. Competence of the Board**

- 1) Receiving the individual and collective members of the association.
- 2) Confirming the number of structure, expenditures, invoice, and salaries of the officials.
- 3) Inviting the general meeting of the association members and preparing related organizational questions.
- 4) At the time of especial circumstances realizes the liquidation of the association.

## **13. Leadership and Representation**

- 1) The leadership and representative authority of the association is executed by the chairman of the board (chairman of the association); in case of his absence – the deputy chairman of the association.
- 2) The chairman of the association:
  - a) Manages the current activities of the association;
  - b) Draws up agreements and contracts;
  - c) Leads the activities of the association in order to achieve the purposes of the article of association;
  - d) Signs official documents, among them financial documents of the association;
  - e) Executes managing of financial resources of the association and other properties and is responsible for their proper use;
  - f) Executes managing of human resources;

- g) Is responsible for execution the purposes and functions of the association.
- 3) The chairman of the association should lead activities of the association honestly. If he doesn't fulfill his obligations he will be responsible for the harm towards the association.
  - 4) The chairman of the association is accountable towards the board. One in 6 months the chairman of the association represents to the board the account about activities and current projects of the association.
  - 5) Only the extraordinary general meeting is able to terminate the authority of the chairman of the association before its term for the reason of rights abuse or failure to fulfill his obligations.
  - 6) With the chairman of the association is established an advisory body – board of directors where are included directors (coordinators) of program (project). Meeting of board of directors is held in case of necessity by the decision of the chairman of the association.
  - 7) The chairman of the association is elected by the board for 5 years term.
    - a) The chairman of the association acts on behalf of the association without power of attorney and represents him at all level inside the country and in foreign country;
    - b) Makes organization of working of the board, divides functions between members of the board;
    - c) Invites and holds meetings of the board of the association, draws up contracts on behalf of the association, obtains and disposes property of the association.
  - 8) The chairman of the association together with other activities provides heightening the authority of the association.
  - 9) The chairman of the association leads the activity of the board.
  - 10) In case of absence of the chairman of the association his rights are given to deputy chairman of the association; the deputy chairman is represented by the chairman of the association and is confirmed by the board.

NATIA BADRISHVILI (born on 06.06.1975, residing at 22 Didube Str., personal N 01007004764) is elected as the chairman of the board (chairman of the association) for five years term.

### **15. Directors (coordinators) of projects, programs**

- 1) Director of the project (program) executes the activity considered by the project (program).
- 2) The director of the project (program) manages the budget of the project (program).
- 3) He is accountable towards the boards and chairman of the board of the association.
- 4) Property of the project (program) is the belonging of the association.

## **16. Property of the Association**

- 1) Property of the association consists with main funds, working capital and other values, which are expressed in the independent balance of the association and is needed for material providing of the activities considered by the abovementioned article of association.
- 2) Property of the association is arisen from:
  - a) Membership fee of members of the association;
  - b) Founded communities received from the dividends;
  - c) Donations of other communities and citizens;
  - d) Grants and different subsidies, by managing lectures, exhibitions and other arrangements;
  - e) Other resources which are not prohibited according to active law.
- 3) The association has the right to receive money and other properties from foreign countries in order to fulfill the purposes and issues considered by the abovementioned article of association according to established rules.
- 4) The property of the association is used only for statutory objectives.
- 5) Members of the association don't take any share from the property of the association. Gained profit will be used for purposes of the association.
- 6) Board of the association may establish reserve, charity and other funds from received incomes.
- 7) The association has the authority to manage entrepreneurial-economy activities and to establish the enterprises having the rights of legal entity in order to fulfill the purposes of statutory objectives. Dividing the profits received from such activities are not permitted between members of the association.

## **17. Duration of the Association**

The association is established and is valid for an indefinite term.

## **18. Reorganization and Cancelling (liquidation) of the Association**

- 1) Reorganization (attachment, join, separation, singling out, transferring) of the association is made according to the rules established by law.
- 2) Cancelling of the association is made in the following cases:
  - a) At the time of bankruptcy or cancelling the registration;
  - b) If the association essentially moved to entrepreneurial activity;
  - c) By the decision of general meeting;
  - d) In other cases considered by active law.

- 3) If any member of the association leaves the association it will not cause cancelling the association, despite the case if leaving of the member will cause decrease of necessary number determined by the law. In such a case the association should receive a new member before the leaving the abovementioned member will get valid.
- 4) Liquidation of the association is implemented by the board. One or more members of the board may be obliged realization of the liquidation.
- 5) Liquidation of the property of the association is made according to the rules established by law.
- 6) After liquidation of the property of the association ends the rest property will be given to non-commercial organization, having the same or similar purposes; the decision about the organization will be made on general meeting of the association.

### **19. Settlement of Disputes**

- 1) Any dispute arisen between the members of the association, also the association and his members will be settled on the base of mutual negotiation. In case of disagreement the dispute will be solved by the court.
- 2) The dispute arisen between the association and third persons will be solved according to active law.

### **20. Conclusive Provisions**

- 1) Annulment of any provision of the abovementioned article of association will not cause annulment of the whole article of association. The same rule works when any kind of omission will be defined in the article of association.
- 2) Instead of annulled provision or for completing the omission there must be offered the correspondent provision, which is closer to the will of members of the association and also corresponds to the essence and purpose of the article of association.
- 3) The article of association gets valid since the day of registering in the court.

### **Founders' Signatures:**

ARCHIL BEGIASHVILI: *signed* NATIA

BADRISHVILI: *signed* KETEVAN

ABDUSHELISHVILI: *signed*