

Non-entrepreneurial (non-commercial) legal entity
Association of European Studies for the Caucasus

S t a t u t e

adopted by the founding assembly of the Non-entrepreneurial (non-commercial) legal entity

Association of European Studies for the Caucasus on 28 October 2016

Article 1 – General provisions

1.1. The „Association of European Studies for the Caucasus (hereinafter, “Association”)” is a non-entrepreneurial (non-commercial) legal entity founded according to the Civil Code of the Republic of Georgia and built on a membership basis.

1.2. The Association will be founded from the moment of registration in the „Registry of Entrepreneurial and Non-Entrepreneurial (Non-Commercial) Legal Entities”.

1.3. Name: Non-entrepreneurial (non-commercial) legal entity Association of European Studies for the Caucasus (AESC).

1.4. Legal form: Non-entrepreneurial (non-commercial) legal entity.

1.5. Legal address: New Vision University, Evgeni Mikeladze St. 1a, Tbilisi 0159, Georgia.
Cadastre code: N 01.13.03.029.020.

1.6. E-mail address: aesc@aesc.eu.

1.7. The Association is independent of the state and any government organisation. Its financial responsibility is limited to its actual funds. The Association will not be liable for the obligations of its members, the members of the management board and/or other persons holding powers of representation on behalf of the management board.

1.8. Its mission is to become a hub for the scholarly community in the Caucasus facilitating European integration studies. By coordinating research and building capacity among researchers of the region it provides expertise and enhances perspectives for the EU-Caucasus region relations.

1.9. Purpose of the Association:

- It pursues non-profit oriented purposes.
- It supports science and research, general political education as well as cross-border co-operation with a view to the study of European integration processes in the Caucasus. This includes both national developments in the individual countries of the region (Armenia, Azerbaijan, Georgia, Russian Federation, Turkey as well as further neighbouring countries) and regional / transnational developments.
- It has a multidisciplinary and transdisciplinary focus.
- It supports its members through activities like trainings, conferences, seminars, conventions, opportunities for publication, joint projects and academia-policy dialogue.
- It produces publications and information materials which contribute to the scholarly study of Europeanisation in the region.
- It entertains close links with other associations and scholarly initiatives dealing with the Black Sea region and the Caucasus.

1.10. The Association is entitled to pursue commercial activities of a secondary nature. Earnings from this type of activity shall be used only for the realisation of the statutory goals of the Association. Members as well as members of the management board shall receive no payments from the Association's funds. It shall be unlawful to make payments to third parties either in the guise of a disproportionately high compensation or for purposes not covered by the Association's statute.

1.11. Property of the Association may be sold, if the selling is in the interests of the Association and

if it serves the Association's statutory goals.

Article 2 – Founding

Founders of the Association are:

1. Oliver Reisner, Passport no: C4Y0H50KY, Address: Omar Phkhakadze St. 11, 0189 Tbilisi, Georgia, date of birth: 26.07.1964
2. Gaga Gabrichidze, ID number: 01025000442, Address: Phanaskerteli St. 17/21, 0194 Tbilisi Georgia, date of birth: 04.07.1974
3. Thomas Krüßmann, Passport no. C4VW1WZPZ, Address: Waldgasse 8, 8501 Lieboch, Austria, born 21.12.1964

Article 3 – Fiscal year

The fiscal year coincides with the calendar year. Except of the first year which begins on the day of registration of the Association and ends on December 31 of the registration year.

Article 4 – Membership

4.1. The application to be accepted as a regular member is to be directed to the management board which in due course will make a decision on the application. This decision is subject to approval by the general assembly. Decisions on applications are not subject to legal challenge. A negative decision does not need to carry reasons.

4.2. Regular membership is open to physical and legal persons.

4.3. Honorary membership is awarded to persons or institutions for extraordinary contribution to the Association. Honorary members are nominated by the management board and approved by the general assembly. Honorary members are exempted from paying membership fees.

4.4. The annual membership fee and its implementation policy will be proposed by the management board and approved by the general assembly.

4.5. The annual fee will become due at the end of the first quarter of each fiscal year. Membership expires when the membership fee is not paid until the end of the fiscal year despite two reminders being sent.

4.6. Membership ends by death respectively by liquidation (in case of legal persons), by a decision to leave the Association or by mandatory exclusion. The decision to leave needs to be given in writing until at least three months before the end of the fiscal year. The board may suspend the membership, if a member's behaviour damages the interests or reputation of the Association or for other important reasons. Before deciding on the exclusion the member has a right to be heard. Exclusion is effected by a two-thirds vote of the casting members of the general assembly. The motivated decision to exclude shall be communicated to the member in writing.

Article 5 – Bodies of the Association

5.1. The Association's bodies are the general assembly of the members and the management board. The management board may invite an advisory board.

5.2. The general assembly is the highest decision-making authority and convenes annually. Members shall be invited by the management board in due time (observing a three weeks notice) in writing (also using email or fax). An extraordinary general assembly can be called either by the majority of the management board at any time or based on a written request by at least half of the regular members. The invitation procedures apply here as for regular general assemblies.

5.3. The management board consists of minimum of three persons. The members of the management board are elected at the general assembly by a simple majority of the casting members.

5.4. Upon founding the Association, it will obtain an advisory board initially composed by the consortium members of the Jean Monnet Network “Developing European studies in the Caucasus” that can be replenished by practitioners from politics and business engaged in European affairs. The advisory board's task is to support and to give advice to the bodies of the Association. Membership in the advisory board is an honorary activity. The advisory board is entitled to adopt its own by-laws.

Article 6 – General assembly

6.1. In the general assembly each member has one vote. The general assembly adopts its decisions with a simple majority of the votes cast. Votes will be cast openly. Upon the demand of two thirds of the general assembly members, a secret voting is possible.

6.2. Decisions on changing the statute, excluding members and liquidating the Association require a vote of two thirds of the casting members of the general assembly.

6.3. There shall be a protocol on the decisions adopted by the general assembly. This protocol shall be countersigned by the person in charge of the general assembly. In the absence of the mentioned person, this protocol shall be countersigned by one of the members of the General Assembly

6.4. The general assembly shall debate and adopt decisions on the following items:

- annual report,
- statement of accounts,
- exoneration of the management board,
- election and dismissal of the management board,
- creation of specialised topical or working groups,
- changes to the Statute,
- submissions of the management board and applications from among the members,
- selection of auditors,
- approval and exclusion of members,
- replenishing of the advisory board,
- dissolution of the Association.

6.5. Voting procedure could be held if members present physically or electronically (e.g. video conference call).

6.6. Submissions and applications, which require a two-thirds vote of the casting members of the general assembly, need to be communicated in the invitation to the general assembly.

Article 7 – Management board

7.1. The management board is in charge of daily operations of the Association in line with the strategic decision of the general assembly. It discharges all tasks which are not assigned to the general assembly. It may create a management office and hire an executive director and staff which has to report to the management board. It can assign special tasks to specialised topical or working groups, branch offices and / or representations. It reports to the general assembly and is entitled to adopt its own by-laws. The duration of the Management Board's term is two years. This rule will take effect with the elections to be held in April 2020.

7.2. The management board shall be deemed to have a quorum when a majority of its members is present. The management board adopts its decisions with a simple majority of votes. In case of parity, the vote of the president will decide. The voting can be done via electronic media (amongst them, via the e-mail).

7.3. Authorised to represent the Association is each member of the management board.

7.4. The president convenes and directs the meetings of the management board and of the meeting of members.

7.5. Members of the management board are:

a) Oliver Reisner, Passport no: C4Y0H50KY, Address: Omar Phkhakadze St. 11, 0189 Tbilisi, Georgia, date of birth: 26.07.1964

b) Gaga Gabrichidze, ID number: 01025000442, Address: Phanaskerteli St. 17/21, 0194 Tbilisi Georgia, date of birth: 04.07.1974

c) Thomas Krüßmann, Passport no. C4VW1WZPZ, Address: Waldgasse 8, 8501 Lieboch, Austria, born 21.12.1964

7.6. The chair of the board (President) of the Association is:

Thomas Krüßmann, Passport no. C4VW1WZPZ, Address: Waldgasse 8, 8501 Lieboch, Austria, born 21.12.1964. Profession: Lawyer.

Article 8 – Liquidation

8.1. The Association may be reorganized or liquidated in accordance with Georgian legislation.

8.2. A decision on the reorganization and liquidation has to be taken by two thirds of the casting members of the general assembly. Such decision should be published and registered pursuant to the rules prescribed by law.

Article 9 – Transitional provision

Initially (upon establishment of the Association) members of the management board are elected by the founders. Term of office of the initial members of the management board will end with the election of members of the management board by the general assembly.

Article 10 – Final provisions

10.1. This Statute will enter into force for all founders at the time of signature.

10.2. If by law a provision of the Statute becomes void, the remaining provisions will remain in force.

10.3 In case of conflict between this Statute and the applicable Georgian laws, Georgian law will prevail.

_____ / ___ Oliver Reisner _____ / (founder's name)
(signature)

_____ / ___ Gaga Gabrichidze _____ / (founder's name)
(signature)

_____ / ___ Thomas Krüßmann _____ / (founder's name)
(signature)