

Minutes No. 1
of Non-entrepreneurial (Non-commercial) Legal Entity
Eastern Partnership European School
Founder's meeting
(Founding Act)¹

Tbilisi

November 26, 2021

The Founder's meeting was attended by the Ministry of Education and Science of Georgia (Identification Code 202051224, legal address: 52, Uznadze street, Tbilisi) represented by the First Deputy Minister Ekaterine Dgebuadze (ID number:).

Agenda:

Item 1 – making a decision on founding a Non-entrepreneurial (Non-commercial) Legal Entity of Private Law - “The Eastern Partnership European School” with the purpose of being granted the status of a general education institution;

Item 2 – approving the Charter of the Non-entrepreneurial (Non-commercial) Legal Entity - “The Eastern Partnership European School”;

Item 3 – identifying a person authorized to manage and represent the Non-entrepreneurial (Non-commercial) Legal Entity “The Eastern Partnership European School”.

The Founder decided:

1. The Non-entrepreneurial (Non-commercial) Legal Entity of Public Law - “The Eastern Partnership European School” shall be founded with the purpose of being granted the status of a general education institution;
2. The Charter of the Non-entrepreneurial (Non-commercial) Legal Entity of Public Law - “The Eastern Partnership European School” to be approved as attached to this Minutes (Annex);
3. Ekaterine Dgebuadze, the First Deputy Minister of Education and Science of Georgia (personal No. 01017003527, born: 13.10.55; the address: 54, Uznadze street, Tbilisi) to be appointed as a Director of the Non-entrepreneurial (Non-commercial) Legal Entity Eastern Partnership European School.

The Founder's signature:
The Ministry of Education and Science of Georgia
(signature)

¹ The original version is available in Georgian language. Presented document is an unofficial English translation.

**The Charter
of the non-entrepreneurial (non-commercial) Legal Entity -
“The Eastern Partnership European School”**

Article 1. General Provisions

- 1.1. The Eastern Partnership European School (hereinafter referred to as the “School”) is a general education institution founded as a Non-entrepreneurial (Non-commercial) legal entity in compliance with the effective legislation of Georgia;
- 1.2. The School is a joint initiative of the European Union and the Government of Georgia, representing one of the objectives of the EU document ‘20 Deliverables for 2020’ and it is reflected in the Action Plan for the implementation of the Association Agreement between the EU and Georgia;
- 1.3. The School is founded by the Ministry of Education and Science of Georgia (hereinafter referred to as the “Founder”);
- 1.4. Full title of the School in Georgian is: ა(ა)იპ „აღმოსავლეთ პარტნიორობის ევროპული სკოლა“, and in English Non-entrepreneurial (Non-commercial) Legal Entity Eastern Partnership European School;
- 1.5. The activities of the School shall be guided by the Constitution of Georgia, international treaties and agreements of Georgia, Georgian Law on General Education, other bylaws and this Charter;
- 1.6. The School shall independently achieve its own goals and objectives;
- 1.7. The School maintains the reporting on its independent financial state, bank accounts, seal and other requisites of a legal entity;
- 1.8. The legal address of the School: the 26,099 sq. m land plot in the vicinity of Lisi Lake, Tbilisi (cadastral code No.72.16.21.765);
- 1.9. The email address of the School is: eaptbilisischool@gmail.com

Article 2. Goals and Objectives

- 2.1. The goals of the School are as follows:
 - 2.1.1. Implementation of general education programs (hereinafter referred to as the “Programs”), authorized, in compliance with the legislation of Georgia;
 - 2.1.2. Providing high quality general education with the accommodation component to students of VII-XII grades of various linguistic and cultural origins residing in Georgia and the Eastern Partnership countries;
 - 2.1.3. Strengthening belief in their own cultural identity among the students, which will help them in formation as citizens of Europe;
 - 2.1.4. Promotion of the principles of cultural diversity, justice and equality and combating any form of discrimination;

- 2.1.5. Creation of a cultural and educational environment, which will help students in achieving the best educational results and obtaining the European standard diploma;
 - 2.1.6. Establishing high standards of learning and teaching both in native and in foreign languages;
 - 2.1.7. Developing math and scientific skills and competencies in students during the entire period of studying at the School;
 - 2.1.8. Facilitating development of creativity skills in students with the help of music and art disciplines, which will assist them in proper appraisal of the heritage of common European culture;
 - 2.1.9. Developing skills of physical culture and promotion of the healthy life-style among the students through participation in sports and recreational activities;
 - 2.1.10. Supporting students in making the informed decisions related to vocational orientation and career;
 - 2.1.11. Ensuring reflection of European values in Programs of general education (curricula);
 - 2.1.12. Developing a culture of tolerance, cooperation and communication among the students as well as establishing a culture of caring about others within the School community and outside it;
 - 2.1.13. Attracting specialists with competencies meeting the contemporary requirements that respect national and international values and are competitive in the international labor market, and support their own professional development.
- 2.2. In order to achieve its goals, the School will:
- 2.2.1. Provide conditions for education, training and development of each student taking into consideration their special needs;
 - 2.2.2. Support improvement of qualifications and professional development of teachers;
 - 2.2.3. Ensure creation of relevant learning conditions for students with special educational needs;
 - 2.2.4. Facilitate dissemination of contemporary knowledge and methodology;
 - 2.2.5. Cooperate with other educational institutions of Georgia, the European Union and the Eastern Partnership countries;
 - 2.2.6. Facilitate international cooperation with the educational institutions abroad and exchange of students and teachers in compliance with the procedure set forth under the Legislation of Georgia;
 - 2.2.7. Execute other rights and responsibilities as set forth by the legislation of Georgia.
- 2.3. Georgian and English shall be the languages of instruction, learning of other European languages will also be encouraged.

Article 3. School Management Bodies and School Structure

The following are the School management bodies: the School Director - at the operational level and the Supervisory Board - at the strategic level.

Article 4. School Director

- 4.1. The School Director shall be appointed and dismissed by the Founder. The term of office of the Director is 3 (three) years. In addition, upon expiration of the term, the Director shall perform his/her duties until the appointment of a new Director by the Founder;
- 4.2. The School Director is an authorized person to manage and represent the School. He/she can have a Deputy, who is appointed and dismissed by the School Director, in agreement with the Founder;
- 4.3. The Deputy Director or an authorized person identified by the Director shall carry out the Director's duties in the absence of the latter.

Article 5. Functions of the School Director

- 5.1. The School Director:
 - 5.1.1. Manages the School;
 - 5.1.2. Coordinates the process of development of general educational programs (curricula) and submits them to the Supervisory Board for approval;
 - 5.1.3. Coordinates the process of implementation of the general educational programs (curricula);
 - 5.1.4. Represents the School in the relationships with third parties and makes deals within the framework determined under this Charter;
 - 5.1.5. In agreement with the Founder, develops the School's internal regulations, structure, the staff list and salary schedule, and submits to the Supervisory Board for approval;
 - 5.1.6. Concludes and executes employment agreements with the School staff members on behalf of the School; he/she is authorized to terminate employment agreements with the School staff members pursuant to the procedure set forth by the Legislation;
 - 5.1.7. Prepares draft budget, which is approved by the Supervisory Board in agreement with the Founder;
 - 5.1.8. Issues orders with the purpose of implementation of powers set forth under the legislation of Georgia and the Charter;
 - 5.1.9. Not later than February 1 of each year, submits an annual report on the School's educational, financial and other legally permitted activities to the Supervisory Board and the Founder;
 - 5.1.10. In compliance with the effective Legislation of Georgia, makes concludes agreements, except the employment agreements, the cost of which does not exceed 5% of the School's current budget; he/she makes deals exceeding 5% of the School's current budget based on the agreement with the Supervisory Board;
 - 5.1.11. Directs and supervises the current educational process of the School;
 - 5.1.12. Carries out other duties envisaged by the legislation of Georgia and the School Charter.

Article 6. School Supervisory Board

- 6.1. The Supervisory Board is a body supervising the School Director's activities. It consists of 5 (five) members appointed for 4 (four) years by the Founder. Supervisory Board members are not compensated for their services;
- 6.2. Two members out of the five members of the Supervisory Board shall be chosen by the Founder directly and three members – out of 6 candidates nominated by the EU Delegation in Georgia;
- 6.3. The meetings of the School Supervisory Board shall be led by a Chairperson, elected out of the Supervisory Board members by the majority of votes;
- 6.4. The Supervisory Board shall carry out the rights and responsibilities set forth under this Charter and Legislation of Georgia;
- 6.5. The Supervisory Board shall make its decisions by the majority of votes. The Supervisory Board Meeting shall be authorized if it is attended by more than the half of the Board members;
- 6.6. Early termination of the Supervisory Board member's authority is allowed based on the decision of the Supervisory Board.

Article 7. Authorities of the School Supervisory Board

- 7.1. The School Supervisory Board meetings shall be called as needed on the initiative of the School Director or the Supervisory Board chairperson.
- 7.2. The School Supervisory Board:
 - 7.2.1. Supervises the activities of a School Director;
 - 7.2.2. Approves the School's Internal Regulations, structure, staff list and salary fund submitted by the School Director;
 - 7.2.3. Approves general education programs and curricula;
 - 7.2.4. Controls the School's financial and economic activities;
 - 7.2.5. In compliance with the effective legislation of Georgia, gives the School Director the consent on making deals, the cost of which exceeds 5% of the current budget of the School;
 - 7.2.6. Is authorized to suspend or cancel the School Director's unlawful decision ;
 - 7.2.7. Reviews the annual report submitted by the Director on the School's educational and financial activities as well as other activities permitted by law.

8. The School Founder

- 8.1. The Founder reviews and makes decisions on the following issues:
 - 8.1.1. Approval of the School's Charter and amendments t;
 - 8.1.2. Reorganization and liquidation of the School;
 - 8.1.3. Appointment and dismissal of the Supervisory Board members;
 - 8.1.4. Agreeing staff list, salary schedule and annual budget;
 - 8.1.5. Founding and liquidation of the School branch(es);
 - 8.1.6. Appointment and dismissal of the School Director;
 - 8.1.7. Approval of the School budget for the upcoming year;

- 8.1.8. Reviewing the School Director's annual report on the School's educational, financial and other activities permitted by law;
- 8.1.9. Other issues stipulated by legislation.
- 8.2. Making decisions related to the subparagraphs 8.1.1, 8.1.2 and 8.1.5 of the paragraph 8.1 of this Article are subject to a written consent of the EU Delegation in Georgia.

Article 9. Financing of the School

- 9.1. The following can be the sources of financing of the School:
 - 9.1.1. The European Union's financial contribution;
 - 9.1.2. Special-purpose funds allocated from state budget of Georgia;
 - 9.1.3. Special-purpose grants;
 - 9.1.4. Monetary or non-monetary contributions made by the Founder;
 - 9.1.5. Revenues earned as a result of activity;
 - 9.1.6. Other revenues permitted by the legislation of Georgia, without prejudice to the mission, vision and values of the School.
- 9.2. All the revenues and expenses shall be reflected in the School budget.
- 9.3. Solicitation on and getting the revenues from other effective sources shall be possible only in case of their compliance with the mission, vision and values of the School;
- 9.4. The School funds shall be spent only in compliance with the procedure set forth by the Legislation and this Charter and for implementation of the School goals and objectives. The use of the School funds for other purposes is prohibited.
- 9.5. Subject to the agreement with the Founder, the School shall have the right to carry out the following activities:
 - 9.5.1. Procurement of immovable property, disposal and encumbrance of the School owned property;
 - 9.5.2. Contracting a loan;
 - 9.5.3. Acting as a guarantor;
 - 9.5.4. Determining the budget, staff list and salary fund;
 - 9.5.5. Defining the limits of funds to be allocated for providing material incentives to employees as well as expenses for purchasing fuel and communication services to be rendered;
 - 9.5.6. Other decisions related to the School property, if they go beyond the limits of the common business.
- 9.6. Implementation of actions set forth in subparagraphs 9.5.2 and 9.5.3 of paragraph 9.5 of this Article is subject to a written consent of the Ministry of Finance of Georgia.

Article 10. Reporting

- 10.1. The School is obliged to submit a report on its activity to the Founder pursuant to the procedure set forth by the legislation of Georgia.

- 10.2. The School is obliged to, pursuant to the procedure defined by the Legislation of Georgia, maintain financial and economic records/reporting, draw up the balance and submit them to the Founder for the approval in compliance with the procedure set forth by the Legislation of Georgia.
- 10.3. The annual balance of the School shall be inspected by a hired independent auditor in compliance with the term and procedure stipulated by the Legislation of Georgia.

Article 11. Reorganization and Liquidation of the School

Reorganization and liquidation of the School shall be carried out according to the procedure stipulated by the Legislation of Georgia upon the proposal of the Supervisory Board, under the Founder's decision or in other cases envisaged by the Legislation.

Article 12. Transitional Provisions

The amendments and addenda to be introduced to this Charter, which can materially change the mission, vision and values of the School, shall be unanimously adopted by the Supervisory Board.

The Founder's signature:
The Ministry of Education and Science of Georgia
(signature)
Ekaterine Dgebuadze,
the First Deputy Minister