

Charter
Georgian Rightholders Association

2019 Tbilisi

1. General Provisions
- 1.1 Georgian Rightholders Association (hereinafter referred to as the Association) was founded by the holders of the copyright and related rights in the organizational-legal form of non-entrepreneurial (non-profit) legal entity – association.
- 1.2 Association was founded for achievement of the goals specified by this Charter, to protect and manage the interests of the holders of copyrights and related rights and their successors and assignees.
- 1.3 Association is not the creative union and requirements of the Law of Georgia on Creative Workers and Creative Unions shall not be applicable to it.
- 1.4 Association existence, management and operation shall be in accordance with the Constitution of Georgia, effective Georgian legislation and generally recognized principles of international law.
- 1.5 Full name of the Association in Georgian language: საავტორო და მომიჯნავე უფლებების კოლექტიური მართვის ორგანიზაცია - საქართველოს უფლებამფლობელთა ასოციაცია
Full name of the Association in English language: Organization for the Management of Property Copyright and Related Rights – Georgian Rightholders Association, abbreviated in English: GERA.
- 1.6 Association is a legal entity from the date of its state registration, it has its separate property, it can be a plaintiff and defendant at court, it may procure and exercise the proprietary and non-proprietary rights, according to the goals of Association’s activities specified in this Charter of the Association and it shall bear responsibilities related to such activities.
- 1.7 Association was founded for unlimited term and it acts without territory limitations.
- 1.8 Association has its balance, settlement and other accounts, including the foreign currency account at banks in the territory of Georgia and abroad, round seal with the full name of the Association in Russian language, stamps and letterheads with its name.
- 1.9 The members of the Association shall not bear responsibility for the Association’s liabilities and the Association shall not be responsible for the liabilities of its members. Association shall not be responsible for the liabilities of the state and its authorities and the state and the authorities thereof shall not be responsible for the Association’s liabilities. Association shall be responsible for its liabilities with its property which, according to Georgian legislation, can be transferred for execution.
- 1.10 Legal address of the Association: Office 600, 37-39, Kostava Street, Tbilisi
- 1.11 Association e-mail: georgianra2019@gmail.com
- 1.12 Founders of the Association:
Nino Karseladze – Zhordania (*born on 11.04.1991, Tbilisi, personal No: 01017023100, address: 54, Merab Kostava street, Tbilisi*)
Jemal Sepiashvili (*born on 19.02.1947, Tbilisi, personal No: 01026000467, address: suite 12, 11, M. Kostava 1st lane, Tbilisi*)
Archil Purtseladze (*born on 05.12.1979, Tbilisi, personal No: 01012010532, address: suite 5, building 9, micro-district I, Vazisubani Settlement, Tbilisi*)
Nana Tsintsadze (*born on 14.09.1952, Tbilisi, personal No: 01010004459, address: suite 22, building 4, 18, Simon Chikovani Street, Tbilisi*)
Mamuka Makhniashvili (*born on 20.06.1971, Tbilisi, personal No: 01009007356, address: Tbilisi, no address*)
Zurab Khachidze (*born on 03.01.1979, Borjomi, personal No: 11001000684, address: 54, Merab Kostava Street, Tbilisi*)
George Mamatsashvili (*born on 05.01.1978, Tbilisi, personal No: 01001012745, address: Dighomi Massif, Block V, Building 17, Suite 21, Tbilisi*)

David Khujadze (born on 25.06.1975, Tbilisi, personal No: 01030026625, address: 22/4, E; Akhvlediani Street, Tbilisi)

Boris Shkhiani (born on 29.12.1977, Kutaisi, personal No: 01024006651, address: suite 60, 18, Zaza Panaskertel-Tsitsishvili Street, Tbilisi)

George Pavliashvili (born on 26.12.1988, Tbilisi, personal No: 01031006351, address: 9, Kakabadze Brothers' Street, Tbilisi)

Marine Malazonia (born on 14.11.1962, Tbilisi, personal No: 01020005622, address: suite 7, 13, Dimitri Bakradze Street, Tbilisi)

Iasha Nikabadze (born on 31.10.1974, Kutaisi, personal No: 60002001088, address: 14, Luka Asatiani III Lane, Kutaisi)

Guram Gorelishvili (born on 16.10.1950, Tbilisi, personal No: 01009004260, address: suite 36, Building 33B, Block II, Vazha-Pshavela Avenue, Tbilisi)

Rusudan Morchiladze (born on 30.05.1970, Tbilisi, personal No: 01020003953, address: Tbilisi)

Marika Tkheldze (born on 12.03.1988, Tbilisi, personal No: 01024031558, address: suite 9A, 3, Peking Avenue, Tbilisi)

Boris Shkhiani (born on 01.07.1950, Kutaisi, personal No: 01005000675, address: 15, Lev Tolstoy Street, Tbilisi)

2. Association Goals

2.1 Association goals include:

2.1.1 Provide management of the rights of holders of the copyright and related rights, their successors and assignees, in accordance with the norms established by international and Georgian legislation and agreements made with the rightholders, among them:

2.1.1.1 Management of the property rights of the authors and their heirs to the works and fragments of works protected by the copyright, among them, to the musical works (with or without text), dramatic and musical-dramatic works, works of visual arts and decorative-applied arts, literature, stage, choreography, pantomimes, photographic works and works made by the methods similar to photography, with respect of their public performance, public broadcasting, among them, their premiere and repeated transmission, transmission through wired and wireless communications so that the works were available to any person at a time and from the place of his/her choice;

2.1.1.2 Exercising the rights of the authors (co-authors) of audiovisual works, their heirs, related to the honoraria paid by the users (broadcasting entities, cinemas etc.), for use of such pieces of work in any manner, including public performance and public broadcasting;

2.1.1.3 Management of the property rights of the authors, their heirs to the pieces of work, in the event of reproduction of such pieces of work in any material form, among them, in a form of audio or video records, in production of the three-dimensional copies of the two-dimensional works and two-dimensional copies of the three-dimensional works, as well as through recording of the pieces of work in electronic (among them digital), optic or any other mechanical form suitable for reading, as well as in case of dissemination of the works reproduced in such manner;

2.1.1.4 Management of the property rights of the authors and their heirs to dissemination, among them, through hiring out of the original works or the copies thereof, in a form of sheet music, phonograms, videograms, software, databases;

2.1.1.5 Exercising of the rights of authors of works in visual arts and photography and their heirs to honoraria, at a time of each resale of such original works, after their sale for the first time (resale right);

2.1.1.6 Exercising of the rights of the authors of audiovisual works, performers, phonogram producers, their heirs and successors to the honoraria, in the event of reproduction of the audiovisual works or works recorded in the phonograms by natural persons for their personal use;

2.1.1.7 Exercising of the rights of phonogram producers issued for the purpose of gaining of profit, their successors and assignees to the honoraria for public performance and public broadcasting of such phonograms;

- 2.1.2 Strengthen protection of the copyrights and related rights in the territory of Georgia;
 - 2.1.3 Restrict illegal use of the objects of copyright and related rights and protect the rights of the holders of copyright and related rights;
 - 2.1.4 Contribute to development of the copyrights and related rights' market and implementation of the state policies in the sphere of copyrights and related rights;
 - 2.1.5 Association shall be entitled to perform charity activities, independently or through third parties, including the commercial organizations, provide, within its competence, social and material assistance to the workers of Georgian culture and art;
 - 2.1.6 Association may be engaged in the activities generating incomes, among them, in the entrepreneurial activities, as far as such activities shall serve to the goals of Association.
3. Activities of the Association
- 3.1 To achieve the goals stated in this Charter, the Association:
 - 3.1.1 Makes relevant agreements with the holders of copyright and/or related rights or their successors and assignees and according to the authorities represented by such rightholders provides collection, distribution and payment of the honoraria;
 - 3.1.2 Makes agreements with the similar foreign associations and organizations of collective representation rights management and provides such representation;
 - 3.1.3 Issues the licenses for use of the works included into the Association's repertoire, protected by the copyright and/or related rights, or prohibits unlicensed use of such works and if, in accordance with Georgian legislation, use of the objects of copyright and/or related rights is allowed without agreement with the holder, the Association collects the honoraria for use of such objects without issuance of the license;
 - 3.1.4 Requests from the users and receives the reports on use of the relevant objects of the copyright, as well as the other data and documents required for collection and distribution of the honoraria; the list of such reports, data and documents and the terms of submission thereof shall be set by the agreements made by the Association with the payers of honoraria;
 - 3.1.5 Provides distribution of the honoraria collected for the benefit of the rightholders, in proportion with the actual use of the objects of copyright and/or related rights;
 - 3.1.6 Deducts from the honoraria collected for the benefit of the copyright and/or related rights holders the amounts spent by the Association for its operation, including collection, distribution and payment, as well as the amounts transferred to the special funds created for the interests of the copyright and related rights holders;
 - 3.1.7 Together with payment of the honoraria provides to the rightholders the reports containing data about use of their rights;
 - 3.1.8 Provides monitoring of the objects of copyright and/or related rights, systematization of information, creates the databases and ensures information availability;
 - 3.1.9 Identifies and represents unknown holders of the copyrights and related rights, issuing to the users the licenses for use of the works of such rightholders;
 - 3.1.10 Provides consultations to the holders of copyrights and/or related rights and users on the issues of use of the intellectual property rights;
 - 3.1.11 Provides interpretation of the issues of copyright and/or related rights within the Association's competence;
 - 3.1.12 In the event of illegal use of the objects of copyright and/or related rights, ensures protection of the holders of such rights, including their representation at court;
 - 3.1.13 Participates in scientific and sociological studies, in the sphere of copyright and/or related rights;
 - 3.1.14 Participates in implementation of cultural, educational, awareness and scientific programs in the sphere of copyright and related rights;
 - 3.1.15 Creates its representation offices and non-profit legal entities, among them, the international ones in the sphere of copyright and related rights;

- 3.1.16 Performs any other actions that are not against the goals stated in the Association's charter and are not prohibited by Georgian legislation and are oriented towards achievement of the goals stated in the Charter.
4. Membership of the Association
- 4.1 Association membership can be on the voluntary basis only. Association membership right cannot be inherited or transferred to the third person.
- 4.2 Association members acquire the right of participation in the Association's activities (membership right).
- 4.3 Association members can be the holders of copyright and/or related rights – legally capable natural persons, their heirs, legal entities, their successors who has agreed to transfer their rights to the Association for collective management, recognized the Association's charter, goals and objectives thereof and express ability and readiness to support their achievement;
- 4.4 Association members are accepted by the Association board, on the basis of agreement on transfer of rights for collective management between the Association and rightholder.
- 4.5 Legal entities Association members participate in the activities of Association through their representatives.
- 4.6 Association founders have the rights and obligations of the Association members.
- 4.7 Association members shall be entitled to:
- 4.7.1 Participation in the Association's activities, in accordance with the rules established by the Association charter and other normative acts;
- 4.7.2 Elect and/or be elected in the Association management bodies, as well as commissions or boards established regarding the interests of members by the Association;
- 4.7.3 Receive advice from the Association, as well as protection of violated copyrights and/or related rights;
- 4.7.4 Participate in various programs and activities of the Association based on their qualification and experience;
- 4.7.5 Develop recommendations related to the Association's activities;
- 4.7.6 Get familiar with the annual reports, audit reports and other information about Association activities;
- 4.7.7 Terminate membership of Association voluntarily.
- 4.8 Association members shall:
- 4.8.1 Comply with the Association charter, fulfill the decisions of Association management bodies;
- 4.8.2 Participate in the Association's activities, both, directly and through he representatives. The representative can represent unlimited number of the Association members. Power of attorney shall be attested in accordance with Georgian legislation;
- 4.8.3 Protect the Association's reputation, authority and property, do not complicate the Association's activities, do not damage the Association's property or reputation, acting in breach of effective legislation, among them, do not commit any actions specially oriented to harm the Association, do not perform any actions (omissions) that can substantially complicate or make impossible achievement of the Association's goals, do not disclose the confidential information about the Association's activities;
- 4.8.4 Contribute to achievement of the Association's goals and objectives;
- 4.8.5 Provide information required for dealing with the objectives related to the Association's activities in a timely manner;
- 4.8.6 Pay the Association membership fees required for expenses of collection, distribution and payment of the honoraria. Amount of the membership fees shall be set by the agreement made between the Association and Association member.
- 4.9 Association members can have the other rights and obligations, in accordance with the legislation, this Charter or other normative documents of the Association, as well as with the agreement made with the Association.

- 4.10 Association membership is terminated:
 - 4.10.1 On the basis of rightholder's application on termination;
 - 4.10.2 Decease of the Association member (liquidation, in case of legal entity), in case of recognition of the member as incapable or missing;
 - 4.10.3 By the decision of the Association board by the simple majority of votes, in case of basis provided for by Section 4.11 of this Charter;
 - 4.10.4 Other cases provided for by Georgian legislation;
 - 4.10.5 In the event of dismembering.
 - 4.11 Basis for dismembering:
 - 4.11.1 Non-compliance with the Association's charter and decisions of the Association management bodies;
 - 4.11.2 Actions harmful for the Association and members thereof, as well as harmful for the business reputation of the association.
 - 4.12 Association member may repeatedly submit application for acceptance as a member or authorize the Association to collect the honoraria on his/her behalf.
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- 5. Association Bodies
 - 5.1 Association management bodies include: general meeting of members, board and management board.
 - 5.2 Association's activities are managed by the general director elected with simple majority of votes by the management board.
 - 5.3 Controlling body of the Association is revision commission.
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- 6. General Meeting of the Association Members
 - 6.1 general meeting of the Association members is the supreme management body of the Association. It is summoned at least once per year by the management board.
 - 6.2 Notification about general meeting, together with the agenda shall be posted on the official web site of the Association, at least 14 (fourteen) calendar days before the date of meeting. Association shall be entitled to use the other means of notification, among them send the notification to the members' e-mails at the disposal of the Association or publish it in mass media.
 - 6.3 Date of general meeting, its venue and agenda shall be determined by the management board.
 - 6.4 Request of more than half of the members on summoning of the extraordinary general meeting shall be submitted to the Association management board for consideration and the latter shall consider it within ten days from the date of request and make decision on acceptance or rejection of the request on extraordinary general meeting.
 - 6.5 In making decision about extraordinary general meeting of the Association the management board shall specify the issues in accordance with Section 6.3 of this Charter.
 - 6.6 If the management board fails to make decision within the term specified in Section 6.4 hereof on holding of the extraordinary general meeting, the persons requesting holding of such meeting may summon extraordinary general meeting of the Association.
 - 6.7 General meeting of the members considers the general lines of the Association activities.
 - 6.8 General meeting of the members elects the members of the management board. The meeting shall be capable to make decisions if half of the members attend and for the decision simple majority of attending members shall be required.
 - 6.9 General meeting of the members:
 - 6.9.1 Elects the members of management board; their number shall be no more than 9 (nine);
 - 6.9.2 Elects the board members; their number shall be no more than 15 (fifteen);
 - 6.9.3 Elects the revision commission members;
 - 6.9.4 Adoption or amendment of the Association charter;
 - 6.9.5 Discussion of the strategic lines of the Association activities;

6.9.6 Makes decision on commencement of the Association liquidation/reorganization.

7. Association Management Board

7.1 Association management board is the permanent body of Association management.

7.2 Management board members shall be elected by the general meeting, their number shall be set by general meeting. Management board members are elected for five-year term. Upon expiry of the term the new members of management board shall be elected from the list of candidates submitted by the active management board members by general meeting.

In the event of termination of the management board member authorities before term the management board shall offer the new candidates and the general meeting shall elect the new member from the number of offered candidates.

7.3 Management board shall commence exercising of its authorities from the moment of election of the members thereof and shall act before election of the new management board.

7.4 A person not being the member of the Association may be elected as the management board member (invited member).

7.5 Member of the board or revision commission cannot be elected as the management board member, with the exclusion of the chairman of management board, who is the board member.

7.6 Meetings of management board shall be held as required and they are summoned by the management board chairman.

Newly elected management board shall conduct its first meeting within one month from the date of election.

7.7 Management board shall be entitled to make decisions if more than half of its members attending the meeting.

7.8 Decisions at the management board meetings shall be made by simple majority of votes of the attending members.

7.9 Association management board competence includes:

7.9.1 Discussion of the principles of formation and use of the Association's property;

7.9.2 Making decisions on change of goals of the Association activities;

7.9.3 Making decision about appointing of the liquidation commission (liquidator) and the issue of approval of the Association liquidation balance;

7.9.4 Approval of the Association's individual auditor or audit organizations;

7.9.5 Making decisions on the issues that are not within the competence of the other bodies of Association;

7.9.6 Approval of the Association's annual financial plan and budget;

7.9.7 Resolving of the issues related to termination of Association membership;

7.9.8 Establishment/elimination of the structural subdivisions, branch offices, regional divisions, representation offices, non-profit legal entities, in the sphere of copyright and related rights (among them, the international ones);

7.9.9 Adoption of the statutes about the Association branch/representation offices, as well as about its regional divisions;

7.9.10 Getting familiar with the Association's audit reports and providing of recommendations to general meeting, as required;

7.9.11 Summoning of general meeting, approval of the agenda and discussion of the other issues, as per Section 6.3 hereof;

7.9.12 Resolving the issues of labor remuneration of the management board members;

7.9.13 Within the term of authority of the acting management board composition, election of the management board chairman from the number of its members and discontinuation of his/her authorities; election of general director from the number of its members and discontinuation of his/her authorities;

7.9.14 Setting the maximal amount of deals performed by the management board chairman and/or general director, without consent of the management board;

- 7.9.15 Making decisions about concluding of deals by the Association, amount of which exceeds the maximal limit. **For the deals signed by the management board chairman and/or general director, as well as for the deals in which any of the management board members is interested;**
 - 7.9.16 In the periods between the management board meetings, making amendments to the tariffs, license terms and conditions, for the users of copyright and/or related rights;
 - 7.9.17 Making decisions about funding of the Association programs developed by the designated funds, acceptance and issuance of the grants;
 - 7.9.18 Decisions about change of the Association's legal address;
 - 7.10 The management board, as permanent management body of the Association, has the rights vested in it by effective legislation and this Charter, among them it exercises the rights of the legal entity on behalf of the Association and performs its obligations in accordance with this Charter.
 - 7.11 Chairman of the management board:
 - 7.11.1 Represents the Association before the state and other organization, courts and other authorities, without the power of attorney, among them at the international organizations;
 - 7.11.2 Provides general management of the Association's activities and has the primary signatory authority on the Association's financial-economic, banking and other documents;
 - 7.11.3 Manages the Association's property and assets in agreement with the management board, solves the issues related to the Association's work, funding and material-technical support and for the above purposes, on behalf of the association, signs the agreements and makes the deals, issues the powers of attorney; where he deal, regarding its value and/or type and/or interest in it, is subject to confirmation by the management board, the management board chairman performs such deals on the basis of the management board decision on performance of the relevant deal by the Association;
 - 7.11.4 Summons the meetings of the management board, prepares the issues for consideration at the management board meetings, provides coordination of the interaction between management board and revision commission;
 - 7.11.5 If required, engages the specialists, among them the foreign ones, for consultations, for conducting of the lawsuits and for performing of the other tasks;
 - 7.11.6 Signs and approves the management board documents, among them the records of proceeding of general meetings;
 - 7.11.7 Accomplishes the other authorities provided for by this Charter, with the exclusion of those, within the competence of the other bodies of the Association.
 - 7.12 Authorities of the Association management board member shall be terminated by the decision of the management board members. The management board member, the issue of whose authorities is considered that the management board meeting shall not participate in the decision-making process.
 - 7.13 If the management board member fails to regularly attend the management board meetings or hinders the activities of management board, the management board, by majority of votes, is authorized to put the issue of termination of the authorities of such member on agenda of the extraordinary general meeting.
 - 7.14 Minutes of the management board meeting is the documents of the management board and it shall be signed by the Association management board chairman and the secretary elected at the management board meeting.
8. Association Board
- 8.1 Members of the Association board are elected by the general meeting for 5 (five) years term, their number shall be set by the general meeting. Upon expiry of the term, the new board members shall be elected by general meeting, from the candidates nominated by the board members; In the event of early termination of the board member authorities, the board nominates the new candidate and general meeting elects the new member from the nominated candidates.

- 8.2 Board represents the rightholders of different categories (composers, poets, performers, dramatists, choreographers, phonogram producers etc.). Number of the board members shall not exceed 15.
- 8.3 Board members are elected from the Association members.
- 8.4 Board members shall not be the members of Association management board and revision commission.
- 8.5 Board conducts its meetings as required and they are summoned by its chairman, or summoning is provided upon request of no less than 2/3 of the board members.
Newly elected board shall conduct its first meeting within one month from the date of election.
- 8.6 Competences of the Association board include:
 - 8.6.1 Election of the board chairman and deputy chairman from among its members;
 - 8.6.2 Decisions about summoning of general meeting, approval of the meeting agenda and dealing with the other issues, according to Section 6.3 of this Charter;
 - 8.6.3 Approval of the amount of honoraria to be paid by the users, within the scopes of the agreements made with the Association, as presented by the management board chairman. Where the objects of the copyright and related rights may be used without consent of the rightholder but with payment of the honoraria;
 - 8.6.4 Approval of the tariffs and license conditions submitted by the management board chairman, for the users of copyright and/or related rights;
 - 8.6.5 Approval of the amounts to be deducted for payment of the necessary expenses submitted by the management board chairman, in relation with the levies, distribution and payment of the honoraria collected by the Association;
 - 8.6.6 Special decisions on creation of the special funds by the Association for the social, cultural or other social goals, regarding interests of the rightholders represented by the Association, as well as the money assets set aside for such funds;
 - 8.6.7 In agreement with the management board, establishment of the advisory commissions, in relation with the key areas of the Association's activities, approval of the statutes of such commissions. Specialists in the sphere of intellectual rights, finance, managers may be included into such commissions;
 - 8.6.8 Approval of the Association insignia.
- 8.7 Authorities of the persons elected by the board shall be effective from the moment of such election to the moment of their termination in accordance with the established rules.
- 8.8 Board meeting is capable if more than half of board members attend.
- 8.9 Board decisions shall be made by the simple majority of board members attending the meeting.
- 8.10 Regulations of summoning and conducting of the board meetings shall be set by the board chairman.
- 8.11 Board decisions are adopted in a form of resolutions, with the signatures of the board chairman and secretary.
- 8.12 Board resolution shall be effective immediately, unless otherwise stated by such resolution.
- 8.13 Board chairman:
 - 8.13.1 Provides board management;
 - 8.13.2 Informs the management board about activities of the board;
 - 8.13.3 Precedes at the board meetings;
 - 8.13.4 Signs the board documents;
 - 8.13.5 Is authorized to attend the management board meetings;
 - 8.13.6 Has the other authorities according to the effective legislation and this Charter.
- 8.14 Deputy chairman of the Association board performs the functions of the Association board chairman in his/her absence, fulfills the instructions of the Association board chairman, oversees the activities of certain areas of Association activities by the order of the board chairman and Association board.

9. General Director
- 9.1 General director provides management of the Association activities and representation thereof. General director is controlled by the management board.
- 9.2 General director has the following authorities:
 - 9.2.1 To act on behalf of the Association without the power of attorney, provide operative management of the activities of Association and its structural subdivisions;
 - 9.2.2 Provides organization and control of implementation of the decisions made by general meeting, board and management board;
 - 9.2.3 Provides management of the Association property and assets, within the financial plan approved by the Association management board, solves the issues related to the Association's work, funding and material and technical support and for the above purposes makes the agreements and other deals within his/her authorities, issues the organizational-administrative and financial-economic documents;
 - 9.2.4 Sets the remuneration for the specific positions, amounts of the additional payments, bonuses and other stimulating payments, for all categories of the Association workers, within the scopes of their work remuneration according to the financial plan (budget);
 - 9.2.5 Employs and dismisses the Association workers, makes employment contracts with the Association workers and approves their job descriptions, he/she is authorized to award the bonuses, according to the workers' merits, apply disciplinary measures, appoint and dismiss the heads of representation offices and branches, delegate the authorities to the other persons, at his/her own discretion, as provided by this subsection of the charter;
 - 9.2.6 He/she has the primary signatory authority, with respect of financial-economic, banking and other documents; on behalf of the Association, make agreements, contracts and deals, among them, with the foreign organizations, in relation to management of the rights on collective basis; issue the powers of attorney.
 - 9.2.7 Represents the Association before the state and other organization, courts and other authorities, without the power of attorney, as well as before the international and foreign organizations;
 - 9.2.8 If required, invites the specialists, to work on contractual basis, among them the foreign ones, for consultations, for conducting of the lawsuits and for performing of the other tasks;
 - 9.2.9 Submits to the board for consideration and adoption the draft board resolutions, as well as the forms of the agreements to be made with different categories of the rightholders;
 - 9.2.10 Submits to the management board for approval the draft financial plan (annual budget) of the organization, as well as amendments thereof;
 - 9.2.11 Submits to the board the proposals on the manner and terms of distribution and payment of collected honoraria;
 - 9.2.12 Approves the rules of informing of the Association members about Association activities, rules for providing of the reports to the rightholders, providing information to the other stakeholders, in accordance with the effective legislation;
 - 9.2.13 Submits to the management board the proposals on creation of the boards, committees and commissions, in relation with the key areas of the Association's activities;
 - 9.2.14 Submits proposals to the board on the amounts of the honoraria, to be paid by the users in relation to the agreements that should be made by the Association;
 - 9.2.15 Regularly informs the Association members about Association activities;
 - 9.2.16 Submits to the general meetings the proposals on amendments and addenda to the Association Charter, among them, about approval of the restatement thereof;
 - 9.2.17 Exercises other authorities that are not within the competence of the other bodies of the Association
 - 9.2.18 General director and management board chairman represent the Association without power of attorney, both, jointly and separately.
10. Revision Commission

- 10.1 For revision of the Association's financial-economic activities, to inspect the Association's property and reporting, general meeting of the Association members elect the revision commission for 5 (five) years term, with at least 3 and no more than 5 members.
- 10.2 Revision commission members are elected from among the Association members that are not engaged in the other management bodies of the Association and are not the Association employees as per staff schedule of the Association.
- 10.3 Members of the revision commission shall not receive remuneration for performing of their obligations.
- 10.4 For the term of their authorities, the revision commission elects from among its members the chairman and secretary of the revision commission, who conduct the meetings and sign the decisions of the revision commission; and discontinues their authorities before the term.
- 10.5 Meeting of the revision commission is capable (quorum is present) of more than half of its members attend. Decisions of the revision commission shall be made with simple majority of the attending members.
- 10.6 Meetings of the revision commission shall be held as required but no less than once per year. Meetings of the revision commission are summoned by the chairman of revision commission or at least two members thereof. Date, time and agenda of the revision commission meeting shall be set by the persons summoning such meeting.
- 10.7 Scheduled revision of the Association's financial-economic activities shall be conducted at least once per year. Revision commission shall issue the report about findings of revision of Association's financial-economic activities.
- 10.8 In the event of creation of the special funds the revision commission provides control of spending of the special fund assets, according to their purposes.
11. Association Structure
 - 11.1 Association structure can include the branch offices and representation offices, as well as the regional subdivisions.
 - 11.2 Regional subdivisions of the Association are established in the administrative-territorial units of Georgia, on the basis of decision of Association management board, by the decision of general meeting of regional subdivision.
 - 11.3 Regional subdivisions shall be organized and operate without the legal entity status.
 - 11.4 Regional subdivision of the Association shall operate on the basis of Association Charter and regional subdivision statute approved by the decision of Association management board.
 - 11.5 Branch offices and representation offices of the Association are the separate subdivisions thereof and they are not the legal entities. Heads of the representation and branch offices shall be appointed by the general director and they perform their activities on the basis of statutes on the branch offices, representation offices, approved by the Association management board.
12. Assets and Property of the Association
 - 12.1 Association may own the buildings and structures, institutions, publishing houses, mass media entities, property for cultural-educational and recreation purposes, creation and acquisition of which is provided from the Association's assets, in accordance with the goals stated by the Charter, as well as equipment, inventory, monetary assets, securities and other property. Association may own or use the land parcels. Association is entitled to acquire and dispose, rent and lease any movable and immovable property in accordance with effective Georgian legislation.
 - 12.2 Sources of formation of the Association's property in monetary or any other form include:
 - 12.2.1 Membership fees paid by the Association members, to be used for payment of the Association operating costs and performing of the Association's activities as per Charter (payment of the Association's expenses for collection, distribution and payment of the honoraria and performing

- of the other functions of Association according to the Charter), deductions from the honoraria collected for the rightholders (Section 4.8.6 of the Charter);
- 12.2.2 Incomes generated from the Association's income generating and other activities performed by the Association in accordance with effective Georgian legislation and this Charter, among them, revenues from sale of the Association's goods, works and services;
 - 12.2.3 Revenues from the events conducted in accordance with the Charter;
 - 12.2.4 Voluntary contributions and donations;
 - 12.2.5 Other incomes not prohibited by Georgian legislation.
- 12.3 Property obtained by the Association in accordance with the provisions of this Charter is the property of Association and is subject to protection according to Georgian legislation.
13. Reorganization and Liquidation of the Association
- 13.1 Reorganization or liquidation of the Association shall be provided in accordance with Georgian legislation.
 - 13.2 Liquidation of the Association may be provided:
 - 13.2.1 By the decision of the general meeting of Association members, if 4/5 of total number of the members support it;
 - 13.2.2 In the event of liquidation or bankruptcy of the Association.
 - 13.3 Association liquidation process shall be managed by the Association management board or liquidation manager appointed in accordance with the law.
 - 13.4 Assets of the Association remained after liquidation thereof shall be used in accordance with the legislation.
 - 13.5 In special cases the court may appoint the other liquidation manager.

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