

# **COALITION**

**Coalition for a Euro-Atlantic Georgia**

# **CHARTER**

## **Chapter I**

### **Name and Mission**

#### **Article 1. Name**

In Georgian: „კოალიცია ევრო-ატლანტიკური საქართველოსთვის“

In English: “Coalition for a Euro-Atlantic Georgia”

#### **Article 2. Mission**

Coalition for Euro-Atlantic Georgia (hereinafter, *Coalition*) is a voluntary association of organizations that strive to facilitate Georgia’s integration into the Euro-Atlantic institutions through civic engagement at the grassroots level.

#### **Article 3. Objectives**

In order to advance Georgia’s integration into the Euro-Atlantic institutions, the Coalition aspires to:

1. Synergize the efforts of various parts of the Georgian public.
2. Advocate reforms, action plans and issues important for legislative and regulatory integration.
3. Raise awareness around the importance and processes related to Georgia’s Euro-Atlantic integration.
4. Organize civic campaigns to counter anti-Western propaganda, ensuring the inclusion of the public at a broad level.
5. Plan and execute various activities in tandem with state institutions, international organizations and other legal and private entities.

#### **Article 4. Remuneration of Governing Members and membership fee**

Members of the Governing Board and governing persons of the Coalition shall not receive remuneration for their service. Members are not required to pay towards membership fees.

## **Chapter II**

### **Membership**

#### **Article 5. Conditions for membership**

1. Coalition members can become:
  - Any non-governmental organization, academic institution, business association, professional association and media outlet, that is registered in Georgia, supports and shares the goals and objectives of the Coalition and is a signatory of the Coalition's Memorandum of Understanding is eligible to become a member of the Coalition. Upon the decision of the Governing Body, natural persons may also become members of the Coalition.
  - Organization that has been active in the public sphere for at least one year (i.e. publishes studies, is involved in various types of events).
  - Organization that is not affiliated with any political party and does not employ persons or have members who are members of any political party.
  - Organization that has transparent sources of income and regularly publishes information related to its funding.
  - Organization that is ready to collaborate with other members of the Coalition to achieve its common goals.
2. The Coalition is open for new members throughout its existence. Interested organizations should address the Coalition's Governing Board in writing, in observance of its procedures and terms. The Governing Board will consider and decide on the applicant organization's membership request within 30 calendar days.
3. The Governing Board's decision on accepting a new organization as a Coalition member shall be made by a majority of two-thirds of its attending members.

#### **Article 6. Obligations of a Coalition member**

A Coalition member must:

1. Respect the Coalition's guiding principles;
2. Observe and comply with the Coalition's rules of procedure, guidelines for the conflict of interests and the decisions of the Governing Board;
3. Participate in the work of the Coalition on a regular basis.

#### **Article 7. Expulsion from the Coalition and membership annulment**

1. Upon an initiative of the Governing Board or at least one-tenth of the Coalition members, a Coalition member may be expelled from the Coalition if it breaches the Coalition's governing provisions, ignores the Coalition's interests and decisions of competent authorities, does not participate in the Coalition's work nor contribute towards implementation of its goals, disregards the Coalition's fundamental goals or disrespectfully treats the Coalition's reputation and its members and does not pay the membership fee.
2. Decision regarding expulsion of a Coalition member shall be made by the Coalition's Governing Board with a two-thirds majority of its full composition.
3. Should the Governing Board determine a conflict of interests exists, membership of the organization the person in question is represented by shall be annulled.

## **Article 8. Leaving the Coalition**

A member may leave the Coalition, should it decide so. The member shall communicate such a decision to the Governing Board and the Secretary in writing.

## **Article 9. Coalition meetings**

1. The Coalition members shall meet at least once a year or upon a decision of two-thirds of the Governing Board. Upon the decision of the Governing Board or one-third of Coalition members, an extraordinary meeting can be summoned and Coalition members shall be informed in advance via telephone and/or email.
2. A person responsible for an organization's management and authorized to act as its representative shall represent the Coalition member during Coalition meetings without any power of attorney.
3. A Coalition meeting is authorized to make decisions if at least half of Coalition members are attending.
4. Decisions at Coalition meetings shall be made by a simple majority of attending members.
5. A Coalition meeting shall be led by the Chair of Governing Board or, in their absence, Deputy Chair. The progress shall be documented in meeting minutes, the accuracy of which the Secretary of the Governing Board is responsible for.

## **Chapter III**

### **The Governing Board**

## **Article 10. Authority of the Governing Board**

The Governing Board is created in order to guide the work of the Coalition. The Governing Board shall ensure implementation of the goals and objectives stipulated in the Coalition's Charter.

## **Article 11. Composition, selection and recalling of the Governing Board members**

1. The Governing Board consists of representatives from 7 (seven) Coalition members (one member from each organization) elected for a two-year term. The tenure of the Governing Board members shall extend beyond two years until new members are elected.
2. Members of the Governing Board are elected at a Coalition meeting through a secret ballot. Candidates who receive more votes than others are considered elected members of the Governing Board. If candidates receive the same number of votes and if the number of candidates is more than the number of members to be elected, a repeated voting shall be held.
3. A Governing Board member may be recalled from their position upon a decision of two-thirds of the Coalition members, if substantiated arguments have been put forward against them. A new member shall be elected to replace the recalled member.

## **Article 12. Governing Board meetings and decision-making**

1. The Governing Board shall meet at least once a month. An extraordinary meeting may be convened at the initiative of the Chair or one-third of members of the Governing Board and Board members shall be informed in advance via telephone and/or email.
2. The Governing Board is authorized to make decisions if at least two-thirds of its members are attending.
3. Decisions at a Governing Board meeting shall be made by a simple majority of attending members.
4. A Governing Board meeting shall be led by a Chair or, in case of their absence, Deputy Chair. The progress of a meeting shall be documented in the minutes. The Governing Board's Secretary is responsible for accuracy of such minutes.
5. The Governing Board's decisions related to the development of the Coalition's position and/or release of a statement on behalf of the Coalition shall be forwarded to all Coalition members immediately after their adoption. The decision will be deemed adopted unless more than half of all Coalition members respond with their objection within the timeframe specified by the Board.

## **Article 13. Expedited decision-making procedure**

In exceptional circumstances, where a delay in expressing of the Coalition's position may undermine its significance and/or effective implementation of its goals and objectives, and/or a delay may endanger the effectiveness of a Coalition-led advocacy campaign and/or leave an issue that is a priority to the Coalition without response, the Governing Board may adopt and publicize a decision. A decision adopted in an expedited manner shall immediately be sent to all Coalition members. A decision sent out to Coalition members shall be accompanied with a reasoning explaining why the expedited decisionmaking procedure was employed.

## **Article 14. Decision-making without a meeting**

A decision adopted without a Governing Board's meeting is valid if at least two-thirds of the Board's full composition support the decision in writing or verbally.

## **Article 15. Informing Coalition members in advance and their attendance at the Governing Board's meetings**

1. Governing Board's meetings should, as a rule, be open for any member of the Coalition. A Coalition member attending the meeting may express its views about the matter of discussion but may not take part in decisionmaking.
2. Information about the time and date of the Governing Board's meetings shall be sent to all Coalition members. The Coalition's Secretariat is responsible for releasing this information to the members.
3. Secretariat shall also send out information regarding a decision adopted by the Governing Board to all Coalition members immediately.

## **Chapter IV**

### **Governing Authorities**

#### **Article 16. Governing persons**

The Coalition's governing persons are a Chair and a Deputy Chair. Other competent persons designated by the Governing Board may be endowed with the authority to coordinate specific areas.

#### **Article 17. Appointment of governing persons**

1. The Governing Board elects a Coalition Chair and a Coalition Deputy Chair from its members through a secret vote for a term of one year. Candidates who receive more votes than others are considered elected Chair and Deputy Chair. If candidates receive the same number of votes, a repeated voting shall be held.
2. A Secretary should not necessarily be a member of the Governing Board, and such a decision is subject to the Governing Board's approval.

#### **Article 18. Resignation**

The Coalition's governing persons may resign upon their decision. They shall inform the Governing Board thereon in writing.

#### **Article 19. Dismissal**

In consideration of the Coalition's best interests, the Coalition's governing person may be recalled from the occupied position upon a decision of two-thirds of the full composition of the Governing Board where there is a reasoned argument against them.

#### **Article 20. Chair**

1. The Chair of the Coalition who simultaneously chairs the Governing Board shall carry out general management and coordination of the Coalition in compliance with its best interests.
2. The Chair represents the Coalition in public relations and is authorized to make statements to the media about the Coalition's activities and future plans.

#### **Article 21. Deputy Chair**

Deputy Chair exercises full authority enjoyed by the Chair when the Chair is absent or assigns the Deputy Chair such authority.

## **Article 22. Secretariat**

Secretariat is created in order to carry out the Coalition's work without impediments. The Secretary, who is appointed by the Governing Board by a simple majority of votes, heads up the work of the Secretariat. Any Governing Board member organization may carry out the functions of the Secretariat and Secretary.

## **Article 23. Secretary**

A Secretary organizes Coalition meetings and produces meeting minutes as well as provides that these are available to interested persons.

## **Chapter V**

### **Advisory Board**

#### **Article 24. Completion of the Advisory Board and its functions**

1. Advisory Board is created to support the activities of the Coalition.
2. Persons residing in Georgia or abroad may be members of the Advisory Board.
3. The Governing Board appoints and dismisses members of the Advisory Board. A member of the Governing Board or one-third of the Coalition members may nominate a candidate for the Advisory Board membership to the Governing Board.
4. Advisory Board facilitates the effective implementation of the Coalition's objectives and lends advice regarding current and/or planned activities.
5. Members of the Advisory Board may be remunerated.

## **Chapter VI**

### **Internal and External Communications of the Coalition**

#### **Article 25. Guidelines for the Coalition's internal and external communication**

1. Secretariat is responsible for informing Coalition members about any issue related to Coalition's activities in a timely manner. Secretariat ensures effective communication between the Coalition members, in advance, within a reasonable timeframe, and that the Coalition members are informed about structural changes within the Coalition, its planned events and other activities. Secretariat shall in a timely and effective manner provide the Coalition members with the information it receives from the Governing Board.
2. Coalition members and the public shall be informed via social media, email, website and other means.
3. Secretariat shall ensure that the Coalition website and social media profiles function properly and are up-to-date.

4. All products, such as reports, statements and so on, disseminated on behalf of the Coalition shall be released in Georgian and English languages. Secretariat must ensure that content is translated within a reasonable timeframe and no later than in seven working days after the original release of the publication.

## **Chapter VII**

### **Conflict of Interests**

#### **Article 26. Definition and consequences**

1. Before an issue is raised for discussion by the Governing Board at its meeting, a Coalition member must disclose the existence of its conflict of interests and must not partake in the discussion of the issue.
2. Should a conflict of interests exist, any member may request that a respective organization recuses itself.
3. A conflict of interest is any type of private or public relations and/or position an organization and/or its any representative may have that may, in the view of an objective observer, lead a person not to be independent, objective and impartial in making a decision. A circumstance giving rise to a conflict of interest may be related to private, professional, public, family, kinship or any other characteristic or circumstance.
4. The Governing Board considers cases of the conflict of interests and decides on the existence of it by a simple majority of attending Members. The representatives of the member organization, whose conflict of interests is being determined, shall not take part in the vote.

## **Chapter VIII**

### **Transitional Provisions**

#### **Article 27. First elections of the Governing Board**

The first election shall be conducted by the Founding Members of the Coalition.

## **Chapter IX**

### **Concluding Provisions**

#### **Article 28. Amendments**

1. This Charter has been prepared in the Georgian language and has been approved by the Coalition members unanimously.
2. This Charter may be amended by a majority of the full composition of the Coalition.