

CONSTITUTION adopted on the 29th day of October 2021 by a resolution passed at a general meeting.

1. Name.

The name of the association is the Friends of Academic Research in Georgia (“FaRiG”).

2. Definitions.

Defined terms have the meanings given them in clause 24.

3. Administration.

Subject to the provisions of the Constitution, FaRiG and its property shall be administered and managed by the Committee, constituted by clause 8 (“the Committee”). The members of the Committee (“the Committee Members”) shall be the charity trustees of FaRiG within the meaning of section 177 of the Act.

4. Objects.

FaRiG’s Objects are:

To advance the education of the public, particularly in Georgia and the United Kingdom, by promoting research in the humanities, social sciences and cultural heritage of Georgia including but not limited to research in the arts, anthropology, archaeology, history, folklore, language and literature of Georgia, such research to be undertaken by Georgian academics and researchers normally based in Georgia; and by publishing the useful results.

5. Powers.

In furtherance of the Objects but not otherwise the Committee may exercise the following powers:

- (i) to make, establish, or assist in the establishment of, grants to Georgian academics and researchers;
- (ii) to undertake, promote and encourage studies and research;
- (iii) to foster links between academics and researchers in Georgia and the United Kingdom;
- (iv) to undertake, promote and encourage the production, issue and distribution of publications;
- (v) to raise funds and to invite and receive contributions, provided that in raising funds the Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (vi) to buy, take on lease or in exchange any property necessary for the achievement of the Objects and to maintain and equip it for use;
- (vii) to sell, lease or otherwise dispose of all or any part of the property belonging to FaRiG. In exercising this power, the Committee must comply as appropriate with part 7 of the Act;

- (viii) to borrow money and to charge the whole or any part of the property belonging to FaRiG as security for repayment of the money borrowed, provided that the Committee must comply as appropriate with sections 124 - 126 of the Act, if they intend to mortgage land;
- (ix) to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (x) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (xi) to co-operate with other charities, voluntary bodies and statutory authorities in Georgia, UK or elsewhere (including, without limitation, museums, libraries, government departments and research institutes) operating in furtherance of the Objects or of similar charitable purposes and to exchange information and advice with them;
- (xii) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- (xii) to hold events, whether fund-raising or not, free to attend or not, in furtherance of these Objects;
- (xiii) to do all such other lawful things as are necessary for the achievement of the Objects.

6. Membership.

- (1) Membership of FaRiG shall be open to:
 - (i) individuals (over the age of 18 years) who are interested in furthering the work of FaRiG and who have paid the annual subscription (if any) laid down from time to time by the Committee; and
 - (ii) any body corporate or unincorporated association which is interested in furthering FaRiG's work and has paid the annual subscription (if any) laid down from time to time by the Committee (a "member organisation").
- (2) Applications for membership must be in a form decided by the Committee from time to time and such applications must be approved by the Committee.
- (3) Every member shall have one vote, provided their subscription (if any) is not in arrears.
- (4) Each member organisation shall appoint an individual to represent it and to vote on its behalf at general meetings of FaRiG; and may appoint an alternate to replace its appointed representative at any general meeting of FaRiG if the appointed representative is unable to attend.
- (5) Each member organisation shall notify to the Secretary the name of the representative appointed by it and of any alternate. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.
- (6) The Committee may unanimously and for good reason terminate the membership of any individual or member organisation, provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Committee, accompanied by a friend, before a final decision is made.

7. Honorary Officers.

At each annual general meeting of FaRiG the members shall elect from amongst themselves three persons to act as the Chairperson, the Secretary and the Treasurer (“the Honorary Officers”), who shall hold office from the conclusion of that meeting for a period of three years. Such persons shall be eligible for re-election at the end of their term of office. They shall not normally hold office for more than three terms. If such position is vacated by any Honorary Officer before the end of their term of office, the Committee may appoint a substitute to hold office until the next annual general meeting following their appointment, when the members of FaRiG shall elect from amongst themselves a person to fill the vacant position.

8. Committee.

- (1) **The Committee shall manage the business of FaRiG and may exercise all the powers of FaRiG unless they are subject to any restriction or limitation imposed by the Constitution. No alteration of the Constitution shall have retrospective effect to invalidate any prior act of the Committee Members**
- (2) The Committee shall consist of not less than five Committee Members nor more than nine Committee Members being:
 - (a) the Honorary Officers; and
 - (b) not less than two and not more than six Committee Members (“the Elected Committee Members”) elected at the annual general meeting who shall hold office from the conclusion of that meeting, subject to sub-clause (3) below.
- (3) The Committee may in addition (provided the number of Committee Members does not exceed nine) appoint not more than three co-opted Committee Members but so that no-one may be appointed as a co-opted Committee Member if, as a result, more than one third of the Committee Members would be co-opted Committee Members. Each appointment of a co-opted Committee Member shall take effect from the end of the meeting at which the appointment is made unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant. Any Committee Member that has been co-opted shall retain their office only until the annual general meeting next following their appointment and shall not be taken into account in determining the Committee Members who are to retire by rotation.
- (4) An Elected Committee Member shall hold office for three years, and accordingly at each annual general meeting one-third of the Elected Committee Members or, if their number is not three or a multiple of three, the nearest number to one-third must retire from office. The Elected Committee Members to retire by rotation shall be those who have been longest in office since their last appointment. If any Elected Committee Members were appointed on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Elected Committee Members so retiring shall be eligible for re-appointment.
- (5) The members of FaRiG shall, at the annual general meeting at which any Elected Committee Members retire, fill the vacated office of each Elected Committee Member by electing a person thereto.
- (6) Nominations to fill any vacancy on the Committee must be proposed and seconded by two members of FaRiG in writing and must be in the hands of the Secretary at least 14 clear days before the annual general meeting.

- (7) Nobody shall be appointed as a Committee Member unless they are a member of FaRiG.
- (8) No person shall be entitled to act as a Committee Member whether on a first or on any subsequent entry into office until after signing in the minute book of the Committee a declaration of acceptance and of willingness to act in the trusts of FaRiG.
- (9) A Committee Member may not appoint an alternate or anyone to act on their behalf at meetings of the Committee.

9. Determination of Membership of Committee.

A Committee Member shall cease to hold office if he or she:

- (1) is disqualified from acting as a Committee Member by virtue of sections 178-179 of the Act;
- (2) In the written opinion, given to FaRiG, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
- (3) is absent without the permission of the Committee from three consecutive meetings and the Committee resolves that his or her office be vacated; or
- (4) notifies to the Committee a wish to resign (but only if at least three Committee Members will remain in office when the notice of resignation is to take effect).

10. Application of income and property

- (1) The income and property of FaRiG shall be applied towards the promotion of the Objects.
 - (a) A charity trustee is entitled to be reimbursed from the property of FaRiG or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of FaRiG.
 - (b) A charity trustee may benefit from any trustee indemnity insurance cover purchased at FaRiG's expense in accordance with, and subject to the conditions in, section 189 of the Act.
- (2) None of the income or property of FaRiG may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of FaRiG. This does not prevent a member who is not also a trustee from receiving:
 - (a) a benefit from FaRiG in the capacity of a beneficiary of FaRiG;
 - (b) reasonable and proper remuneration for any goods or services supplied to FaRiG.

11. Benefits and payments to charity trustees and connected persons

- (1) General provisions

No charity trustee or connected person may:

- (a) buy or receive any goods or services from FaRiG on terms preferential to those applicable to members of the public;
- (b) sell goods, services or any interest in land to FaRiG;
- (c) be employed by, or receive any remuneration from, FaRiG;
- (d) receive any further financial benefit from FaRiG;

unless the payment is permitted by sub-clause (2) of this clause, or authorised by the court or the Commission. In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting charity trustees' or connected persons' benefits

- (a) A charity trustee or connected person may receive a benefit from FaRiG in the capacity of a beneficiary of FaRiG provided that a majority of the trustees do not benefit in this way.
- (b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to FaRiG where that is permitted in accordance with, and subject to the conditions in, section 185 of the Act.
- (c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide FaRiG with goods that are not supplied in connection with services provided to FaRiG by the charity trustee or connected person.
- (d) A charity trustee or connected person may receive interest on money lent to FaRiG at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A charity trustee or connected person may receive rent for premises let by the charity trustee or connected person to FaRiG. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A charity trustee or connected person may take part in the normal trading and fundraising activities of FaRiG on the same terms as members of the public.

(3) Payment for supply of goods only – controls

FaRiG and its charity trustees may only rely upon the authority provided by sub-clause 2(c) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between FaRiG and the charity trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of FaRiG.
 - (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - (c) The other charity trustees are satisfied that it is in the best interests of FaRiG to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
 - (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to FaRiG.
 - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
 - (f) The reason for their decision is recorded by the charity trustees in the minute book.
 - (g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 5.
- (4) In sub-clauses (2) and (3) of this clause:
- (a) 'FaRiG' includes any company in which FaRiG:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more charity trustees to the board of the company.
 - (b) 'connected person' includes any person within the definition set out in clause 24 (Interpretation).

12. Conflicts of interest and conflicts of loyalties

A charity trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with FaRiG or in any transaction or arrangement entered into by FaRiG which has not been previously declared; and

- (2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of FaRiG and any personal interest (including but not limited to any personal financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

13. Meetings and proceedings of the Committee

- (1) The Committee shall hold at least two ordinary meetings each year. Additional meetings may be called at any time by the Chairperson or by any two members of the Committee upon not less than four clear days' notice being given to the other members of the Committee of the matters to be discussed but if the matters include an appointment of a co-opted member, then not less than 10 clear days' notice must be given.
- (2) The Chairperson shall chair the meetings of the Committee. The Committee may from time to time appoint a Deputy Chairperson, but may at any time revoke such appointment. If the Chairperson is absent from any meeting, the meeting shall be chaired by the Deputy Chairperson (if any), and in the absence of the Chairperson and Deputy Chairperson, the members of the Committee present shall choose one of their number to chair the meeting before any other business is transacted.
- (3) There shall be a quorum when at least one third of the number of Committee Members for the time being or three Committee Members, whichever is the greater, are present at a meeting.
- (4) Every matter shall be determined by a majority of votes of the Committee Members present and voting on the question but in the case of equality of votes the person chairing the meeting shall have a second or casting vote.
- (5) The Committee shall keep minutes, in such form (including, without limitation, electronic form) as the members of the Committee shall determine, of the proceedings at meetings of the Committee and any sub-committee.
- (6) The Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with the Constitution.
- (7) The proceedings of the Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- (8) The Committee may appoint one or more sub-committees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Committee would be more conveniently undertaken or carried out by a sub-committee. Such sub-committees shall consist of three or more persons (whether or not Committee Members) provided that the person chairing a sub-committee shall be a Committee Member appointed to that position by the Committee and all sub-committee members shall be members of FaRiG. All acts and proceedings of any sub-committees shall be fully and promptly reported to the Committee. The Committee may appoint (on such terms as it may determine) an Awards sub-committee, comprising suitably qualified academics, which will recommend to the Committee the beneficiaries of the annual academic awards to be made by FaRiG for ratification by the Committee.
- (9) A resolution in writing, including in electronic form, agreed by all of the Committee Members who are entitled to receive notice of a meeting and to vote upon the resolution shall be as valid

and effectual as if it had been passed at a meeting of the members duly convened and held.

- (10) The Committee may from time to time determine that it should hold a meeting at which some or all of the Committee Members are able to attend such Committee meeting by suitable electronic means, by which all the Committee Members attending are able to hear the proceedings and to communicate with others attending such meeting (whether such attendance is electronically or by physical presence), and to vote on each resolution. Any Committee Member so attending shall be deemed to be present in person for the purposes of any quorum and voting.

14. President, Vice-Presidents and Patrons

- (1) FaRiG may appoint from time to time a President and Vice-Presidents, who must be members of FaRiG. Any President or Vice-President shall be elected by the members at a general meeting of FaRiG, and shall hold office for such period as the meeting appointing them may determine, or until the members in general meeting determine to remove them. They shall not be Committee Members and shall not be entitled to vote at Committee meetings but shall be entitled to receive Committee papers and may at the invitation of the Chairperson attend meetings of the Committee at which they may give advice on matters under discussion.
- (2) FaRiG may also appoint from time to time Honorary Patrons. Honorary Patrons shall be elected by the members at a general meeting of FaRiG and shall hold office for such period as the meeting appointing them may determine or until the members in general meeting determine to remove them. Honorary Patrons shall promote the interests and the recognition of FaRiG by associating themselves with, and promoting, its activities.

15. Receipts and expenditure.

The funds of FaRiG, including all donations contributions and bequests, shall be paid into an account operated by the Committee in the name of FaRiG at such bank as the Committee shall from time to time decide. The Treasurer shall have day-to-day responsibility for such funds, and shall advise the Committee (including, without limitation, in the half-yearly report) on the management of them. Payments and transfers of FaRiG's moneys shall be made in accordance with such standing arrangements as may be agreed from time to time by the Committee. FaRiG's moneys shall be applied solely in furtherance of FaRiG's Objects.

16. Property.

- (1) Subject to the provisions of sub-clause (2) of this clause, the Committee shall cause the title to:
 - (a) all land held by or in trust for FaRiG which is not vested in the Official Custodian for Charities; and
 - (b) all investments held by or on behalf of FaRiG;to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Committee at their pleasure and shall act in accordance with the lawful directions of the Committee. Provided they act only in accordance with the lawful directions of the Committee, the holding trustees shall not be liable for the acts and defaults of the Committee Members.
- (2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of FaRiG, the Committee may permit any investments held by or in trust for FaRiG to be held in the name of a first-class bank, trust corporation or any stockbroking company which is a member of the London Stock Exchange (or any subsidiary of any such stockbroking company) as nominee

for the Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

17. Accounts and Reports.

The Committee shall comply with their obligations under the Act with regard to:

- (1) the keeping of accounting records for FaRiG;
- (2) the preparation of annual statements of account for FaRiG;
- (3) the auditing or independent examination of the statements of account of FaRiG;
- (4) the transmission of the statements of account of FaRiG to the Commission; and
- (5) the preparation of an annual report and its transmission to the Commission.

18. Annual General Meeting.

- (1) There shall be an annual general meeting of FaRiG each year, which shall be held not later than 10 months after the date as at which the most recent annual statements of account are prepared.
- (2) Every annual general meeting shall be called by the Committee. The Secretary shall give at least 21 clear days' notice of the annual general meeting to all the members of FaRiG.
- (3) The Chairperson shall chair the annual general meetings (or, in the Chairperson's absence, the Deputy Chairperson) but in their absence, before any other business is transacted, the persons present shall appoint a person to chair the meeting.
- (4) The Committee shall present to each annual general meeting the annual report and statements of account for FaRiG for the preceding year.

19. Special General Meetings.

The Committee may call a special general meeting of FaRiG at any time. If at least seven members request such a meeting in writing stating the business to be considered the Secretary shall call such a meeting. At least 21 clear days' notice must be given. The notice must state the business to be discussed.

20. Procedure at General Meetings.

- (1) The Secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every general meeting of FaRiG.
- (2) No business shall be transacted at any general meeting unless a quorum is present. There shall be a quorum when at least one-tenth of the number of members of FaRiG for the time being or five members of FaRiG, whichever is the greater, are present at any general meeting.
- (3) All the members of FaRiG shall be entitled to attend and vote at the meeting, provided their subscription (if any) is not in arrears. Each such member shall have one vote. Resolutions shall be decided on a show of hands by a majority of members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands, a poll is demanded by the Chairperson or at least three members present in person or by proxy.

- (4) Votes may be given on a poll either personally or by proxy. A proxy must be a member. The instrument appointing a proxy shall be in writing, including in electronic form, and shall be in such form as the Committee may determine from time to time. Any proxy shall be delivered to the Secretary not less than forty-eight hours before the time appointed for the meeting.
- (5) The Committee may from time to time determine that members of FaRiG entitled to vote are able to attend a General Meeting by suitable electronic means, by which all such members attending (whether such attendance is electronically or by physical presence) are able to hear the proceedings and to communicate with others attending such General Meeting, and to vote on each resolution. Any member so attending shall be deemed to be present in person for the purposes of any quorum and voting.
- (6) A resolution in writing, whether electronic or not, agreed by all of the members of FaRiG entitled to receive notice of a meeting and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the members of FaRiG duly convened and held.

21. Notices.

Any notice required to be served on, or to be given by, any person pursuant to the Constitution shall be in writing and shall be served by or to that person either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within three clear days of posting. Alternatively, notices can be sent by fax, e-mail or other electronic form, and any notice so sent shall be deemed to have been received within 48 hours of despatch.

22. Alterations to the Constitution.

- (1) Subject to the following provisions of this clause, the Constitution may be altered by a resolution passed by not less than two thirds of the members voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- (2) No amendment may be made to clause 1 (Name), clause 4 (Objects), clause 11 (Benefits and payments to charity trustees and connected persons), clause 23 (Dissolution) or this clause without the prior consent in writing of the Commission.
- (3) No amendment may be made which would have the effect of making FaRiG cease to be a charity at law.
- (4) The Committee shall promptly send to the Commission a copy of any amendment made under this clause.

23. Dissolution.

If the Committee decides that it is necessary or advisable to dissolve FaRiG, it shall call a meeting of the members of FaRiG, of which not less than 21 clear days' notice (stating the terms of the resolution to be proposed) shall be given. Such meeting shall be conducted as to voting in accordance with clause 20. If the proposal is confirmed by a two-thirds majority of those voting, the Committee shall have power to realise any assets held by or on behalf of FaRiG. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of FaRiG as the members of FaRiG may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts for the final accounting period of FaRiG must be sent to the

Commission.

24. Interpretation.

The following expressions shall have the meanings set opposite them:

- “Act” the Charities Act 2011 (or any statutory re-enactment or modification thereof).
- “Chairperson” the Honorary Officer of that name elected pursuant to clause 7.
- “clear days” in relation to a period of notice means a period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
- “Commission” the Charity Commission for England and Wales (such expression to include any successor body)
- “Committee” the meaning given in clause 3.
- “Committee Member” the meaning given in clause 3
- “connected person”
- (1) a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
 - (2) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (1) above;
 - (3) a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (1) or (2) above;
 - (4) an institution which is controlled –
 - (a) by the charity trustee or any connected person falling within sub-clause (1), (2), or (3) above; or
 - (b) by two or more persons falling within sub-clause (4)(a), when taken together
 - (5) a body corporate in which –
 - (a) the charity trustee or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
 - (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
 - (6) Sections 350 - 352 of the Act apply for the purposes of interpreting the terms used in this clause.

“Constitution”	this constitution
“Deputy Chairperson”	the person appointed by the Committee to act as chairperson in the absence of the Chairperson at any meeting of the Committee.
“Elected Members”	those Committee Members elected pursuant to clause 8.
“electronic form”	the meaning given in section 1168 of the Companies Act 2006
“FaRiG”	Friends of Academic Research in Georgia, a charity registered with the Commission under registration number 1084314.
“Georgia”	the independent country in the South Caucasus, called Sakartvelo in the Georgian language and sometimes referred to as the Republic of Georgia;
“Honorary Officers”	those officers of FaRiG elected pursuant to clause 7.
“member organisation”	the meaning given in clause 6.
“Objects”	the objects of FaRiG set out in clause 4.
“Secretary”	the Honorary Officer of that name elected pursuant to clause 7.
“Treasurer”	the Honorary Officer of that name elected pursuant to clause 7.
