

Women in Wine Industry (WIWI)

Statute

(New Edition – Annex to the Founding Agreement)

Tbilisi, February 1, 2024

Article 1: General Provisions

1. Women in Wine Industry (WIWI) (hereinafter referred to as the Association) is a non-entrepreneurial (non-commercial) legal entity based on membership, established in accordance with the Civil Code of Georgia.
2. The name of the Association: Women in Wine Industry (WIWI).
3. Legal address: Tbilisi.
4. Email address of the Association: info@wiwi.ge.
5. The Association is authorized to engage in auxiliary entrepreneurial activities, the profits of which must be used exclusively to achieve the goals of the Association. Distribution of profits among the founders, members, management, or representatives of the Association is prohibited.
6. The non-entrepreneurial (non-commercial) legal entity is independent of the status of its members, management, and representatives. The liability of the legal entity is limited to its property, and its members are not responsible for the obligations of the legal entity. Conversely, the legal entity is not liable for the obligations of its members, management, or representatives.
7. Property owned by the legal entity may be alienated if it serves the activities, organizational development, and goals of the legal entity or if it is used for charitable purposes.

Article 2: Founding Members of the Association

The founding members of the Association are:

- Manana Akhvlediani
- Maia Katsitadze

Article 3: Principles and Objectives of the Association

1. The Association serves as a platform for action and creates new opportunities in the alcoholic beverage industry.
2. The Association enables its members to express individuality and strengthen their roles within the Association.
3. The Association collaborates with female entrepreneurs from other sectors to ensure business and professional development.
4. The Association aims to contribute positively to the development of the alcoholic beverage industry.
5. The Association supports and encourages young female winemakers.
6. The Association establishes scholarships and awards to encourage women in the alcoholic beverage industry.
7. The Association seeks resources to support the education of female winemakers.
8. The Association is committed to strengthening the role of women in the development of the alcoholic beverage industry.

9. The Association aims to promote wine production, emphasizing female entrepreneurs in mountainous regions.
10. Development of the "Impact Investment" direction in Georgia.
11. The Association aims to collaborate with the governmental sector and ensure constructive engagement.
12. The Association will initiate and develop programs related to the advocacy of female entrepreneurs and entrepreneurial policies.
13. The Association promotes gender equality and the rights of entrepreneurs, supporting entrepreneurial initiatives.

Article 4: Membership of the Association

1. Any citizen of Georgia or a foreign country aged 18 or older who shares the Association's goals and principles may become a member.
2. The Association may have primary and associate members.
3. Both membership statuses (primary and associate) are granted by the Board.
4. A primary member can be a female entrepreneur who produces alcoholic beverages and shares the Association's goals.
5. An associate member can be any individual who shares the Association's goals and is directly or indirectly involved in the wine industry.
6. Decisions regarding membership and member status are made by the Board based on a written application at the nearest meeting after receiving the application.
7. Applications for primary membership must include: a) A motivation letter from the applicant. b) Recommendations from two active primary members.
8. Applications for associate membership must include: a) A motivation letter from the applicant. b) Recommendations from two active primary or associate members.

Article 5: Rights and Obligations of Members

1. Rights of primary members: a) Participate in the General Assembly of primary members. b) Be elected as a Board member. c) Nominate oneself or another person as a candidate for Board membership. d) Participate in events organized by the Association and utilize its educational and expert resources. e) Hold any position within the Association and receive information about its activities.
2. Obligations of primary members: a) Protect and maintain the Association's reputation, name, dignity, business image, property, and resources. b) Pay the membership fee determined by the Board on time.
3. Rights of associate members: a) Participate in events organized by the Association. b) Attend seminars and training sessions held by the Association.
4. Obligations of associate members: a) Comply with the Association's statute and uphold its reputation. b) Protect the Association's reputation, name, dignity, business image, property, and resources. c) Pay the membership fee determined by the Board on time.

Article 6: Termination of Membership

1. Membership (primary and associate) may be terminated by the Board's decision if:
a) A member's activities contradict the goals stated in the statute. b) A member causes harm to the Association's activities. c) A member fails to pay the membership fee despite warnings. d) Retaining membership status is deemed impossible by a court decision. e) A member submits a resignation request. f) A member fails to participate in the Association's activities for six consecutive months without valid reason. g) A member passes away.

2. Membership termination decisions are made within one month of receiving relevant information or a resignation request.

Article 7: General Assembly of Primary Members

1. The governing bodies of the Association are the General Assembly of Primary Members (hereinafter referred to as the General Assembly) and the Board.
2. Only primary members are entitled to attend and make decisions at the General Assembly.
3. The General Assembly convenes once a year. The Board or at least five primary members have the right to call an extraordinary meeting.
4. The powers of the General Assembly include: a) Electing or dismissing Board members. b) Approving the statute and making amendments or additions to it. c) Hearing the annual report presented by the Board. d) Determining the priority directions of the Association's activities.
5. The General Assembly is considered quorate if more than half of the members are present. If the meeting is not quorate, a repeat meeting may be convened, which will be quorate regardless of the number of attendees.
6. Decisions are adopted by a majority of those present, except for the election of Board members, which is conducted by secret ballot and decided by a simple majority.
7. The General Assembly may be held in person or remotely using electronic or audiovisual communication tools.
8. The initiator of the General Assembly (the Board or a group of primary members) must notify all primary members in writing or electronically at least 14 days prior to the meeting.
9. If all members agree, the meeting can be held and decisions made even if procedural rules are not followed.
10. Minutes of the meeting, including decisions, must be signed by the Chairperson of the Board or, in their absence, a Chairperson elected at the meeting.

Article 8: Board of the Association

1. The Board consists of nine members elected by the General Assembly for a term of five years. Seven members must be primary members, while two may be external. The same individual cannot serve as a Board member for more than two consecutive terms.
2. Five Board candidates are nominated by primary members, and four are nominated by the founding members. Only founding members can nominate external candidates.
3. The Board elects a Chairperson from among its members by a simple majority vote.
4. The Board is responsible for: a) Approving the Association's action plan and financial and programmatic reports presented by the Director. b) Making decisions on the acquisition, alienation, or encumbrance of real estate by the Association. c) Deciding on the admission of primary and associate members. d) Setting membership fees and their amounts. e) Appointing and dismissing the Director and signing or terminating employment contracts. f) Creating or dissolving committees and appointing their chairpersons. g) Resolving issues not assigned to other bodies by this statute.
5. The Chairperson represents the Association in matters outlined in point 4(e).
6. In the event of the Chairperson's resignation, early termination, or inability to perform duties, the Board elects a replacement from among its members by a simple majority vote.

7. The rules for convening and conducting Board meetings are the same as those for the General Assembly
8. The Board is accountable to the General Assembly of the Association.
9. The Board is considered quorate if more than half of its members are present at a meeting. Decisions are made by a simple majority vote of those present.
10. The Board's powers continue beyond its term until a new Board is elected.
11. Minutes are taken after each Board meeting and must be signed by the chairperson.

Article 9: The Director of the Association

1. The leadership and representation of the Association are assigned to a Director appointed by the Board for a term of three (3) years. The same individual may be appointed as Director for two consecutive terms.
2. The Director organizes the implementation of decisions made by the General Assembly and the Board and resolves all other issues within their competence arising from the Association's activities.
3. The Director manages the Association's financial resources and material assets and is responsible for their proper use.
4. The Director signs official documents of the Association, including financial documents, and issues orders mandatory for all employees. The Director coordinates the activities of the structural units of the Association.
5. The Director acts independently, and their representative authority in dealings with third parties is not limited.
6. The Director is authorized to:
 - a) Temporarily delegate certain functions to other employees;
 - b) Appoint and dismiss employees of the Association;
 - c) Enter into agreements and issue powers of attorney;
 - d) Open bank accounts;
 - e) Approve the Association's symbols.
7. The Director is accountable to the General Assembly and the Board of the Association.

Article 10: Change in Legal Form, Merger, Liquidation/Reorganization of the Association

1. Changing the organizational-legal form of the Association is prohibited. Division and merger are carried out in accordance with Georgian legislation.
2. The liquidation of the Association is conducted following the procedure established by Georgian law for the liquidation/reorganization of entrepreneurial entities.
3. The Board decides on reorganization, liquidation, and the appointment of a liquidator.
4. During liquidation, ongoing matters must be resolved, creditor claims identified, remaining property monetized, creditors satisfied, and any remaining property distributed as specified by the founders or General Assembly.
5. The decision to initiate the liquidation process must be registered in the Registry of Entrepreneurs and Non-Entrepreneurial (Non-Commercial) Legal Entities. The liquidation process is considered to have begun upon registration.
6. The Board determines the authorized recipients of the remaining property after liquidation.
7. Distribution of remaining property to founders, management, or authorized representatives is prohibited.
8. If the Board fails to designate recipients of the remaining property, the court will transfer the property to one or more non-commercial legal entities with similar goals. If no such entities exist, the property may be transferred to the state.

9. In the case of a final guilty verdict in a criminal case, the liquidation of the organization is conducted by a court-appointed liquidator. No liquidation or reorganization procedures may be carried out during criminal proceedings until the verdict is final or proceedings are terminated.

Article 11: Transitional Provisions

1. Until a new General Assembly is convened (during the transition period), decisions regarding issues specified in Article 7, Paragraph 4, as well as decisions on membership, are made by the founding members.

Article 12: Final Provisions

1. This charter (founders/members agreement) comes into effect upon signature by all founders/members.
2. If any provision of this charter is deemed invalid, it does not affect the validity of other provisions.
3. In case of discrepancies between this charter and Georgian law, the law prevails.

Manana *Akhvlediani*
(Founder's Name, Surname) (Signature)

Maia *Katsitadze*
(Founder's Name, Surname) (Signature)