

[2007 wl is 22 ivnisis aqcionerTa saerTo krebase gansaxil vel i proeqti]

saaqci o sazogadoeba

`saqar T vel os banki ~

w e s d e b a
(axal i redaqlia)

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სს „საგარტველ ოს ბანკის- ვესდება

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muxl i 1
zogadi debul ebebi

- 1.1 saaqcio sazogadoeba „saqarTvel os banki-“ (SemdgomSi „banki-“), rogorc universal uri komerciuli banki, dafuznda saqarTvel os respublikis ministrTa kabinetis 1993 wl is 14 april is #288 dadgenil ebis `saxel mwifo sawarmoebis, saxel mwifos sawarmoTa gaerTianebebis saaqcio sazogadoebabad gardaqmnis organizaciul RonisZiebaTa Sesaxeb“, saqarTvel os respublikis saxel mwifo meTauris 1994 wl is 29 maisis #178 brZanebul ebis "privatizaciis procesis mowesrigebisა და daCqarebis zogierTi RonisZiebebis Sesaxeb" da 1991 wl is 2 agvistos `saqarTvel os respublikaSi bankebisა და sabanko saqmianobis Sesaxeb" kanonis (masSi Setanili cvl il ebebis gaTval iswinebit) safuzvel ze.
- 1.2 „banki-“ aris iuridiuli piri. „bankis-“ ufl ebebi da moval eobebi ganisazRvrebა winამდებარე „wesdebit-“, saqarTvel os kanonit „mewarmeTa Sesaxeb-“ (masSi Setanili cvl il ebebis gaTval iswinebit), saqarTvel os kanonit „komerciuli bankebis saqmianobis Sesaxeb“ (masSi Setanili cvl il ebebis gaTval iswinebit), saqarTvel os erovnuli bankis instruqciebit da saqarTvel os yvel a sxva Sesabamisi kanonit.
- 1.3 „banks“ aqvs safirmo saxel wodeba, beWedi, l ogo da iuridiuli piri sxva rekvizitebi:
 - sruli dasaxel eba qarTul ad: saaqcio sazogadoeba „saqarTvel os banki-“;
 - sruli dasaxel eba ingl isurad: Joint Stock Company Bank of Georgia.
- 1.4 „bankis-“ iuridiuli misamarTia: saqarTvel o, q. Tbilisi 0105, puSkinis q. #3;
- 1.5 „bankis-“ saqmianobis vada ganusazRvrel ia.
- 1.6 „bankis-“ sameurneo weli emTxveva kal endarul wels. is Seadgens 12 Tves, iwyeba 1 ianvars da mTavrdeba 31 dekembers.
- 1.7 „bankis-“ Seqmnis mizania: araerTjeradi da damoukidebeli samewarmeo saqmianobis safuzvel ze mogebis miReba.
- 1.8 „banks-“ gaaCnia gancal kevebuli qoneba, SeuZlia Tavisi saxel iT gamovides samarTlebriv urTierTobebSi, Seizinos qonebrivi da araqonebrivi ufl ebebi da ikisros moval eobebi, iyos mosarCel e da mopasuxe sasamarTloSi, saarbitraJo da samediatoro sasamarTlebeSi.
- 1.9 „banks-“ aqvs damoukidebeli balansi, SeuZlia gaxsnas saangariSsworebo da sxva saxis angariSebi (maT Soris saval uto) saqarTvel osa da ucxoetsi.
- 1.10 „banki-“ pasuxs ar agebs misi aqcionerebis val debul ebebze, xolo aqcionerebi „bankis-“ val debul ebebze pasuxs ageben „bankis-“ sawesdebo kapital Si TavianTi Senatans fargl ebSi.

muxl i 2
saqmianobis sagani

- 2.1 „banki“ Tavis saqmianobaSi xel mZRvanel obs 1994 wl is 28 oqtombris `mewarmeTa Sesaxeb“ (masSi Setanili cvl il ebebis gaTval iswinebit) da 1996 wl is 23 Tebervl is `komerciuli bankebis saqmianobis Sesaxeb“ (masSi Setanili cvl il ebebis gaTval iswinebit) saqarTvel os kanonebit, saqarTvel os erovnuli bankis normatiuli aqtebit, instruqciebitა და sxva mitiTebebit, dasabuTebuli administraciuli da saarRixvo procedurebit, sabanko licenziebze TandarTuli pirobebitა და SezRudvebit, saqarTvel os sxva sakanonmdebl o aqtebit da am wesdebit. im SemTxvevaSi, rodesac ar arsebobs ama Tu im mimarTul ebis sabanko

saqmianobisaTvis erovnul i bankis mier dadgenil i wesi, „banki“ imoqmedebs saerTaSoriso sabanko praqtikis Sesabamisad.

- 2.2 „banki“, saqarTvel os erovnul i bankis mier gacemul i l icenziis safuZvel ze eweva sakredito, safinanso, saangariSsworebo, sakaso da sxva sabanko momsaxurebas, maT Soris:
 - 2.2.1. procentiani da upronecto depozitebis (moTxovnamde, vadiani da sxva saxis) da sxva dabrunebadi gadaxdis saSual ebebis mozidva;
 - 2.2.2. sesxebis gacema samomxmarebl o, saipoTeko, arauzrunvel yofil i da sxva kreditebis CaTvl iT, faqtoringul i operaciebi regresis ufl ebiT da am ufl ebis gareSe, komerciul garigebaTa dafinanseba, garantiebis, akreditivebisa da aqceptebis gamocema forfetirebis CaTvl iT.
 - 2.2.3. sakuTari da klientTa saxsrebiT fuladi sabuTebis (Cekebis, Tamasuqebisa da sadepozito sertifikatebis CaTvl iT), fasiani qaRal debis, fiuCersebisa da ofcionebis savalo instrumentebiT an saprocento ganakveTebiT, savaluto da saprocento instrumentebis, savalo sabuTebis, ucxouri valutis, Zvirfasi l iTonebis da Zvirfasi qvebis yidva-gayidva;
 - 2.2.4. naRdi da unaRdo angariSsworebis operaciebis da sakaso-sainkasacio momsaxurebis ganxorciel eba;
 - 2.2.5. gadaxdis saSual ebebis gamoSveba da maTi momoqcevis organizeba (sagadaxdo baraTebis, Cekebisa da sabanko tratebis CaTvl iT);
 - 2.2.6. saSuamavlo momsaxureba safinanso bazarze;
 - 2.2.7. klientebis daval ebiT ndobiT (satrasto) operaciebis ganxorciel eba, saxsrebis mozidva da ganTavseba;
 - 2.2.8. faseul obaTa Senaxva da aRricxva, fasiani qaRal debis CaTvl iT;
 - 2.2.9. sakredito-sacnobaro momsaxureba;
 - 2.2.10. zemoT CamoTvl il TiToeul saqmianobasTan dakavSirebul i momsaxureba;
 - 2.2.11. nebismieri saxis sxva sabanko saqmianoba, risi ganxorciel ebis ufl ebac „banks“ gaaCnia saqarTvel os kanonmdebl obis fargl ebSi.
- 2.3 Tavisi saqmianobis ganxorciel ebisas, „banki“ val debul ia daicvas saqarTvel os erovnul i bankis mier dadgenil i ekonomikuri l imitebi da ekonomikuri normativebi.
- 2.4. „banki“ val debul ia daicvas saqarTvel os sabanko kanonmdebl obiT gaTval iswinebul i wesebi da debul ebebi sxva iuridiul pirebSi wil ebis/aqciebis mfl obel obasTan dakavSirebiT.

muxl i 3

sawesdebo kapital i, aqciebi da sxva fasiani qaRal debi

- 3.1 „bankis- gancxadebul i sawesdebo kapital is odenoba ganisazRvreba 30,335,619 (ocdaaTi milion samas ocdaTxuTmeti aTas eqvsas cxrameti) l arIT.
- 3.2 „bankis- gancxadebul i sawesdebo kapital i dayofil ia 30,335,619 (ocdaaTi milion samas ocdaTxuTmeti aTas eqvsas cxrameti) cal Cveul ebriv aqciad. Cveul ebrivi aqciis nominal uri Rirebul eba Seadgens 1 (erTi) l ars. „bankis- aqcionerTa saerTo krebaze TiToeul i Cveul ebrivi aqcia mis mfl obel s aniWebs erTi xmis ufl ebas. „bankis“ mier aqciebis gacema moxdeba mxol od misi nominal uri Rirebul ebis srul ad dafarvis SemTxvevaSi.
- 3.3 „banks- ufl eba aqvs kanoniT gaTval iswinebul i wesiT gamouSvas SeRavaTiani (privil egirebul i) aqciebi. amgvari privil egirebul i aqciebi uzrunvel yofs dividendis miRebas dadgenil i ganakveTiT, roml is odenoba da miRebis wesi ganisazRvreba saTanado emisiis prospeqtIT (asetis arsebobis SemTxvevaSi), arsebul i kanonmdebl obis Sesabamisad. privil egirebul i aqciebi ar iZl evian xmis ufl ebas aqcionerTa saerTo krebaze.

3.4 "bankis" aqcionerebs aqvT upiratesi Sesyidvis ufl eba "bankis" mier emitirebul axal aqciebze aRniSnul i axl ad emitirebul i aqciebis gamoSvebamde maT mfl obel obaSi arsebul i wil is proporciul ad "bankis" mTI iani aqciebis odenobasTan.

im axal i aqciebis emisiisas, roml ebzec ar momxdara upiratesi Sesyidvis ufl ebis gauqmeba, "banki" mis aqcionerebs acnobebs aqciebis agvari emisiisa da upiratesi Sesyidvis ufl ebis Taobaze Sesabaisi Setyobinebis beWdviT organoSi gamoqveynebis gziT. aqciaTa sul mcire erTi procentis (1%) mfl obel ebs (an Sesabamisi kanonmdebl obiT gaTval iswinebul SemTxvevebSi, ufro mcire wil is mfl obel aqcionerebsac) Setyobineba miwodebaT weril obiT formiT dazRveul i fostis saSual ebIT. aqcionerebma, romel Tac surT upiratesi Sesyidvis ufl ebis gamoyeneba, aqciebi unda SeiZinon Setyobinebis TariRidan 20 (oci) dRis vadaSi. aRniSnul i vadis Semdeg upiratesi Sesyidvis ufl eba CaiTvl eba gauqmebul ad.

upiratesi Sesyidvis ufl eba ar Seexeba wesdebis 3.10 muxl is Sesabamisad, nebadarTul i sawesdebo kapital is fargl ebSi emitirebul aqciebs, roml ebic aqcionerTa saerTo krebis gadawyvetil ebIT gamiznul ia "bankis" TanamSroml ebze gasacemad. nebismier sxva SemTxvevaSi, axl ademitirebul aqciebze upiratesi Sesyidvis ufl ebis gauqmeba unda moxdes aqcionerTa saerTo krebis gadawyvetil ebIT, 7.3.3. qvepunqtisa da 7.5. muxl is pirobebis Sesabamisad.

3.5 „bankis- aqciaTa reestris warmoeba unda ganxorciel des damoukidebel i registratoris meSveobiT, dadgenil i procedurebis Sesabamisad.

3.6 aqcionerTa saerTo kreba ufl ebamosil ia miRos gadawyvetil ebebi „bankis- sawesdebo kapital is gazrdis an Semicirebis Sesaxeb axal i aqciebis gamoSvebis, an Sesabamisad, arsebul i aqciebis gauqmebis gziT (kanoniT gaTval iswinebul SemTxvevebSi). axl ad gamoSvebul i aqciis Sesasyidi fasi ar unda iyos mis nominal ur Rirebul ebaze nakl ebi.

3.7 sawesdebo kapital is gazrda SeiZl eba ganxorciel des sarezervo fondebis sawesdebo kapital ad gardaqmiT. aseT SemTxvevaSi dauSvebel ia aqcioneris mier aqciebis upiratesi Sesyidvis ufl ebis akrZal va.

3.8 sawesdebo kapital i gazrdis mizniT, „banks" SeuZl ia gamouSvas Cveul ebriv da/an privil egirebul aqciebSi konvertirebadi sxva fasi ani qaRal debic.

3.9 nebadarTul i kapital is formiT „bankis- sawesdebo kapital is gazrdis „bankis" direqtorati ufl ebamosil ia sameTval yureo sabWos TanxmobiT „bankis" sawesdebo kapital i mTI ianad an nawil obriv gazardos gadawyvetil ebaSi miTitebul Tanxamde axal i aqciebis gamocemis gziT. aqcionerTa krebis gadawyvetil eba nebadarTul i kapital is formiT sawesdebo kapital is gazrdis Taobaze unda iTval iswinebdes, Seexeba Tu ara da ra mocul obiT Seexeba gazrda SeRavaTian da Cveul ebriv aqciebs, agreTve kapital is gazrdis vadebs (romel ic ar unda aRematebodes xuT wel iwads).

3.10 saerTo krebis gadawyvetil ebIT, nebadarTul i kapital i an misi nawil i SesaZl oa ganisazRvros "bankis" TanamSroml ebze aqciebis gasacemad, sameTval yureo sabWos mier damtkicebul i sqemis Sesabamisad. aseT SemTxvevaSi amgvari nebadarTul i kapital is (an misi nawil is) fargl ebSi axal i aqciebis gacema raime sxva mizniT dauSvebel ia. yovel gvari eWvis gamosaricxad, saerTo krebis gadawyvetil ebis safuZvel ze nebadarTul i kapital is (misi nawil is) fargl ebSi "bankis" TanamSroml ebze gasacemad gamiznul axl ademitirebul aqciebze ar vrcel deba upiratesi Sesyidvis ufl eba.

3.11 "bankis" mier sakuTari aqciebis gamosyidva dasaSvebia Sesabamisi kanonmdebl obiT dadgenil i wesiTa da odenobiT. garda Sesabamisi kanonmdebl obiT gaTval iswinebul i aqciebis saval debul o gamosyidvisa, "banks" ufl eba aqvs SeiZinos da SemdgomSi gayidos sakuTari aqciebi ("saxazino aqciebi"). "saxazino aqciebis" raodenoba arc erT momentSi ar unda aRematebodes ganTavsebul i aqciebis 10%-s (aT procentis). xmis daTvl is, dividendis ganawil ebis, likvidaciis dros da aqciebis fl obidan gamomdinare sxva ufl ebebis realizaciis miznebisatvis (SemTxvevebSi), "bankis" mfl obel obaSi arsebul i "saxazino aqciebi" mxedvel obaSi ar miReba. igive wesi vrcel deba "bankis" Svil obil i sawarmoebis sakuTrebaSi arsebul aqciebze, imis gaTval iswinebit rom "bankis" Svil obil i sawarmoebis mier maTi klientebis saxel iT aqciebis mfl obel obis SemTxvevaSi (anu, rodesac Svil obil i sawarmoebi moqmedeben, rogorc aqciaTa nominal uri mfrobel ebi), maT aqvT xmis, dividendis miRebisa da sxva msgavsi ufl ebebi.

3.12 „banki” ufl ebamosilia sameTval yureo sabWos gadawyvetil ebis safuZvel ze gamouSvas obl igaciebi da sxva fasiani qaRal debi.

muxli 4
„bankis” aqcionerebi

4.1 „bankis- aqcionerebs warmoadgenen pirebi, romlebic fl oben „bankis- aqciebs Tanaxmad dadgenil i wesisa da registrirebul ni arian „bankis- aqciaTa reestrSi. „bankis” aqcionerebi SeiZl eba iyvnen saqarTvel oSi da/an sazRvargareT registrirebul i iuridiul i pirebi, saqarTvel osa da/an sxva qveynis moqal aqeebi.

4.2 aqcionerebs ufl eba aqvT:

4.2.1 piradad an warmomadgenil is meSveobit daeswron aqcionerTa saerto krebis da monawil eoba miRon kenWisyrasi (mxol od Cveul ebrivi aqciebis mfl obel ebs);

4.2.2 monawil eoba miRon mogebis ganawil ebaSi da miRon dividendebi maT mfl obel obaSi arsebul i aqciebis raodenobis proporciul ad;

4.2.3 gankargon sakuTari aqciebi kanonmdebl obit dadgenil i wesiT;

4.2.4 „bankis- likvidaciis SemTxvevaSi, miRon im qonebis wil i an misi Rirebul eba, romelic darCeba kreditorEbTan angariSsworebis Semdeg (maTi sal ikvidacio qvota) maTi wil is proporciul ad;

4.2.5 aqciebis saerto raodenobis 5%-is (xuTi procentis) an metis mfl obel ebs ufl eba aqvT moitxovon sameurneo moqmedebebis an mTliani wliuri balansis special uri Semowmeba, Tu maT gaaCniat safuZvl iani ewvi raime darRvebis Taobaze. aRniSnul i moTxovna wardgenil unda iqnas weril obiti formiT sameTval yureo sabWostvis. moTxovnis miRebidan 15 (TxuTmeti) dRis ganmavl obaSi sameTval yureo sabWo ufl ebamosilia:

(a) daaval os direktorats uzrunvel yos special uri Semowmebis Catareba "bankis" xarj ebit, Tuki sameTval yureo sabWo iziarebs aqcioner(eb)is ewvs; an

(b) uari Tqvas "bankis" xarj ebit special uri Semowmebis ganxorciel ebaze da misces ufl eba aRniSnul aqcioner(eb)s sakuTari xarj ebit Caataron amgvari Semowmeba, Tuki sameTval yureo sabWos azrit adgili ar qonia raime darRvevas. aseT SemTxvevaSi, Tu Semowmebis Sedegad gamovl indeba raime mniSvel ovan darRveva, "banki" aunazRaurebs aqcioner(eb)s inspeqciis Catarebisas gaweul nebismier xarj s; an

(g) uari Tqvas special uri Semowmebis ganxorciel ebaze da ar darTos neba aqcioner(eb)s misi (maTi) sakuTari xarjit Semowmebis ganxorciel ebaze, Tu igi (sameTval yureo sabWo) safuZvl ianad miCnevs, rom (i) raime mniSvel ovan darRvevas ar hqonia adgili, da (ii) amgvari Semowmeba Sesal oa ewinaaRmdegebodes "bankis" interesebs (magalitad, konkurenciis, konfidencial urobas an sxva msgavsi mizezis gamo). aseT SemTxvevaSi

aqcioner(eb)i ufl ebamosil ia (arian) sameTval yureo sabWos gadawyvetil eba gaasaCirovos Sesabamis sasamarTI oSi.

4.2.6 aqciebis saerTo raodenobis 5%-is (xuTi procentis) an metis mfl obel ebs ufl eba aqvT moiTxovon aqcionerTa riggareSe krebis mowveva. moTxovna weril obiT unda waredginos „bankis- direqtorats. Tu aRniSnul i moTxovna ar dakmayofil da direqtoratis mier aseTi moTxovnis TariRidan 20 (oci) dRis ganmavl obaSi, aqcionerebs SeuZl iaT mimarTon Sesabamis sasamarTI os;

4.2.7 nebismier aqcioners ufl eba aqvs direqtoratisa da sameTval yureo sabWosagan moiTxovos ganmartebebi aqcionerTa saerTo krebis dRis wesrigis TiToeul punqtTan dakavSirebiT. Tuki amgvare moTxovna weril obiTi formiT iqna wardgenil i aqcionerTa saerTo krebis Catarebis TariRamde 10 (aTi) dRiT adre, moTxovna unda Sesrul des, an ganxil ul unda iqnas dRis wesrigis erT-erT sakiTxad.

4.2.8 aqcionerebs SeuZl iaT gamoiyenon TavianTi xmis ufl eba sakuTari interesebisaTvis, garda im SemTxvevebisa, roca mosal odnel i gadawyvetil eba Seexeba maTTan garigebis dadebas.

4.3 „bankis- aqcionerebi val debul ni arian:

4.3.1 uzrunvel yon maTi Sesabamisi Senatanebis Setana „bankis- sawesdebo kapital Si, raTa aqciebis Sesabamisi raodenoba registrirebul i iqnas maT saxel ze;

4.3.2 daicvan winamdebare wesdebiT gansazRvrul i pirobebi.

muxl i 5

mogebis ganawil eba da zaral is anazRaureba

5.1 mogebis ganawil ebis wesi:

5.1.1 wl iuri auditorul i Semowmebis dasrul ebidan erTi Tvis ganmavl obaSi (magram nebismier SemTxvevaSi, wl iuri aqcionerTa krebis Catarebamde sul mcire erTi TviT adre), "bankis" direqtoratma unda moamzados winadadeba mogebis ganawil ebis Taobaze sameTval yureo sabWos mier dasamtkicebl ad. mogebis ganawil ebis Taobaze winadadebaze SeTanxmebis SemTxvevaSi, sameTval yureo sabWom da general urma direqtorama unda warudginon saerTo krebis erTobl ivi winadadeba; xol o aRniSnul sakiTxze SeTanxmebis miurwevl obis SemTxvevaSi, general urma direqtorama da sameTval yureo sabWom unda waradginon damoukidebel i winadadebebi. mogebis ganawil ebis sakiTxi unda gadawydes/damtkicdes aqcionerTa saerTo krebis mier.

5.1.2 aqcionerTa saerTo krebis gadawyvetil ebis safuZvel ze, wmindamogeba, mimarTuli dividendebis gadaxdaze, unda ganawil des 5.2 muxl iT gansazRvrul i wesebisa da procedurebis Sesabamisad. yovel gvare wvis gamosaricxad, aqcionerebs ar aqvT ufl eba raime sxva saxis anazRaurebasa, Tu kompensaciaze.

5.2 dividendebis gadaxda:

5.2.1 aqcionerTa saerTo kreba adgens saaRricxvo TariRs (SemdgomSi "dividendis saaRricxvo TariRi"), romelic unda iyos saerTo krebis Catarebidan sul mcire 15 (TxuTmeti) dRis Semdeg da unda emTxveodes samusao dRes. is aqcionerebi, romlebic "dividendis saaRricxvo TariRis" dRis bol osatvis fl oben "bankis" aqciebs miireben dividends maT mfl obel obaSi arsebul i aqciebis wil is proporciul ad.

5.2.2 igive aqcionerTa kreba adgens dividendebis gacemis dawyebis TariRs (SemdgomSi "dividendis gacemis dawyebis TariRi"). "dividendis gacemis dawyebis TariRi" unda iyos "dividendis saaRricxvo TariRidan" sul mcire 15 (TxuTmeti) dRis Semdeg, magram nebismier SemTxvevaSi, Sesabamisi saerTo krebis Catarebidan 2 (ori) Tvis ganmavl obaSi.

5.2.3 "dividendis saaRricxvo TariRi" da "dividendis gacemis dawyebis TariRi" unda gamoqveyndes beWdviT organoSi Sesabamisi saerTo krebis Catarebidan 5 (xuTi) dRis ganmavl obaSi da im aqcionerebs, romlebic fl oben aqciaTa sul mcire erT procentis (an

naki eb procentis, Tu da rodesac es gaTval iswinebul ia Sesabamisi kanonmdebl obiT) unda ecnoboT dazRveul i fostiT an piradad.

- 5.3 aqционерTa saerTo krebam yovel wl iurad unda airCios auditori, romel ic ekonomikurad da samarTI ebrivad damoukidebel i unda iyos „bankisagan-. aRniSnuli auditoris mier Catarebul i saval debul o revizia unda moicavdes „bankisa" da misi Svil obil i sawarmoebis sabuRal tro aRricxvas, wl iur bal anssa da biznesis warmarTvis praqtikas. auditorul i Semowmebis dasrul ebisTanave auditorul i Semowmebis srul i angariSi waredgineba saqarTvel os erovnul banks da beWdviT organoSi gamoqveyndeba erovnul i bankis wesebiT gansazRvrul i safinanso angariSgeba da auditorul i daskvna.

muxl i 6
„bankis" marTva

- 6.1 „bankis- marTvis umaRI esi organoa aqционерTa saerTo kreba.
- 6.2 „bankis- saqmianobaze zedamxedvel oba xorciel deba sameTval yureo sabWos mier. sameTval yureo sabWos wevrebi airCeva aqционерTa saerTo krebis mier.
- 6.3 „bankis- yovel dRiuri saqmianobis menejmenti xorciel deba sameTval yureo sabWos mier daniSnul i direqtoratis mier, romel sac xel mZRvanel obs general uri direqtori.

muxl i 7
aqционерTa saerTo kreba

- 7.1 aqционерTa saerTo krebis mowveva:
- 7.1.1 aqционерTa morigi saerTo kreba mowveuli unda iqnas sameTval yureo sabWos mier yovel wl iurad, „bankis- sabuRal tro dokumentaciis wliuri gare auditis dasrul ebidan araugvianes ori Tvisa da nebismier SemTxvevaSi, wina finansuri wl is dasrul ebidan eqvis Tvis ganmavl obaSi. „bankis- riggareSe kreba mowveul unda iqnas sameTval yureo sabWos an direqtoratis mier, an „bankis- aqciebis sul mcire 5%-is (xuTi procentis) mfl obel i aqционерis (aqcionerebis) weril obiTi moTxovnis safuZvel ze.
- 7.1.2 krebis mowveva ar aris aucil ebel i, Tu „bankis" xmis ufl ebis mqone aqciaTa samocdaTxuTmet procentze (75%) metis mfl obel i aqcioneri miiRebs gadawyvetil ebas gansaxil vel sakiTxTan dakavSirebiT. es gadawyvetil eba krebis oqmis tol fasia da iTvl eba krebis gadawyvetil ebad. am SemTxvevaSi, danarCen aqcionerebs egzavnebaT Setyobineba miRebul i gadawyvetil ebis Sesaxeb. Tu „bankis" xmis ufl ebis mqone aqciaTa samocdaTxuTmet procentze (75%) mets fl obs ertze meti aqcioneri, aqционерTa saerTo krebis Catareba saval debul oa.
- 7.1.3 krebis dro, adgili da dRis wesrigi unda gamoqveyndes sul mcire 20 (oci) dRiT adre krebis TariRamde. aqciaTa sul mcire 1%-is (erTi procentis) mfl obel ebs unda ecnobos saerTo krebis Sesaxeb dazRveul i fostiT an piradad. Sesabamisi kanonmdebl obiT gaTval iswinebul SemTxvevebSi krebis mowvevis Sesaxeb Setyobineba daegzavnebaT ufro mcire wil is mfl obel aqcionerebsac.
- 7.1.4 sameTval yureo sabWo adgens saerTo krebis saaRricxvo TariRs Sesabamisi kanonmdebl obis mixedviT.
- 7.1.5 saerTo kreba gadawyvetil ebaunariania da qvorumu Semdgaria, Tu krebis eswreba an masze warmodgenilia xmis ufl ebis mqone aqционерTa sul mcire naxevari. Tu kreba ar aris gadawyvetil ebaunariani, 7.1.3 punktis procedurebis dacviT, sameTval yureo sabWos mier damtkicebul vadaSi moiwveva axali kreba igive dRis wesrigiT. axali kreba gadawyvetil ebaunariania, Tu mas eswreba an masze warmodgenilia xmis ufl ebis mqone

aqcionerTa sul mcire 25% (ocdaxuTi procenti). Tu kreba kvl avac ar aris gadawyvetil ebaunariani, 7.1.3 punktis procedurebis dacvit, sameTval yureo sabWos mier damtkicebul vadaSi moiwveva axal i kreba igive dRis wesrigiT. aRniSnul i kreba gadawyvetil ebaunariania damswre an warmodgenil i aqcionerebis raodenobis miuxedavad.

7.1.6 aqcionerTa saerTo krebis xel mZRvanel obs sameTval yureo sabWos Tavmj domare; misi aryofnias – Tavmj domaris moadgil e an sameTval yureo sabWos romel ime sxva wevri; xol o sameTval yureo sabWos wevrebis aryofnias – general uri direktori. im SemTxvevaSi Tu saerTo krebaze gansaxil vel ad gamotanilia sakiTxi, romel Tan dakavSirebitac saerTo krebis Tavmj domares gaaCnia interesTa SeuTavsebl oba (konfliqti), aseTi sakiTxis ganxil visas krebis Tavmj domareobs sameTval yureo sabWos sxva (damoukidebel i) wevri.

7.1.7 krebis oqms Seadgens da daamowmebs notariusi. oqmi xel misawvdomi iqneba yvel a aqcionerisTvis, sameTval yureo sabWos wevrisTvis da maTi warmomadgenl ebisTvis.

7.2 warmomadgenl oba aqcionerTa saerTo krebaze

7.2.1 aqcionerTa saerTo krebis saaRricxvo TariRisatvis aqcionerTa reestrSi registrirebul i yvel a aqcioneri ufl ebamosilia daeswros krebis da monawileba miRos kenWisyrasi.

7.2.2 aqcioneri ufl ebamosilia gadascas Tavisi ufl ebebi sxva aqcioners, an sxva mesame pirebs notariul ad damowmebul i mindobil obis safuZvel ze. im SemTxvevaSi Tu aqcioneris rwmunebul i piri ver warmoadgens amgvar rwmunebul ebas, mas CamorTmeul eqneba krebaze daswrebisa da xmis micemis ufl eba. nominal uri mfl obel ebis mier warmomadgenl oba (rac yovel gvare SeZRudvis gareSe moicavs brokerebsa da dilerebs) regulirdeba Sesabamisi kanonmdebl obiT. aqcionerTa warmomadgenl oba saerTo krebaze Sesazl oa aseve ganxorciel des nebismieri sxva saxiT, rac ar aris akrZal ul i Sesabamisi kanonmdebl obiT.

7.3 aqcionerTa saerTo kreba ganxil avs da iRebs gadawyvetil ebas Semdeg sakiTxebe:

7.3.1 „bankis- wesdebis damtkiceba da Sevl a (maT Soris sawesdebo kapital is, safirmo saxel wodebis da a.S), „bankis“ likvidaciis sakiTxis gadawyveta;

7.3.2. gadawyvetil ebis miReba Serwymis, gayofis an gardaqmnis Sesaxeb;

7.3.3. sawesdebo kapital is momatebis dros aqcioneris mier aqciebis upiratesi Sesyidvis ufl ebis mTI ianad an nawil obriv gauqmeba;

7.3.4. mogebis gamoyenebis Sesaxeb sameTval yureo sabWos an direktoratis winadadebis miReba an uaryofa, an, rodesac es organoebi ver izl evian erTian winadadebas, gadawyvetil ebis miReba wminda mogebis gamoyenebis Sesaxeb;

7.3.5. sameTval yureo sabWoSi aqcionerTa warmomadgenl ebis arCeva (8.2 muxl is Sesabamisad);

7.3.6. „bankis“ aqciebis 20%-is (oci procentis) an metis mfl obel i aqcioneris mier dasaxel ebul i piris arCeva sameTval yureo sabWoSi (8.3 muxl is Sesabamisad);

7.3.7. sameTval yureo sabWodan aqcionerTa warmomadgenl ebis gamowveva;

7.3.8. sameTval yureo sabWos wevrTaTvis eTikis kodeqsis SemuSaveba;

7.3.9. direktoratis da sameTval yureo sabWos angariSis damtkiceba;

7.3.10. sameTval yureo sabWos wevrTa Sromis anazRaurebis sakiTxis gadawyveta;

7.3.11. „bankis“ sarevizio komisiis wevrebis (maT Soris, sarevizio komisiis Tavmj domaris) arCeva da gATavisufl eba, da aseve, maTi anazRaurebis sakiTxis gadawyveta;

7.3.12. auditorisa da special uri kontrolioris arCeva kanonit gATval iswinebul SemTxvevebSi;

7.3.13. gadawyvetil ebebis miReba sameTval yureo sabWosa da direktorebis winaarmdeg sasamarTlo procesSi monawilebis Sesaxeb, am procesisatvis warmomadgenl is daniSnis CaTvl iT;

- 7.3.14. gadawyvetil ebebis miReba „bankis“ qonebis SeZenis, gasxvisebis, gacvl is (an erTmaneTTan dakavSirebuli aseTi garigebebis) an sxvagvarad datvirTvis Sesaxeb, romel Ta Rirebul eba Seadgens „bankis“ mTliani aqtivebis Rirebul ebis 25%-ze (ocdaxuT procentze) mets.
- 7.3.15. wl iuri angariSebis damtkiceba.
- 7.3.16. gadawyvetil ebebis miReba kanoniT gaTval iswinebul sxva SemTxvevebSi.

7.4. yvel a sxva sakiTxze gadawyvetil ebebs, Tavianti ufl ebamosil ebis fargl ebSi, iReben sameTval yureo sabWo da direqtorati.

7.5. muxl 7.3-Si gaTval iswinebuli gadawyvetil ebebis misaRebad saWiroa xmis ufl ebis mqone damswre an warmodgenil aqciaTa ormocdaT procentze (50%-ze) metis mfl obel ebis xma, garda 7.3.1. da 7.3.6 qvepuntebit gaTval iswinebuli gadawyvetil ebebis, romel Ta misaRebad saWiroa xmis ufl ebis mqone damswre an warmodgenil aqciaTa or mesamedze (2/3-ze) metis mfl obel ebis xma, xolo 7.3.2, 7.3.3, 7.3.4 da 7.3.7 qvepuntebit gaTval iswinebuli gadawyvetil ebebis misaRebad saWiroa xmis ufl ebis mqone damswre an warmodgenil aqciaTa 75%-ze (samocdaTxuTmet procentze) metis mfl obel ebis xma. yovel gvare wvis gamosaricxad, 7.3.5 qvepuntebis Sesabamisad sameTval yureo sabWos wevrebis arCeva unda ganxorciel des wesdebis 8.2 muxl Si mititebuli wesiT.

muxli 8
sameTval yureo sabWo

8.1 sameTval yureo sabWo Sedgeba 5 (xuti) wevrigan. sameTval yureo sabWos wevrebis iniSnebian da Tavisufl debian aqcionerTa saerto krebis mier. sameTval yureo sabWo da TITOeul i xmis ufl ebis mqone aqcioneri ufl ebamosil ni arian daasaxel on kandidatebi sameTval yureo sabWoSi asarCevad.

8.2 sameTval yureo sabWos wevrebis asarCevad aqcionerTa krebaze gamoiyeneba xmebis akumul irebis metodi. xmebis akumul irebis metodi mdgomareobs SemdegSi:

- a) xmis ufl ebis mqone yovel i aqcioneri anawilebs mTel Tavis xmebs warmodgenil kandidatTa nebis mier raodenobaze ise, rom mis mier micemul xmaTa jamuri raodenoba ar aRematebodes mis gankargul ebaSi arsebul aqciaTa srul raodenobas;
- b) aqcioners SeuZlia TITOeul i Tavis xmit mxol od mxari dauwiros sameTval yureo sabWos wevrobis kandidats (mis winaarmdeg xmis micema dauSvebel ia);
- g) Tu kandidatebis raodenoba sameTval yureo sabWos wevrTa asarCev raodenobaze naklebia an tolia, masin yvel a kandidati romel mac miRo Tundac erTi xma, avtomaturad xdeba sameTval yureo sabWos wevri; xolo Tu kandidatebis raodenoba aRemateba sameTval yureo sabWos wevrTa dadgenil raodenobas, sameTval yureo sabWos wevrad arCeul ad CaiTvl ebian is kandidatebi, roml ebmac miRes xmaTa umravlesoba.

8.3 aqcioners an aqcionerTa jgufs, roml ebic sameTval yureo sabWos wevrebis arCebis Semdeg daeufl ebian „bankis“ aqciebis 20%-s (oc procentis) an mets, ufl eba aqvT, sameTval yureo sabWoSi vakansiis arsebobis SemTxvevaSi, daasaxel on da aircion maTi warmomadgeneli sameTval yureo sabWoSi. winamdebare debul eba ar vrcel deba Tu aseT aqcioners (aqcionerTa jgufs):

- a) ukve yavs sul mcire erTi warmomadgeneli sameTval yureo sabWoSi; da/an
- b) aqvs Sesazlebi oba akumli irebis metodis meSveobit, Tavis xmebis gadanawilebis gareSe aircios erTi warmomadgeneli sameTval yureo sabWoSi.

- 8.4 Tu saerTo kreba sxvagvarad ar gadawyvets, sameTval yureo sabWos TiToeul i wevri airCeva oTxwl iani vadiT, imis gaTval iswinebiT, Tu wevris ufl ebamosil ebis vada amoiwureba axal i wevris arCevamde, misi ufl ebamosil eba unda gagrZel des Semdgom saerTo krebande.
- 8.5 sameTval yureo sabWos TiToeul i wevrs SeuZl ia uari Tqvas wevrobaze sameTval yureo sabWos Tavmj domarisatvis oTxi kviriT adre wardgenil i weril obiTi mimarTvis safuZvel ze (sameTval yureo sabWos Tavmj domare weril obiT mimarTavs Tavmj domaris moadgil es, xol o misi aryofnisas, sameTval yureo sabWos nebismier sxva wevrs). wevris gaTavisufl ebidan araugvianes sami Tvisa, unda arCeul i iqnas sameTval yureo sabWos axal i wevri.
- 8.6 sameTval yureo sabWos wevri ar SeiZl eba imavdroul ad iyos direktoratis wevri.
- 8.7 sameTval yureo sabWos wevrad ar SeiZl eba airCes da sabWodan unda gamoyvanil iqnas piri, romel ic:
- a) aris sameTval yureo sabWos an direktoratis wevri saqarTvel oSi registrirebul samze met sawarmoSi;
 - b) aris sameTval yureo sabWos, direktoratis an saervizio komisiis wevri saqarTvel oSi registrirebul sxva romel ime komerciul bankSi, arasabanko sadepozito dawesebul ebaSi;
 - g) aris „bankis“ mosamsaxure;
 - d) kanonis Sesabamisad ar aris ufl ebamosil i daikavos adgil i sameTval yureo sabWoSi;
 - e) gamocxadebul ia gakotrebul ad.
- 8.8 sameTval yureo sabWo misi Semadgenl obidan irCevs Tavmj domares da Tavmj domaris moadgil es. Tavmj domare (misi aryofnisas, Tavmj domaris moadgil e) iwvevs sxdomebs da adgens dRis wesrigs. nebismier wevrs aqvs ufl eba dRis wesrigSi daamatos punqti an moiTxovos sameTval yureo sabWos sxdomis Catareba.
- 8.9 sameTval yureo sabWos sxdomebi unda gaimarTos sul mcire kvartal Si erTxel mainc, „bankis- misamarTze an nebismier sxva adgil as. Setyobineba unda gaigzavnos weril obiT, savaraudo dRis wesrigTan erTad sul mcire rva dRiT adre sxdomis mowvevis savaraudo TariRamde. yvel a sxva wevrTan SetanxmebiT, Tavmj domares (Tavad an sxva wevris moiTxovnis safuZvel ze) SeuZl ia moiwvios sxdoma zepirad an sxva gziT ufro mokl e vadebSic. sameTval yureo sabWos wevrebi SesaZl oa warmodgenil i iyvnen sxva wevrebis mier. erTi wevri SesaZl oa warmoadgendes mxol od erT wevrs.
- 8.10 sameTval yureo sabWos ufl eba aqvs miRos gadawyvetil ebebi, Tu sxdomas eswreba an masze warmodgenil ia wevrTa naxevarze meti. Tu sameTval yureo sabWo araa ufl ebamosil i gadawyvetil ebebis misaRebad, axal i sxdoma SesaZl oa mowveul iqnas sami (3) samuSao dRis vadaSi. axal i sxdoma ufl ebamosil i iqneba gadawyvetil ebebis misaRebad masze damswre an warmodgenil i wevrebis raodenobis miuxedavad. gadawyvetil ebebis miReba xdeba sxdomaze damswre an warmodgenil sameTval yureo sabWos wevrTa xmebis ubral o umravl esobiT.
- 8.11 sameTval yureo sabWos wevrTa TanxmobiT dasaSvebia sameTval yureo sabWos sxdomis Catareba satel efono an video konferenciis meSveobiT.
- 8.12 sxdomisa da sameTval yureo sabWos gadawyvetil ebebis Sesaxeb oqms adgens sameTval yureo sabWos mdivani. oqmi daegzavneba sameTval yureo sabWos yvel a wevrs da damtkicdeba (i) yvel a wevris weril obiT SetanxmebiT, an (ii) Semdgomi sxdomis mier (romel faqtsac ufro adre eqneba adgil i). damtkicebis Semdeg oqms xel s moawers sameTval yureo sabWos Tavmj domare (misi aryofnis SemTxvevaSi sameTval yureo sabWos Tavmj domaris moadgil e, xol o misi

aryofnis SemTxvevaSi – sameTval yureo sabWos nebismieri wevri). oqmSi miTiTebul i unda iyos sxdomis Catarebis adgil i da dro, damswre wevrTa sia, dRis wesrigi, sxdomaze warmarTul i ganxil vis mokl e Sinaarsi da Sesabamisi gadawyvetil eba.

- 8.13 sameTval yureo sabWos TiToeul wevrs gaaCnia erTi xma. sameTval yureo sabWos wevrs ar aqvs ufl eba monawil eoba miiRos sameTval yureo sabWos ganxil vaSi dRis wesrigis im sakiTxze, romel Tan dakavSirebiTac aseT wevrs gaaCnia interesTa SeuTavsebl oba (konfliqti). im SemTxvevaSi, Tu amgvvari interesTa SeuTavsebl oba gaaCnia sameTval yureo sabWos Tavmj domares, sameTval yureo sabWo amgvvari sakiTxis gansaxil vel ad airCevs sxdomis axal Tavmj domares.
- 8.14 sameTval yureo sabWo ufl ebamosil ia xmis ubral o umravl esobiT miiRos gadawyvetil eba komitetebis Seqmnis Taobaze. aRniSnul i komitetebis struqtura da miznobrioba ganisazRvreba sameTval yureo sabWos mier. aseTi komitetebi val debul ni arian acnobon sameTval yureo sabWos Tavianti daskvnebis da rekomendaciebis Sesaxeb.
- 8.15 sameTval yureo sabWos amocanebi da kompetencia moicavs Semdegs:
- 8.15.1 direktoratis saqmianobis kontrol i;
 - 8.15.2 general uri direktorisa da sxva direktorebis daniSvna da gaTavisufl eba da maTTan SromiTi kontraqtis dadeba da Sewyveta; aseve, direktoratis wevrTaTvis eTikis kodeqsis SemuSaveba;
 - 8.15.3 „bankTan- dakavSirebul i politikis da nebismieri sxva maregul irebel i dokumentis damtkiceba da Sesworeba;
 - 8.15.4 „bankis- sabuRal tro wignebis da misi qonebrivi obieqtebis Semowmeba, maT Soris, „bankis“ sal aro da fasiani qaRal debisa da saqonl is mdgomareobis Semowmeba piradad, cal keul i wevrebis an mowveul i eqspertebis meSveobiT;
 - 8.15.5 „bankis“ saqmianobis angariSis (Svil obil da mekavSire sawarmoebTan urTierTobis CaTvl iT) moTxovna direktoratisagan da Sida auditis samsaxurisa da damoukidebel i Semowmebis Sesaxeb informaciis ganxil va;
 - 8.15.6 aqcionerTa riggareSe saerto krebebis mowveva, Tu aRniSnul s moitXovs „bankis- interesebi;
 - 8.15.7 direktoratis wl iuri angariSebis da mogebebis ganawil ebis winadadebis ganxil va;
 - 8.15.8 „bankis- warmodgena general uri direktorisa da sxva direktorebis winaaRmdeg aRZrul sasamarTl o procesebze. sameTval yureo sabWos, Tu sakiTxi exeba misi wevris pasuxismgebl obas, SeuZl ia aRZras sarCel i general uri direktoris (an sxva direktoris) winaaRmdeg aqcionerTa saerto krebebis gadawyvetil ebis gareSe an mis sawinaaRmdegod;
 - 8.15.9 wl iuri biujetis damtkiceba.
 - 8.15.10 gadawyvetil ebebis miReba kanoniT gaTval iswinebul sxva SemTxvevebSi.
- 8.16 direktoratis funqciebi ar SeiZl eba gadaeces sameTval yureo sabWos.
- 8.17 mxol od sameTval yureo sabWos TanxmobiT SeiZl eba ganxorciel des Semdegi saqmianoba:
- 8.17.1 sxva kompaniebSi wil ebisa da aqciebis SeZena da gadacema, Tuki amgvvari wilis / aqciebis mocul oba aRemateba amgvvari kompaniis mTl iani kapitalis 50% (ormocdaaT procentis) an garigebis Rirebul eba aRemateba wina kal endrul i Tvis dasasrul isTvis arsebul „bankis“ sabal anso Rirebul ebis 2.5%-s (or naxevar procentis);
 - 8.17.2 uZravi qonebis da qonebrivi ufl ebebis SeZena, gadacema da datvirTva, Tuki amgvvari garigeba scil deba yovel dRiuri sameurneo saqmianobis sferos da misi Rirebul eba aRemateba wina kal endrul i Tvis dasasrul isTvis arsebul „bankis“ sabal anso Rirebul ebis 2.5%-s (or naxevar procentis) ;
 - 8.17.3 filial ebis dafuZneba da likvidacia;

- 8.17.4 investiciebi, roml is Rirebul ebac, cal ke an j amSi, aRemateba wina kal endrul i Tvis dasasrul isTvis arsebul "bankis" sabal anso Rirebul ebis 2.5%-s (or naxevar procents);
- 8.17.5 kreditebis da sesxebis aReba im odenobiT, roml is Rirebul ebac aRemateba wina kal endrul i Tvis dasasrul isTvis arsebul "bankis" sabal anso Rirebul ebis 2.5%-s (or naxevar procents);
- 8.17.6 kreditebis da sesxebis uzrunvel yofa, Tu isini scil deba yovel dRiuri sameurneo saqmianobis sferos;
- 8.17.7 axali saxis sabanko saqmianobis dawyeba an arsebul i saxis saqmianobis SeCereba an Sewyveta;
- 8.17.8 „bankis“ sameurneo politikis saerto principebisa da biznes strategiis dadgena, wl iuri biujetisa da grZel vadiani val debul ebebis damtkiceba;
- 8.17.9 „bankis-“ xel mZRvanel obis (general uri direqtoris da direqtoratis sxva wevrebis, da aseve, sameTval yureo sabWos mier SerCebul i sxva xel mZRvanel i pirebis) anazRaurebis da/an damatebiTi sargebl is gansazRvra;
- 8.17.10 savaWro warmomadgenl ebis (prokuristebis) daniSvna da gaTavisufl eba;
- 8.17.11 im SeTanxmebis an xel Sekrul ebis (xel Sekrul ebebis) damtkiceba, roml is Sesabamisad „bankis-“ mier gaweul i erTjeradi an ramodenime etapad gaRebul i xarji aRemateba wina kal endrul i Tvis dasasrul isTvis arsebul "bankis" sabal anso Rirebul ebis 1%-s (erT procents);
- 8.17.12 sakredito, sainvesticio, saval uto, aqtivebisa da val debul ebebis marTvis, aqtivebis Sefasebis, maTi kl asifikaciisa da Sesazl o danakargebis adekvaturi rezervis Seqmnis Sida politikisa da procedurebis gansazRvra da damtkiceba;
- 8.17.13 „bankis“ mier gamoSvebul i aqciebis gamosyidva kanoniT gaTval iswinebul SemTxvevebSi (rac, yovel gvare SeZRudvis gareSe, gul isxmobs 3.11 muxl iT gaTval iswinebul "saxazino aqciebsac");
- 8.17.14 sxva iseTi saqmianoba, romelic Sesazl oa gansazRvrul i iyos Sesabamisi kanonmdebl obiT.

muxl i 9
direqtorati

- 9.1. „bankis-“ yovel dRiuri saqmianoba xorciel deba direqtoratis mier, roml is wevrebsac niSnavs sameTval yureo sabWo.
- 9.2. direqtorati Sedgeba general uri direqtorisa da araumetes oTxi (4) direqtorisagan. general uri direqtori da yvel adanarCeni direqtori iniSneba „bankis“ sameTval yureo sabWos mier.
- 9.3. „bankis“ direqtoratis wevrad ar SeiZl eba dainiSnos an direqtoratis wevris Tanamdebobidan unda gaTavisufl des piri, romelic:
 - a) ver akmayofil ebs bankis direqtoris Sesafarisobis kriteriumebis, rac dadgenilia saqarTvel os erovnul i bankis mier;
 - b) aris „bankis“ sameTval yureo sabWos wevri, an sxva komerciuli bankis, arasabako sadepozito dawesebul ebis an/da sxva sawarmos direqtoratis wevri;
 - g) kanonis Sesabamisad ar aqvs ufl eba daikavos adgil i direqtoratSi;
 - d) gamocxadebul ia gakotrebul ad;
 - e) nasamarTI evia ekonomikuri danaSaul isaTvis da ar aqvs gaqarwyl ebul i nasamarTI oba;
 - v) aris „bankis“ direqtoratis wevris meuRl e, Svil i an axl o naTesavi.
- 9.4. „bankis“ direqtorati val debul ia:

- 9.4.1 warmarTos da ganaxorciel os „bankis- mimdinare saqmianoba;
- 9.4.2 winaswar ganixil os „bankis- aqционерTa an sameTval yureo sabWos krebebis dRis wesrigSi Setanili yvel a sakiTxi, moamzados saTanado informacia, winadadebebi da maTze misaRebi gadawyvetil ebebis proeqtebi;
- 9.4.3 finansuri wl is dasrul ebidan erTi Tvis ganmavl obaSi moamzados da sameTval yureo sabWos dasamtkicebl ad warudginos mimdinare wl is biznes gegma, rac moicavs wl iur biuj etsa da mogeba-zaral is gaangariSebas, agreTve „bankis- sainvesticio gegmas.
- 9.4.4 zedamxedvel oba gauwios dakreditebis, angariSsworebis, dafinansebis, sakaso momsaxurebis, ful is da „bankis“ faseul obaTa dacvis, aRricxvisa da angariSgebis, Sidasabanko kontrol is, sameurneo angariSis ganxorciel ebis, klientis interesebis uzrunvel yofis organizaciisa da „bankis“ saqmianobis sxva ZiriTad sakiTxebis;
- 9.4.5 zedamxedvel oba gauwios „bankis- filial ebisa da ganyofil ebemis muSaobis, maT xel mZRvanel obaze dakisrebul i amocanebis Sesrul ebis uzrunvel yofis sakiTxebis;
- 9.4.6 ganixil os Sida auditis an gare reviziis masal ebi, agreTve „bankis“ filial ebisa da ganyofil ebemis xel mZRvanel Ta angariSebi, da miROS Sesabamisi gadawyvetil ebebi;
- 9.4.7 uzrunvel yos aqционерTa da sameTval yureo sabWos krebebis gadawyvetil ebebis Sesrul eba;
- 9.4.8 SeimuSaos „bankis- wesebi, Sinaganawesi da nebismieri sxva maregul irebel i dokumenti, romelic mtkicdeba sameTval yureo sabWos mier da aseve uzrunvel yos maTi Sesrul eba;
- 9.4.9 miROS gadawyvetil ebebi personal is SerCevis, gaTavisuflebis, kvalifikaciis amaRlebis da anazRaurebis sakiTxebze (im pirobiT, rom direktorati gaiTval iswinebs sameTval yureo sabWos rekomendaciebs zogierT umaRles Tanamdebobis pirtan mimarTebaSi);
- 9.4.10 gadawyvitos nebismieri sxva sakiTxi, romelic, dro da dro, Sesazloa daeval os direktorats (an mis cal keul wevrebs) sameTval yureo sabWos da/an aqционерTa krebis mier;
- 9.4.11 daicvas winamdebare „wesdebiTa- da Sesabamisi kanonmdebl obiT dadgenil i moTxovnebi.

9.5. „bankis“ direktoratis saqmianobas xel mZRvanel obs da waruZRveba general uri direktori. am mizniT, general uri direktori sameTval yureo sabWosTan SetanxmebiT anawilebs „bankis“ direktoratze dakisrebul funqciebs direktorebs Soris.

9.6. general uri direktori ufl ebamosilia mindobil obis garese imoqmedos „bankis“ saxel iT. general uri direktoris aryofnisas „bankis“ saxel iT moqmedebis ufl eba aqvs erT-erT direktors general uri direktoris mier gacemul i mindobil obis safuzvel ze.

9.7. zemoT 9.5 da 9.6 muxl ebSi gansazRvrul i pirobebis miuxedavad, nebismier garigebas, romlis Sesabamisadac „bankis“ val debul eba aRemateba wina kal endrul i Tvis dasarul isTvis arsebul „bankis“ sabal anso Rirebul ebis 1%-s (erT procents), xel i unda moeweros direktoratis nebismieri ori wevris mier.

9.8. „bankis“ general ur direktori val debul ia:

- 9.8.1 uxel mZRvanel os direktorTa sabWos sxdomebs, koordinacia gauwios direktoratis, saemTval yureo sabWos da aqционерTa saerTo krebis gadawyvetil ebaTa Sesrul ebas, gaanawil os funqciebi direktoratis wevrebsa da „bankis“ sxva xel mZRvanel pirebs Soris da am mizniT, gamosces brZanebebi, instruqciebi da sxva mitiTebebi „bankis- saqmianobis Sesaxeb;
- 9.8.2 sameTval yureo sabWos nebismieri Sesazlo nebarTvisa da Tanxmobis gaiTval iswinebiT, damoukidebl ad imoqmedos „bankis“ saxel iT;

- 9.8.3 sameTval yureo sabWos dasamtkicebl ad warudginos rekomendaciebi „bankis- TanamSroml ebis premiebiT waxal isebisa da anazRaurebis Taobaze;
- 9.8.4 direqtoratis mier damtkicebul i "bankis" saStato gegmis Sesabamisad daniSnos da gaaTavisufl os TanamSroml ebi;
- 9.8.5 awarmoos nebismieri sxva saqmianoba, rac aucil ebel i „bankis- miznebisatvis, garda aqcionerTa krebaze da sameTval yureo sabWoze dakisrebul i funqciebisa.

9.9. „bankis“ general ur direqtoris SeuZl ia „bankis- direqtoratis wevrebsa da „bankis“ Sesabamisi qvedanayofis xel mZRvanel ebs daaval os piradad mis kompetenciaSi Semaval i cal keul i sakiTxebis gadawyveta.

9.10. direqtoratis nebismieri wevri ufl ebamosil ia mostxovos sameTval yureo sabWos sameTval yureo sabWos sxdomis Catareba da mimaRTos amgvar sxdomas.

9.11. direqtoratis sxva wevrebis ufl ebebi da moval eobei ganisazRvreba winamdebare wesdebis, „bankis“ sameTval yureo sabWosa da general uri direqtoris miTiTebis Sesabamisad.

muxl i 10
sarevizio komisia da Sida kontrol i

10.1. „bankis“ sarevizio komisia Sedgeba sami wevrisagan, romel sac niSnavs aqcionerTa saerTo kreba 4 wl is vadiT. sarevizio komisiis wevri ar SeiZl eba iyos bankis sameTval yureo sabWos da mmarTvel Ta sabWos wevri, agreTve piri, romel ic kanonis Sesabamisad ar aris ufl ebamosil i daikavos adgil i komisiaSi.

10.2. sarevizio komisiis ufl eba-moval eobania:

- 10.2.1 dauwesos "banks" aRricxvisa da saaRricxvo kontrol is Sesabamisi wesebi, ganaxorciel os maTi dacvis zedamxedvel oba da Sida auditis samsaxuris meSveobiT Caataros "bankis" angariSgebisa da sabuRal tro Canawerebis revizia;
- 10.2.2 Tval yuri adevnos "bankis" mier moqmedi kanonmdebl obis dacvas;
- 10.2.3 daamtkicos "bankis" Sida auditis samsaxuris debul eba da organizeba gaukeTos "bankSi" Sida auditis samsaxuris funqcionirebas;
- 10.2.4 uzrunvel yos Sida auditis samsaxuris obieqturoba da damoukidebl oba sameTval yureo sabWosagan da direqtoratisagan;
- 10.2.5 daamtkicos Sida auditis samsaxuris samuSao gegma momaval i fiskal uri wl isaTvis;
- 10.2.6 ganixil os Sida auditis samsaxuris kvartal uri moxsenebebi, daamtkicos da sameTval yureo sabWosa da direqtorats warudginos auditorul i gamokvl el ebi da rekomendaciebi;
- 10.2.7 zedamxedvel oba gauwios Sida auditis samsaxuris muSaobas, misi saqmianobis kvartal ur da wl iur samuSao gegmasTan Sesabamisobas;
- 10.2.8 Sefasos Sida auditis samsaxuris direqtorisa da cal keul i auditorebis mier gaweul i muSaoba;
- 10.2.9 daamtkicos samsaxuris mier momzadebul i Sida auditis wl iuri samuSao programa kvartl ebis mixedvit da zedamxedvel oba gauwios mis Sesrul ebas;
- 10.2.10 Seafasos samsaxuris TiToeul i TanamSroml is mier gaweul i muSaoba profesional izmisa da saqmiasdmi damoukidebel i midgomis gaTval iswinebiT da miiRos saTanado gadawvyvetil eba;
- 10.2.11 "bankis" sameTval yureo sabWosa da direqtoratTan erTad uzrunvel yos "bankis" sxva struqturul i erTeul ebis TanamSroml oba samsaxurTan;
- 10.2.12 warudginos sameTval yureo sabWos rekomendaciebi „bankis“ Sida auditis samsaxuris xel mZRvanel isa da misi moadgil is ayvanis / Tanamdebobidan ganTavisufl ebis, da aseve maTi anazRaurebis Taobaze;

10.2.13 warudginos direktorats (Sida auditis samsaxuris xel mZRvanel Tan SeTanxmebiT) rekomendaciebi „bankis“ Sida auditis samsaxuris sxva TanamSroml ebis ayvanis / Tanamdebobidan ganTavisufl ebis, da aseve maTi anazRaurebis Taobaze

10.3. sarevizio komisia ikribeba kvartal Si erTxel mainc, xol o sagangebo SemTxvevebSi – „bankis“ sameTval yureo sabWos moTxovniT. sarevizio komisia gadawyvetil ebebs iRebs komisiis damswre wevrTa xmebis ubral o umravl esobiT, roml ebsac kenWisyris dros Tavis Sekavebis ufl eba ar aqvT. sarevizio komisiis xel mZRvanel obs komisiis Tavmj domare, romel sac komisiis wevrebidan irCevs aqционерTa saerTo kreba.

muxl i 11
garigebebi dakavSirebul pirebTan

11.1 winamdebare me-11 muxl is miznebisatvis „dakavSirebul i piri“ niSnavs nebismier pirs, romel ic warmoadgens (a) „bankis“ gamoSvebul i aqciebis xuTi procentis an metis mfl obel s da/an sxvagvarad akontrol ebs amgvar aqciebs, (b) „bankis“ sameTval yureo sabWos, direktoratis an sarevizio komisiis wevrs, an „bankis“ sxva xel mZRvanel TanaSrel s, (g) kompanias, romel ic pirdapir an arapirdapir akontrol ebs an kontrol deba „bankis“ mier, an romel ic kontrol deba im piris mier, romel ic akontrol ebs „banks“, da (d) nebismier sxva pirs (iuridiul an fizikur pirs), romel ic miicneva „dakavSirebul pirad“ Sesabamisi kanondebl obiT da/an „bankis“ sameTval yureo sabWos mier.

11.2 „banki“ da misi mmarTveli organoebi val debul ni arian daemorCilon Sesabamisi sabanko da fasiani qaral debis kanonebiT dadgenil moTxovnebsa da SezRudvebs „dakavSirebul pirebTan“ dasadeb garigebebTan mimarTebsi, agreTve saqarTvel os erovnul i bankis, fasiani qaral debis komisiis an im qveyn(eb)is sxva Sesabamisi organoebis mier miRebul wesebs, debul ebebsa da instruqciebs, sadac „bankis“ fasiani qaral debi savaWrod aris daSvebul i.

11.3 „dakavSirebul pirebTan“ dasadebi nebismieri garigeba eqvemdebareba sameTval yureo sabWos winaswar damtkicebas, Tuki amgvari garigebis Rirebul eba ar aRemateba „bankis“ aqtivebis Rirebul ebis 50% (ormocdaaT procentis). wesdebis 8.13 muxl is gaTval iswinebiT, amgvar garigebebTan dakavSirebul sakiTxebe gadawyvetil ebis miReba unda moxdes sameTval yureo sabWos sxdomaze damswre an warmodgenil i wevrebis mier erTxmad. im SemTxvevaSi, Tu amgvari garigebis Rirebul eba aRemateba „bankis“ aqtivebis Rirebul ebis 50% (ormocdaaT procentis), garigeba unda damtkicdes aqционерTa saerTo krebaze.

11.4 moqmedi kanonmdebl obis Sesabamisad, sameTval yureo sabWo ufl ebamosilia moaxdinis dakavSirebul pirebTan dasadebi garigeb(eb)is damtkicebis ufl ebamosil ebis del egireba direktoratze da/an Sesabamis komitetebze. amasTan, (a) cal keul dakavSirebul pirTan dasadebi garigeb(eb)is kumul atiuri Rirebul eba ar unda aRematebodes „bankis“ sazedamxedvel o kapital is 1% (erT procentis), da (b) direktoratis da/an Sesabamisi komitetis wevrebma monawil eoba ar unda miiRon im garigebasTan dakavSirebul ganxil vebSi, romel Tan mimarTebsi mas (maT) gaaCniaT interesTa SeuTavsebl oba.

muxl i 12
konfidencial ur oba

12.1 Tuki sxvagvarad ar iqna gadawyvetil i sameTval yureo sabWos mier, „bankis“ sameTval yureo sabWosa da direktoratis wevrebi, aseve „bankis“ sxva Tanamdebobis pirebi val debul ni arian, ar gamoiyeno, gamoaqveyno, gaavr cel on an ganucxadon romel ime pirs, garda „bankis“ im

Tanamdebobis pirebisa an TanamSroml ebisa, vis kompetenciaSic es Sedis, nebismier konfidencial uri informacia „bankis- saqmianobis, xarjebis, finansuri an sakontraqto garigebebis an sxva SeTanxmebebis, tranzaqciebis an saqmiani urTierTobebis Sesaxeb, romel ic SesaZl oa maTTvis gaxdes cnobil i. maT unda mimarTon yvel a gonivrul zomas, raTa Tavidan iqnas acil ebul i nebismieri konfidencial uri informaciis gamoqveyneba an gacxadeba aRniSnul sakiTxebze.

- 12.2 im SemTxvevaSi Tu sameTval yureo sabWo miiRebs gadawyvetil ebas "bankis" Serwmis, mis mier sxva kompaniis Sesyidvis an sxva msgavsi garigebis dadebis Sesaxeb, direqtorati ufl ebamosil i iqneba miawodos (aseTi garigebis warmatebiT ganxorciel ebisaTvis aucil ebel fargl ebSi) konfidencial uri informacia Sesabamis kontragents, mis mrCeval s, konsul tants an agents, roml ebic TaviantTi moval eobebidan gamomdinare namdvil ad saWiroeben aRniSnul i konfidencial uri informaciis codnas da romel Tac ecnobeba aseTi informaciis konfidencial urobis Sesaxeb.
- 12.3 konfidencial urobis zemoaRniSnul i moTxovna ar Seexeba im informacias, romel ic: (a) Sesabamisi kanonis Tanaxmad iTvl eba sajaro informaciad da eqvemdebareba gacxadebas; (b) saj arod xel misawvdomi gaxda sxva (ara „bankTan" dakavSirebul i) wyaroebidan.
- 12.4 nebismieri mniSvel ovani informacia, romel ic miwodeba "bankis" romel ime aqcioners, da romel mac, sameTval yureo sabWos azriT SesaZl oa zegavl ena iqonios aqcionerTa sainvesticio gadayvetil ebebze, aucil ebl ad imave mocul obiT unda ecnobos "bankis" danarCen aqcionerebsac.

muxl i 13
„banki s" saqmi anobi s Sewyvet a

- 13.1 "bankis- saqmianobis Sewyveta xdeba Sesabamisi kanonmdebl obiT dadgenil i wesiT.
- 13.2 saqmianobis Sewyvetisa da/an sabanko saqmianobis licenciis gauqmebis SemTxvevaSi, xdeba "bankis" likvidacia. likvidatoris funqciebs asrul ebs saqarTvel os erovnul i bankis mier daniSnul i piri erovnul i bankis mier da Sesabamisi kanonmdebl obiT dadgenil i wesiT. dauSvebel ia „bankTan" dakavSirebul i piri s likvidatorad daniSvna.
- 13.3 "bankis- saqmianobis Sewyveta xdeba misi reorganizaciis (Serwymis, gamoyofis, gayofis, gardaqmnis) an likvidaciis gziT. "bankis" reorganizaciis SemTxvevaSi misi yvel a ufl eba da moval eoba gadaecema mis ufl ebamonacvl es.

muxl i 14
filial ebi

„banks- SeuZl ia, sameTval yureo sabWos gadawyvetil ebis safuZvel ze, daaarsos filial ebi saqarTvel oSi an mis fargl ebs gareT, roml ebic iuridiul pirs ar warmoadgenen. filial is Seqmna unda moxdes moqmedi kanonmdebl obis Sesabamisad, saqarTvel os erovnul i bankis mier gansazRvrul i wesiT da pirobebiT.

muxl i 15
daskvniTi debul ebebi

- 15.1 winamdebare wesdeba Zal aSi Sedis misi Sesabamis maregistrirebel organoSi registraciis dRidan.

- 15.2 Tu wesdebis romel ime debul eba gaxda baTili, es gavlenas ar moaxdens sxva debul ebaTa namdvil obaze. baTili debul ebis nacvl ad gamoiyeneba wesi, romelic Zalasia da romliTac ufro iol ad miRweva "bankis" mizani.
- 15.3 winamdebare wesdebasa da saqarTvel os moqmed kanonmdebl obas Soris arsebuli raime Seusabamobis SemTxvevaSi, moqmedi kanonmdebl obiT gaTval iswinebul wesebs mieniWebiT upiratesoba winamdebare wesdebis debul ebebTan mimarTebaSi.
- 15.4 „bankis- aqcionerebsa da mis organoebis Soris warmoSobili nebismieri davis SemTxvevaSi, rac ukavSirdeba winamdebare wesdebiT gaTval iswinebul maT ufl ebebsa da moval eobebs, an winamdebare wesdebis debul ebebis ganmartebas, Sesabamisi mxare ufl ebamosilia mimarTos Sesabamisi iurisdicciis sasamarTlos.
- 15.5 winamdebare wesdeba Sedgenilia eqvs Tanabarufli ebian egzempl arad.

s.s. „saqarTvel os bankis- generaluri direktori:

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irakli gilauri