

**UNION OF TURKISH PUBLISHERS AND  
PUBLICATION DISTRIBUTORS ASSOCIATION  
(Turkish Publishers Association)**

**STATUTE**

**Part I  
FOUNDING TENETS, WORKING PRINCIPLES, AND AIMS**

**Article 1-** The association identified in this statute has been established as the Union of Turkish Publishers and Publication Distributors Association, located at the following address: Molla Fenari Sok. Nadir Han Kat. 3 Cağaloğlu-Istanbul, Turkey. The headquarters of the association, which shall henceforth be referred to as the Turkish Publishers Association, is located in Istanbul, and no branch offices are to be opened.

**Aims of the Association, Areas of Activity and Methods to be Utilized by the Association in those Regards**

**Article 2-** The aim of the association is to improve the profession of publishing and support its members morally and materially with the goal of ensuring the production of high quality printed publications that suit the desires of reader audiences.

**Areas of Activity and Methods to be Utilized by the Association**

- a) Represent the professions of publishing and publication distribution.
- b) Provide support to its members.
- c) Facilitate the development of close relations between publishers and publication distributors.
- d) Establish social facilities for the benefit of its members; raise funds to cover members' needs concerning provisions such as food, clothes and other goods and services, as well as short-term loans on the condition that the association does not pay dividends to its members and does not transfer money to its members as revenue, interest or any other monetary equivalent; set up foundations if deemed necessary; and aid members in establishing cooperatives and support those that already exist.
- e) Organize local and international trips, competitions, conferences, symposia, panels and meetings with the aim of educating the public and association members on related matters and promoting every aspect of the publishing industry; facilitate the launching of exhibitions, libraries, clubs, and social and cultural facilities; publish newspapers, magazines, books, bulletins, and brochures; and organize social dinners, balls, theatrical performances, exhibitions, sporting events, trips and other entertainment activities.
- f) Strive to uphold and protect the dignity, pride and rectitude of the professions of publishing and publication distribution, and work to uphold and take any necessary steps to protect the rights and freedoms granted to the publishing profession in compliance with laws and international treaties.
- g) Assist in the reconciliation and resolution of issues concerning the mutual rights and benefits of employees and employers within the framework of professional solidarity.
- h) Cooperate with related organizations to investigate and find solutions for any and all issues concerning the professions mentioned herein while also taking part in local and international meetings.
- i) Represent its members at meetings with related state and private organizations with the aim of seeking resolution for issues concerning the fields of publishing and publication distribution.
- j) Prepare and present reports targeting the improvement of cultural life to the relevant ministries and authorities, particularly the Ministry of National Education and the Ministry of Culture and Tourism.
- k) Recognize that its members provide a publishing service and undertake any action needed to ensure that its members are able to benefit from the rights granted by "the press code".
- l) Accept donations; provided that the required permits have been duly secured, carry out charity collection activities and accept domestic and international donations; and make donations.

- m) Establish and operate financial, commercial, and industrial enterprises in order to generate the revenue needed to achieve the aims of this statute.
- n) Purchase, sell, rent, and lease any movable and immovable properties that are needed for the activities of the association and ensure that real rights are established for them.
- o) Establish unions if deemed necessary for the realization of the aims of the association and/or work with established unions, and by securing the necessary permits, establish organizations within the legal framework.
- p) Engage in international activities and establish affiliations with associations and institutions abroad; collaborate with those organizations on projects; and establish networks of cooperation with them.
- q) Carry out joint projects with public institutions and organizations when deemed necessary concerning matters that fall within the association's remit in order to accomplish goals without violating the provisions of Law No. 5072 regulating the relations of associations and foundations with public institutions and organizations.
- r) Open representative offices wherever necessary so that the activities of the association can be effectively carried out.
- s) Establish platforms with other associations as well as with foundations, unions, and other non-governmental organizations to achieve common goals in areas relevant to the aims of the association provided they are not prohibited by law.

### **Areas of Activity**

The association is to operate in the field of publishing and publication distributorship.

## **Part II**

### **TYPES OF MEMBERSHIP, CONDITIONS, SECURING MEMBERSHIP, RESIGNATION AND TERMINATION OF MEMBERSHIP, RESPONSIBILITIES**

**Article 3-** There are two types of membership: full membership and honorary membership.

**a)** Individuals who are engaged in periodical and non-periodical publishing activities and publication distribution can be full members.

**b)** Individuals who have rendered notable services in developing the professions of periodical and non-periodical publishing and publication distribution and in the intellectual and artistic life of the country; print media consultants and the public relations managers of public and private organizations; individuals who have provided substantial material and moral support to the association; and individuals who have retired from the professions of publishing and distribution after a full service of twenty years can be honorary members based upon the approval of the Board of Directors.

Honorary members shall not participate in the work of the association's committees.

### **CONDITIONS FOR FULL MEMBERSHIP**

#### **Right to become a Member and Procedures for Membership**

##### **Article 4-**

**A)** Every natural or legal entity who has the requisite legal standing, internalizes the aims and principles of the association and agrees to strive in that regard, and meets the legal requirements has the right to become a member of this association. However, natural persons of foreign nationality must hold a residence permit in Turkey in order to qualify for membership; this condition is not required for honorary membership.

Applications for membership shall be submitted in writing to the Chairman of the association and the decision regarding the application shall be made within thirty days in the form of admission or rejection by the Board of Directors; the applicant shall be notified in writing regarding the decision. The names of the applicants who are accepted as members shall be noted in the records maintained for this purpose.

Full members are deemed to be founding members of the association as applicants whose written applications have been approved for membership by the Board of Directors.

**B)** As regards membership applications: Individuals acting on their own behalf and private and public enterprises with more than one partner may apply for membership. Broadcasting organizations with the above qualifications can appoint an individual working within their organization as their representative. However, the membership of that person shall be terminated if he or she ceases employment at the respective broadcasting organization. There is no requirement for seniority for representatives to be appointed by public legal entities. Decisions concerning acceptance or rejection for membership shall be made via a two-thirds majority vote cast by the Board of Directors.

## **SECURING MEMBERSHIP**

**Article 5-** Individuals who are accepted for membership must pay the subscription fee and register with the association by the end of the month after they have been notified about the decision. The memberships of applicants who fail to complete the required procedure within the stipulated period of time may be terminated by the Board of Directors. Members are obliged to inform the Board of Directors of any changes in their business and residence addresses and membership status within thirty days. If not, their information in the register will be taken to be true and valid.

## **Resignation and Termination of Membership**

### **Resignation from the Association**

**Article 6-** Every member has the right to resign from the association and if a member chooses to do so, the resignation must be submitted in writing. The resignation procedure shall be deemed complete upon receipt of the resignation letter by the Board of Directors in person or by registered mail. Resignation from the association shall not absolve the member of accumulated debts to the association.

### **Termination of Membership**

A member may be dismissed from the association for the following reasons:

- 1- Failure to pay the membership fee for more than six consecutive months despite written warnings,
- 2- Failure to meet the conditions required to be a member,
- 3- Voluntary withdrawal from the association,
- 4- Not being engaged in the professions of publishing or publication distribution,
- 5- Acting in a manner that runs contrary to the statute of the association,
- 6- Repeatedly failing to complete assigned tasks,
- 7- Disobeying the decisions of the association's bodies,
- 8- After acceptance, it is found that the individual does not qualify as a member,
- 9- Acting in a manner that runs contrary to the statute and aims of the association, or in a manner that harms the dignity and pride of the profession.

If it is determined that one or more of the above conditions apply, membership shall be cancelled by a board decision.

Members who resign or are barred from the association shall be stricken from the membership record and lose any legal claims to the assets of the association.

## **FORFEITURE OF RIGHTS**

**Article 7-** Members who resign from the association or are barred from membership thereby forfeit all rights and must pay all due debts by the date of the termination of their membership. All of the related rights and assets of members who resign or are barred from membership shall be transferred to the association.

**Article 8-** Members of the association shall be given a certificate of membership bearing the seal of the association and the signature of the Chairman, along with a badge indicating that they represent the association. In the case of resignation or termination of membership, or forfeiture due to causes other than death, the badge of the association and certificate of membership cannot be used under any circumstances and shall be returned to the Chairman of the association.

**Part III**  
**THE BODIES OF THE ASSOCIATION, THEIR RESPONSIBILITIES AND THEIR RANGE OF AUTHORITY**

**Article 9-** The association has authorized and commissioned the following bodies:

- 1) The General Assembly
- 2) The Board of Directors
- 3) The Supervisory Board
- 4) The Committees
  - a. Cultural Publishing Committee
  - b. Educational Publishing and Book Importation Committee
  - c. Academic Publishing Committee
  - d. Publishing Standards and Digital Publishing Committee
  - e. Children and Youth Publishing Committee

**THE GENERAL ASSEMBLY**

**Form of Establishment, Meeting Times, and Summons and Meeting Procedures for the General Assembly**

**Article 10-** The General Assembly is the supreme decision-making body of the association and consists of registered members of the association.

The General Assembly holds:

- 1- Ordinary meeting at the times specified in this statute,
- 2- Extraordinary meetings if the Board of Directors or the Supervisory Board deem it necessary or upon the written request of one fifth of the members of the association; such meetings are to be held within thirty days.

The ordinary meetings of the general assembly shall be held every two years by the end of May at the date, location and time determined by the Board of Directors.

The General Assembly shall be summoned for meetings by the Board of Directors.

If the Board of Directors fails to summon the General Assembly for a meeting, the magistrate shall assign three members to summon the General Assembly for a meeting upon the application of one of the members.

***Procedures for Summons***

The Board of Directors shall prepare a list of members who have the right to attend the general assembly on the basis of the statute of the association. Members whose written applications have been accepted preceding the decision of the Board of Directors regarding the meeting date, and those who have no outstanding debts to the association by the date of the meeting, may attend the general assembly. Members who have the right to attend the general assembly shall be summoned for the meeting at least fifteen days in advance via an announcement posted in a newspaper or via a written notice or e-mail stating the date, time, place and agenda of the meeting. The date, time and location of a second meeting to be held in case the quorum is not reached shall also be stipulated in the announcement. The period between the first and second meetings shall not be less than seven days or more than sixty days.

If a meeting is adjourned for reasons other than failure to achieve a quorum, members shall be informed in line with the procedure for the summons made for the first meeting by stating the reasons for the adjournment. The second meeting must be held within six months following the date of the adjournment. Members shall be summoned for a second meeting per the terms stipulated in the first clause.

A general assembly meeting cannot be adjourned more than once.

***Meeting Procedures***

The General Assembly shall meet with a quorum of members who have the right to attend; in the case of changes to the statute and the termination of the association, it shall meet with the participation of

two-thirds of all members; if a meeting is postponed due to a failure to meet the quorum, no quorum will be required for the second meeting. However, the number of members attending the second meeting shall not be less than twice the number of members of the Board of Directors and the Supervisory Board.

A list of members who have the right to attend the general assembly shall be kept on hand at the place of the meeting. As members enter the meeting hall, they shall present their identification cards issued by the public authorities to the members of the Board of Directors or the officials they appoint. Members shall place their signatures next to their names on the list prepared by the Board of Directors.

If the quorum for a meeting is reached, this will be entered into the records, and the meeting will be started by the Chairman of the Board of Directors or a board member assigned to do so by the Chairman. In case of a failure to meet the quorum, a report concerning this will be prepared by the Board of Directors.

After the opening, a council committee shall be formed to lead the meeting by electing a president and a sufficient number of vice presidents and a secretary.

When voting for the election of the bodies of the association, voters must show their identification cards to the council committee and sign next to their names on the list of attendees.

The Chairman of the council committee is responsible for the management and security of the meeting.

Only agenda items are to be discussed in the general assembly. However, items must be added to the agenda if one-tenth of the members attending the meeting request them in writing.

In the general assembly, each member has the right to one vote, and each member must vote in person. Honorary members may attend general assembly meetings but they cannot vote. In case of the membership of a legal entity, the Chairman of the Board of Directors of the legal entity or its representative shall vote.

The items discussed and decisions made at meetings shall be written down in the form of a report which is then signed by the Chairman of the council committee and the secretaries. At the end of the meeting, the report and other documents shall be submitted to the Chairman of the Board of Directors. The Chairman of the Board of Directors is responsible for maintaining such documents and submitting them to the newly elected Board of Directors within seven days.

### **Procedure and Form of Voting and Decision-Making in the General Assembly**

**Article 11-** Unless otherwise stipulated, election of the members of the Board of Directors and the Supervisory Board will be held by a secret vote, whereas decisions regarding all other issues shall be made by an open vote. Secret ballots shall be stamped by the Chairman of the meeting and then collected in an empty container after they have been properly marked by the voting members; upon completion of voting, the votes shall be counted openly.

In open voting, the method determined by the Chairman of the General Assembly will apply.

The decisions of the General Assembly shall be made with a quorum of the members attending the meeting. Decisions concerning amendments to the statute and the termination of other association bodies can only be made with a two-thirds majority of the members attending the meeting.

**Article 12-** The items listed below shall be discussed and decided upon by the General Assembly:

- 1- The election of association bodies,
- 2- Amendments to the statute of the association,
- 3- Discussions of the reports of the Board of Directors and the Supervisory Board and the release of the Board of Directors,
- 4- Discussions of the budget prepared by the Board of Directors and approval thereof in full or with alterations,
- 5- The supervision of other association bodies and their dismissal for justifiable reasons if deemed appropriate,
- 6- Examining and settling objections raised against the decisions of the Board of Directors regarding the rejection and termination of membership,
- 7- Granting authority to the Board of Directors regarding the purchase of real assets needed for the association or selling currently held real assets,
- 8- Examination of the regulations prepared by the Board of Directors with regard to the work of the association and approval thereof in full or with alterations,

9- Determination of the wages, all types of funds, allowances and compensation to be paid to the non-public employee Chairman and members of the Board of Directors and the Supervisory Board of the association as well as daily wages and allowances to be paid to members authorized for services rendered for the association,

10- Deciding about whether the association should join or leave a federation,

11- Deciding about opening branches of the association, and giving authority to the Board of Directors regarding the execution of the procedure with regards to the branch to be opened and making the required amendments to the statute,

12- Engaging in international activities, including becoming a member of associations or institutions abroad,

13- Establishing a foundation,

14- Dissolution of the association,

15- Examining and settling other proposals made by the Board of Directors,

16- The realization of other duties which are not assigned to any other bodies of the association and need to be carried out by the General Assembly as its most authoritative body, and the use of the requisite authority therein,

17- Performing other duties assigned by legislation,

18- Determining new subscription and membership fees,

19- If necessary, the General Assembly shall establish new committees or abolish current committees, and determine the number of members, their tasks and the range of authority of those members.

### **Organization, Tasks, and the Authority of the Board of Directors**

**Article 13-** The Board of Directors is the managing body of the association and it consists of seven full and five reserve members. The Board of Directors shall allocate tasks by electing a chairman, a vice chairperson, a secretary-general, and an accountant in its first meeting after an election.

The Chairman of the association represents the association, manages the board meetings and may participate as a natural member of committees to be established. In cases when the Chairman of the association is not present, the Vice Chairman shall act as the Chairman and manage board meetings.

The Secretary-General of the association is salaried and contracted. If the Secretary-General is not employed with wages, a reasonable allowance will be paid in exchange for expenses.

If a Chairman or members of the Board of Directors do not participate in three subsequent meetings without a valid excuse such as illness or without the permission of the Board of Directors, they will be warned in writing.

Members who are regularly absent despite warnings will be assumed to have resigned.

The Board of Directors may be summoned at any time for a meeting provided that all members are notified. The meeting will be held if more than half of the total members are present. Decisions shall be made with a quorum of attending members. In the case of an equal vote, the Chairman shall cast the deciding vote.

If there are not enough full members on the Board of Directors because of resignations or other reasons, it is compulsory to summon reserve members to duty based on the number of votes they cast in the general assembly.

### **The Tasks and Range of Authority of the Board of Directors**

**Article 14-** The tasks and range of authority of the Board of Directors are as follows:

- a) Represent the association before legislative and judicial organs and before private persons and legal entities or authorize one or more of its members in this regard,
- b) Establish supporting committees and determine the number of members therein, as well as stipulate their tasks and range of authority,
- c) Prepare periodic and budget balance sheets and submit them to the General Assembly, as well as execute them and make transfers between different budget items according to the given income and expenses,
- d) Appoint personnel to perform the work of the association and terminate them when deemed necessary,

- e) Determine the date, time, and place of general assembly meetings. The Board of Directors provides the services of the association through volunteers or employees recruited through board decisions. The Board of Directors may pay wages to the non-public employee Chairman and members of the Board of Directors and the Supervisory Board of the association. The wages to be paid and all types of funds, travel allowances and compensation shall be determined by the General Assembly. No wages, attendance fees or remuneration under any other status shall be paid to members except the members of the Board of Directors and the Supervisory Board. The General Assembly shall determine the amount of daily wages and the travel allowances payable to members assigned for services to be rendered to the association.
- f) Carry out transactions regarding income and expense accounts and prepare the budget for the following term and submit the same to the General Assembly, as well as prepare regulations about the activities of the association and submit the same for the approval of the General Assembly. Also, the Board of Directors is responsible for purchasing real properties through the authority granted by the General Assembly, selling assets and properties that belong to the association, ordering the construction of buildings or facilities, making lease agreements, and establishing pledges, mortgages and real rights in favour of the association,
- g) Open representative offices wherever necessary,
- h) Implement the decisions made in the general assembly,
- i) Prepare reports regarding the operating account table or balance sheet and income statement and the activities of the Board of Directors at the end of each operating year end and submit the same to the General Assembly during assembly meetings. In addition, the Board of Directors is in charge of implementing the budget and making decisions about the acceptance of new members and termination of membership to the association,
- j) Make and execute decisions within the scope of its authority for the realization of the aims of the association.

The Board of Directors is responsible for carrying out other tasks and utilizing the authority granted to it by the legislation.

### **THE TASKS, AUTHORITY, AND RESPONSIBILITIES OF THE SECRETARY-GENERAL**

**Article 15-** The tasks and range of authority of the Secretary-General are as follows:

- a) Organize board meetings,
- b) Prepare the agenda for board meetings and keep records,
- c) Execute decisions made by the Board of Directors and provide information about the outcomes,
- d) Organize the daily activities of the administrative body of the association and ensure proper execution and supervision of work,
- e) Make preliminary preparations for the fulfilment of duties assigned to the Board of Directors.

The Secretary-General reports to the Board of Directors about his/her duties.

### **THE TASKS AND AUTHORITY OF THE ACCOUNTANT**

**Article 16-** The tasks and range of the authority of the accountant are as follows:

- a) Manage the assets of the association in accordance with the decisions of the Board of Directors,
- b) Manage monetary transactions, collect membership fees, and supervise the implementation of the budget,
- c) Monitor the proper recording of the association's monetary transactions and oversee matters concerning the allocation of taxes and insurance fees and their payment.

The accountant reports to the Board of Directors about his/her duties.

### **The Organization, Tasks, and Authority of the Supervisory Board**

**Article 17-** The Supervisory Board shall be elected by the General Assembly and consist of three full members and three reserve members.

If there are not enough full members on the Supervisory Board because of resignations or other reasons, it is compulsory to summon reserve members to duty based on the number of votes they cast in the general assembly.

### **The Tasks and Range of Authority of the Supervisory Board**

The Supervisory Board is in charge of checking to see whether the association is acting in line with the fields of activities that need to be carried out for the realization of the aims indicated in this statute and whether the accounts and records are being kept in line with the principles and procedures indicated in this statute at intervals not to exceed one year. The Supervisory Board shall submit the results of its inquiries as a report to the Board of Directors and to the General Assembly when it gathers. The Supervisory Board consists of at least two members and casts two votes.

The Supervisory Board calls the General Assembly for extraordinary meetings when necessary.

**Article 18-** Committees are the association's consultancy and planning bodies. The Cultural Publishing Committee, Educational Publishing and Book Importation Committee, Academic Publishing Committee, and Children and Youth Publishing Committee shall be selected by the General Assembly and have five full and two reserve members, while the Publishing Standards and Digital Publishing Committee shall have three full and two reserve members selected in the same manner.

The tasks of the committees are as follows:

- a) They work under the Board of Directors,
- b) They express their opinions to the Board of Directors in order to communicate with individuals and organizations for the purpose of resolving issues about subjects requiring special knowledge and expertise,
- c) They call the members of the association to meetings in order to discuss professional issues regarding their areas of work,
- d) They attend board meetings as observers if required.

If there are not enough full members in the committees, reserve members shall be summoned to duty based on the number of votes they cast.

The management of the committees and methods of their supervision shall be determined by Internal Regulations to be prepared by the committee members and approved by the Board of Directors.

## **Part IV FINANCIAL PROVISIONS**

### **Sources of Income for the Association**

**Article 19-** The association's sources of income are as follows:

1- Membership fees: Members pay a subscription fee of TRY 350 and a membership fee of TRY 20 per month. The General Assembly shall maintain the right to increase or decrease the amount of membership fees,

2- Donations and contributions made voluntarily to the association by real persons and legal entities,

3- Income obtained from activities such as tea or dinner parties, trips and recreational activities, fairs, festivals, exhibitions, shows, concerts, sporting events, entertainment events and conferences organized by the association in line with the legislation in force,

4- Income obtained from the assets of the association,

5- Income obtained from selling publications, newspapers and books,

6- Donations and contributions which shall be collected in accordance with the provisions of the legislation regarding the acquisition of financial support,

7- Revenue obtained from commercial activities carried out with the scope of realizing the aims of the association,

8- Other income.



## **Principles and Procedures for Bookkeeping and Maintaining Records**

### **Article 20-** Principles for bookkeeping:

The association shall keep books on the basis of the operation accounting method. However, in the event that the annual gross revenue exceeds TRY 500,000, the books shall be kept on a balance sheet basis starting in the next accounting period.

If there is a switch to the balance sheet method, if the abovementioned limit cannot be reached for two consecutive accounting periods, it shall be possible to change back to the operation account method starting the following year.

Notwithstanding the abovementioned limit, the books can be kept on a balance sheet basis if the Board of Directors so decides.

If the association launches a commercial enterprise, bookkeeping shall be carried out separately for such an enterprise in accordance with the provisions of the Tax Procedure Law.

### **Procedure for Registry**

The books and records of the association shall be maintained in accordance with the procedures and principles indicated in the regulation for associations.

### **Article 20-** Principles for bookkeeping:

#### **Records to be Maintained**

The association shall keep the following records. The Receipt Registry and the Fixture Book and Inventory Book are optional. Obtaining approval for the Ledger is not mandatory.

a) The records that shall be maintained on the basis of the operation account method and the principles to be followed are as follows:

1-Decision Book: The decisions of the Board of Directors shall be recorded in this book with their dates and numbers in a consecutive manner and the decisions shall be signed by participating members.

2-Member Registry: Details concerning the identity and subscription and membership termination dates of members shall be recorded in this book. Subscription fees and annual membership fees may also be recorded in this book.

3-Document Registry: Incoming and outgoing documents shall be recorded in this book with their dates and numbers in chronological order. Original copies of incoming and outgoing documents shall be maintained. Copies of incoming and outgoing documents sent via e-mail are to be printed and then stored accordingly.

4-Fixture Book: Fixtures belonging to the association are to be recorded in this book with their dates and means of acquisition along with the places where they are used or given away, and they are deleted after their expiration.

5-Operation Account Book: Income and expenses incurred on behalf of the association are to be clearly and regularly recorded in this book.

6-Receipt Registry (specified in ANNEX 10): The serial and sequence numbers of receipts, as well as the names, surnames and signatures of persons who received and returned these documents, along with dates of receipt and return, are to be recorded in this book.

b) Books that shall be kept on a balance sheet basis and the principles that should be followed are indicated below:

1-Books listed in subparagraphs 1, 2, 3 and 6 of paragraph (a) shall also be kept in case the books are maintained on a balance sheet basis.

2-Daybook, Ledger, and Inventory Book: These books are to be kept and registered in accordance with the Tax Procedure Law and the General Communiqué on the Application of the Accounting System published based on the authority this law granted to the Ministry of Finance. The books to be kept must be approved of by the association's unit or a notary.

### **Certification of Books**

Books that must be kept by the association shall be certified by the Provincial Directorate of associations or a notary before they are put to use. These books shall be used until all of the pages have been filled, and no interim certification is required. However, the Daybook shall be recertified annually in the last month preceding the calendar year in which it is to be used.

A separate certification number shall be assigned to each certified book. The name of the association, its registry number, its address, the type of the book, the number of pages it contains, the date of certification, the certification number, and the official seal and signature of the certifying authority will be included on the first page of the book or printed on the Apostille Form specified in (ANNEX-11), which is to be attached to the first page of the book after its corners have been stamped by the certifying authority. The last page of the book shall be stamped and signed by the certifying authority indicating how many pages the book contains as well as the date of certification and certification number. Each page of the book shall be checked to determine whether it has been numbered sequentially and stamped.

### **Preparation of the Income Statement and Balance Sheet**

If bookkeeping on an operation account basis is used, an Operational Account Statement shall be prepared at the end of each year (December 31<sup>st</sup>) (as indicated in ANNEX-16 of the Regulation on Associations). If bookkeeping on a balance sheet basis is used, a balance sheet and income statement shall be prepared at the end of each year (December 31<sup>st</sup>) based on the General Communiqué of Accounting System Implementation published by the Ministry of Finance.

### **Income and Expenses of the Association**

**Article 20-A-Income and expense documents showing income and expenses:**

Income shall be collected with a “Proof of Receipt” (an example of which is shown in ANNEX-17 of the Regulation on Associations). If income is collected through a bank, documents such as bank receipts or statements issued by the bank can be used instead of a proof of receipt document.

The expenses of the association shall be recorded via expense documents such as invoices, retail sales slips, and self-employment receipts. However, for association payments indicated in Article 94 of the Income Tax Law, a note of expenses shall be issued pursuant to the provisions of the Tax Procedure Law, and for other payments an “Expense Receipt” shall be issued (an example of which is given in ANNEX-13 of the Regulation on Associations).

Delivery of goods and services to individuals, institutions, or organizations by the association free of charge shall be made with an “In-kind Aid Certificate” (an example of which is given in ANNEX-14 of the Regulation on Associations). Delivery of goods and services to the association by individuals, institutions or corporations free of charge shall be accepted with an “In-kind Donation Certificate” (an example of which is shown in ANNEX-15 of the Regulation on Associations).

### **Receipts**

Receipts to be used in the collection of association revenue shall be printed by a printing house upon the decision of the Board of Directors (an example of which is shown in ANNEX-17 of the Regulation on Associations).

The relevant provisions of the Regulation on Associations will apply concerning how receipts are printed and checked, picked up from the printing house, recorded in the books, and passed between former and new bookkeepers, as well as concerning matters regarding the use of these receipts by person(s) who shall collect income with receipts on behalf of the association and the delivery of collected income.

### **Certificate of Authorization**

Individuals, excluding full members of the Board of Directors, who collect income on behalf of the association and within the scope of their terms of duty shall be appointed based on a decision made by the Board of Directors. A Certificate of Authorization (an example of which is shown in ANNEX-19 of the Regulation on Associations) indicating the full identity of individuals who will collect income, along with their signature and a photograph, shall be issued in the form of two copies by the association and approved by the Chairman of the Board of Directors. Full members of the Board of Directors shall be able to collect income without a Certificate of Authorization.

Certificates of Authority can have a maximum length of validity of one year, and the length of validity within that framework shall be determined by the Board of Directors. Expired Certificates of Authority can be renewed pursuant to Clause 1. Certificates of Authority must be returned to the Board of Directors of the association within one week upon their expiry or when a member resigns, passes away, is dismissed or barred from the association or upon the automatic dissolution or

termination of the association. Also, the authority to collect income may be cancelled by the Board of Directors at any time.

### **Retention Period for Income and Expense Documents**

Books excluded, receipts, expense receipts, and other documents used by the association shall be retained for five years in accordance with the order of recorded dates and numbers without prejudice regarding the periods of time indicated in private laws.

### **Submission of Statement Declarations**

**Article 21-** A Declaration of Association (as shown in ANNEX-21 of the Regulation on Associations) regarding the activities of the association in the previous year, and the results of income and expense transactions as of the end of that year, shall be submitted to the relevant local authority by the Chairman of the association within the first four months of each calendar year.

### **Obligation of Notification**

**Article 22-** Notifications to be made to the local authorities:

#### ***General Assembly Result Notification***

Within thirty days following ordinary or extraordinary general assemblies, a General Assembly Results Notification, including notification concerning the Board of Directors and the Supervisory Board as well as the full and reserve members elected for other bodies submitted in ANNEX-3 of the Regulation on Associations and its annexes, shall be submitted to the relevant local authorities.

In the event that the statute is amended during a general assembly meeting, the minutes of the general assembly meeting, the former and new versions of the amended articles of the statute, and the final version of the association statute (with each page signed by the absolute majority of the Board of Directors) shall be submitted within the period specified in this clause and enclosed as correspondence to the relevant local authorities.

Notification of general assembly results can also be carried out by a board member authorized to do so by the Board of Directors. The Chairman of the Board of Directors shall be held responsible if there is a failure to provide notification.

In the event that the association has a fund, notification of a General Assembly decision with respect to the fund shall be made to the relevant local authorities in the manner specified in this article.

#### ***Notification of Real Properties***

Acquisition of real properties by the association shall be reported to the local authorities by filling out the form “Declaration of Real Properties” (submitted in ANNEX-26 of the Regulation on Associations) within thirty days following the date of their recording in the land registry.

#### ***Notification of Support from Abroad***

The association may receive in-kind and in-cash support from overseas persons, institutions and organizations on the condition that prior notification is made to the relevant local authorities. In-cash support shall be received through bank transfers and notification shall be made prior to using the support provided.

In the event that the association receives support from abroad, the local authorities shall be notified prior to the transaction by means of submitting the form “Notification concerning Support from Abroad” (indicated in ANNEX-4 of the Regulation on Associations).

#### ***Notification about Joint Projects Carried out with Public Institutions and Organizations***

A copy of the protocol concerning joint projects carried out with public institutions and organizations regarding matters falling within the scope of association’s activities shall be appended to the form “Project Notification” (Shown on ANNEX-23 of the Regulation on Associations) and submitted to the local governorship where the head office of the association is located within one month from the date of the protocol.

#### ***Notification of Changes***

The local authorities shall be notified about the following changes within thirty days of the date when the change takes place: a change in the address of the association, which is to be reported by submitting the form “Notification about a Change of Location” (stated in ANNEX-24 of the

Regulation on Associations), and changes concerning the bodies of the association excluding those made in the general assembly, which are to be reported by submitting the form “Notification about Changes in the Bodies of the Association” (stated in ANNEX-25 of the Regulation on Associations).

The local authorities shall be notified about any amendments made to the statute of the association within thirty days after the change is made in the general assembly; this change shall be indicated in the annex of the General Assembly Results Notification.

#### **Internal Audits of the Association**

**Article 23-** Auditing of the association may be conducted internally by the General Assembly, the Board of Directors or the Supervisory Board, as well as by independent firms. Audits carried out by the General Assembly, Board of Directors or independent firms shall not supersede the obligations of the Supervisory Board.

The Supervisory Board shall audit the association at least once a year. The General Assembly or Board of Directors may perform audits when deemed necessary, or they may delegate the audit to supervisory institutions. The Supervisory Board shall carry out an internal audit at least once a year. The General Assembly or the Board of Directors may conduct internal audits when deemed necessary or they may opt to have independent firms perform the audit.

#### **Loan Procedures of the Association**

**Article 24-** Upon a decision made by the Board of Directors, the association may borrow funds in order to realize its aims and carry out activities. This may take the form of the purchase of goods and services on credit or in the form of a cash loan. However, the amount borrowed cannot exceed the association’s sources of income or compromise the solvency of the association.

#### **Opening Representative Offices**

**Article 25-** The association may open representative offices wherever deemed necessary based on a board decision in order to perform activities. The representatives appointed by the Board of Directors shall notify the local authorities in writing about the location of the representative office. That representative shall not be represented in the general assembly of the association.

#### **Establishing a platform**

The association may establish platforms with other associations, foundations, unions, and other non-governmental organizations to achieve a common goal in areas relevant to the aims of the association so long as they are not prohibited by law.

### **Part V**

## **AMENDMENTS OF THE STATUTE AND TERMINATION OF THE ASSOCIATION**

#### **Guidelines for Amendments to the Statute**

**Article 26-** The statute may be amended upon a decision of the General Assembly. In order to make statute amendments in the general assembly, two-thirds of the members who have the right to attend and vote in the general assembly must be present. If the meeting is adjourned because the quorum is not met, a quorum shall not be sought in the second meeting. However, the total number of members attending the second meeting cannot be less than twice the total number of members of the Board of Directors and the Supervisory Board.

The quorum necessary to make amendments to the statute is two-thirds of the members who attend the meeting and who have the right to vote. Voting for amendments to the statute shall be carried out via open voting in the general assembly.

#### **Termination of the Association and Liquidation of its Assets**

**Article 27-** The General Assembly can decide to dissolve the association at any time. Two-thirds of the members who have the right to attend the general assembly must be present for negotiations concerning termination. If the meeting is adjourned because the quorum is not met, a quorum shall not be sought in the second meeting. However, the total number of members attending the second meeting cannot be less than twice the total number of members of the Board of Directors and the Supervisory Board.

The quorum necessary to make amendments to the statute is two-thirds of the members who attend the meeting and who have the right to vote. Voting for amendments to the statute shall be carried out via open voting in the general assembly.

### **Liquidation Procedures**

If the General Assembly decides to dissolve the association, liquidation of the association's money, assets and rights shall be carried out by a liquidation committee consisting of the existing members of the Board of Directors. This procedure shall commence when a decision for termination is made in the general assembly or in the case of an ipso facto clause. During the liquidation process, "In Liquidation" shall be added to the name of the association.

The liquidation committee shall be commissioned and authorized to complete all the liquidation procedures concerning the association's money, assets, and rights pursuant to the legislation. This committee shall firstly examine the accounts of the association. During this examination, the books, receipts, expense documents, land registries and bank records, and all other documents related to the association shall be identified, and assets and liabilities shall be recorded in a protocol. During the liquidation process, the association's creditors shall be summoned and debts shall be paid by liquidating the existing properties. If the association is the creditor, the debts shall be collected. After collection of receivables and payment of debts, any remaining money, assets, and rights shall be transferred to an entity determined by the General Assembly. If such an entity has not been determined by the General Assembly, those assets shall be transferred to an association located in the same province which has similar aims and the most members.

The entire procedure regarding liquidation shall be indicated in the liquidation protocol and be completed within three months, except for cases in which additional time is granted by the local authorities for justifiable reasons.

Upon completion of liquidation and the transfer of the association's money, assets, and rights, the liquidation committee shall notify the local authorities of the principal office in writing about the liquidation within seven days and append the liquidation minutes to that document.

The members of the existing Board of Directors are responsible for maintaining the books and documents of the association within the capacity of the liquidation committee. This task can be assigned to a board member, and those books and documents shall be preserved for five years.

### **Lack of Provision**

**Article 28-** The provisions of the Associations Act, Turkish Civil Law and the Regulation on Associations enacted pursuant to this law and the provisions of other related legislation about associations shall apply in cases of circumstances that are not indicated in the present statute.

**Article 29-** The founders of the association are as follows:

**Recai Akpul:** Çubuklu Caddesi No: 64/5 Kanlıca. Born in Arapkir in 1945, Publisher, Turkish citizen.

**Osman Arıkan:** Yanarsu Sokak Pireli Apt. B.10 Etiler. Born in Sorgun in 1947, Publisher, Turkish citizen.

**İsmet Bodur:** Ş. Günaltay Caddesi Çamlık Apt. No: 111/10 Erenköy. Born in Perşembe in 1939, Trader, Turkish citizen.

**Turhan Bozkurt:** Atiye Sokak No: 4/3 Teşvikiye. Born in İstanbul in 1930, Doctor, Turkish citizen.

**Abdullah Cahit Çete:** Hasan Tahsin Caddesi 170/7 Basın Sitesi İzmir. Born in Cumali in 1932, Publisher, Turkish citizen.

**Osman Çetin Deniztekin:** Madalyon Sokak No: 5/1 Daire 3 Nişantaşı. Born in Kadıköy in 1949, Publisher, Turkish citizen.

**Turhan Özüdüru:** Caferağa Mahallesi, 1. Moda Çıkması Sadık Bey Apt. Kat. 5 Daire 11 Kadıköy. Born in Tokat in 1949, Publisher, Turkish citizen.

**This statute consists of 29 (twenty-nine) articles.**