

BY-LAWS OF THE ASSOCIATION OF WOMAN ENTREPRENEURS

Title and Headquarters of the Association –

Article 1 –

The title of the association is “Woman Entrepreneurs Association of Turkey – Türkiye Kadın Girişimciler Derneği” and shall be referred as KAGİDER. The headquarters of the association is in Istanbul.

Objective of the Association –

Article 2 -

Objectives of the association are as follows:

- a) To support the woman entrepreneurs in their activities with a view to promoting a social structure which is devoted to democracy and universal principles of human rights; which respects the freedom of entrepreneurship, belief and thought, and; which is loyal to the contemporary objectives and principles of the Republic of Turkey; to strengthening the status of women in the business world in line with the understanding of a democratic, secular and civil society state as well as to increasing their contribution to the country’s economy;
- b) To undertake activities that will enhance the collaboration and solidarity between the woman entrepreneurs and within this framework to aid the woman entrepreneurs who will provide an area of employment;
- c) To extend the necessary support in order to ensure that the woman entrepreneurs can overcome all kinds of difficulties introduced by their activities in this field;
- d) To increase the number of woman entrepreneurs by supporting the potential woman entrepreneurs with information, experience, education, and etc; and
- e) To provide material and moral support and assistance for strengthening the status of women in the general social life and particularly in the country’s economy.

Sphere of Duties of the Association

Article 3

The association shall undertake the following activities to achieve its objectives:

- a) To inform the woman entrepreneurs on administrative, financial and legal issues, information technology, e-commerce and the latest developments in these fields; to respond to the demands forwarded by its members through its other members or experts and to help the woman entrepreneurs who have creative ideas obtain the technical and financial assistance they will require for the fields that they would like to conduct their business in;
- b) To undertake all kinds of activities which will build up on the collaboration and solidarity between its members;
- c) Provided that all due legal requirements are fulfilled, to exchange information with the associations, funds and organizations of similar nature in other countries; to organize national and international seminars; to assign and withdraw representatives for participating in the seminars, training programs and other activities organized in foreign countries by associations of similar nature in line with the objectives of our association; to affiliate with such organizations;
- d) To organize conferences, panels, social activities and competitions, form juries and present awards in order to achieve the objectives of our association;
- e) Along the lines of its objectives and operations, to facilitate the media means such as radio and television, magazines, newspapers, books, booklets and etc.; to prepare videos, tapes, documentaries and CD Rom and to establish platforms, radio and televisions that are based on all kinds of information and communication technologies such as web-sties and to compile achieves; to obtain the necessary approval of the competent authorities to issue magazines, newspapers, books, booklets and periodical publications on behalf of the association.
- f) To directly, or indirectly through their subsidiaries, cooperate, affiliate with and unsubscribe from the national and international private and government institutions,

chambers of commerce and industry, stock exchange markets, occupational organizations, funds, associations, cooperatives, federations, confederations or all kinds of supreme institutions, unions and similar organizations which are currently existing or will be established in the future;

g) To perform all legal actions and operations necessary for accepting unconditional or conditional grants either from Turkey or from abroad; making donations and aids in cash to private and government institutions, chambers of commerce and industry, stock exchange markets, occupational organizations, funds, associations, cooperatives, federations, confederations or supreme institutions, unions and similar organizations which operate for the public welfare; purchasing the necessary movable and immovable assets on behalf of the legal entity of the association; being entitled to all kinds of real rights; placing all sorts of encumbrances, including mortgage, on the owned immovable assets when necessary and discharging those that have been already placed; obtaining their right of use or operating them; leasing them; renting the goods that it owns or will own; opening and operating club houses and other social facilities; granting scholarships; taking up loans and taking on debts;

h) With regard to the objectives and areas of service, to establish partnerships, economic enterprises, associations and solidarity funds for projects aiming to increase the revenue and/or to collaborate with such organizations/institutions.

i) To start branches in the country and in abroad, where necessary, provided that the proper Decree has been given by the General Assembly and all legal requirements have been fulfilled.

Founders of the Association

Article 4 –

The name, surname, occupation and profession, residence and nationality of the founders of the Association are as follows:

1. Arzuhan Yalçındağ
2. Aydan Baktır
3. Fatma Bahar Doğanalp (Korçan)
4. Mihrimah Belma Satır
5. Ceyda Aydede
6. Esin Taboğlu
7. Esra Tekil
8. Fatma Nur Ger
9. Fatoş Kılıç
10. Gülşay Feryal Menemenli
11. Feyhan Ece Kapralı
12. Gülşen Türktan
13. Gülfem Tömen
14. Gülşeren Onanç
15. Gülsün Zeytinoğlu
16. Hatice Nilüfer Zallak
17. Havva Esra Aksoy
18. İpek Nur Cem Tütüncü
19. Kadem Oya Kozlu
20. Kadriye Betül Demir
21. Lale Büyükşahin
22. Leyla Alaton Günyeli
23. Melek Elmas
24. Meltem Kurtsan
25. Ayşe Mine Vargı
26. Müjgan Suver
27. Nazlı Ümit Boyner
28. Pelin Özkan
29. Pınar Hatice Kapralı

30. Sunay Karamık Özbek
31. Tijen Mergen
32. Nesibe Yasemin Piriñciođlu
33. Yasemin Tural
34. Zehra Güngör Sanyer
35. Zeynep Akalın
36. Zuhall Mansfield
37. Seniha Nur Coşkun

Revenues of the Association –

Article 5

The sources of Revenue for the Association are as follows:

- a) Admission fee and contribution dues;
- b) Grants and aids;
- c) Grants and contributions that will be collected as per the provisions of the regulations on fund-raising activities;
- d) Revenues registered by the publications issued and activities organized by the association such as lotteries, balls, plays, concerts, various entertainments, sports contests and conferences;
- e) Incomes received from the property holdings of the association;
- f) Incomes received from the facilities and enterprises that will be established upon the permissions obtained as per the applicable legislation;
- g) Incomes supplied from press, CD-ROMs, radio or TV programs and Internet services; and
- h) Revenues obtained from partnerships, economic enterprises and solidarity funds.

Subscription to the Association

Article 6 -

Terms of subscription to the Association

- a) To be entitled to civil rights;
- b) To be over 18 years-old;
- c) To have no permanent or periodical restrictions on subscription to associations;
- d) To accept the objectives and targets of the Association;
- e) For those who are not a Turkish Citizen, to have a residency permit in Turkey;
- f) To have the qualifications defined in Articles 8, 9 and 10 of the By-laws as per the type of subscription in question.

The Executive Board shall inform the applicant within 30 (thirty) days following his/her subscription whether his/her membership application has been approved. No person can be forced to subscribe to the Association. When admitting members to the Association, there shall be no discrimination of religion, language, race and gender.

Types of Membership

Article 7 –

Association members constitute of;

- a) Titular members;
- b) Honorary members.

Titular Membership –

Article 8 -

Charter members of the Association and those who are admitted to the membership having been identified to have the membership qualifications defined in above Article 6 shall be entitled to Titular Membership. In so far as; apart from complying with the general

conditions defined in Article 6, the titular members are obliged to actively work either at commercial enterprises that they own or are a partner of or as a self-employed person registered at the related occupational organization and they must have been working in that capacity for at least two years.

Titular membership shall not have any time restrictions, thus shall continue perpetually until such time as the member voluntarily disaffiliates from the Association or his/her membership is terminated in compliance with the provisions defined in the By-laws.

Titular members may attend the General Assembly meetings; they may vote and may be selected for Executive, Disciplinary, Advisory and Supervisory Boards.

Honorary Membership – Article 9 –

Persons who are not a titular member at the Association but who qualify for the requirements defined in Article 6 of the By-laws may be assigned as Honorary Members upon the decree of the Executive Board. The maximum number of honorary members that may be assigned each year shall be determined by the General Assembly.

Upon his/her request, an honorary member may be assigned a titular membership upon the Decree of the Executive Board provided that he/she fulfils the titular membership requirements defined in Article 8/l.

Honorary members may attend the General Assembly of the Association but cannot vote. When determining whether the quorum has been achieved for the General Assembly meeting, the number of honorary members attending the meeting shall not be taken into consideration.

Honorary members of the Association cannot be selected for the Executive Board, Advisory Board, Supervisory Board or the Disciplinary Board, and cannot benefit the rights entitled to titular members.

In the event that the conditions set forth for the honorary membership are no longer fulfilled, the Executive Board may decide on the termination of such honorary membership at any time.

Disaffiliation from the Association – Article 10 –

Provided that they notify the Executive Board in writing about their wish to disaffiliate and that they pay, if any, all their accumulated debts, members may disaffiliate from the Association whenever they would like to. Upon the written request of the member, his/her membership shall be terminated on the condition that he/she performs his/her liabilities valid at the date of such request.

Suspending the Membership – Article 11 -

Memberships of those who are temporarily appointed to public institutions and organizations and those who, on reasonable grounds, temporarily forfeits their eligibility as per Article 8/l shall be suspended upon their request and/or upon the Decree of the Executive Board. In the event that such temporary incapability of the member disappears, upon the member's request the Executive Board may decide to resume his/her membership right.

The Disciplinary Board shall undertake the necessary investigations in order to determine whether the membership of a member, dispatched to their attention by the Executive Board

on the grounds that he/she acts against the Association's By-laws and the principles of work ethics in his/her actions, attitudes and behaviors or for fearing that he/she might damage the reputation of the Association by behaviors as such, should be cancelled. In the event that the Disciplinary Board identifies situations which require a certain time to be allowed in order to give a decision on the exclusion of such person from the Association membership, the Disciplinary Board may decide to suspend the membership of that person. The decision on suspending or not suspending the membership is left to the discretion of the Disciplinary Board and any Decree pursuant to such decision shall be notified to the member in question.

In the event that the membership is suspended upon a Decree of the Disciplinary Board, the member shall pay his/her contribution dues and fulfils his/her liabilities. A member whose membership has been suspended cannot participate in the activities of the Association and cannot vote.

Termination of the Membership – Article 12 –

In case of any one of the following situations, membership to the Association is terminated:

- a) Existence of a situation that impedes membership as per the Turkish Civil Code, Law of Associations and applicable regulations;
- b) Despite the written notification, failure to pay the membership contributions in due time without putting forward a justifiable reason or being refused to the Usual General Assembly because of an unpaid contribution due;
- c) Failure to attend three Usual General Assembly Meetings in succession without putting forward a justifiable cause; and
- d) As per the Decree of the Disciplinary Board.

Concerning the members who act against the Association's By-laws and the principles of work ethics in their actions, attitudes and behaviors or those who are feared that they might damage the reputation of the Association by such behaviors, the Executive Board shall dispatch the case of the member together with the existing evidence and the reasons calling for such inspection to the attention of the Disciplinary Board for an investigation. The Disciplinary Board reviews the case of this member and after having received his/her written and, if required, verbal defense, the Board gives its decisions in seven days. In case of a verbal defense, the defense made at the Disciplinary Board is appended to the records. The decision given by the Disciplinary Board is notified in writing to the Executive Board and the member in question within three days.

The member for whose membership the Disciplinary Board has taken a termination decision may make a written application to the Executive Board within seven days following the date of such notification and request his/her case to be addressed by the General Assembly. In the event that such a member request has been forwarded to the Executive Board latest by thirty days prior to the General Assembly Meeting, his/her case shall be concluded at the first upcoming, otherwise in the next, General Assembly Meeting. When making a decision on such cases, no particular majority is sought.

Bodies of the Association – Article 13 –

Bodies of the Association are as follows:

- a) General Assembly
- b) Executive Board
- c) Supervisory Board
- d) Disciplinary Board
- e) Advisory Board
- f) Honorary Board

g) Committees and Work Groups

**General Assembly –
Article 14 –**

General Assembly Meetings and elections shall be held until the end of May once in every two years with the participation of enrolled members of the Association. If required by the Executive and Supervisor Boards or upon the written appeal of one fifth of the Association members, the Executive Board shall call for an Extraordinary General Assembly Meeting. In the event that the Executive Board fails to fulfill this requirement, upon the application of a member the magistrate shall charge three members with calling for a General Assembly meeting.

Decisions taken upon the written participation of the Associate members although not all of them had attended the subject meeting and those that have been taken when all the Associate members have come together in a meeting that does not comply with the notification procedures defined in the Law shall be valid. Such decision taking process shall not substitute for a General Assembly meeting.

**General Assembly Meeting Notice –
Article 15–**

The Executive Board shall invite the General Assembly for a meeting at least fifteen days prior to the date of such meeting. To this extend, the date, time, place and agenda of the meeting shall be notified to the members through a procedure defined the Executive Board itself.

**Place of the General Assembly Meeting and Quorum –
Article 16 –**

General Assembly meetings shall be held at the headquarters of the Association or, upon a Decree of the Executive Board, in a place other than these headquarters.

It is mandatory that the members who will attend the General Assembly meeting have fully paid their previous contribution dues. Those who fail to pay their previous contribution dues without presenting a justifiable cause despite the monitory letter notified by the Association shall not be admitted to the General Assembly.

General Assembly shall meet with the absolute majority of members who are entitled to attend the meeting. In the event that a quorum cannot be attained at the first meeting, the meeting shall be postponed; provided that the number of attendees is not less than twice the full number of Executive and Supervisory Board members, achieving a majority shall not be essential for the second meeting. General Assembly meeting cannot be postponed more than once.

For the General Assembly to be able to give a decision on the termination of the Association and amendment of the By-laws, it is mandatory that at least two third of the Associate members who are entitled to participate in the General Assembly meetings are present.

General Assembly Decrees are adopted by consensus.

**Procedure of the General Assembly Meetings –
Article 17 –**

General Assembly meeting shall be held at the date, time and place identified by the Executive Board.

Members who will participate in the General Assembly shall attend the meeting by appending their signatures next to their names inscribed in the list of attendees prepared by the Executive Board.

During the General Assembly meeting only the items on the agenda are discussed. However, it is mandatory that items which are requested in writing by at least one tenth of the members present at the meeting are included in the agenda as well.

If a majority has been attained for the General Assembly meeting, the situation shall be recorded in the minutes of the meeting and the presidential board is established by selecting a chairman, acting chairman and sufficient number of clerks to chair the meeting. The meeting shall be administered by the Presidential Board. The agenda of the meeting and the undertaken discussions shall be written down in the minutes; these minutes shall be signed by the presidential board and delivered to the Executive Board.

Functions and Powers of the General Assembly – Article 18 –

The following items shall be discussed and concluded in the General Assembly;

- a) Selecting the bodies of the Association;
- b) Amending the Association By-laws;
- c) Discussing the reports prepared by the Executive and Supervisory Boards; discharging the Executive Board members;
- d) Discussing the budget prepared by the Executive Board and accepting it with or without any alterations;
- e) Merging the Association with or dissociating it from a federation or a supreme institution;
- f) Termination of the Association;
- g) Other duties that need to be performed by the General Assembly as per the Legislation or the by-laws;
- h) Deciding on opening a branch;
- i) Authorizing the Executive Board to establish a fund so that the necessary articles for the members can be provided and their short-term loan needs can be met.

General Assembly Resolutions and Appeal Facilities for the Members – Article 19 –

General Assembly resolutions shall be adopted by the consensus of the absolute majority of the members present at the assembly. Decisions pertaining to amending the by-laws and terminating the Association can only be taken by the affirmative votes from the two third of the members attending the assembly. When calculating the quorum of decisions, abstaining votes cannot be regarded as affirmative votes.

Members of the Association cannot vote on a resolution pertaining to a legal proceeding or dispute between the legal entity of the Association and the member himself/herself, his/her spouse, lineal ancestors and progeny.

Each member who is present at the meeting and who does not agree with the General Assembly Resolutions that have been taken against the law or by-laws may appeal to a court and request the cancellation of the subject resolution within one month following the date of this resolution; each member who was not present at the meeting may make this appeal within one month following the date he/she learns of such resolution, and in any case in three months as of the date of this resolution.

No invalidation suit shall be brought against the resolutions of the other bodies of the Association unless all means of supervision within the Association itself have been exercised.

As per the Law, cases where the General Assembly resolutions are ruled out or deemed invalid by absolute nullity are reserved.

Structure and Selection of the Executive Board – Article 20 –

Executive Board shall consist of nine original and nine assistant members. Secretary General of the Association is a member of the Executive Board. Other members shall be selected by secret vote and open classification.

When the number of Executive Board members is less than half of the full strength of the members due to vacancies in the membership positions, the General Assembly is called for a meeting within one month by the remaining members of the Executive Board or the Supervisory Board. If this invitation is not made, upon a request placed by one of the members the magistrate shall charge three members with calling the General Assembly for a meeting.

During their first meeting, the Executive Board shall select the President of the Executive Board and defines the job allocation between the members. Executive Board President may be elected for maximum four years.

Functions and Powers of the Executive Board

Functions and Powers of the Executive Board are as follows:

- a) To represent the Association or to authorize one or a few of its members for this purpose;
- b) To undertake the income and cost calculations of the Association and prepare the budget of the following year, then submit these to the civilian authority;
- c) In cases where people who are not Turkish citizens are admitted to membership, to inform the highest civilian authority on these members within ten days of their admission;
- d) To perform the duties and exercise the authority assigned to it by the Association by-laws and the legislation;
- e) To identify the admission fees, annual contribution dues and member co-payments in line with the budget; to take the necessary actions concerning the members who fail to pay the annual contribution dues and member co-payments;
- f) To select and authorize an Action Committee within itself;
- g) To identify a Secretary General and his/her working conditions;
- h) When authorized by the General Assembly to open a branch, to identify the branch founders and informs the civilian authority.
- i) To compose committees and work groups within the Association, if necessary, with a view to resolving the problems experienced in the Association's sphere of duties; expanding the applications and ensuring that the Association operates efficiently and productively to accomplish its objectives; to supervise the decisions taken by the established Committees and Work Groups;
- j) If a decision has been given on opening a branch, to organize the activities of the Association in matters that it seems necessary, mainly in the operation of these branches as well as the established committees, boards, councils, expert groups and other bodies; to prepare private statutes to identify the people who will make a press and media statement about the Association and its operations and to outline the content of such statements;
- k) To directly, or indirectly through their subsidiaries, cooperate, affiliate with and unsubscribe from the national and international private and government institutions, chambers of commerce and industry, stock exchange markets, occupational organizations, funds, associations, cooperatives, federations, confederations or all kinds of supreme institutions, unions and similar organizations which are currently existing or will be established in the future.

Action Committee –

Article 21 –

Action Committee shall be composed of the President of the Executive Board, two Vice Presidents, Controller and Secretary General. Within the framework of the resolutions taken and authorities assigned by the Executive Board, the Committee shall administrate and manage the transactions of the Association. Action Committee shall be responsible to the Executive Board.

Secretary General –

Article 22 –

Executive Board shall appoint one of the members of the Association or a third person that is not a member to the Secretary General. The Secretary General may attend the Executive Board meetings but does not vote.

Functions and powers of the Secretary General are as follows:

- a) To represent the Association within the framework of the authorities granted to him/her by the Executive Board
- b) As the head of the Association's organization, to ensure that all services and liabilities of the Association are performed in compliance with the schedule and by-laws;
- c) To prepare the agenda of the Executive Board meetings by consulting with the President of the Executive Board; to invite the Executive Board to meetings;
- d) To coordinate the operations of the Committees and Work Groups; to report these operations to the Executive Board on a monthly basis;
- e) To fulfill the services and liabilities assigned to him/her by the By-laws and private statutes in compliance with the programs and regulations.

Supervisory Board –

Article 23 –

Supervisory Board shall consist of three original and three assistant members assigned by the General Assembly.

At least two Supervisory Board members shall jointly audit the bookings, correspondences and accounts of the Association. Also, each member has the right to conduct additional individual audits. The member who has undertaken an individual audit shall inform the situation to other members in writing.

Supervisory Board shall submit at the General Assembly meeting the report that it will prepare upon the general audit which will take place fifteen days before such meeting. The Board shall also submit its comments on the budget prepared by the Executive Board to the General Assembly.

The Supervisory Board shall conduct audits once in every six months and submit its results to the Executive Board in a report and to each member as a brief summary.

Supervisory Board shall inform the Executive Board on the results of all kinds of checks and audits it has performed. In cases which require a General Assembly meeting, if they are of the opinion that the Executive Board is unattended and has fallen in want, bearing all due responsibilities, the Supervisory Board shall call for a General Assembly meeting.

Disciplinary Board –

Article 24 –

The Disciplinary Board which is assigned to reviewing and concluding the complaints made against the members of the Associations shall consist of three original and three assistant members. Disciplinary Board members shall be selected by the General Assembly.

The Disciplinary Board may;

- a) give official notice to a member;
- b) give a censure resolution to a member; and
- c) take the necessary actions to suspend and exclude a membership.

Internal Supervision of the Association –

Article 25 –

Internal supervision of the Association shall be performed by the people that the Executive Board assigns or by the Supervisory Board in three-month intervals and the results are submitted to the General Assembly.

Advisory Board –

Article 26 –

Advisory Board shall consist of members who are experts in the fields that the Association requires in order to fulfill its objectives. Advisory Board members are appointed by the Executive Board for an office of two years.

Upon the request of the Executive Board, the Advisory Board shall make written or verbal comments on matters which are necessary for the operations and objectives of the Association and which entail a specific knowledge and experience. The Board shall provide the intellectual support necessary for ensuring that the activities of the Association are executed and improved.

Record Books to be maintained by the Association –

Article 27 –

The Association shall maintain the following record books:

- a) Member subscription journal
- b) Casebook
- c) Book of charges and income
- d) Current ledger on balance sheet account
- e) Inventory of fixed assets
- f) Record Book for Bills of Delivery

These essential books shall be kept and stored under the superintendence of the Executive Board.

Admission Fee and Contribution Dues –

Article 28 –

Admission Fee for the Association shall be 1000 Euro and the annual contribution due shall be 500 Euro paid in Turkish Liras.

Within seven days following their admission, titular members of the Association shall be liable to pay the admission fee that is to be defined by the Executive Board in Turkish Liras calculated over the foreign exchange rate of the Republic of Turkey Central Bank applicable on the date of payment.

Honorary Members of the Association cannot be compelled to pay the admission fees and contribution dues charged to the titular members.

Branches –

Article 29 –

The Association may open branches in Turkey and in abroad provided that it fulfils all legal requirements thereof.

Branches of the Association shall be subject to the provisions of these By-laws hereby. However, each branch shall have a general assembly, executive board and supervisory board.

Branch executive boards shall consist of five original and five assistant members; branch supervisory boards shall consist of three original and three assistant members.

Branch General Assemblies shall be liable to meet at least fifteen days prior to the meeting of the Central General Assembly; select three original and three assistant delegates for the central general assembly meeting and inform these members to the headquarters.

Bodies of Branches –

Article 30/A –

Bodies of Branches shall consist of a General Assembly, Executive Board and Supervisory Board.

Branch General Assemblies –

Article 30/B –

Branch General Assemblies shall be registered at the headquarters of the Association and shall consist of original members who are residing in the province where the related branch is located and who are enrolled at the member subscription book of that branch.

As per these by-laws hereby, Branch General Assemblies shall meet once in every two years. However, since this meeting has to be completed fifteen days in advance of the Central General Assembly meeting, the General Assemblies of these branches must conclude their meetings latest in April.

In cases where the Executive and Supervisory Boards of the Associate Branches deem it necessary, or upon the written request of one fifth of the originals members enrolled at that branch, the General Assembly shall have an extraordinary meeting.

A Branch General Assembly meeting shall be called by the Executive Board of that Branch.

If, upon a demand from the Supervisory Board of the Branch or a written request placed by one fifth of that Branch's original members, the Executive Board of the Branch fails to call for a General Assembly meeting within a month, the Supervisory Board of the Branch or one of the members who requested such a meeting may make an application, then, in such a case, the local Magistrate of the Civil Court of Peace shall charge a commission of three members with inviting the Branch General Assembly to a meeting.

The invitation procedure defined in Articles 16, 17 and 18 of the Association by-laws shall be applied in the Branch General Assemblies as is, provided that the place and performance procedure of the meeting and the selection method therein are defined under the scope of the Branch and its sphere of duties.

Items to be discussed at the Branch General Assemblies –

Article 30/C –

The following items shall be discussed and concluded at the Branch General Assemblies:

- a) Selecting the bodies of the Branch
- b) Discussing the reports prepared by the Executive and Supervisory Boards of the Branch and presentation of the executive board
- c) Attesting the budget prepared by the Executive Board of the Branch as is or with modifications;
- d) Selecting the delegates for the Central General Assembly Meeting;
- e) Authorizing the Executive Board of the Branch for purchasing immovable goods that the Branch is in need of or selling the existing ones;

f) Performing other duties assigned to the Branch General Assembly by the legislation and Association by-laws.

After the usual and extraordinary meetings, Branches shall forward the copies of the resolution records and related reports to the Central Executive Board of the Association.

Executive Board of a Branch –

Article 30/D –

The Branch General Assembly shall select five (5) original and five (5) assistant members via secret votes and open classification to compose the Branch Executive Board.

Branch Executive Boards shall distribute their duties as per the provisions of the by-laws applied by the Central Executive Board.

Functions and Powers of the Branch Executive Board –

Article 30/E –

- a) To represent the Branch or authorize one or a few of its members for this purpose. To identify and assign a representative requested by the official bodies;
- b) To perform the duties assigned to it by the Executive Board of the Association;
- c) To undertake the income and cost calculations of the Branch and prepare the budget of the following year, then submit these to the Branch General Assembly;
- d) In cases where people who are not Turkish citizens are admitted to membership of the Branch, to inform the highest civilian authority on these members within ten days of their admission;
- e) To perform the duties and exercise the authority assigned to the Branch Executive Board by the Association by-laws and the legislation; to invite the Branch General Assembly to a usual or extraordinary meeting when necessary;
- f) To implement the private statutes required by the operations of the Branch
- g) To decide on the exclusion of members who fail to fulfill their membership commitments; to inform this decision to the Executive Board of the Association;
- h) To apply the resolutions of the Central General Assembly and Branch General Assembly;
- i) To send a copy of the minutes of the Branch General Assembly meetings together with the approved copies of the branch budget, balance sheet, income-expense tables and audit reports to the Central Executive Board of the Association.

Consequences of the Decrees Taken by the Branch Executive Boards–

Article 30/F –

The Branch Executive Boards shall be directly responsible to the members, laws and third parties for the decrees they have taken.

Branch Supervisory Board –

Article 30/G –

Branch Supervisory Board shall be selected by the Branch General Assembly as three (3) original and three (3) assistant members.

This Board shall undertake its audits in accordance with the principals and procedures defined in the by-laws of the Association and in intervals that shall not exceed six months; then it shall submit the results of these audits to the Central Executive Board, Branch Executive Board and Branch General Assembly, when met, in a report.

Central Supervisory Board shall be authorized to separately audit the branch transactions.

Closing the Branches –

Article 30/H –

In the event that the branches act against the by-laws of the Association, Law of Associations, General and Social Legislations and the Decrees of the Central Executive Board, they may be closed upon a decree taken by the General Assembly.

**Amendment to By-Laws –
Article 31 –**

To be able to amend the by-laws, two third of the members of the Associate who are entitled to attend the General Assembly are obliged to be present at the subject General Assembly meeting and any decree on the amendment of the by-laws can only be taken with the majority corresponding to 2/3 of the attending members. In cases where the quorum cannot be achieved during the first meeting, the meeting shall be postponed. In the second meeting, provided that the number of members present is not less than twice of the full number of Executive and Supervisory Board members, majority shall not be sought. In the second meeting, all resolutions shall be taken by 2/3 majority of the attending members.

**Termination and Liquidation of the Association –
Article 32–**

- a) The General Assembly of the Association may at any time decide on the termination of the Association. To be able to take such a decision on termination, it is mandatory that at least two third of the members of the Associate who are entitled to attend the General Assembly are present at the subject meeting.
- b) In cases where a majority cannot be achieved in the first meeting, General Assembly shall be called for a second meeting. The number of members gathering at the Assembly upon this invitation shall not be less than twice the number of Executive and Supervisory Board members. Decrees on termination shall be taken by a two third majority of the attending members.
- c) Executive Board shall notify in writing the termination of the Association to the highest civilian authority within five (5) days.
- d) Following the termination of the Association, all money and goods of the Association shall be transferred to another organization or fund established with a similar purpose.
- e) Liquidation and transition shall take place under the supervision of the Government Commissioner and representatives from the Ministry of Finance.
- f) Such transactions shall be started after the act of termination, dissolution and shutting down has been finalized.

**Ambiguity in the by-laws –
Article 33 –**

Further to the cases which are ambiguous in these by-laws hereby, the relevant provisions of the Law of Associations and Turkish Civil Code shall apply.

**Honorary Board
Collateral Clause 1**

Honorary Board shall be composed of the former presidents of KAGİDER and members who have made and can make valuable contributions to the operations of the Association and who are selected for their knowledge, experience and reliable personality. Former presidents of KAGİDER are members of the Honorary Board. Other members shall be selected by the Executive Board.

Honorary Board shall adopt an active role in the promotion of the Association. They shall forward written and verbal recommendations to render the activities of the Association efficient and extend the necessary support to ensure the sustainability of its efforts.

**Committees and Work Groups –
Collateral Clause 2**

Executive Board may compose committees and work groups within the Association, if deems necessary, with a view to resolving the problems experienced in the Association's sphere of duties; expanding its applications and ensuring that the Association operates efficiently and productively to accomplish its objectives; Similarly, these discretionary bodies may be terminated by the Decree of the Executive Board.

Functions, powers and responsibilities of the General Assembly and Supervisory Board cannot be transferred to neither of these committees and expert groups that the Executive Board may form. Functions and powers of such bodies shall be defined by the private statutes issued by the Executive Board.