

BYLAWS OF THE SOCIAL MİND ASSOCIATION

Headquarters and Name of the Association

Article 1- The name of the association is the: "Social Mind Association".

The headquarters of the Association is in Istanbul.

The association may open domestic and foreign representative offices and branches.

The Purpose of the Association and the subjects and type of operation to be pursued n order to realize this Purpose and its Area of Operation

Article 2- It has been established to conduct works supporting civil society and public institutions that play a role in creating important values and methods to find efficient, productive, lasting, long-term and multi-user solutions to social issues and needs through family-based social solidarity, trust, responsibility, stability where children, young people and disadvantaged individuals are effective and at the forefront, that include scientific contributions which are cultural, social, sportive, professional, personal, moral and which are thought focused in order to produce social benefit, to create a national and international communication network.

Subjects and Methods of Work to be Carried out by the Association"

1-To conduct researches in order to mobilize and develop the activities,

2-To organize works, courses, seminars, conferences, panels discussions, sessions, forums, fairs, travels, exhibitions, kermes, memorial programs, concerts and sports competitions and to establish academies,

3-To obtain all information, documents and publications required to realize the purpose, to create a documentation center, to issue publications such as newspapers, magazines, books in accordance with their purpose in order to announce their works as well as information and work bulletins to be distributed to its members,

4- To provide a healthy work environment to realize its purpose, to procure all instruments and tools, fixtures and stationery,

5- To perform charity collection activities and to accept donations from abroad and within the country on the condition that necessary permissions are taken,

6-Obtains financial sources to realize its purpose and work subjects; to establish and operate partnerships, economic, commercial, industrial and all types of organizations (such as housing cooperatives, kindergartens, retirement homes etc.) to implement and manage works and all service projects to be created,

7-To open clubhouses, social and cultural facilities and to furnish them to have their members benefit and make use of their spare time,

8-To organize activities such as dinner parties, concerts, balls, theater performances, exhibitions, sports, travel and entertainment activities etc to develop and maintain human relations among its members or to ensure that its members benefit from such activities,

9-To buy, sell, lease, rent movable and immovable properties needed for the association's activities and to establish real rights on the immovable properties,

10-If deemed necessary to realize its purpose, to establish a foundation or a federation abroad or to participate to an already established federation, to establish, operate a youth and sports club, to cooperate with existing sports clubs, to take over existing sports clubs, by taking necessary permissions to establish facilities that associations may establish upon receiving upon permission,

11- To prepare, conduct or participate in projects on National and International Education, Culture, Arts Entrepreneurship, Science, Technology, Youth, Sports, Communications, Professional Training, Job Safety, Employment, Health, Nutrition, Personal Development, Renewable Energy, Environment, Economy, Social Sciences, Natural Sciences, Humanities, Social Inclusion, Social Entrepreneurship, Volunteering, Social Innovation, Family Counseling, Social Service, Adult Education, Planning and Management, to ensure that project Management activities are activated and developed and to support persons and institutions who work in these subjects,

12- In the event that it is deemed necessary to realize its purpose , the provisions of the Law numbered 5072 on the Associations' and Foundations' Relations with Public Institutions and Establishments, to prepare, conduct joint projects with public institutions and establishments in matters that are within their area of duty, to prepare international projects, to participate as partner to such projects,

13-To establish a savings fund with the purpose of supplying vital needs such as food and garments as well as other goods and services and short term credit needs,

14- To open branches and representative offices in places those are deemed necessary,

15-To create platforms with other associations or foundations, unions and similar nongovernmental organizations in areas that are related to the purpose of the association and which are not prohibited by the laws in order to achieve a joint purpose,

16- To achieve that a qualified society which has adopted personal development as a lifestyle which is open to obtaining information, to exchanging views, which is productive and has inner depth is created,

17- To build societies that are sensitive to social developments, that protect their cultural values, that use face to face and interactive communication efficiently,

18- To perform works aimed at achieving team work, institutionalization, total quality management and established organizations,

19- To contribute to the establishment of a healthy work and social life, to achieve a happier, stronger and hopeful future for the humanity, our country and our society,

20- To conduct works that create role models, businessmen, family and society models that have adopted work, family and social ethics nurtured with cultural and moral values brought from the past to our day by our society,

21- To perform food banking for cleaning, food, medicine and fuel products,

22- To prepare editions such as research-development, reports, books, magazines, brochures, catalogues, bulletins, CDs, magnets, etc.,

23- In order to realize the purpose of the Association, to take financial assistance from association with similar purposes, labor and employer's unions as well as professional institutions and to provide financial assistance to the mentioned institutions,

24- Through the specialists and/or consultants who are available in the units to be created within the association, to establish or ensure the establishment of, or to support ongoing think tanks and research units and institutes that perform works at local, regional national and international levels in order to present them to the public; that produce knowledge in social, cultural, economic, political subjects related to its aims, needs and operations,

25-It may organize travels, working visits, fairs, seminars, conferences in the country and abroad, broadcast news in the web, newspapers and magazines, publishes by using its technological means.

26-To perform all activities needed for the realization of the aim that are not prohibited by the laws,

27- To provide training and consultancy to corporate entities and real persons in the subjects of Education, Culture, Art, Entrepreneurship, Science, Technology, Youth Sports, Communications, Professional Training, Job Safety, Employment, Health, Nutrition, Personal Development, Renewable Energy, Environment, Economy, Social sciences, Natural Sciences, Humanities, Social Inclusion, Family Consultancy, Social Services, Adult Education, Planning and Management,

28- To participate to meetings, commissions, councils and institutions in line with the purposes and activities of the association in the national and international field and give opinion and be member of them,

29- To organize training activities at national and international level on Human rights and advocacy such as courses, seminars, conferences and panels,

30- To organize joint trainings with related institutions to national and international participants,

31- To ensure the development and efficiency of the Project Management activities and to support the persons or institutions who perform studies on this subject, to create an International and International Project Management terminology, to organize training programs such as courses, seminars, conferences and panels,

32- To conduct works on leadership in children, youth and in the community,

The Association's Area of Activity

The association conducts social activities in the country and abroad social.

Eligibility to Membership and Membership Procedures

Article 3- Any real or corporate person who have capacity to act and who accept the purpose and principles of the association, who meet the requirements foreseen by the legislation and for whom two members of the association vouch are entitled to become a member to the association. However, in order to become a member, foreign persons need also to have the right of abode in Turkey. This requirement is not sought for honorary membership.

1) A membership application made in written to the Chairmanship of the Association is concluded within maximum thirty days as acceptance or refusal by the board of directors of the association and the result is notified in written to the applicant. The member whose application is approved is registered to the book which is kept for this purpose.

2) Full members of the association are the association's founders and the persons who are accepted upon application to membership by the board of directors.

3) Those that have provided important material and moral support to the association may be accepted as honorary members by the decision of the board of directors.

4) When the number of the association's branches is more than three the membership registrations of those who are registered at the association's center are transferred to the branches. New membership applications are made to the branches. Acceptance to and cancellation of membership are made by the

branch boards and are notified in written latest within thirty days to the Head Office.

Cancellation of Membership

Article 4- Each member has the right to terminate membership by written notification.

As soon as the resignation letter of the member reaches the board the cancellation procedures shall be deemed complete. Leaving the membership does not terminate the accumulated debts of the member to the association.

Dismissal from Membership

Article 5- Cases requiring dismissal from Association membership.

- 1- Acting in contradiction to the by-laws of the association,
- 2- Continuous abstention from duties that are assigned,
- 3- Failing to pay during six consecutive months despite written warnings.
- 4- Failing to comply with the decisions given by the association's bodies.
- 5- Having lost eligibility to membership,

In the event of detecting one of the cases enumerated above dismissal from membership may occur upon decision by the board of directors.

Those who have resigned or dismissed from membership are erased from membership register and may not stake out a claim on the assets of the association.

Bodies of the Association

Article 6- The bodies of the association are shown below.

- 1- General Assembly,
- 2- Board of Directors,
- 3- Board of Auditors,
- 4- Advisory Board

Organization of the Association's General Assembly, Meeting Times and Invitation and Meeting Procedure

Article 7- The general assembly is the most authorized decision making body of the association and from the members registered at the association, it is formed by the natural delegates and the members registered at the branches.

General assembly has;

- 1) Ordinary meetings at the time indicated in the present bylaws,
- 2) Extraordinary meetings in the cases deemed necessary by the board of directors or the board of auditors or upon written request by two fifths of the associations' members.
- 3) The ordinary meetings are held once every three years in November on a day, hour and at a place to be determined by the board of directors.
- 5) The general assembly meeting is called by the board of directors.

6) If the board of directors fails to call the general assembly meeting, upon request by one of the members the justice of peace appoints three members to call the general assembly meeting.

Call Procedure *

The board of directors prepares the list of members who are entitled to participate to the general assembly according to the association's bylaws. Members who are entitled to participate to the general Assembly are called to the meeting through announcement made at least in one newspaper or at the web page of the association indicating the day, hour, venue and agenda of the meeting, by written notification, message sent to the electronic mail address to communication number notified by the member or by using local means of announcement. In this call, the date, hour and venue of the second meeting to be held in the event of failing to attain the quorum shall also be indicated in this call. The time elapsed between the first and the second meeting may not be less than seven days and more than sixty days.

If the meeting is postponed for any reason other than failure to reach the quorum, this situation is announced to the members in accordance with the call procedure used for the first meeting. It is necessary to make the call latest within six months from the date of the postponement. Members are called again to the second meeting according to the principles indicated in clause one.

The general assembly meeting may not be postponed more than once.

Meeting Procedure*

The General Assembly meets with the participation of the absolute majority of the members who are entitled to participate, in the cases of change of bylaws and abolition of the association, the participation of two thirds of the members is required; in the event that the meeting is postponed due to lack of majority, majority is not sought at the second meeting. However the number of members who have participated to this meeting may not be less than twice of the total member number of its management and audit boards.

The list of members who are entitled to participate to the general assembly is kept ready at the meeting venue. The identity documents given by the official authorities of the members who shall enter the meeting venue are controlled by the members of the board of auditors, the members of the board of directors or the officials appointed by the board of directors. Members sign next to the inscription of their names on the list prepared by the board of directors and enter the meeting venue.

If a quorum has been reached the situation is noted and the meeting is opened by the chairman of the board of directors or one of the members of the board of directors. In case a quorum could not be reached, an official report is issued by the board of directors.

After the opening, a chairperson and sufficient number of chairpersons and a scribe are elected and the council committee is formed.

In ballots aimed to elect the bodies of the association, the voting members have to show their identity documents to the council committee and to sign the place next to their name on the list of the attendants.

Chairing the meeting and ensuring its safety is under the responsibility of the chairperson.

In the general assembly, only items stated on the agenda are discussed. However, it is obligatory to include to the agenda matters solicited to be included by a written request of one tenth of the members who are present at the meeting.

Every member has one voting right; the member has to cast the vote in person. Honorary members may participate to the general assembly meetings but may not cast a vote. In the case of a corporate entity being a member, the chairperson of the board of directors or a person appointed by the Chairperson shall vote.

Matters discussed in the meeting and the decisions which were taken are written down in a report and signed with the chairperson of the council committee and the scribes. At the end of the meeting the report and other documents are delivered to the chairperson of the board of directors. The chairperson of the board of directors is responsible for the protection and delivery of these documents to the newly elected board of directors within seven days.

Voting and Decision Making Methods and Procedures of the General Assembly

Article 8- Unless decided otherwise at the general assembly, votes are openly cast. In open voting, the method indicated by the chairperson of the council committee will apply.

In the event of a secret ballot, papers stamped by the chairperson of the meeting or ballots are thrown into a recipient after necessary process by the members and the result is determined by making an open listing when the voting is completed.

The decisions of the General Assembly are taken by the absolute majority of the members who have participated to the meeting. To such extent that change of bylaws and decision for termination of the association may only be taken by the participation of the two thirds of the members who have attended the meeting.

Decisions taken without a Meeting or Call *"

Decisions taken without the reunion but with written participation from all the members and decisions taken by association members without complying

with the written call procedure in this bylaw are valid. Decisions taken in by such method shall not replace a reunion.

Duties and Authorities of the General Assembly

Article 9-The matters indicated below are talked and decided upon at the general assembly.

- 1-Election of the Association's bodies,
- 2-Amendment of the Association's bylaws,
- 3-Discussing the reports of the management and audit boards and acquittal of the board of directors,
- 5- Discussion and acceptance as it is or after amendment of the budget prepared by the board of directors,
- 5-Inspection of the other organs of the association and their dismissal for justifiable reasons,
- 6- Reviewing objections against board of directors' decisions on refusal of membership and dismissal from membership and finalizing the decisions,
- 7-Authorizing the board of directors for the sale of existing immovable properties or for purchasing the immovable properties required for the association,
- 8- Examining the regulations to be prepared by the board of directors in relation to the association's works and approving them as they are or by making changes,
- 9-Determining the salaries and all allowances to be paid to chairpersons an members of board of auditors and board of directors who are not public officials and the daily allowance and travelling expenses to be paid to members appointed for services to the association,
- 10-Deciding upon the Association's joining or leaving a federation,
- 11- Deciding to open a branch of the bank and authorizing the board of directors to conduct procedures related to the branch which is to be opened,
- 12-Conducting international activities abroad as an Association, to participate in or leave associations and establishments abroad,
- 13-Establishment of a foundation by the association,
- 14-Abolition of the association,
- 15-Examining and deciding upon the other suggestions of the board of directors,
- 16-As the body of the association which has the highest authority, conducting works that have not been assigned to another body of the association,
- 17-Performing other duties assigned by the legislation to the general assembly,

Organization of the Board of Directors, Duties and Authorities

Article 10- The board of directors is elected by the general assembly as seven full members and seven substitute members. In the general assembly, the name which ranks in the first place of the board of directors is accepted as the chairperson of the board of directors or general president.

The board of directors, after a division of tasks, by a decision taken at the first meeting after the elections, determines the chairperson, the vice-chairperson, the secretary, the accountant and the member.

The board of directors may call for a meeting provided that all members are notified. The meeting is held upon presence of one more than half of the full number of its members. Decisions are taken by the absolute majority of the full number of members.

In the event of empty positions in the full or substitute memberships due to a resignation or other reasons, it is obligatory to call to duty the substitute members according to the majority of the votes they received at the general assembly.

Duties and Authorities of the Board of Directors

The board of directors performs the following items.

1-To represent the association and to authorize one of its member or a third person in this matter,

2- To conduct transactions related to the revenue and expense account and to prepare the budget for the next period, presenting it to the general assembly,

3- Preparing the regulations related to the association' works and to present it to the approval of the general assembly,

4- Based on the authorization given by the general assembly, to purchase immovable properties, to sell movable an immovable properties belonging to the association, to build buildings and facilities, conclude lease contracts, to establish hypothecations and real rights in favor of the association,

5-To ensure that works related to branch opening are conducted on the basis of the authorization given by the general assembly,

6-To ensure the auditing of the association's branches,

7-Ensure that representative offices are opened in places deemed necessary,

8- To implement decisions taken at the general assembly,

9-To prepare the operation account table or balance sheet and the statement of income with the report explaining the works of the board of directors, to present them to the general assembly at the time of the meeting,

10-To implement the budget,

11-To take decisions on receiving members to the association or on dismissal from membership,

12-To take and implement all decisions within the boundaries of its authorization in order to realize the purpose of the association,

13-To perform the other duties and exercise authorities assigned by the legislation,

Audit Board Formation, Duties and Authorizations

Article 11- The board of auditors is elected by the general assembly as three full and three substitute members.

In the event of a vacancy due to a resignation or for other reasons it is obligatory to call substitute members to duty according to the majority of the votes from a full membership.

Duties and Authorities of the Board of Auditors

The Board of Auditors inspects whether the association operates in line with the purpose indicated in its bylaws and the subjects of activity indicated in order to realize its purpose, whether the books, accounts and records are kept in accordance with the legislation and the association's bylaws, with intervals that do not exceed one year and presents the audit results to the board of directors and to the general assembly when they meet.

The board of auditors calls the general assembly to the meeting when necessary.

Revenues of the Association

Article 12- The sources of revenue are enumerated below.

1-Membership fee: From the members, 50 TL is collected as subscription dues and 10 TL as monthly membership fees. The board of directors is authorized to increase or decrease those amounts.

2-Branch fee: 50% of the membership dues collected in order to meet the general expenses of the association are sent to the Head Office every six months,

2-The donation and grants that real or corporate persons make to the association on their own,

3-Revenues obtained from activities such as teas and dinners, tours and entertainments, stage plays, concerts, sports competition and conferences organized by the association,

4-Revenues obtained from the properties of the association,

5-Grants and donations to be collected in line with the provisions of the legislation on collecting grants,

6-Revenues obtained with the purpose of obtaining the income needed to realize its purpose,

7- Other revenues.

The Association's Principles and Procedures for Bookkeeping and the Books to be Kept *"

Article 13- Bookkeeping principles;

In the association, the books are kept according to the association's operating account. However, in the event of the annual gross revenue exceeding

the limit indicated in the article 31 of the Associations Regulation books are kept according to the balance sheet principle starting from the following accounting period. In the event of transitioning to the balance sheet principle, in the event of falling below the limit indicated above during two consecutive accounting periods, reverting to the operating account principle may be possible.

Bookkeeping can be made according to the balance sheet principle upon decision of the board of directors without depending on the limit indicated above.

In the event of the association's opening a commercial enterprise, bookkeeping shall be made according to the provisions of the Tax Procedure Law.

Registration Procedures

The books and records of the Association are kept according to the methods and principles indicated in the Associations Regulation.

Books to be Kept"

In the association the following books are kept.

1) The books to be kept according to the principle of operating account and the principles to be complied with are as follows:

a) Decision Book: The decisions of the board of directors are written in turn with date and number in this book and the decisions are signed below by the members who have participated to the meeting.

b) Member Record Book: Identity information of those who have joint the association as member, the dates of entry and departure are written in this book. The membership dues and annual fees paid by the members may be recorded in this book.

c) Document Registry Book: Incoming and outgoing documents are recorded in the book with date and order number. The originals of the incoming documents and the copies of the outgoing documents are filed. Documents arriving by electronic mail and outgoing documents are kept as printouts.

ç) Fixture Ledger: The date and method of acquisition of the fixtures belonging to the association and the places they are used or given and deleting from the register those that have completed their period of utilization are entered in this book.

d) Operations Account Book: Revenues received in the name of the Association and the expenses that are made are recorded clearly and regularly in this book.

e) Receipt Register: The serial and order numbers of the receipts, the names, surnames and signatures of those who have received and returned these documents and the dates they have received and returned are written down in this book.

2) The books to be kept on balance sheet procedure and the principles to follow are as follows:

a) The books recorded in the clauses a, b, c and e of the section (1) are also kept in the event that bookkeeping is made on balance sheet principle.

b) The Daybook, the General Ledger and the Inventory Book: The method for keeping these books and the method of registration are performed according to the General Communiqué on Accounting System issued on the basis of the authority given by the Tax Procedure Law to the Ministry of Finances.

Attestation of Books

In the Association, before starting to use the books that are obligatory they are attested through the Directorate of Associations of the Province or to through the Notary. These books are used until their pages are finished and interim attestation of books is not made. However, it is obligatory to have the books held in accordance to the balance sheet principle and books with form or continuous form pages attested each year on the last month prior to their use.

Statement of Income and Balance Sheet Creation

In the event of keeping books according to the operating account principle the "Operating Account Table" (Indicated in the Associations Regulation Annex-16) is realized at year ends (31 December). Whereas in the event of keeping books according to the balance sheet principle, at year-ends (31 December), the balance sheet and statement of income are prepared by taking as basis the General Communiqué on Accounting System issued by the Ministry of Finance.

Income and Expense Transactions of the Association *

Article 14- Income and Expense Documents;

Association incomes are collected by "Receipt Documents" (samples found at Annex-17 of the Associations Regulation). In the event of collecting the association's revenues through banks, documents such as receipts or account statements are used as receipt.

The association's expenses are made by vouchers such as invoices, retail sales slip, self-employment invoice. However, notes of expense are prepared for the association's payments that are in the scope of the Article 94 of the Income Tax Law, for payments that are not included in this scope, documents such as "Expense Vouchers" or "Bank Receipts" are used as expense documents.

Free of charge deliveries of goods or services to be made by the association to persons, institutions or establishments (sample found at Annex-14 of the

Associations Regulation) are made by "Aid in Kind Delivery Documents". The free of charge deliveries of goods or service made by persons, institutions or establishments to the association (sample found at Annex-15 of the Associations Regulation) are accepted with "Aid in Kind Receipt Documents".

Receipt Documents

"Receipt Documents" (in the style and dimension shown in Annex-17 of the Associations Regulation) to be used in the collection of the association's revenues are printed on paper.

Action shall be taken in accordance with the provisions of the Associations Regulation in matters related to the printing and control of receipts, taking delivery from the printing house, registering them in the books, take over procedures between former and new accountants and the receipt documents as well as the use of these receipts by a person or persons who shall collect in the name of the association and the delivery of the revenue which has been collected.

Certificate of Authority

With the exception of the full members of the board of directors, the person or persons who shall collect revenues in favor of the association, provided that the period of authorization is indicated, shall be determined by the decision of the board of directors. The "Certificate of Authority" (found in the Annex-19 of the Associations Regulation) containing the clear identities of the persons who shall collect the revenue, their signatures and photos shall be prepared in two copies and shall be approved by the chairman of the board of directors. The full members of the board of directors may collect revenues without a certificate of authority.

The validity period of a certificate of authority is determined by the board of directors as maximum one year. The certificates of authority which have expired are renewed according to the first clause. In the event of the certificate of authority's expiry or in cases such as the dismissal, resignation discharge or death of the person in whose name the certificate of authority was prepared, returning the certificates of authorities within one week is obligatory. Furthermore, the authorization to collect any revenue may be cancelled by the decision of the board of auditors at any time."

Preservation Period of Revenue and Expense Documents;

With the exclusion of the books, the receipts used by the association, the expense documents and other documents are preserved for a period of 5 years in accordance with the order of number and date at the books they are recorded, with the periods indicated in the special laws being reserved.

Submission of Statement *

Article 15-, The "Association's Statement" (Presented at Annex-21 of the Associations Regulation) concerning the results as of yearend of the associations activities of the previous year as well as its revenue and expense transactions after being approved by the board of directors of the Association is given to the local authority within the first four months by the chairman of the Association.

Obligation to Notify *

Article 16- Notifications to be made to the local authority;

Notification of the General Assembly's Final Declaration

Within thirty days following the ordinary and extraordinary meetings of the general assembly, the General Assembly's Final Declaration (Found in the Annex-3 of the Associations Regulation) which includes the full members and substitute members elected to the board of management and a board of auditors and to other organs is delivered to the local authority. In the event that a change of regulation has been made in the general assembly's meeting; the minutes of the general assembly's meeting, the new and old forms of the amended articles of the bylaws, each page of the final form of the association's bylaws signed by the absolute majority of the members of the board of directors are delivered within the timeframe indicated in this clause and accompanied by a letter

Notification of the Immovable Properties

These immovable properties obtained by the association are notified to the local authority by filling the "Notification of the Immovable Properties" (Presented in the ANNEX-26 of the Associations Regulation) within thirty days from the date of registration at the land registry.

Notification of Receipt of Aid from Abroad

In the event of the Association's receiving aid from abroad, a notification is made by filling the "Notification of Receipt of Aid from Abroad" (indicated in the ANNEX-4 of the Associations Regulation).

It is obligatory to receive the financial aid through banks and before utilizing it, the notification requirement must be fulfilled.

Notification Concerning Projects Conducted Jointly with Public Institutions and Establishments"

In matters related to the area of duty of the association a copy of the protocol and project made in relation to joint projects conducted with public enterprises and establishments (indicated in the ANNEX-23 of the Associations Regulation) are enclosed with the "Project Notification" and delivered to the Governor's office at the place where the head office of the Association is located.

Notification of Changes

A change made at the location of the association (indicated in the ANNEX-24 of the Associations Regulation) are notified to the local authority within thirty days following the change by filling "Notification of Location Change"; the changes occurred in the association's bodies excluding the general assembly meeting by filling the form "Notification of Change in the Association's Bodies" (indicated in the ANNEX-25 of the Associations Regulation).

Changes made in the association's bylaws are notified to the local authority within thirty days following the change of bylaws in the enclosure of the association's final declaration.

Internal Audit of the Association

Article 17- In the association an internal audit may be performed by the general assembly, board of directors or the board of auditors and it is possible to have independent auditors conduct the auditing an audit may be made. The fact that an audit was made by the general assembly, board of directors or independent auditors does not eliminate the obligation of the board of auditors.

The association's audit is performed latest once a year by the board of auditors. The general assembly or the board of directors may conduct an audit in necessary cases or may have independent auditors perform an audit.

Association's Borrowing Methods

Article 18- The association may borrow if needed upon decision by the board of auditors in order to realize its purpose and to conduct its activities. Such borrowing may be concerning the purchase on credit of goods and services or in cash. However this borrowing may not be of a nature which may result in financial difficulty or in amounts that cannot be met by the association's sources of revenue.

Establishment of the Association's Branches

Article 19- The association may open branches upon decision by the board of directors in the places found necessary. For this purpose, the committee of founders delivers the notification of the branch's establishment indicated in the Associations Regulation and necessary documents to the highest local authority of the place where the branch shall be opened.

Duties and Authorities of the Branches

Article 20- The branches are the internal organization of the association which are not corporate entities, assigned and authorized to conduct autonomous activities in line with the association's purposes and services and which is responsible itself for all its receivables and debts arising from all its operations.

Branch Bodies and Provisions to Apply to the Branches"

Article 21- The bodies of the branches are the general assembly, the board of directors and the board of auditors.

The general assembly consists of the branch's registered members. The board of directors is elected by the branch's general assembly as five full members and five substitute members, the board of auditors as three full members and three substitute members.

The duties and responsibilities of these bodies and other provisions stated in this bylaw in relation to the association are implemented in the branch in the framework of foreseen by the legislation.

Meeting Time of Branch General Assemblies and How they will be Presented at the Head Office General Assembly

Article 22- The branches have to complete their ordinary general assembly meetings at least two months in advance of the head office general assembly.

The ordinary general assembly of the branches meets once every 3 years in September at the place and hour to be determined by the board of directors.

The branches have to notify a copy of the association's final declaration to the local authority and the association's head office within thirty days following the date of the general assembly.

The branches have the right to participate directly to the general assembly of the head office through the delegates who will be elected at the general assembly up to the number of three branches by the direct participation of all members at the head office's general assembly; in the event of a branch number higher than three, though delegates who will be elected at the branch general assembly with (1) delegate for each twenty (20) members and if the number of remaining members is higher than 10, with one for those members.

The delegates elected at the latest general assembly of branches participate to the general assembly of the head office. The members of the head office and the board of auditors participate to the head office general assembly however they may not vote unless they are elected as delegate in the name of the branch.

Those who are appointed at the board of management or auditors of the branches, leave their duties at the branch when they are elected at the head office board of directors or auditors.

Representation and Branch Opening *

Article 23- The association may open a representative office or branch upon decision by the board of directors in places found necessary in order to conduct the activities of the association. The address of the representative office and the branch are notified in written to the local authority of that place by the person or persons appointed as representative(s) by the board of directors. The representative office is not represented at the general assembly of the association. Representative offices may not open a branch and branches may not open representative offices.

Method of Amendment of the Bylaws

Article 24- Amendment of the bylaws may be made upon decision of the board of directors.

In order to realize an amendment of the bylaws at the general assembly, 2/3 majority of the members who have the right to participate to the general assembly and who have voting rights is sought. In the event of postponement due to lack of majority, majority is not sought at the second meeting. However the number of members who participate to this meeting may not be less than the double of the number of full members of the board of directors and auditors.

The quorum required for an amendment of bylaws is the 2/3 of the votes of members who participate to the meeting and who have voting rights. Voting on the bylaw amendment is made by open voting at the general assembly.

Abolition of the Association and Method of Liquidation of the Properties

Article 25-The general assembly may decide to abolish the association at all times.

In order to discuss the abolition at the general assembly the majority 2/3 of the members who have the right to participate and vote at the general assembly is sought. In the event of postponement due to lack of majority, majority is not sought at the second meeting. However the number of members who participate to this meeting may not be less than the double of the number of full members of the board of directors and auditors.

The quorum required for abolition is the 2/3 of the votes of members who participate to the meeting and who have voting rights. Voting on the abolition is made by open voting at the general assembly.

Liquidation Procedures

When abolition has been decided upon by the General Assembly, the liquidation of the association's money, properties and rights is performed by the liquidation board formed by the last members of the board. These transactions are initiated from the date the general assembly decision has been taken or automatic termination has been finalized. During the period of liquidation all under all transactions the inscription "Sosyal Akıl Derneği" ("Social Mind Association") is used.

The liquidation board is authorized and appointed to complete in its entirety the liquidation process of the money, properties and rights of the association. This board initially examined the accounts of the association. During the examination, the books belonging to the association, receipt documents, expense documents, title deeds and bank records as well as other documents are documented and its assets and liabilities are entered in a report. During the liquidation process, a call is issued to the creditors of the association and its properties, if any, are liquidated and the money is paid to its creditors. In the event that the

association is the creditor, the receivables are collected. All money, properties and rights remaining after collection of all receivables and payment of all debts are transferred to the places determined at the general assembly. If the place to be transferred has not been determined at the general assembly it is transferred at the association with the highest number of members located at the nearest place.

All transactions related to the liquidation are shown in the liquidation report and the procedures of liquidation are completed within three months with the exception of additional periods that are granted by the local authorities for justified reasons.

After completing the liquidation and succession procedures of the association's money, properties and rights, the liquidation board is required to notify the situation within seven days to the local authority and to enclose the liquidation report to that notice.

The last board members of the association are under the obligation of keeping the books and documents of the association as the liquidation board of the association. A board member may be appointed for this. The period of storage of these books and documents is five years.

Missing Provisions

Article 26- In matters that are not specified in the present bylaws, the provisions of the Associations Law, the Turkish Civil Code and the Associations Regulation issued on the basis of these laws as well as other legislations' provision on associations will apply.

Article 27- The Advisory Committee is elected by the board of directors among the members of the association or among persons who have come to the forefront in their domains. The Advisory Committee is an advisory body which advises the board of directors in relation to the association's purpose, aim and areas of activity. The Advisory Board has no executive duty. The Board meets at least once a year in March upon invitation by the Board of Directors under the presidency of the Chairman of the advisory board who is appointed by the Board of Directors.

The present bylaws consist of 27 (twenty seven) articles.