

BY-LAWS OF BASIC NEEDS ASSOCIATION (TEMEL İHTİYAÇ DERNEĞİ *in Turkish*)

ARTICLE 1: Name and Central Office of the Association

The name of the Association is “Basic Needs Association” (Temel İhtiyaç Derneği). The central office of the Association is situated in the city of Istanbul. It has no branch offices. Branch offices may be opened in other cities, as well, if and where necessary.

The Emblem of the Association is shown below:



ARTICLE 2: Purpose of the Association and Operational Areas and Forms, and Fields of Activity to be Carried on by the Association in Order to Achieve Such Purpose

Purpose of the Association

The Association has been founded for the purpose of enabling each individual living in the cities, smalltowns and villages and suffering from socio-economical disadvantages (regardless of citizenship) to have access to all basic needs. Basic needs are defined as those physical and social requirements which are needed by individuals in order to maintain their life including, in particular, food, clothing, cleaning and heating.

The Association establishes, and acts as an intermediary for the establishment of, Food Banks in the regions, where the disadvantaged people are living heavily, in order to meet their basic needs.

Food Bank; means those organizations set up by non-profit associations and foundations which supply all sorts of donated products, or such basic needs as all sorts of food, cleaning, clothing and heating products not released on the market owing to over-production, packaging or coding error, suitable for health, within their expiry dates, and which store such products under suitable conditions and which make such products available to the needy people, as well as to the people affected by natural disasters, directly, or by means of various charitable organizations.

The Association carries out activities which aim to enhance employment opportunities for the sake of reducing the need of the people benefiting from Food Banks for basic needs. To that end, the Association may enter into cooperation with public, civil society and private sector organizations.

The Association sets up economic models using local resources in those villages which have difficulties in meeting their basic needs.

The Association carries on activities designed to enhance the social awareness of love for animals, to prevent violations of animal rights, to ensure that the general public is made aware of such violations, and to enhance the right-to-live, first of all, and then well-being of all animals including, in particular, disowned street animals, as well as to draw attention of the general public to animals in need of help.

ERK TERCÜME
Erkin Arda KOÇAK
Ortabahçe Cad.K. 2 No: 25/6
Beşiktaş / İSTANBUL
Beşiktaş V.D. 236 180 7700

The Association may establish and operate animal shelters/pounds and rehabilitation centers, and may open animal hospitals. Moreover, the Association aims to meet basic needs of animal shelters run by the public sector as well as the private animal shelters. Within this framework, the Association works in cooperation with all shelter officials and animal rights/needs volunteers.

In the event of any natural disaster, the Association may carry out activities in disaster-hit areas for the sake of meeting basic needs there.

In addition to its goal of providing the needy people with their basic needs, the Association also targets to complete the recovery cycle by channelling wastes and/or convenient organic products to biogas, compost and waste recovery facilities with an eye to preventing wasteful consumption. It may enter into cooperation with public, civil society and private sector organizations to that end.

Operational Areas and Forms, and Fields of Activity to be Carried on by the Association

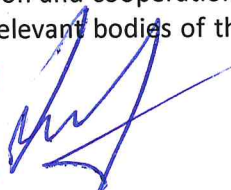
1. To conduct activities, negotiations, assessments and researches for the coordination, planning and development of the activities of the Food Banks founded and supported by itself, as well as to render them more efficient.
2. To work in relation to the development and regulation of Food Banking, to organize such educational activities as local and international courses, seminars, conferences and panels in relation to that purpose, to participate in such kind of activities, to set up and supervise collaborations to that end.
3. To collect and gather statistical data in such areas as designated by itself with an eye to ensuring an increasing participation in employment, to organize volunteers in this process and to handle analytical and solution-oriented activities in such areas as directly designated by itself.
4. To carry out educational activities for enabling individuals to enhance their self-confidence and vocational competence with an eye to ensuring an increasing participation in employment.

To identify those areas which are going through socio-economic problems, suffering difficulties in meeting their basic needs and failing to convert their local assets into an economic value, to make problem analysis in such areas and to give a start to activities designed for finding solutions.

To develop and implement new alternative economic models in those areas which are going through socio-economic problems.

To handle economic activities in relation to the products and services which come out thanks to the new economic models, so developed, by means of economic enterprises set up within the Association structure.

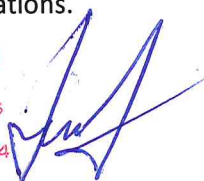
5. To develop and implement plans, programs and projects for identifying the problems being suffered by the poor segment of the society, benefiting from food banking, and for providing solutions for such problems, based on the information and data compiled by way of research, and to issue reports in relation thereto.
6. To handle joint implementation and cooperation with international institutions and agencies including, in particular, the relevant bodies of the United Nations, to which Türkiye is also a



member, around those projects and programs which directly aim to provide humanitarian aid and development, in observance of relevant national legislation, and to accept donations and technical aid from such institutions and agencies.

7. To support the founding of, and realize, new food banks.
8. To procure all sorts of information, papers, documents and publications necessary for the achievement of its purpose, to set up documentation center and releases such publications as newspaper, magazine, book, bulletin, postcard, poster, CD and almanac, including online publications for promoting its activities to wider masses, in line with its goals, and to issue operational and informational bulletins for distribution to its members.
9. To ensure a healthy working environment for the achievement of its purpose, to provide all sorts of technical tools and equipment, fixtures and stationeries to that end.
10. To, provided that necessary permissions are duly obtained, engage in fund-raising activities, whether in cash or non-cash (in-kind), in order to keep up its activities, as well as for the food banks founded, or supported, by itself, and to accept donations from domestic and foreign donors.
11. To conduct activities which aim at ensuring an active participation on the part of all concerned parties for a correct description of problems and for the development of solution-oriented projects and programs, as well as for the handling of relevant planning, implementation and assessment processes, with an eye to enabling our people to meet their basic needs and to achieving a bigger workforce participation.
12. To establish and operate animal shelters and rehabilitation centers, to open animal hospitals, and, moreover, to carry on solution-oriented activities for setting up network among all animal shelters/animal rights associations and for ensuring the flow of basic needs. To that end, provided that necessary permissions are duly obtained, to engage in fund-raising activities, in cash and/or non-cash, and to accept donations from domestic and foreign donors.
13. To establish and operate economic, commercial and industrial enterprises with an eye to procuring such revenues as needed for the achievement of the goals set forth in its By-laws.
14. To organize such events as dinners, concerts, stage plays, exhibitions, sports and journeys for ensuring that better and sustainable human relations are established among its members, or to enable its members to make use of such events.
15. Apart from buying such products as needed for its activities, if and where necessary, and from accepting relevant donations, to buy, sell, hire and hire out movable and immovable properties and to establish real rights (*rights in rem*) on immovable properties.
16. To make plans for the activities of support on the part of food banks and other similar organizations, intended to be provided as foodstuff, cleaning materials, heating and clothing, to be handled in the event of any natural disaster for the disaster-hit areas, and to ensure relevant coordination and act as an intermediary therefor.
17. To engage in food banking under the scope of such food banking activity as defined in relevant laws, decrees and regulations.

ERK TERCÜME
Erkin Arda KOÇAK
Ortabahçe Cad.K: 2 No: 25/6
Beşiktaş / İSTANBUL
Beşiktaş V.D. 236 180 77004



18. To engage in international activities, to become a member in foreign associations or organizations and to handle joint activities, organizations and projects with such entities on a project basis, both at home and abroad, or to exchange of aids with them, to accept aids from real persons and legal entities from abroad in pursuit of its purpose and to distribute such aids at home or abroad, as appropriate.
19. To handle joint projects with public institutions and agencies on the subjects covered by the scope of the mandate, without prejudice to the provisions of the Law on the Relations of Associations and Foundations with Public Institutions and Agencies, N°5072, if and where deemed necessary for the achievement of its purpose, and to accept cash and non-cash aids in relation thereto.
20. To set up a community chest with an eye to meeting such essential items of need on the part of its members as foodstuff, clothing, as well as other relevant materials and services, and, also, their short-term credit requirements, while realizing the goals and activities of the Association.
21. To open branch and representative offices in such places as deemed necessary for carrying out its activities,
22. To develop and implement projects for the realization of a joint goal with other associations or foundations, trade unions and other similar civil society organizations (non-governmental organizations) for those fields which are relevant to its purpose, and not prohibited by the applicable legislation, to set up platforms therefor, to set up temporary platforms under such names as venture, etc., to participate in the platforms so set up.
23. To accept all sorts of the Qurbani (Eid al-Adha/Feast of Sacrifice) donations for the exploitation thereof in line with its purpose, to keep and store the same under suitable conditions for onward distribution to the needy people directly, or by means of other organizations.
24. To conduct activities for meeting basic needs of the needy people, directly or by means of other organizations, in line with its purpose, provided that necessary permissions are obtained in relation thereto, beyond the scope of food banking, to enter into cooperation with other persons and organizations to that end, to engage in cash and non-cash fund-raising activities to that end, and may accept donations from domestic and foreign donors to that end.
25. To channel wastes and/or convenient organic products to biogas, compost and waste recovery facilities with an eye to preventing wasteful consumption with an eye to preventing wasteful consumption and thus ensure that organic waste is recovered as energy (electricity and heat) and fertilizers and that other wastes are recycled appropriately (as plastic, glass, paper, etc.)

ARTICLE 3: Basic Principles

The Association adopts the principles of impartiality, transparency, sustainability and integrity. The Association works on national and international issues in line with its purpose and projects.

ERK TERCÜME
Erkin Arda KOÇAK
Ortabahçe Cad.K; 2 No: 25/6
Beşiktaş / İSTANBUL
Beşiktaş V.D. 236 180 77004



ARTICLE 4: Membership

All real persons and legal entities satisfying the following Conditions for Membership may be a principal Member of the Association. Members are entitled to cast vote at the General Assembly. They are liable to pay such monthly membership dues as set by the Board of Directors (Management Board).

Any member who is indebted to the ASSOCIATION for membership dues (for the previous period) is not eligible for candidacy in any board election at the General Assembly of the ASSOCIATION, nor may be elected therefor, and may not cast attend and vote at the General Assembly of the ASSOCIATION.

Conditions for Membership

Real persons and legal entities, as well as other associations and foundations, that have a legal capacity to act and enjoying a clean bill of health for criminal records and able to present letter of reference from at least two of the incumbent principal members of the Association, and not only embracing the purpose and principles of the Association and agreeing to work in line with that, but also meeting such requirements as set forth in the applicable Legislation, are entitled to become a member of this Association. However, in order that real persons of foreign nationality might become a member, it essential that they shall have been entitled to reside in Türkiye. This condition is not applicable for honorary membership.

Members of the Association are considered to have agreed upon the By-laws of the Association.

Membership Procedures

Candidates intending to be a member of the Association shall fill in a Membership Form indicative of the fact that they have agreed upon the purpose and service fields of the Association, as well as the provisions of the Main By-Laws, and that they are satisfying necessary membership conditions and shall present such form to the Association Presidency. Information declared by the Member shall be taken as a basis unless an official statement in writing is submitted.

The applicants must file their membership application, in writing, as accompanied by a reference letter, in writing, bearing the wet signatures of two principal members, with the Association Presidency. The Board of Directors of the Association shall go through such membership applications and shall make its decision, no later than thirty days, as to whether to accept or reject such applications. The applicant shall be made informed of this decision with a result notice. Principal members of the Association are composed of the founders of the Association as well as of those persons who had been admitted into membership by the Board of Directors.

A decision made by the Board of Directors for the rejection/denial of the candidate's application is final and, as such, no objection may be filed against it under any circumstances.

If and where a branch offices are opened, the membership records of the members registered at the central office may be transferred to relevant branch offices where they are domiciled. In this case, new membership applications may be filed with relevant branch offices where they are domiciled. And, moreover, procedures for admission into Membership and for de-registration may also be done by the board of directors of the branch office where they are domiciled. Such procedures must be reported to the Central Office in writing no later than thirty days.

ERK TERCÜME
Erkin Arda KOÇAK
Ortabahçe Cad.K: 2 No: 25/6
Beşiktaş / İSTANBUL
Beşiktaş V.D. 236 180 77004



Honorary Members

Providers of significant monetary and non-monetary supports may be admitted as honorary members by virtue of a decision of the Board of Directors to that effect. Honorary members may not elect, or be elected.

ARTICLE 5: Membership Coming to an End

1- Resigning From Membership

Each member is entitled to terminate his/her/its membership by giving a written notice to that effect. Quitting procedure shall be considered to have been finalized simultaneously with the receipt of the relevant letter of resignation by the Board of Directors. Resigning from membership shall not put an end to any accumulated debts owned by relevant member to the Association.

Financial liability of outgoing members shall cease to exist at the date of occurrence of legal grounds in the case of members outgoing for legal grounds (except for the debts ruled for by competent court) and the end of the operating period, for which the notice of quitting has been filed, and all contribution pertaining to the operating period with which they are affiliated shall be taken from them.

If and where all contribution debts of an outgoing member are not repaid, the Board of Directors may seek legal remedies in relation thereto.

2- Removal From Membership

Events involving removal from membership:

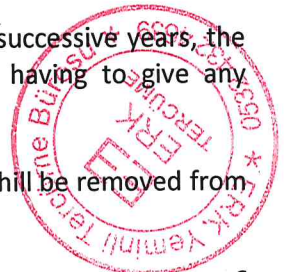
1. Behaving contrary to the by-laws of the Association,
2. Acting contrary to such operating standards and principles as set by the Association,
3. Refraining from performing the assigned tasks in a continuous way,
4. Not complying with the decisions made by the governing bodies of the Association,
5. Ceasing to be eligible for membership,
6. Behaving in a way which would do damage to the reputation and image of the Association,
7. Failing to pay membership dues.

The fact the membership contribution not paid up for the relevant period needs to be settled within 15 days and that, otherwise, necessary procedure for his/her/its removal from membership would be started shall be notified to the relevant member via his/her/its communication address declared in the membership application or, if notice of change filed, via his/her/its new address so notified, by means of certified mail, with receipt requested, and/or by mail via his/her/its e-mail address declared in the membership application and/or by SMS via his/her/its mobile phone declared in the membership application. If and where relevant contribution remains unpaid despite such notification, the procedure for removal from membership shall take place.

For any members failing to pay up their membership contributions for two successive years, the procedure for removal from membership shall be implemented without having to give any warning and notification.

Where one of the above-mentioned situations is discovered, relevant member shall be removed from membership by virtue of a decision of the Board of Directors to that effect.

ERK TERCÜME
Erkin Arda KOÇAK
Ortabahçe Cad.K: 2 No: 25/6
Beşiktaş / İSTANBUL
Beşiktaş V.D. 236 180 77004



Members resigning or removed from membership shall be deleted from the register of members and may not make any claims for the Association's assets/properties. If a resigning member intends later on to re-join the Association, he/she/it may be admitted into membership again, provided that the conditions set out in the applicable article of the By-laws are duly fulfilled.

Removal from membership shall not put an end to any accumulated debts of the relevant member, owed to the Association, arising from his/her/its membership dues and commitments. All kinds of legal action may be invoked for the accumulated debts of such a member.

ARTICLE 6: Governing Bodies of the Association

The governing bodies of the Association are composed of:

1. General Assembly,
2. Board of Directors (Management Board),
3. Board of Auditors (Supervisory Board),

ARTICLE 7: Formation of the General Assembly, Convocation Time, Invitation and Meeting Procedure

General Assembly:

1. convenes ordinarily at such time as prescribed in the present By-laws,
2. convenes extraordinarily within thirty days when and where deemed necessary by the Board of Directors or Board of Auditors or upon the written request of the one/fifth of the Association members,
3. Ordinary General Assembly convenes every 3 years, in December, on such date and at such time and place as set by the Board of Directors.
4. The General Assembly is invited to meet by the Board of Directors. If the Board of Directors fails to make a General Assembly invitation; the competent justice of the peace shall give a mandate to three members to make such invitation upon the application filed by any member to that effect.

Invitation Procedure

The Board of Directors shall make a list of the members entitled to attend the General Assembly according to the By-laws of the Association. Members entitled to attend the General Assembly shall be invited to meet at least fifteen days in advance by getting an announcement indicative of the date, time, place and agenda of the meeting, published in at least one newspaper, or released on the web page of the Association, or by way of postal service, fax, SMS, local publishing media, or via e-mail. This invitation shall also indicate the date, time and place of the second meeting to be held if and where the original meeting does not take place owing to the lack of majority. The period of time between the first meeting and second meeting may not be lesser than seven days, longer than sixty days.

If and where a meeting is adjourned to a later date for any reason other than the lack of majority, this situation is notified to the members in accordance with the invitation procedure observed for the first meeting by indicating the reasons for adjournment, among other things. It is essential that the second meeting shall be held no later than six months as from the date of adjournment. Members

shall be re-invited to the second meeting in accordance with the principles set forth in the first paragraph.

A meeting of the General Assembly may not be adjourned for more than one time.

Place of Meeting

Meetings of the General Assembly shall be held in the city, where the central office of the Association is located, at such place as set by the Board of Directors.

Meeting Procedure

The General Assembly shall convene with the absolute majority of the members entitled to attend; and with the attendance by two-thirds of the members in the event of a meeting concerning the amendments to the By-laws and the dissolution of the Association; if and where a meeting is adjourned owing to the lack of majority, the majority requirement shall not be sought for the second meeting. However, the number of members attending that meeting may not be lesser than 2-fold of the exact number of members of the Boards of Directors and Auditors.

A list of the members entitled to attend the General Assembly shall be kept available at the meeting place. Identification documents of the members eligible for entering into the meeting place, duly issued by public authorities, shall be checked by the Board of Directors, or by persons to be designated by the Board of Directors to that end. The members shall enter into the meeting place by signing their names as shown in the list issued by the Board of Directors.

Where the quorum for meeting is duly achieved, this fact shall be documented by means of a protocol, and the meeting shall be given a start by the Chairman of the Board of Directors, or by any member of the Board of Directors mandated by him/her. If the quorum for meeting is not duly achieved, too, a protocol shall be executed by the Board of Directors in testimony thereof.

After the opening, a chairman and an adequate number of deputy chairmen and also a clerk shall be elected for setting up the Meeting Council as the body which would run the meeting.

After the meeting is duly given a start, one Chairman and an adequate number of Deputy Chairmen and Clerks shall be elected for running the meeting as the Meeting Council.

For votings to be made for the election of the Association's governing bodies, it is essential that the voting members shall produce their ID documents to the Meeting Council and that they shall sign their names as shown in the List of Attendees.

Management and security of the meeting shall be handled by the Chairman of the Meeting Council.

The General Assembly shall discuss and resolve only on such matters as included in the items of agenda. However, where one-tenth of the attending members make a written request for getting another item discussed and resolved, it is essential that such matters shall also be included in the items of agenda.

Every principal member shall be entitled to one vote at the General Assembly; members are obliged to cast their votes in person. Honorary members may attend the meetings of the General Assembly, without the right to cast votes thereat. In the case of a legal entity being a member, the Chairman of the Board of Directors of that legal entity, or a person appointed as representative in his/her place, shall cast the vote.

ERK TERCÜME
Erkin Arda KOÇAK
Ortabahçe Cad.K: 2 No: 25/6
Beşiktaş / İSTANBUL
Beşiktaş V.D. 236 180 77004



The matters discussed and decisions made at the meetings shall be documented by means of a minutes of meeting, which is to be signed jointly by the Chairman of the Meeting Council and Clerks. At the end of the meeting, such minutes and other documents shall be delivered to the Chairman of the Board of Directors. The Chairman of the Board of Directors is responsible for safeguarding such documents and for handing over the same to the newly-elected Board of Directors within 7 days.

ARTICLE 8: Procedures and Guidelines for Voting, Resolving, Electing and Being Elected at General Assembly

At the meetings of the General Assembly, unless otherwise resolved, members of the Board of Directors and Board of Auditors shall be elected by ballot voting, and other decisions shall be made by votes cast openly by show of hands. Under ballot voting, votes shall be cast by members by means of papers or vote slips, duly sealed by the Chairman of the Meeting Council, by putting them into an empty ballot box. After voting process is over, the votes so cast shall be taken out of the box and counted in an open way.

The method for open voting, on the other hand, shall be determined by the Chairman of the General Assembly.

Resolutions of the General Assembly shall be passed with the absolute majority of the attending members. However, resolutions concerning the amendments to the By-laws and the dissolution of the Association may be only passed with the two-thirds majority of the attending members.

In the event of any amendment(s) to the By-laws, the General Assembly shall convene with the attendance by two-thirds of the members entitled to attend; if and where a meeting is adjourned owing to the lack of majority, the majority requirement shall not be sought for the second meeting. However, the number of members attending that meeting may not be lesser than 2-fold of the exact number of members of the Boards of Directors and Auditors.

Resolutions on the amendments to the By-laws shall be passed with the two-thirds majority of the attending members.

Procedures to Elect and To be Elected

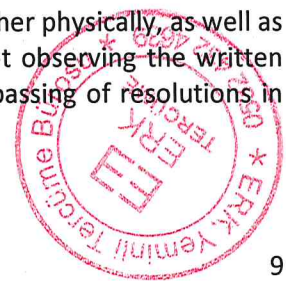
All principal members of the Association, whether being a real person or legal entity, are entitled to elect, and be elected, at the General Assembly. Every principal member shall be entitled to one vote at the General Assembly; Members shall cast their vote in person.

In the case of a legal entity being a member, the Chairman of the Board of Directors of that legal entity, or a person appointed as representative, shall cast the vote. When the chairman or representative status of that person comes to an end, his successor in that capacity shall be re-appointed by the relevant member of legal entity character. Such new appointment shall be notified to the Association along with the relevant authorization letter.

Resolutions Passed Without a Meeting or Invitation

Resolutions passed in writing by all principal members, without coming together physically, as well as resolutions passed by all of the principal members coming together but not observing the written invitation procedure prescribed in the present By-laws, shall be valid. The passing of resolutions in that way shall not take the place of ordinary meeting.

ERK TERCÜME
Erkin Arda KOÇAK
Ortobağçe Cad.K. 2 No: 25/6
Beşiktaş / İSTANBUL
Beşiktaş V.D. 236 180 77004



ARTICLE 9: Duties and Powers of the General Assembly

The following matters shall be discussed and resolved by the General Assembly.

1. To elect the governing bodies of the Association (electing the principal and alternate members of the Boards of Directors and Auditors),
2. To amend the By-Laws of the Association,
3. To discuss the reports of the Boards of Directors and Auditors and to release the Board of Directors of liability,
4. To discuss the budget prepared by the Board of Directors and to adopt it as it is, or after making changes thereto,
5. To grant mandate to the Board of Directors for the purchase of immovable properties necessary for the Association or for the sale of any immovable property already owned,
6. To evaluate the Regulations to be drawn up by the Board of Directors in relation to the Association's activities and to adopt the same as they are, or after making relevant amendments thereto,
7. To grant mandate to the Board of Directors for the determination of the remunerations, allowances, travel appropriations and compensations payable to the Chairman and members of the Boards of Directors and Auditors of the Association, who are not public officials, as well as of the daily allowances and travel appropriations payable to the members to be given tasks for the Association's services,
8. To make decisions for the Association to merge with other associations, and joint into, and to get out of, the federation, and to grant mandate to the Board of Directors for the actions and transactions to be taken and carried out with respect thereto,
9. To make decisions on the Association engaging in international activities and to make the Association a member of foreign associations and entities, or to cease to be a member of the same,
10. To cause the Association establish a foundation and become a member to the existing foundations,
11. To dissolve the Association,
12. To evaluate and resolve on other proposals put forward by the Board of Directors,
13. To do and perform those other duties which the General Assembly is required to do and perform under the applicable legislation,
14. To, as the highest governing body of the Association, handle those affairs and exercise those powers which are not granted to the mandate of another governing body of the Association.

ERK TERCÜME
Erkin Arda KOÇAK
Ortabahçe Cad.K: 2 No: 25/6
Beşiktaş / İSTANBUL
Beşiktaş V.D. 236 180 77004



The General Assembly supervises other governing bodies of the Association and may remove any of them from office, at all times, at its discretion, for cause. The General Assembly gives the final decision on the matters of admission into membership and on removal from membership. As the highest governing body of the Association, the General Assembly may handle those affairs and exercise those powers which are not granted to the mandate of another governing body of the Association.

ARTICLE 10: Composition, Duties and Powers of the Board of Directors

The Board of Directors shall be elected by the General Assembly with a composition of five principal and five alternate members for a membership term of 3 years. Every member of the Board of Directors may be elected as principal member for 3 terms, at a maximum, and may not be a candidate for the Board of Directors, even as an alternate member, upon the end of such 3 membership terms.

The Board of Directors shall make a decision on the division of labour at its first meeting after the election, whereby a Chairman, Deputy Chairman, Secretary, Paymaster and Member are appointed.

The Board of Directors may be invited to meet at any time on condition that all principal and alternate members are duly notified thereof. The Board of Directors shall meet with the attendance of a simple majority (one more than half) of the exact number of its members. Resolutions shall be passed with an absolute majority of the exact number of the attending members.

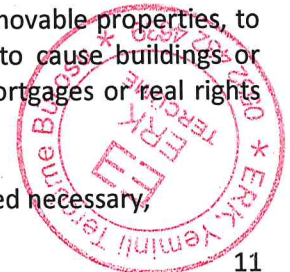
In the event of a vacancy in principal membership of the Board of Directors owing to resignation, or for another reason, alternate member(s) shall be called to substitute, starting from that alternate member who got the biggest vote at the General Assembly. Where the number of members of the Board of Directors falls down the half of the exact number of members even after the alternate members have stepped in owing to vacancies, an invitation shall be made for the General Assembly to convene within 1 month by incumbent members of the Board of Directors or by the Board of Auditors. If such invitation is not made, then the relevant provisions of the Associations Law shall be applicable.

Duties and Powers of the Board of Directors

The Board of Directors shall handle the following matters:

1. To represent the Association or to grant mandate to any member(s) of the Board of Directors with respect thereto,
2. To execute transactions relating to income and expense accounts, to issue and execute relevant documents, to prepare a budget for the upcoming period and to submit it to the General Assembly,
3. To prepare Regulations relating to the Association's activities and to submit it to the General Assembly for approval,
4. To, resting on the mandate granted by the General Assembly, buy immovable properties, to sell movable and immovable properties owned by the Association, to cause buildings or facilities constructed, to execute lease agreements, to cause liens, mortgages or real rights established in favour of the Association,
5. To ensure representative offices are opened at such locations as deemed necessary,

ERK YEMİNLİ
Erkin Arda KOÇAK
Ortahaçca Ccd.K: 2 No: 25/6
Beşiktaş / İSTANBUL
Beşiktaş V.D. 236 180 77004



6. To implement the resolutions passed by the General Assembly,
7. To draw up a report at the end of each operating year, which indicates and clarifies the Association's business account statement or balance sheet and income statement, as well as the activities of the Board of Directors, and to submit such annual report to the General Assembly when convened,
8. To ensure that the budget is implemented,
9. To make decisions for the channelling of funds into the economic enterprise,
10. To make decisions for the admission of new members for the Association or for the removal of any existing members,
11. To fix membership dues,
12. To make and implement all sorts of decisions within its mandate for the achievement of the Association's purpose,
13. To do such other duties as imposed, and to exercise such other powers as granted, by the applicable legislation.

ARTICLE 11: Board of Auditors

The Board of Auditors is composed of three principal and three alternate members elected by the General Assembly.

In the event of a vacancy in principal membership of the Board of Auditors owing to resignation, or for another reason, it is essential that alternate member(s) shall be called to substitute, starting from that alternate member who got the biggest vote at the General Assembly.

Duties and Powers of the Board of Auditors

The Board of Auditors shall conduct audits on whether operations are carried on in line with the purpose stipulated in the By-Laws, and with those subjects of activity which are contemplated to be carried on in order to be able to achieve such purpose, or not, and on whether the accounting books, accounts and records are kept and maintained in accordance with the applicable legislation, as well as with the Association's By-Laws, or not, acting in observance of such guidelines and procedures as laid down in the Association's By-Laws, at intervals not longer than 1 year, and shall submit the results of such audits in the form of a report to the Board of Directors, as well as to the General Assembly when it is convened.

Auditors may make a written request for the inspection of the accounts, at any time, at their discretion.

The Board of Auditors may make an invitation for a meeting of the General Assembly if and when necessary.

ERK TERCÜME
Erkin Arda KOÇAK
Ortabahçe Cad. K: 2 No: 25/6
Beşiktaş / İSTANBUL
Beşiktaş V.D. 238 180 77004



Reporting of Persons Elected as Members of the Governing Bodies to the Administration

Name, surname, Turkish identification number, father's name, place and date of birth, profession and residential address, education and civil registry of persons elected as principal and alternate members of the Boards of Directors and Auditors, as well as of other governing bodies of the Association, shall be reported to the highest provincial government authority of the place, where the central office of the Association is located, by the Chairman of the Board of Directors, or any member of the Board of Directors, or by Secretary-General appointed by the Chairman of the Board of Directors to that end, no later than 30 days after the relevant meeting of the General Assembly, by means of letter indicative of such information. (Any changes occurring in the governing bodies and operating locations of the Association are also subject to the same procedures).

ARTICLE 12: Sources of Revenue of the Association

The sources of revenue of the Association are enumerated below.

1. Membership dues: The amount which the members of the Association are liable to pay for each month so far as their membership continues. The Board of Directors is empowered to increase and decrease the amounts of such dues.
2. Donations and aids granted to the Association by real persons and legal entities voluntarily and of their own accord.
3. Revenues generated from events and activities organized and handled by the Association, such as tea and dinner events, charity sales, exhibitions, trips, entertainment and leisure events, stage plays, auctions, concerts, as well as from Digital platforms, TV programs, the Association publications, lotteries, balls, contests, sports contests, book venue and facility operations and conferences, and, also, revenues generated by using the systems processing information automatically or electronically subject to the obtainment of official permission,
4. Revenues generated from properties/assets of the Association,
5. Donations and aids to be collected in compliance with the legislation on aid-collection activities,
6. Revenues generated from all sorts of organizations, including charity runs handled by national or international civil society entities, as well as relevant donations collected in connection therewith,
7. Earnings generated from business activities embarked upon with an eye to generating that revenue which is needed for the achievement of its purpose,
8. Revenues generated from economic enterprises,
9. Other revenues.

ARTICLE 13: Bookkeeping Principles and Guidelines, and Statutory Books

Bookkeeping Principles

The Association shall keep and maintain its books/ledgers under business account scheme. However, where the annual gross revenue exceeds such limits as set by the Ministry of Finance (TRY 500.000

ERKİN ARDA KOVACI
Erkin Arda KOVACI
Ortabahçe Cad.Ki. 2 No: 25/6
Beşiktaş / İSTANBUL
Beşiktaş V.D. 236 180 77004



for 2021), books/ledgers shall be kept under balance sheet system starting from the following accounting year.

When switched to the balance sheet system, if and where the amount turns out to be lesser than the above-mentioned limit for two consecutive accounting years, the Association may get back to the business account scheme as from the following year.

Statutory books/ledgers may be kept and maintained under balance sheet system by virtue of a resolution of the Board of Directors passed to that effect without having to bound by the above-mentioned limit.

Where the Association sets up a business enterprise, statutory books shall be kept and maintained for that business enterprise also according to the provisions of the Tax Procedures Code.

Bookkeeping Method

Books/ledgers and records of the Association shall be kept and maintained in accordance with the procedures and guidelines set out in the Associations Regulation.

Statutory Books/Ledgers

The Association must keep and maintain the following books/ledgers.

A) Books/ledgers that must be kept under business account scheme and principles for such bookkeeping transactions are as follows:

1. Book of Resolutions: Resolutions of the Board of Directors shall be entered in this book by the order of their dates and numbers, and this book shall be signed by the attending members.
2. Membership Register: Identity information of members and their incoming and outgoing dates shall be entered in this book. Amounts of admission and annual dues paid by members may also be entered in this book.
3. Document Register: Incoming and outgoing documents shall be entered in this register by the order of their dates and item numbers. Originals of incoming documents and copies of outgoing documents shall be filed. Documents received or sent by electronic mail shall be retained by getting them printed out.
4. Inventory Ledger: Dates and methods of acquisition of the fixtures and fittings of the Association and the locations of use or availability, as well as de-registration of any of them which expired as regards useful life, shall be entered in this book.
5. Business Account Book: Revenues generated and expenditures incurred in the name of the Association shall be entered in this book in a clear and regular way.
6. Book of Receipts: Series and item numbers of receipts, name and surname of persons who received and returned such receipts, as well as their signatures, and dates received and returned, shall all be entered in this book.

B) Books that must be kept under balance sheet system and principles for such bookkeeping transactions are as follows:

ERK TERCÜME
Erkin Arda KOÇAK
Ortabahçe Cad.K: 2 No: 25/6
Beşiktaş / İSTANBUL
Beşiktaş V.D. 236 180 7700



- 1- Books mentioned in subparagraphs 1, 2, 3 and 6 of paragraph (a) shall also be kept in the event of bookkeeping done under balance sheet system.
- 2- Journal/Daybook, General Ledger and Inventory Ledger: These books shall be kept in accordance with the provisions of the Tax Procedures Code, as well as with principles set forth in the General Implementing Communiqué on Accounting System issued resting on the powers vested in the Ministry of Finance by said Law.

Certification of the Books/Ledgers

Statutory books/ledgers that must be kept by the Association shall be presented to the Provincial Directorate of Associations or Notary Public for certification before they are used. Such books/ledgers shall be used until they are out of page, and no interim certification shall be made for them. However, it is essential that books kept under balance sheet system and books having the character of form or continuous paper shall be presented for re-certification every year, at last month prior to the year of actual use.

Drawing up of Income Statement and Balance Sheet

Where the bookkeeping is done under business account scheme, a "Business Account Statement" (indicated in APPENDIX-16 to the Associations Regulation) shall be drawn up at end of year (31 December). Where the bookkeeping is done under balance sheet scheme, a balance sheet and an income statement shall be drawn up drawn up at end of year (31 December) based on the General Implementing Communiqué on Accounting System issued by the Ministry of Finance.

ARTICLE 14: Income and Expense Transactions of the Association

Income and expense documents;

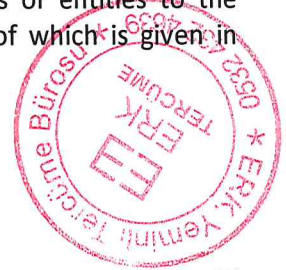
Revenues of the Association shall be collected by means of a "Receipt" (a copy of which is given in APPENDIX-17 to the Associations Regulation). When the revenues of the Association are collected through the channel of banks, such documents as payment slip or account statement shall substitute for receipt.

Expenses of the Association shall be incurred against such expenditure documents as invoice, retail selling voucher, and professional service provider's receipt. However, for payments covered by the scope of Article 94 of the Income Tax Law, an expense slip shall be issued in accordance with the provisions of the Tax Procedures Code, and an Expense Receipt (a copy of which is given in APPENDIX-13 to the Associations Regulation) shall be issued for other payments.

Free of charge deliveries of goods and services made by the Association to persons, institutions or entities shall be effected against an in-Kind Aid Delivery Document (a copy of which is given in APPENDIX-14 to the Associations Regulation).

Free of charge deliveries of goods and services made by persons, institutions or entities to the Association shall be accepted against an "in-Kind Donation Receipt" (a copy of which is given in APPENDIX-15 to the Associations Regulation).

ERK TERCÜME
Erkin Arda KOÇAK
Ortabağca Cad.K: 2 No: 25/6
Beşiktaş / İSTANBUL
Beşiktaş V.D. 236 180 7700



Receipts

“Receipts” (in such form and with such dimensions as shown in APPENDIX-17 to the Associations Regulation) to be used for the collection of the revenues of the Association shall be printed by virtue of a resolution of the Board of Directors via eligible printing-houses.

On the matters of getting receipts printed and checking their appropriateness, of picking up them from printing-house, of entering them into the book, of handover of them from one pay-master to another, and of the use of receipts by persons(s) authorized to collect revenue in the name of the Association with such receipts, as well as of delivery of the revenues so collected, action shall be taken in accordance with the applicable provisions of the Associations Regulation.

Certificate of Authorization

Principal members of the Board of Directors may collect revenue in the name of the Association. Person(s) authorized to collect revenue in the name of the Association in addition to the principal members of the Board of Directors shall be determined by virtue of a resolution of the Board of Directors, also indicating the term of empowerment. “Certificate of Authorization” (a copy of which is given in APPENDIX-19 to the Associations Regulation) bearing full identity, signature and photograph of persons authorized to collect revenues shall be issued by the Association in triplicate and shall then be approved by the Chairman of the Board of Directors. A copy each of Certificates of Authorization shall be given to the local associations’ units. Changes concerning certificate of authorization shall be reported to the local associations’ unit by the chairman of the Board of Directors within fifteen days.

Persons authorized to collect revenue in the name of the Association may begin to collect revenue only as from date on which a copy of their certificate of authorization is submitted to the local associations’ unit.

Concerning the use, replacement, return, etc., of certificate of authorization, action shall be taken in accordance with the applicable provisions of the Associations Regulation.

Except for books/ledgers, any receipts, expenditure documents and other relevant documents used by the Association shall be retained for a period of 5 years in line with that number and date order which is applied in their respective book, without prejudice to the periods of time specified in specific laws.

ARTICLE 15: Submission of Declaration

An “Association Declaration” (a copy of which is given in APPENDIX-21 to the Associations Regulation) relating to the activities of the Association carried on in the previous year, as well as to the results of its income and expense transactions as of the end of year, shall be completed by the Board of Directors and, within the first four months of each calendar year, shall be submitted to the provincial government authority of the place concerned by the chairman of the Association, or sent to the Provincial Directorate of Associations electronically via DERBIS system.

Article 167: Declaration Obligation

Declarations to be filed with the provincial government authority:

ERK TERCÜME
Erkin Arda KOÇAK
Ortabahçe Cad.K: 2 No: 25/6
Beşiktaş / İSTANBUL
Beşiktaş V.D. 236 180 7700



Declaration of the General Assembly Results

Within thirty days as from the date of ordinary or extraordinary meetings of the General Assembly, a "General Assembly Result Notice" indicative of the principal and alternate members elected to the Board of Directors and the Board of Auditors, as well as to other governing bodies, (as shown in APPENDIX-3 to the Associations Regulation), as accompanied by relevant appendice, shall be sent to the Provincial Directorate of Associations by the chairman of the Board of Directors, electronically, via DERBIS system.

In the event of any amendments to the By-laws done; such General Assembly result notice shall be accompanied by:

- 1- A copy of of the minutes of the General Assembly, duly signed by the chairman of the Meeting Council, deputy chairmen and clerk,
- 2- A copy of the former and new versions of the relevant articles of the By-laws, and final version of the By-laws, with each page duly signed by the Board of Directors.

Declaration of Immovable Properties

Any immovable properties acquired by the Association shall be declared to the provincial government authority by completing an "Immovable Property Declaration" (as shown in APPENDIX-26 to the Associations Regulation) within thirty days as from the date of relevant registration with the Property Registry.

Declaration of Foreign Aid

In the event of an aid expected to be enjoyed by the Association from a foreign country, a notice shall be given to the provincial government authority by completing a "Foreign Aid Declaration" (as shown in APPENDIX-4 to the Associations Regulation), in duplicate, before getting such foreign aid. The form of notice shall also be accompanied by a copy of the resolution of the Board of Directors passed with respect to the enjoyment of foreign aid, a protocol, agreement and similar instrument issued and executed in relation thereto, if any, as well as by a copy of relevant payment slip, account statement and similar documents issued for the account into which the aid has been transferred. It is mandatory to get any cash aids through the channel of banks and to satisfy the declaration obligation before such aid is used.

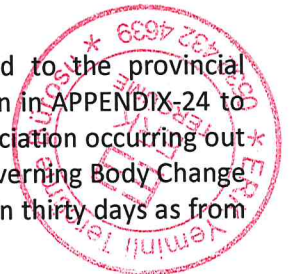
Declaration as Regards Joint Projects Co-Handled with Public Institutions and Agencies

A copy of the protocol executed in relation to joint projects co-handled by the Association with public institutions and agencies on its fields of activity, as well as of the relevant project, shall be attached to the "Project Notice" (as shown in APPENDIX-23 to the Associations Regulation) and submitted to the Governorate of the province, where the central office of the Association is located, within 1 month as from the date of protocol.

Declaration of Changes

Any change in the operating locations of the Association shall be declared to the provincial government authority by completing a "Location Change Declaration" (as shown in APPENDIX-24 to the Associations Regulation) and any change in the governing bodies of the Association occurring out of the meeting of its General Assembly shall be so declared by completing a "Governing Body Change Declaration" (as shown in APPENDIX-25 to the Associations Regulation), all within thirty days as from the date of occurrence of such changes.

ERKİN ARDA KOÇAK
Erkin Arda KOÇAK
Ortabahçe Cad.K: 2 No: 25/6
Beşiktaş / İSTANBUL
Beşiktaş V.D. 236 180 7404



And any changes in the Association By-laws shall be declared to the provincial government authority within thirty days as from the date of the meeting of the General Assembly which resolved to make such changes, as accompanied by the General Assembly result declaration.

ARTICLE 17- Internal Audit

An Internal Audit may be conducted on the Association by its General Assembly, Board of Directors or Board of Auditors, and, also, an audit may be commissioned to Independent Audit Firms. The fact that an audit has been conducted by the General Assembly, Board of Directors or Independent Audit Firms shall not relieve the Board of Auditors of its responsibility.

The Association shall be audited by the Board of Auditors once a year. The General Assembly or Board of Directors may conduct audit if and when this is deemed necessary or may get such audit conducted by independent audit firms.

When so requested by the members of the Board of Auditors, it is compulsory for the Association officers to show, or give, all sorts of information, documents and records, as well as to allow the auditors to enter into the Management places, entities and annexes.

ARTICLE 18: Borrowing Procedures

The Association may borrow by virtue of a resolution of its Board of Directors to that effect if and when this is needed in order to be able to achieve its purpose and to carry on its activities. This borrowing may take the form of purchase of goods and service on credit as well as of procuring loan in cash. However, no borrowing may be allowed in an amount which could not be covered by the sources of revenue of the Association and which might render the Association fragile in terms of insolvency.

ARTICLE 19: Amendments to the By-laws

Amendments to the By-laws may be made by virtue of a resolution of the General Assembly to that effect.

The meeting of the General Assembly must be held with the attendance by 2/3 (two-thirds) of eligible and qualified members in order that any amendments might be made to the By-laws. If a meeting is adjourned to a later date owing to failure to achieve the required majority, such majority shall not be sought for the second meeting. However, the number of members attending that meeting may not be lesser than 2-fold of the exact number of members of the Boards of Directors and and Auditors.

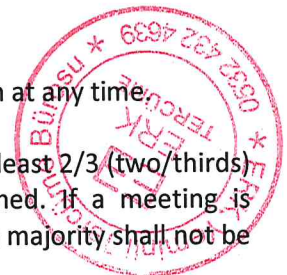
Majority for passing a resolution on any amendments to the By-laws shall be 2/3 (two-thirds) of votes of the attending members entitled to vote. Voting for any amendments to the By-laws at the General Assembly shall be made openly by show of hands.

ARTICLE 20: Dissolution of the Association and Liquidation of its Assets

The General Assembly of the Association may pass a resolution for its dissolution at any time.

In order than a resolution might be passed for dissolution, it is essential that at least 2/3 (two-thirds) of members eligible and qualified shall be present at the meeting concerned. If a meeting is adjourned to a later date owing to failure to achieve the required majority, such majority shall not be

ERK TERCOU
Erkin Arda KOÇAK
Ortobahçe Cad.K, 2 No: 25/6
Beşiktaş / İSTANBUL
Beşiktaş V.D. 239 80 77 004



sought for the second meeting. However, the number of members attending that meeting may not be lesser than 2-fold of the exact number of members of the Boards of Directors and and Auditors.

Majority for passing a resolution on dissolution shall be 2/3 (two-thirds) of votes of the attending members entitled to vote. Voting for dissolution at the General Assembly shall be made openly by show of hands.

Liquidation Procedures

When a resolution is passed by the General Assembly for dissolution, the Association's funds, properties and rights (claims) shall be liquidated by a Board of Liquidators composed of the final members of the Board of Directors. Liquidation procedures shall be given a start as from the date on which relevant resolution has been passed by the General Assembly for dissolution, or from the date on which automatic dissolution process becomes final. The wording "**Tasfiye Halinde**" (in **Liquidation**) shall be added next to the name of the Association, making it "**Basic Needs Association in Liquidation**", for all transactions during the course of liquidation process.

The Board of Liquidators shall be in charge of, and be responsible for, handling and finishing the process of liquidating the Association's funds, properties and rights/claims, from the beginning to the end, in compliance with the applicable legislation. This board shall, first of all, inspect and go through the Association's accounts. During such inspection, books, receipts, spending documents, title deeds and banking records of the Association, as well as other relevant documents, shall be determined with an eye to documenting all the assets and liabilities by means of a witnessing protocol. An invitation shall be made to the creditors of the Association during the course of liquidation procedures, and sums owed to such creditors shall be settled using the proceeds generated from sales of its properties, if any. In the case of sums being owed to the Association, such receivables shall be collected and recovered as appropriate. All money, properties and rights remaining after collection of receivables and payment of debts, shall be conveyed and handed over to another civil society organization pursuing the same objects by virtue of a resolution of the Board of Liquidators composed of the final members of the Board of Directors passed to that effect.

All procedures carried on concerning the liquidation shall be documented in the liquidation protocol, and liquidation procedures shall be brought to a completion within three months, except for such additional times as granted by provincial government authority for a justifiable reason.

After completion of the liquidation and conveyance/handover procedures in relation to the Association's moneys, properties and rights, it is essential that the Board of Liquidators shall keep provincial government authority of the location, where the central office of the Association is located, informed of this situation within seven days, in writing, and that this notice shall be accompanied by the liquidation protocol.

The final Board of Directors shall be liable to retain the books and documents of the Association in its capacity as the Board of Liquidators. This task may also be delegated to any member of the Board of Directors. Such books and documents shall be retained for a period of five years.

ARTICLE 21: Statutory Provisions

Any matters not regulated in, or governed by, the present By-laws shall be subject to the applicable provisions of the Associations Law, Turkish Civil Code, and the Associations Regulation issued thereunder, as well as of other applicable legislation, which regulate and govern the matters of associations.

ERK TERCÜME
Erkin Arda KOÇAK
Ortabahçe Cad.K: 2 No: 25/6
Beşiktaş / İSTANBUL
Beşiktaş V.D. 236 180 71/14



ARTICLE 22: Electronical Meetings of the General Assembly and Board of Directors

Under the scope of the Regulation Amending the Associations Regulation, promulgated in the Official Gazette of 21.10.2021; the General Assembly and Board of Directors may hold any meeting of the General Assembly and Board of Directors, which are eligible therefor, electronically, via such electronical systems as adopted and approved by the Ministerial General Directorate of Information Technologies and in observance of the applicable legislation in effect in relation thereto.

The present By-laws are composed of 22 (twenty two) articles.

Certified that the foregoing By-laws conform to the Associations Law N°5253.
24 October 2023

(Signed by Bayram Ali ÇATIROĞLU, Provincial Director of Civil Society Relations)

(Official Seal of the PROVINCIAL DIRECTORATE OF CIVIL SOCIETY RELATIONS
of GOVERNORATE OF THE PROVINCE OF ISTANBUL)

(Signatures)



ERK TERCÜME
Erkin Arda KOÇAK
Ortabahçe Cad.K: 2 No: 25/6
Beşiktaş / İSTANBUL
Beşiktaş V.D. 236 180 77004

Bu belge tarafımdan fotokopiden / aslından

Tercümeden / dan

.....ye / ya tercüme edilmiştir.

Yemimli tercüman : Erkin Arda Koçak

(Handwritten signature in blue ink)