

STATUTE OF THE ASSOCIATION OF INNOVATIVE SOLUTIONS FOR SUSTAINABLE DEVELOPMENT

Article 1 - Name and Head Office

The name of the association is "Association of Innovative Solutions for Sustainable Development".

Head office of the association is located in Istanbul. No branches shall be opened.

Article 2 - Purpose of Association; Subjects and Methods of Efforts to Be Conducted by the Association to Achieve Such Purpose; Field of Activity

2.1 Purpose

The Association shall develop all kinds of national and international social, economic, environmental and cultural projects to serve sustainable development and undertake activities to that end. It shall develop high-impact solutions for the social, economic, cultural and environmental development of communities; develop collaborations with national and international partners and strive to generalize the models that it creates. Focusing on social development, the Association may work with the youth, women, the disabled, children and disadvantaged groups.

2.2 Subjects and Methods of Efforts to Be Conducted by the Association

- a. Carry out cultural studies and research, organize activities, develop projects and training sessions, undertake capacity development efforts, make publications and prepare reports for the purpose of improving and making its operations effective;
- b. Procure all kinds of information, documents, publications, technical tools, fixtures and stationery supplies that are needed to archive the purpose; create a documentation center; publish newspapers, journals, books, bulletins etc. to make their efforts known; organize training activities such as courses, seminars, conferences and panels;
- c. Participate in transformation programs for personal and professional growth; offer internship opportunities to give those groups in need the right capabilities for their life and career and improve their professional skills;
- d. Offer scholarships to those who are eligible;
- e. Offer consultancy and coaching/mentorship services, develop and implement training activities for the personal, social, professional and cultural development of those groups that are in need in order to contribute to their personal growth;
- f. Undertake inventory creation efforts to help identify social issues;
- g. Design and implement activities to support and develop social entrepreneurship and offer guidance to young social entrepreneurs;
- h. Develop, apply and generalize the use of tools for sustainable development, monitoring-assessment and social impact;
- i. Subject to the provisions of Law numbered 5072 on the Relations of Associations and Foundations with Public Bodies and Institutions and other relevant provisions of applicable legislation, develop collaborations and implement joint projects with public bodies and institutions in those areas falling within their area of responsibility; develop platforms jointly with other associations or foundations, unions or similar non-governmental organizations for a common goal in areas which are relevant to the Association's purpose and are not prohibited by law; develop collaborations with all kinds of relevant private and international organizations and conduct joint efforts; become a member of, cooperate or undertake joint projects with foreign associations or organizations; open representation offices at home or abroad if necessary;

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- j. Make use of all technological capabilities in the virtual environment to achieve the purpose, including creating a portal, developing mobile applications and developing a database;
- k. Conduct awareness and advocacy efforts (campaigns, communication activities, roadshows etc.);
- l. Engage in fund raising activities, accept donations from within and outside the country, apply for national and international grant programs, provided that necessary permissions are obtained;
- m. Establish and operate commercial and industrial enterprises in order to obtain the revenues required to achieve the purpose specified in the statute;
- n. Purchase real property and immovable goods that are needed for the Association's activities; sell, lease, hire and place real rights on the same;
- o. Establish foundations or federations or join an existing federation, whether at home or abroad, if deemed necessary to achieve the purpose; and set up any facilities which may be established by associations, by obtaining necessary permissions.

2.3 Association's Field of Activity

The Association carries out operations at home and abroad in accordance with its purpose.

Article 3 - Principles of the Association

- a. One of the Association's main goals is to contribute to peaceful social development with a notion of equal rights and responsibilities.
- b. The Association believes in democracy and democratic values in all fields of life and rejects all kinds of discrimination, hate speech and violence based on race, color, ethnicity, language, religion, disability, gender, age, sexual orientation, poverty, education etc. The Association advocates human and environmental rights based on universal human rights and freedoms and environmental protection and the international conventions safeguarding such rights. It respects natural and cultural assets and values.
- c. The Association places importance on volunteerism, collaboration and sharing and believes in the power of multi-stakeholder projects, lifelong learning and continuous development.
- d. Creativity and innovation are two essential values of the Association.
- e. The Association believes in ethical, transparent and accountable management.

Article 4 - Right of Membership and Membership Procedures

Any real and legal person who possesses the capacity to act, embraces and agrees to work in accordance with the Association's goals and principles and meets the criteria specified by legislation may become a member of the Association. However, foreign real persons should have residency rights in Turkey in order to become a member. This criterion is not sought for honorary membership.

Applications for membership are made to the Association directorate in written form and are either accepted or rejected by the Association's Board of Directors within a maximum period of thirty (30) days; the decision is notified to the applicant in written form. Applicants whose application is accepted are registered as members in the register kept for this purpose.

Permanent members of the Association are its founders and the people who are granted membership by the Board of Directors upon application.

Those making significant material or immaterial contribution to the Association may be accepted as honorary members upon a decision by the Board of Directors. Foreigners may also be granted honorary membership.

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Article 5 - Termination of Membership

Any member may terminate their membership with the Association by serving a written notification.

The termination process is deemed to be completed once the member's resignation letter is received by the Board of Directors. Resignation from membership doesn't mean that any debts owed by the member to the Association are cancelled.

Article 6 - Removal from Membership

Conditions which require removal from membership include the following:

1. Acting in breach of the Association's statute, purpose and interests -
2. Continuously avoiding the tasks assigned,
3. Making transactions on behalf of the Association, burdening it with obligations and liabilities, although one is not authorized to do so,
4. Not following the decisions made by the Association's bodies,
5. No longer meeting membership criteria.

If any of the above conditions is determined to exist, membership of the relevant member is terminated upon a decision by the Board of Directors.

Members who resign from membership or whose membership is terminated are removed from the member register and may have no claims on the Association's property.

Article 7 - Bodies of the Association

The bodies of the Association are shown below.

- 1-General Assembly,
- 2-Board of Directors,
- 3-Audit Board.

Article 8 - Formation, Time of Meeting, and Invitation and Meeting Procedure of the Association's General Assembly

8.1 Formation and Time of Meeting

The General Assembly is the Association's highest decision-making body and comprises registered members of the Association.

General Assembly;

- 1- Convenes for ordinary meetings at the times specified in this statute;
- 2- Convenes for extraordinary meetings when deemed necessary by the Board of Directors or the Audit Board or within thirty (30) days upon written request of one fifth of Association members.

Ordinary General Assembly meetings are held every three (3) months, one in December, at the time and place designated by the Board of Directors.

The General Assembly is summoned for meeting by the Board of Directors.

If the Board of Directors doesn't summon the General Assembly for meeting, a magistrate assigns three members to summon the General Assembly for meeting, upon application by a member.

8.2 Invitation Procedure

Relevant provisions of applicable legislation shall apply with regards to the timing and form of invitation for members to the general assembly and organization of a second meeting if the general assembly cannot be convened due to lack of quorum, and the timing and form of invitation to such meeting.

8.3 Meeting Procedure

Provisions of applicable legislation shall apply with regards to General Assembly meetings and quorums, meeting procedure, agenda and member's voting rights.

Article 9 - Voting and Decision Procedures of the General Assembly

If there is no decision to the contrary, open-ballot voting is done at the General Assembly. In open-ballot voting, the method specified by the Chairman of the General Assembly is used.

In case of a secret ballot, the voting papers sealed by the meeting chairman, after being duly marked by members, are put in an empty container and counted openly to learn the result after voting is completed.

General Assembly decisions are taken by the absolute majority of members participating in the meeting. However, decisions for modification of the statute or dissolution of the Association may only be taken by two thirds of the members participating in the meeting.

Decisions taken with written participation of all members without an actual meeting taking place and decisions taken by the convening of all Association members without following the written invitation procedure specified in this statute are valid. Such decisions do not replace ordinary meetings.

Article 10 - Duties and Powers of General Assembly

The following matters are discussed and resolved by the General Assembly.

1. Election of the permanent and deputy members of the Board of Directors and Audit Board;
2. Amendment of the Association's statute;
3. Discussion of the reports of the Board of Directors and Audit Board and release of the Board of Directors;
4. Discussion of the budget prepared by the Board of Directors and its acceptance as is or after modification;
5. Authorization of the Board of Directors for the purchase of real property required by the Association or for the sale of existing real property;
6. Review and approval as is or after amendment of the reports to be prepared by the Board of Directors with regards to Association activities;
7. Determine the fees, all kinds of allowances and compensations to be paid to the chairmen and members of the Association's Board of Directors and Audit Board, who are not public workers, as well as the daily fee and travel allowance to be paid to members assigned for Association services;
8. Decision as to the Association's joining or leaving a federation;
9. The Association's international activities, membership with foreign associations and organizations or termination of such membership;
10. Establishment of a foundation by the Association;
11. Dissolution of the Association;
12. Review and resolution for other suggestions by the Board of Directors;
13. Performance of other duties which are required by legislation to be performed by the General Assembly.

The General Assembly supervises the Association's other bodies and may remove them from duty on valid grounds at any time.

The General Assembly makes the final decision as to acceptance of and removal from membership. As the most powerful body of the Association, it performs the duties and exercises the powers not assigned to another body.

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Article 11 - Board of Directors

11.1 Formation of the Board of Directors

The Board of Directors is elected by the General Assembly to consist of five (5) permanent and five (5) deputy members.

At its first meeting after the election, the Board of Directors reaches a decision to assign duties and identify the chairperson, vice chairperson, secretary, accountant and member.

The Board of Directors may be summoned for a meeting at any time provided that all members are given notice. The Board convenes when one more than half of the total number of members are present. Decisions are made by the absolute majority of members participating in the meeting.

If a permanent member position becomes vacant in the Board of Directors due to resignation or other reasons, it is mandatory to summon to duty the deputy members in the order of votes they received in the General Assembly.

11.2 Duties and Powers of the Board of Directors

The Board of Directors performs the following duties:

1. Represent the Association or authorize one or several of its members to that end;
2. Calculate revenues and expenditures, prepare the budget for the next period and submit it to the General Assembly;
3. Prepare the regulations concerning the Association's activities and submit them for the General Assembly's approval;
4. With the power granted by the General Assembly, buy real property, sell the Association's movable goods and real property, have buildings or facilities constructed, make lease agreements, have pledges, mortgages or real rights placed in favor of the Association;
5. Opening representation offices at home and abroad when necessary;
6. Implementing the decisions taken at the General Assembly;
7. Prepare the Association's operating performance statement or balance sheet and income statement and a report describing the works of the Board of Directors at the end of each operating year and submitting the same to the General Assembly when it convenes;
8. Ensure that the budget is implemented;
9. Deciding on accepting members into or removing members from the Association;
10. Making and implementing the decisions required to achieve the Association's purpose in accordance with applicable legislation and this Statute;
11. Performing other duties and exercising other powers granted to it by legislation.

Article 12 - Audit Board

12.1 Formation of the Audit Board

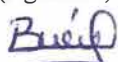
The Audit Board is elected by the General Assembly to consist of three (3) permanent and three (3) deputy members.

If a permanent member position becomes vacant in the Audit Board due to resignation or other reasons, it is mandatory to summon to duty the deputy members in the order of votes they received in the General Assembly.

12.2 Duties and Powers of the Audit Board

Audit Board; performs audits at intervals of one year at most, pursuant to the principles and methods set forth in the Association's statute, in order to determine if the Association operates in accordance with the areas of activity specified in its statute for the achievement of its purpose, and if its books, records and accounts are kept in accordance with the legislation and the Association's statute; and presents the audit results in the form of a report to the Board of Directors and the General Assembly, when it convenes.

For Audit Board meetings, the quorum for meeting and decisions is two.



The Audit Board calls the General Assembly for a meeting when necessary.

Article 13 - The Association's Sources of Revenues

The Association's sources of revenues are listed below:

1. Membership Contribution: Members are charged an annual membership fee of 150 (one hundred fifty) TL. The General Assembly is authorized to increase or decrease such amounts and determine the method of doing it.
2. Donations voluntarily made to the Association by real and legal persons;
3. Revenues from the events organized by the Association, such as training sessions, meetings, trips and entertainment, shows, concerts, sports competitions and conferences;
4. Revenues from the Association's assets;
5. Funds raised in accordance with the provisions of legislation on fundraising;
6. Revenues from the commercial activities undertaken by the Association to secure the income that it needs to achieve its purpose;
7. Other revenues.

Article 14 - The Association's Principles and Methods of Bookkeeping and the Books to be Kept

Relevant provisions of applicable legislation shall apply with regards to the Association's bookkeeping principles, the books to be kept, method of bookkeeping, certification of books and preparation of the income statement and balance sheet.

Article 15 - The Association's Revenue and Expenditure Procedures

Relevant provisions of applicable legislation shall apply with regards to the Association's revenue and expenditure procedures, documents to be used, retention period of information and documents etc.

Article 16 - Internal Audit of the Association

The General Assembly, Board of Directors or the Audit Board may conduct an internal audit of the Association or an independent auditing firm may be contracted for this purpose. The Audit Board's responsibility does not end when an audit has been performed by the General Assembly, Board of Directors or an independent auditing firm.

The Audit Board audits the Association at least once a year. The General Assembly or the Board of Directors may perform an audit or have an independent auditing firm conduct an audit if deemed necessary.

Article 17 - The Association's Indebtedment Methods

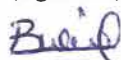
The Association may get loans upon a decision of the Board of Directors if it becomes necessary for achieving its purpose and carrying out its activities. These loans may be in the form of receiving goods and services with credit or in cash. However, such loans cannot be in amounts which cannot be paid with the Association's sources of revenues or may cause payment difficulty on the part of the Association.

Article 18 - Amendments to the Statute

Amendments to the statute may be made with a decision of the General Assembly.

A majority of two thirds of the members eligible to participate in the General Assembly is sought for any amendments to the statute at a General Assembly. If the meeting is postponed due to lack of quorum, a quorum is not sought in the second meeting. However, the number of members participating in this meeting cannot be less than twice the number of members in the Board of Directors and the Audit Board.

The quorum for a decision to amend the statute is two thirds of the members participating in the meeting who are eligible to vote. Open voting is used for proposed amendments to the statute at the General Assembly.



Article 19 - Dissolution of the Association and Liquidation of its Assets

19.1 Dissolution

The General Assembly may decide at any time to dissolve the Association.

A majority of 2/3 of the members eligible to participate in the General Assembly is sought for discussing the matter of dissolution at the General Assembly. If the meeting is postponed due to lack of quorum, a quorum is not sought in the second meeting. However, the number of members participating in this meeting cannot be less than twice the number of members in the Board of Directors and the Audit Board.

The quorum for a decision to dissolve the Association is two thirds of the members participating in the meeting who are eligible to vote. Open voting is used to decide about dissolution at the General Assembly.

19.2 Liquidation Procedures

Temporary Members of the Board of Directors

Name and Surname	Title
SERRA TİTİZ	Chairperson
MERVE TİTİZ AKMAN	Vice Chairperson
BETÜL BOZKURT	Permanent Member
CANSU GEDİK	Permanent Member
ELİF URGAN	Permanent Member
ŞADAN ERTEKİN MİS	Deputy Member
AYSUN SAYIN	Deputy Member
ELİF AYDAR	Deputy Member
IRMAK GENÇ SCHEFFELMEIER	Deputy Member
FERHAT ŞAYESTE	Deputy Member

The Statute is in compliance with the
Association Law no. 5253

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14 May 2016

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Eyüp Dursun ERGÜR
Provincial Director of Associations

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Tercüme edilmek üzere bana verilen bu belgeyi Türkçeden İngilizceye tam ve doğru olarak çevirdiğimi beyan ederim.



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I, Burcu Aksu, Sworn translator of 15th Notary of Kadıköy, professional translator, competent to translate from Turkish into English and vice versa, hereby certify, to the best of my professional knowledge and belief, that this translation is true and correct and that it is a faithful rendering of this document in its target language.