

# TOHURLUK

## SOCIAL ASSISTANCE, EDUCATION, CULTURE AND ART FOUNDATION FOUNDATION DEED

### THE BEGINNING:

Enlightening the rural areas has always been one of the first items on the agenda throughout our history. Although important steps were taken for the enlightenment and development of the villagers after the proclamation of the Republic, there is still a lot of work to be done in this regard.

The underlying reason for illiteracy, migration to big cities and problems in agriculture / livestock farming is the backwardness of the village. Our citizens, whose economic opportunities are limited in their villages, migrate to the city, but they cannot be happy and productive there either. In our villages, whose population is gradually decreasing, production decreases and schools are closed due to insufficient number of students. With the method called bussed system, children of 4-5 villages are brought together in one village or town and receive education.

We still have illiterate citizens in the villages. It is of great importance for the future of our country, especially for the education and socialization of women and children. Our villagers should have easy access to cultural, artistic and sports activities and even be involved in them.

The economic and cultural gap between the village and the city should be eliminated, and a cohesion between the villagers and the city should be ensured. Both segments should learn from each other.

Our citizens and their children migrating from rural areas to cities; They suffer from economic, social, and cultural difficulties and experience serious adaptation problems.

Making efforts to solve this important problem is not only the duty of the state, but also the duty of every responsible citizen.

## **ARTICLE 1- NAME OF THE FOUNDATION**

The name of the foundation is "TOHUMLUK SOCIAL ASSISTANCE, EDUCATION, CULTURE AND ART FOUNDATION". The abbreviated name of the foundation is "TOHUMLUK FOUNDATION". The Foundation may use its abbreviated name in all its transactions. In this deed, it will be referred to as "Foundation" for short.

## **ARTICLE 2- HEADQUARTERS OF THE FOUNDATION**

The headquarters of the foundation is in Ankara.

The Board of Directors is authorized to change the headquarters and address of the foundation and to establish branches, representative offices, and offices at home and abroad, provided that legal requirements are met.

## **ARTICLE 3- PURPOSE OF THE FOUNDATION**

TOHUMLUK FOUNDATION aims to help social, cultural, economic, and social development in villages and rural areas.

The Foundation aims for this goal; To pioneer and assist in economic and rural development, to inform and raise public awareness, to contribute to and support the creation of national policies, to protect natural assets and public health in villages and rural areas, to fight in the legal field for objectives, and to ensure that individuals who work, produce, study and share with villagers and urbanites It aims to organize, create, carry out and develop activities and studies in the fields of education, culture, science, arts and sports and the economic fields that support them, in order to increase the quality and quantity. When necessary, it observes cooperation and solidarity with official institutions, private companies/organizations and other non-governmental organizations for the purpose.

## **ARTICLE 4- ACTIVITIES OF THE FOUNDATION**

- a) To organize artistic, cultural and sports events to strengthen cultural-social and economic ties between the countryside and the city.
- b) To organize courses such as literacy, handicrafts, drama, folk dances, and chess.
- c) To provide needed vocational training and job training by contacting official institutions or private organizations.
- d) To establish and assist in the establishment of purpose-oriented cooperatives and economic enterprises.

- e) Conducting health screenings and training.
- f) To conduct modern and organic agriculture practices and training.
- g) To organize purposeful trainings and activities in the fields of culture, science, art and sports for the physical and spiritual development and socialization of individuals.
- h) To establish and build facilities such as schools, cultural centres, dormitories, nursing homes, parks, gardens, libraries, sports halls and fields, museums, and laboratories for the purpose.
- i) To provide in-kind or cash aid to those in need.
- i) Engaging in food banking activities for a purpose
- j) To provide scholarships to students in need and to enable them to receive education and courses at home and abroad when necessary.
- k) To prepare various purpose-oriented projects in cooperation with official institutions, private organizations, and non-governmental organizations.
- l) To organize domestic and international trips for education, art, science, culture and tourism purposes.
- m) To ensure that research and projects are produced by establishing relationships with the relevant faculties and institutes of universities and to take an active role in these projects.
- n) To publish magazines, brochures, and books in accordance with the purpose
- o) To cooperate with press and social media organs.
- o) To identify, record, compile and carry out various activities to protect cultural assets in accordance with the purpose.

#### **ARTICLE 5- WORKS AND TRANSACTIONS THAT THE FOUNDATION CAN CARRY OUT TO ACHIEVE ITS PURPOSE**

TOHUMLUK FOUNDATION, to achieve the above-mentioned purposes,

- a) May establish branches and representative offices.
- b) It may establish facilities and economic enterprises that will serve the purposes of the Foundation.
- c) It can make all kinds of contracts in accordance with its purpose and to achieve its purpose.
- d) Collects dues from members.
- e) Can receive donations and aid from domestic and abroad

- f) The Foundation may take out loans and/or loans when necessary to achieve its purpose.
- g) Buys and sells movable/immovable properties in accordance with the relevant legislation.
- h) Rent and lease movable/immovable properties. He does constructions, he can get them done.
- i) The Foundation may borrow and lend money when necessary to achieve its purpose.
- i) It markets the agricultural and handicraft products produced by our citizens, primarily those living in rural areas, and establishes facilities for this purpose.
- j) Can cooperate with domestic and foreign organizations and carry out projects.
- k) It can carry out income-generating activities to achieve its purpose.

#### **ARTICLE 6 - LEGAL ACTION AUTHORITY**

To achieve the purpose of the foundation, it is possible to own and use movable and immovable properties through donations, wills, purchases, and leases, to sell, transfer and give up what it owns in accordance with the provisions of the law regarding foundations, to receive and spend its income, to acquire one or more immovable properties that are included in the foundation's assets. to use his property or income in investments one or more times, to manage and dispose of the movable and immovable properties and money he has appropriated through donations, bequests, purchases, and other means, provided that they are not contrary to the purpose and service subjects of the foundation, to buy securities and in line with the purpose of the foundation. to evaluate and sell them, to cooperate with domestic and foreign foundations, real and legal persons who carry out activities similar to the objectives of the foundation, to receive assistance from people other than public institutions and organizations, to make agreements to provide this assistance, to obtain easement, usufruct, cession, superiority, pledge, To accept non-proprietary rights in rem such as mortgages, to use these rights, to receive all kinds of guarantees, including pledges and mortgages of movable and immovable properties, for the contracts to be established with existing or future incomes, to accept valid bank guarantees, to borrow when necessary to realize the purposes and service subjects of the foundation, To provide guarantees, pledges, mortgages and other guarantees, to obtain income from projects and all kinds of studies carried out and to be carried out in accordance with the purpose and service subjects of the foundation, and to establish economic enterprises and companies that will operate in

accordance with ordinary business principles in order to provide income to the foundation, to participate in established ones, and to As stated in Article 48 of the Turkish Civil Code, it is authorized and authorized to operate the business directly or to have it run by an operator under its control, and to enter into enterprise, disposition, property acquisition, construction and similar contracts that are deemed useful and necessary for the realization of one or all of the foundation's objectives and service subjects. The Foundation cannot use these powers and income for purposes prohibited by the Turkish Civil Code.

#### **ARTICLE 7- ESTABLISHMENT ASSETS OF THE FOUNDATION:**

The founding assets of the foundation are 60,000.00 TL (sixty thousand Turkish Liras) allocated to the foundation by the founders. The establishment assets can be increased by additions to the assets following the establishment of the foundation.

#### **ARTICLE 8- BODIES OF THE FOUNDATION:**

The foundation's bodies are shown below.

- a) General Assembly
- b) Board of Directors
- c) Board of Auditors

#### **ARTICLE 9- FORMATION OF THE GENERAL ASSEMBLY:**

Those whose names, surnames and addresses are specified in the chart attached to the foundation deed and their successors are the natural members of the foundation (Board of Trustees). These natural members determine the names of a maximum of three people as their successors and submit them to the Board of Directors in a sealed envelope. In case of death of a natural member or if he is prevented from serving, the Board of Directors submits the successor or successors to the General Assembly for approval. In case no successor is nominated, the successors do not accept the duty, the death of one of the members of the general assembly or a situation that prevents the member from serving; First of all, those who served the foundation and contributed by carrying out important theoretical and applied studies; Candidates to be selected from among members of academia, institutes, research institutions and universities, qualified individuals who have made significant donations, and individuals who are thought to be beneficial to the foundation become members of the foundation upon the recommendation of the Foundation Board of

Directors and the approval of the General Assembly. General Assembly members and founding members constitute the General Assembly of the foundation.

#### **ARTICLE 10 - DUTIES AND AUTHORITIES OF THE GENERAL ASSEMBLY:**

The General Assembly is the highest decision-making body of the foundation. The authorities of the General Assembly are shown below:

- a) To elect the board of directors,
- b) To elect the board of auditors,
- c) Discussing and examining the activity report and audit board reports prepared by the foundation board of directors, and deciding on the acquittal of the board of directors,
- d) To accept the draft internal legislation of the foundation to be prepared by the board of directors, either as it is or with changes,
- e) To accept the annual budget drafts to be prepared by the board of directors, as they are or with modifications,
- f) To make additions and changes to the foundation deed, when necessary,
- g) To determine general policies regarding Foundation activities.

#### **ARTICLE 11- MEETING TIME AND DECISION QUORUM OF THE GENERAL ASSEMBLY:**

The first meeting of the General Assembly is held within one month following the registration of the foundation. The General Assembly is called for an ordinary meeting every two years, in one of the first three months of the year (January, February, March). A quorum is one more than half of the members of the General Assembly.

The General Assembly may be called to an extraordinary meeting upon the request of  $\frac{1}{4}$  of the members of the General Assembly, or by the  $\frac{2}{3}$  majority of the Board of Directors, or by the unanimous decision of the Board of Auditors. No issue other than the agenda item that caused the extraordinary meeting can be discussed at the General Assembly.

However, immediately after the formation of the council at the ordinary meeting, with the written proposal of at least one tenth of those present; It is possible to add items to the agenda other than amending the deed and issues that will impose obligations and responsibilities on the foundation bodies and the foundation. The meeting date, place, time, and agenda are notified at least 15 (fifteen) days before the meeting date, either by signature or by registered letter to the members.

The General Assembly convenes with one more than half of the total number of members. If the majority is not reached, the meeting is held one week later, on the same day and time, at the same place. In this second meeting, the meeting quorum cannot be less than one-third (1/3) of the total number of members.

The quorum for decision-making in the General Assembly is one more than half of those attending the meeting. The way the voting will be conducted is also decided. Each member has one vote. A member who cannot attend the meeting may appoint another member from the General Assembly as proxy. More than one power of attorney cannot be held by one person.

The quorum for changes, corrections, or additions to be made in the foundation charter is two-thirds of the total number of members.

#### **ARTICLE 12- BOARD OF DIRECTORS**

The Board of Directors of the Foundation consists of 7 principal and 3 substitute members elected by secret ballot by the General Assembly for a period of two years. It is possible for people who are not members of the General Assembly to be elected to the Board of Directors, provided that there are no more than two people.

#### **ARTICLE 13 - BOARD MEETING**

The Board of Directors meets when called by the President. The meeting is opened with the participation of at least (4) four members. The determination of the agenda is made by the Chairman of the Board of Directors. The quorum for decisions is a simple majority. In case of equality, the decision is made by the President's vote. The decisions taken are written and signed in the notarized decision book. An item can be added to the agenda by majority vote of the board.

#### **ARTICLE 14 - DUTY SECTION**

At its first meeting, the Board of Directors elects a Chairman, a Vice-President, a secretary member, and a treasurer member by secret ballot.

#### **ARTICLE 15 - DUTIES AND AUTHORITIES OF THE BOARD OF DIRECTORS**

The Board of Directors is the executive body of the foundation and carries out all necessary work to achieve the objectives of the foundation. And also;



- a) Performs the duties assigned to the Board of Directors by law, statute, foundation deed and regulations.
- b) Prepares the last period's work report and balance sheet and the next period's estimated budget to be presented to the General Assembly. It implements the budget accepted by the General Assembly.
- c) It represents the Foundation and, when necessary, may delegate its representation authority to one or more members of the Board of Directors.
- d) Decides on the opening and closing of the foundation's facilities. It determines and enforces the operating rules and methods of these facilities.
- e) Establishes committees on issues within the purpose of the Foundation and elects their members. It conducts and commissions research for the same purpose.
- f) Economic enterprise, facility, etc. decides to install or close. It determines, examines and supervises the operating rules and methods of the economic enterprises and other facilities belonging to the Foundation and ensures their efficient operation.
- g) It determines the appointment procedures and makes the appointment of managers and personnel who will work in the foundation and its facilities. Determines and ensures the working procedures of the personnel.
- h) Decides to open and close branches and representative offices in appropriate places at home and abroad within the framework of the relevant legislation. It carries out the necessary procedures in this regard. It prepares the Working Regulations of the branches and representative offices and submits them to the approval of the General Assembly.
- i) May authorize the branches to carry out title deed transactions regarding the foundation properties in their location in the land registry.
- i) It carries out work for cooperation with official institutions and private organizations at home and abroad, develops projects and generates income, and makes decisions on this matter.
- j) Performs the duties required by the relevant legislation, the Foundation Charter and the Foundation Internal Legislation, and other duties assigned by the General Assembly.



## **ARTICLE 16 – BOARD OF AUDITORS**

The Board of Auditors consists of 3 principal and 2 substitute members elected by secret ballot by the General Assembly. Their working period is two (2) years.

The Board of Auditors elects a President, a Vice-President and a Secretary at its first meeting.

The Board of Auditors meets every four (4) months with a meeting call by the chairman of the board who determines the agenda. The quorum for decision is a simple majority.

## **ARTICLE 17 - DUTIES AND AUTHORITIES OF THE BOARD OF AUDITORS**

a) As a result of the examinations to be made on the books and official documents once every four (4) months, to the relevant laws of the foundation's operations. It investigates compliance with the Foundation Charter and accounting rules and submits the reports to the Board of Directors.

b) Submits the report prepared as a result of the examinations to be made on each year-end balance sheet and income-expense statements to the Board of Directors to be presented to the General Assembly at least one month before the General Assembly meeting.

c) Presents its opinions about the annual budget draft to the General Assembly.

d) Calls the General Assembly to a meeting when necessary.

## **ARTICLE 18 - VOLUNTEERING**

Members elected to the organs of the Foundation cannot receive any remuneration for their work, other than mandatory travel expenses.

## **ARTICLE 19 - FINANCIAL PROVISIONS**

The existence of the foundation consists of the money, movable and immovable properties donated by the real and legal person founding members whose names are written in the attached table. The foundation's assets cannot be used for any other purpose. The Board of Directors is authorized to use the donations it deems appropriate for the benefit of the foundation in the most appropriate way and not to accept donations it deems appropriate.

## **ARTICLE 20 - CHANGE IN FOUNDATION PROPERTIES**

To the foundation; If the immovable properties acquired through dedication, donation and purchase are in a situation where they lose their economic value and efficiency to a great extent and continuously and/or if it becomes necessary to dispose of them for a justified reason, they are sold to the foundation under the conditions of the relevant laws, with the proposal of the Board of Directors and the approval of the General Assembly. is recorded.

## **ARTICLE 21 - EXPENDITURE OF FOUNDATION REVENUES**

If the Foundation becomes unable to fulfill its purpose for any reason, its assets are transferred to the relevant ministry or organization of the state, unless the General Assembly decides to donate its assets to a similar institution or organization.

## **ARTICLE 22- ACCOUNTING PERIOD**

The accounting period of the Foundation starts on January 1 and ends on December 31.

## **ARTICLE 23- USE OF FOUNDATION REVENUES**

According to the provisions of the Turkish Civil Code, all foundation income, except for management and administrative expenses limited in Article 37 of the Regulation on Foundations and expenses to be allocated to investments that will increase the foundation income, is spent for the purposes of the foundation.

## **ARTICLE 24 - CHANGE OF OFFICIAL PROPERTY**

Changes to be made in the foundation charter are made with the written proposal of at least one-fifth (1/5) of the board of directors or general assembly members, with the approval of at least two-thirds (2/3) of the total number of general assembly members and with the decision to be made by the court.

## **ARTICLE 25 - TERMINATION OF THE FOUNDATION**

Termination of the foundation is only possible with the written proposal of the board of directors or one more than half of the total number of general assembly members and the approval of two-thirds (2/3) of the total

number of board of trustees members and the decision to be made by the court.

#### **ARTICLE 26 - FOUNDERS OF THE FOUNDATION**

Tohumluk Foundation was established by Pınar Ayhan, whose name, surname and address are written, in accordance with the provisions of the Turkish Civil Code.