



Educational Volunteers Foundation of Türkiye

FOUNDATION DEED

**Article 3, 9 and 17,
held at the Board of Trustees meeting
dated 10.04.2008**

**T.C. İstanbul 2nd Civil Court of First Instance decision dated
23.12.2008 and numbered E: 2008/182, K: 2008/360**

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INTRODUCTION

Insufficient education lies at the root of many of the problems our country is facing today. It is not possible to reach the level of modern civilization without solving this problem. As a result of the belief that raising individuals who are intelligent, rational, prudent, self-confident and tolerant, who love their country and have moral values, in an education system suitable for the necessities of the age of science, is the greatest guarantee of the indivisibility of the nation and the democratic order, and as a result of the determination and desire to contribute to this, "**Education Volunteers Foundation of Turkey**" was founded.

SECTION I – ESTABLISHMENT CLAUSES

NAME OF THE FOUNDATION

Article 1

The name of the foundation is "EDUCATION VOLUNTEERS FOUNDATION OF TURKEY". The name of the foundation can be abbreviated as "Education Volunteers". The Foundation may use this abbreviation in its works. It will be hereafter referred to as the "Foundation" in this document.

HEADQUARTERS OF THE FOUNDATION

Article 2

The Foundation Headquarters is in Istanbul. Its address is Nakkaştepe Azizbey Sokak No. 26 81207 Kuzguncuk - Istanbul.

The Board of Directors is entitled to change the Headquarters and the address of the Foundation, to open up more offices, representation bureaus within Turkey and abroad, provided that the legal requirements are met.

PURPOSE OF THE FOUNDATION

Article 3

"The prerequisite for raising intellectual individuals for Turkey's future is to educate our children in the best possible way".

The state, which has the biggest say in the education system, faces various difficulties due to lack of resources and structural problems.

Voluntary organizations, the private sector and citizens need to share responsibility by supporting, creating examples and completing deficiencies in a way to increase the efficiency of the state in this vital area.

The reason why our foundation exists is to contribute to the basic education provided by the state.

With this goal, the Education Volunteers Foundation will create and implement education and training programs that will contribute to the growth of our children as individuals "Depending on the basic principles and values of the Republic", "Rational", "Reasonable", "Confident", "Sceptical", "Inquisitive", "Able to activate his own inner creativity", "Peaceful", "Respecting different thoughts and beliefs", "In human relations, gender, race, religion, language are not discriminated".

The Education Volunteers Foundation will give the utmost endeavours to make the basic education system benefit from the content it has developed for these programs and the effective methods and tools it uses to convey this content.

To achieve this goal, the Education Volunteers Foundation:

1. will open Education Parks, Learning Units, Summer Schools in every corner of the country, organize their opening, and carry out field studies.
2. will work on the contents of contemporary knowledge and programs, primarily Turkish and Social Studies, and will develop appropriate methods and tools for the goal of contemporary society.
3. will contribute to the programs for the professional development of teachers, which are effective on the basic education age group, and will make suggestions.
4. will strive to create volunteer staff throughout the country by increasing the enthusiasm of individuals to give importance and support to education to achieve the above goals
5. will include the activities that primarily target basic education students along with activities for other age groups of our society, when geographical, social, cultural and economic conditions require it,

ACTIVITIES OF THE FOUNDATION

Article 4

In order to achieve the aforementioned purpose of the Foundation, it may engage in all kinds of activities

- A. to establish and operate all kinds of educational institutions specified in the purpose, and to provide all kinds of support to those established,
- B. to cooperate with existing educational institutions, the Ministry of National Education and other educational foundations and associations in the country and abroad, other official and private legal entities and real persons in accordance with legal requirements and to provide all kinds of mutual support,
- C. to make research in the field of education, to organize meetings, conferences, panels, and to make publications,
- D. to support other foundations in the same field,
- E. to carry out other works specified in the purpose of the foundation

AUTHORITY FOR LEGAL ACTION

Article 5

As stated in Article 46 of the Turkish Civil Code, the Foundation is permitted and authorized to donate movable and immovable properties that are not restricted in quantity and value, within the legal limitations, in order to achieve its purpose, to own and use by will, purchase and lease, to sell, transfer and renounce their possessions in accordance with the provisions of the law on foundations, to receive and spend their income, to use one or more immovable properties or incomes in the assets of the Foundation for one or more investment purposes, to manage and dispose of the movable and immovable properties and money that he has appropriated through donations and bequests, purchases and other ways provided that it is not contrary to the purpose and service issues of the Foundation, to buy securities and, when necessary, to evaluate and sell them, to cooperate with foundations, associations and other legal and real persons in the country and abroad when legal permission is obtained, which carries out activities similar to the purposes of the foundation, to receive assistance from domestic and foreign foundations, to make agreements to provide this assistance, to participate in companies and their management with money or values entering their assets in order to increase their income that they will spend for their purposes, to accept the non-real rights of the property such as easement, usufruct, residence, superficies,, pledging, mortgaging the immovable properties and to exercise these rights, to receive all kinds of assurances, including pledges of movable and immovable properties, regarding the contracts to be concluded with their current or future incomes, and to accept valid bank guarantees, to borrow when necessary in order to realize the purposes and service subjects of the Foundation, to give bail and other guarantees, to generate income from the projects and all kinds of works carried out or to be carried out in accordance with the purposes and service subjects of the Foundation,

and to establish economic enterprises, companies, partnerships that will operate according to the ordinary operating principles in order to generate income for the Foundation, to participate in existing companies, to have them operated directly or under the control of an operator, to enter into contracts for undertaking, saving, appropriation, construction and similar which are deemed useful and necessary for the realization of one or all of the purposes and services of the Foundation.

ASSETS OF THE FOUNDATION

Article 6

The assets of the foundation in the establishment are 5,000,000,000,- (Five billion) Turkish Liras, which is the sum of the amounts donated by the founders specified in the attached list.

SECTION II – MANAGEMENT CLAUSES

ORGANS OF THE FOUNDATION

Article 7

Organs of the Foundation include:

- A. Board of Trustees
- B. Board of Directors
- C. Executive Committee
- D. High Advisory Board
- E. Supervisory Board
- F. Headquarters

BOARD OF TRUSTEES

Article 8

1. The members of the Board of Trustees includes the founders of the Foundation, and the other members shall be elected to the Board of Trustees after the establishment of the Foundation. The membership to the Board of Trustees, excluding the legal entity representatives, is a life-time membership. If the membership of one person is cancelled for any reason, the election for the vacant chair is made by the Board of Trustees from the candidates nominated by the Board of Directors. The candidate who achieves the highest vote is elected. Persons who will make significant contributions to the Foundation's objectives by making donations in amounts to be determined by the Board of Directors or in other ways may be elected as a member of the Board of Trustees upon the recommendation of the Board of Directors and the decision of the Board of Trustees. In addition, the members appointed in this way are also subject to the provisions of the first paragraph of this article.

2. The Board of Trustees regularly comes together towards the end of April of each year. In exceptional cases, the Board may be invited to come together by the invitation of the Chairman of the Board, the Board of Directors or by a vote from 20% of the members.

Meeting quorum is one more than half of the current members. If this quorum is not achieved in the first meeting, the second meeting can be held with the attendance of 20% of the existing members. Decisions are taken by the majority of those attending the meeting. At each meeting, the Board elects a chairperson, consisting of a chairman and a clerk, to manage the meeting.

Responsibilities of the Board of Trustees, hereby, with the method shown in this official deed, include:

- A. election the Members of the Board of Directors and the Supervisory Board
- B. approval of the final accounts and balance sheets of the Foundation, the reports of the Board of Directors and the Supervisors, and to acquit the Board of Directors and the Supervisory Board,
- C. approval of the amendments in the foundation official deed,
- D. decision to dissolve the foundation.

In the event that a lawsuit is filed against a member of the board of trustees for a dishonourable crime such as theft, fraud, fraud, abuse of security, he/she shall not fulfil his/her responsibilities arising from this deed and shall not use his/her powers until a court decision is made. Membership terminates in the event that he/she is convicted by the court.

BOARD OF DIRECTORS

Article 9

The powers and responsibilities of the Board of Directors are stated below as per Article 9 of our Foundation Official Deed.

1. The Board of Directors consists of 11 members. Membership lasts for 2 years. After the members are elected, they elect the Chairman and the Vice-Chairman among all the members, in their first meeting. At the end of two years, the 5 members of the Board of Directors identified by the election made according to this article, to be determined by lottery, and the other 6 members at the end of the following year are reassigned and the reassignment continues on this pattern. The members of the Board of Directors can be reassigned in consecutive terms.

The Chairman of the Board of Directors serves to the Board for 2 years and is elected from among the members who served to the Board for at least 1 year. A person can serve as the Chairman for a maximum of 4 consecutive years. If the chairmanship ends within these four years, the new chairman is elected and the former chairman becomes an ordinary member until his term ends.

The decision to increase the number of members of the Board of Directors is made by the Board of Trustees with the recommendation from the Board of Directors. The procedure for the election of new members is similar to the procedure covering the reassignment of the members. New members are reassigned one year after the last reassignment date of the previous members.

Re-election of the members is permissible.

In case of an empty chair in the Board, an election is held by the Board of Directors with the vote of one more than half of the remaining members and within one month after the chair is emptied. The elected member serves until term of service of the member for which he is elected.

Insofar as the number of empty chairs is too many to prevent the meeting of the Board of Directors, an election to fill the empty chairs is made directly by the Board of Trustees.

2. The Board of Directors is invited to the meeting within the first week of each month by the Chairman of the Board of Directors, and in his absence, by the Vice Chairman. The Chairman may invite the board to a meeting at other times as necessary. An invitation to the meeting is mandatory upon the request of at least three members of the Board of Directors. The Board of Directors is entitled to make a decision without a meeting if a signature is taken from all existing members. If there are any objectors, they state that.

The meeting quorum is achieved with one person plus the half of the members, and the decision quorum is the majority of the members. In case of equality, the chairman has a double vote

If the excuse of the member who does not attend three meetings in a row is not accepted, his/her membership is cancelled.

Membership of the Board of Directors is voluntary and no attendance fee or any other allowance of this nature is paid to the members. Changing the provision of this paragraph may be possible with the vote of 80% of the total number of members of the Board of Trustees.

The Board of Directors has all powers and responsibilities other than those stipulated for other organs of the foundation in this official deed. The Board of Directors may transfer some of its powers to an executive committee, provided that the number of members is not less than three and at least more than half of them are members of the Board of Directors. The Executive Committee reports to the Board of Directors and its working procedures and principles are determined by the Board of Directors.

The powers and responsibilities of the Board of Directors include the following:

- A. To open and operate institutions and facilities suitable for the purpose of the Foundation, to rent or construct buildings, to buy, sell or otherwise dispose of immovables with the permission of the competent authority, to make all kinds of legal dispositions on the immovables of the Foundation, to establish a company, to become a partner, to leave the partnership.
- B. To prepare the annual research and activity program of the Foundation, to make and implement the necessary amendments in accordance with the changing conditions,
- C. To evaluate the final accounts of the foundation and the reports related to the previous year, and to determine the payment methods and to make the all the spending,
- D. To file a lawsuit in favour of the foundation, to follow the cases in favour of or against the foundation, to decide on the compromise and releases,
- E. To decide on accepting donations and grants in line with the purpose of the foundation, to make investments to increase the incomes of the foundation,
- F. To determine the rules regarding the working order, wages, to hire and to fire the personnel who will or will not work in the Foundation,
- G. To determine the working principles and priorities of the Foundation, to prepare and change regulations,
- H. To determine the subjects of the researches to be conducted or to be made by the Foundation, to ensure that they are published and forwarded to the relevant parties,
- I. To do the necessary work to create public opinion,
- J. To ensure that the records and books of the Foundation are kept,
- K. To take all kinds of initiatives for the foundation to achieve its purpose, to cooperate with similar foundations, associations and organizations in the country and abroad in accordance with the law,
- L. To elect the members of the Supreme Advisory Board,
- m. To organize, to make calls, to set the agenda for the meetings of the Board of Trustees and the Supreme Advisory Board,

3. In the event that a lawsuit is filed against a Member of the Board of Directors as specified in paragraph 8/4, the Membership of the Board of Directors of the corresponding member is terminated. In case of acquittal, the person may be re-elected as a Member of the Board of Directors.

TEMPORARY CLAUSE (CANCELLED)

SUPREME ADVISORY BOARD

Article 10

The High Advisory Board consists of people elected by the Board of Directors among those who believe in the Foundation's purposes and can serve the purpose with their financial and intellectual contributions. The term of office of the members is 2 years. Re-election of the members is permissible. The Board, which is invited by the call of the Board of Directors at least once a year, meets under the chairmanship of the oldest member participating. The board monitors the foundation's work and makes recommendations.

SUPERVISORY BOARD

Article 11

The Supervisory Board consists of 3 principal and 3 reserve members that are to be elected by the Board of Trustees.

The Supervisory Board monitors the Foundation's incomes and expenses, records and books at least once a year, and reports the results to the Board of Trustees.

First Principal Supervisors are:

- Nevzat Tüfekçioğlu
- Ahmet Ateş Aykut
- Dr. Mustafa Akan

First Reserve Supervisors are:

- Nadir Özşahin
- Metin Peköz
- Kayhan Akduman

WORK COMMITTEES AND ADVISORY BOARDS

Article 12

The Board of Directors may form Working Committees and Advisory Boards on various subjects in order to form opinions, contribute and develop working programs in the Foundation's activity areas.

EDUCATION VOLUNTEERS

Article 13

In compliance with the provisions of the Regulation to be issued by the Board of Directors in order to achieve the purpose of the Foundation, Educational Volunteers are real persons who will serve voluntarily to the Foundation.

HONORARY MEMBERSHIP

Article 14

Upon the recommendation of the Board of Directors and with the decision of the Board of Trustees, the title of 'Honorary Member of the Foundation' may be presented to persons who have contributed greatly to the purposes of the Foundation.

The Board of Trustees may decide, upon the recommendation of the Board of Directors, to assign the names of the Honorary members of the Foundation to the facilities to be established and the projects to be created by the Foundation.

SECTION III • ACCOUNTING PERIOD

Article 15

The foundation's accounting period begins on January 1 and ends on December 31. The first period is the end of that year with the date of establishment.

REVENUES OF THE FOUNDATION

Article 16

The foundation's revenues consist of:

- Fees and benefits to be collected within the legal framework of the services to be provided in accordance with the purpose and service areas of the Foundation,
- Rents, premiums, dividends, commissions, income shares and other incomes to be obtained from the movable and immovable properties and securities of the Foundation,
- Revenues to be obtained from economic enterprises, companies and other partnerships owned or jointly owned by the foundation,
- All kinds of conditional or unconditional donations, whether due to death or not, to be made in accordance with the purpose and service subjects of the Foundation,
- Revenues from tours, shows, fairs, panels, publications and all kinds of meetings and conferences,
- Other incomes

FINANCIAL ACTS OF THE FOUNDATION

Article 17

1. The Board of Directors may spend one-third of the gross income of the Foundation that is accumulated through its activities, for administrative expenses and investments to increase assets, and to allocate a portion of the income as reserve fund.

It is possible to allocate the appropriations in this section to the purposes and service subjects for the Foundation's purposes.

Out of the one-third of the revenues, the portion that is not spent on administrative expenses and investments to increase assets and not allocated for foundation purposes during the period may be set aside as a reserve or be transferred to the following year as a period income surplus by the decision of the Board of Directors.

The reserve fund can be allocated to the current period expenditures of the Foundation upon the decision of the Board of Directors.

2. The allocation of two-thirds of the gross revenues of the term to the Foundation's purposes and services is mandatory, and it is essential that this revenue be spent within the year they are obtained.

The period income surpluses, which could not be spent for the Foundation's purposes in the year they were obtained, are included in the next year's estimated budget, and all of this amount is spent for the Foundation's purposes within that year, without allocating a share for administrative expenses, precautionary and asset-increasing investments.

In the event that the Board of Directors decides to allocate the excess income generated during the period to projects and investments with a maturity of more than one year in order to achieve the Foundation's purposes, the surplus income may be kept in the fund account for three years, provided that permission is obtained from the Ministry of Finance.

3. The foundation keeps books on the basis of balance sheet and prepares its annual budgets. The topics mentioned above are taken into consideration while the annual budgets are prepared.
4. Unless another arrangement is made regarding the allocation for the purposes of the Foundation, the rates and conditions stipulated by the legislation shall apply to the incomes of the Foundations Exempted from Taxes.

SECTION IV • GENERAL PROVISIONS

CHANGE OF THE OFFICIAL DEED

Article 18

Amendments to the Official Foundation Deed may only be possible with the recommendation of the Board of Directors, the decision of the Board of Trustees, the opinion of the General Directorate of Foundations and the decision of the competent Civil Court of First Instance.

DISSOLUTION OF THE FOUNDATION

Article 19

In the event that there shall be no benefit in the continuation of the Foundation, or in the event that the purpose and services of the Foundation shall become impossible, the Board of Trustees may decide to dissolve the Foundation, upon the proposition of the Board of Directors.

After the foundation is dissolved and its legal personality is not retained, the amount of balance available in the dissolution balance sheet is transferred to another organization with a similar vision, upon the decision of the Board of Directors.

LACK OF PROVISIONS

Article 20

In cases where there is no provision in the Official Deed of the Foundation, the provisions of the Turkish Civil Code and the provisions of the Regulation on Foundations are applied.

FOUNDERS

Article 21

Necati Akçağlılar	T.C.
Prof. Dr. Hasan Yavuz Alongoya	T.C.
Jak Amran	T.C.
Dr. Recep Yılmaz Argüden	T.C.
Semahat Sevim Arsel	T.C.
Atilla Aşkar	T.C.
Nevzat Ayaz	T.C.
Dr. Davut Fazlı Ayverdi	T.C.
Feyyaz Berker	T.C.
İbrahim Betil	T.C.
Selahattin Beyazıt	T.C.
Dinç Bilgin	T.C.
Ahmet Aydın Bolak (Türk Eğitim Vakfı Yönetim Kurulu Başkanı)	T.C.
Prof. Dr. Yılmaz Büyükerşen	T.C.
Prof. Dr. Mustafa Fadullah Cerrahoğlu	T.C.
Ali Rıza Çarmıklı	T.C.

Mehmet Nezih Demirkent	T.C.
Erdoğan Demirören	T.C.
Ömer Dinçkök (Türk Eğitim Vakfı Yönetim Kurulu Başkan Vekili)	T.C.
Ali Raif Dinçkök	T.C.
Aydın Doğan	T.C.
Bülent Eczacıbaşı	T.C.
Üstün Ergüder	T.C.
Mustafa Sinan Genim	T.C.
Dr. Ata Gökçe	T.C.
Daime Sevgi Gönül	T.C.
Prof. Dr. Nihat Bülent Gültekin	T.C.
Ergun Gürsoy	T.C.
Prof. Dr. Orhan Güvenen	T.C.
Kadir Hasoğlu	T.C.
Temel Kaya	T.C.
Mehmet Emin Karamehmet	T.C.
Suna Kıraç	T.C.
Asım Kocabıyık	T.C.
Ahmet Vehbi Koç (Türk Eğitim Vakfı Mütevelliler Heyeti Başkanı)	T.C.
Mustafa Rahmi Koç	T.C.
Mehmet Ömer Koç	T.C.
Hüseyin Ayduk Esat Koray	T.C.
Ayşe Ender Mermerci	T.C.
Ahmet Suha Mermerci	T.C.
Zafer Mutlu	T.C.
Bernar Nahum	T.C.
Meltem Oktay	T.C.
Prof.Dr. Tahir Özgü	T.C.
Hüseyin Öztürk	T.C.
Hüsnü Mustafa Özyeğin	T.C.
Güler Sabancı	T.C.
Aydan Semker	T.C.
Cengiz Solakoğlu	T.C.
Ayhan Şahenk	T.C.
Şarık Tara	T.C.
Mehmet Sinan Tara	T.C.
Prof.Dr. Mehmet Eşref Seha Tiniç	T.C.
Prof.Dr. Adil İlter Turan	T.C.
Selçuk Yaşar	T.C.