MAİN CONTRACT OF
SINIRLI SORUMLU FILMMOR KADIN ÇEVRE KÜLTÜR VE İŞLETME
KOOPERATİFİ

(Limited Liability Filmmor Women Environment Culture and Management Cooperative)

FIRST PART
FOUNDATION, ACQUISITION OF THE CORPORATE ENTITY AND MAIN CHARTER AMENDMENT, TITLE, PRINCIPAL OFFICE ADDRESS, PERIOD, SCOPE AND OBJECTIVE.

Foundation
Article 1-
The title of the cooperative is: Sınırlı Sorumlu Filmmor Kadın Çevre Kültür Ve İşletme Kooperatifi (Limited Liability Filmmor Woman Environment Culture and Management Cooperative) by the members whose names surnames, nationalities, residential addresses and the capital amount which they have undertaken, having their variable capital share which varies according to the provisions of the Cooperatives Code.

The acquisition of the corporate entity and main charter amendment
Article 2- The cooperative acquires its corporate entity when it is registered to the trade registry office. The persons who do business and procedure in the name and on behalf of the cooperative before the registry shall be responsible from them both personally and successively. Amendments which shall be done in the main charter shall be subject to the provisions of this main charter.

Title of the Cooperative
Article 3- The title of the cooperative is: Sınırlı Sorumlu Filmmor Kadın Çevre Kültür Ve İşletme Kooperatifi (=Limited Liability Filmmor Woman Environment Culture and Management Cooperative=).

The Seat of the Cooperative
Article 4- The principal office of the cooperative is located at Istanbul Province, Beyoğlu District.

The Period of the Cooperative
Article 5- The cooperative is established for indefinite (unlimited) period of time.
Scope and Activity Lines

Article 6-

The objective of the cooperative is to enable its members and their relatives to live in a secure healthy and clean environment. To assist in satisfying their needs that are related with their social cultural and economic activities.

Therefore the cooperative carries out its activities on the below mentioned sectors in order to satisfy such needs.

1. To act as an intermediate for marketing, representation and selling of the goods and services which the members produce within the country and in abroad.

2. It organizes the skill acquisition courses by the members and the other non-member women by opening various training programs which are directed towards production, practical application workshops in order to improve and develop their life qualities. It buys and sell all kinds of their handicraft products and markets them.

3. It renders counseling, consultation and training services to its members in order to establish and develop their business on service, manufacturing and trade sectors and market the products which they produce.

4. It intermediates the loans in order to help its members in order to meet their social cultural and economic needs that shall be provided by other institutions and administrations. It creates an aid fund for its members and its personnel. It intermediates the private insurance needs of its members.

5. It sets up and administrates the institutions, manufacturing facilities, workshops, social facilities, guest rooms, student dormitories, camps and other similar facilities which the scope and objective of the cooperative shall require.

6. The cooperative acquires movable and real estate goods and properties which its scope and objective shall require. It buys sells and rents from other buildings and land parcels. Or it constructs and sells them. It performs other similar initiatives. It establishes in kind rights. It conveys administrations from others. It decided to construct the facilities which shall be required by the cooperative.

7. The cooperative may carry out all kinds of revenue gaining activities in order to maintain its activities. It may participate into the commercial administrations, it sets up and administer them.

8. It organizes fair, exhibition, festival, kermes and other similar activities within the country and in abroad in order to represent, introduce, exhibit and market the social cultural economic activities of its shareholders. It participates into the activities which are organized for this purpose or intermediates to the participation of its shareholders into such activities.

9. It carries out visual activities and publishes printed materials on training, periodical and books in connection with its line of activity.

10. It organizes social cultural qualified meetings, conversation, conference, meal, festivals, celebration and etc. activities in order to increase and strengthen the
acquaintance and familiarity and the solidarity spirit between the members and their close friends. It sets up units in order to satisfy the cultural needs and leisure time requirements.

11. It produces the goods and services that are needed by its members and their friends. And/or it intermediates the buying and selling of such goods and services.

12. It constructs and administers child foster facilities and kindergartens for the care and education of their members’ children who are between 0-6 years old. It opens and administers health units, playing and sportive fields, and culture and arts units for health, development and care of their children. It satisfies and meets the needs of the children by including all kinds of vehicles, equipment, food substances and other needs. It opens selling stores in connection with them, it introduces them and export and import the related goods either by itself or employs 3rd parties for it.

13. It carries out activities in order to raise a general awareness for the education and care needs of the children. It informs the mothers and families.

14. It establishes the health facilities for the health of their members and their close relatives. It carries out such activities as health monitoring and medicine aid service.

15. The cooperative carries out cooperation with all kinds of public and private institutions, local administration units, professional institutions and non-governmental institutions in connection with its scope and objective.

16. It provides all kinds of in kind and cash aids, donation and credits from all kinds of national and international organizations, persons and corporate entities. It spends them in line with the scope and objective of the company. It enables its members to utilize such opportunities.

17. It arranges aid campaign, meals and other similar activities in order to realize its scope and objective.

18. It opens branches, it does cooperation with the cooperatives which are involved in the same objectives with that of it. It participates into upper unit institutions that are or shall be established in the same line of activity.

19. It carries out activities improve the basic services and infrastructure services in the community centers in order to help the cooperative members to improve in a health environment. It does cooperation with the local public administrators for this purpose.

20. It carries out studies and investigation to the improve the landscape architecture, cleaning and greening, sewerage network, environmental pollution, arrangement of common areas and other similar joint problems.

21. It establish work groups in order to carry out the activities of the cooperative.

22. It organizes the consulting services which its members and their relatives shall require in order to develop the social, judicial, technologic production and etc. and it employs the necessary staff for this purpose.

SECOND PART
CAPITAL AND SHARES
Capital
Article 7- The capital of the cooperative consists of the shares that are undertaken by its members and it is a variable amount. It is essential that the lowest rate of the capital is in the amount of 700,000,000. TL. It is essential that this capital amount should be undertaken and its ¼ should be paid in advance during foundation of the cooperative. The capital may be set either in cash or in kind. If in kind capital is set, then this action should comply with the provisions of the cooperatives code article No. 21 or 22.

Shares
Article 8- The value of a membership share is in the amount of 1,000,000. TL. The shareholders may undertake the maximum number of 5,000 shares. However it is essential that each partners should undertake the minimum of 100 (hundred) shares.

The membership shares are shown in the membership note that is prepared pursuant to the article No. 19 of this main charter. The shares which are not represented by a note are considered to have a nominal value of 1,000,000. TL.

The Payment of the Shares
Article 9- At least ¼ of the share amounts are paid in cash and the remainder is paid in equal monthly installments which shall be determined by the Board of Directors and in any case not later than in one year time.

THIRD PART
PARTNERSHIP PROCEDURES

Terms and Conditions of Partnership
Article 10- It is essential that the candidates should possess the below mentioned conditions in order to be a member of the cooperative:
1- the candidate should possess the rights to utilize civil rights or should be a corporate entity that is mentioned in the item No. 9 of the article No. 1163 of the Cooperatives Code.
2- To be a woman.

Acceptance to Partnership
Article 11- The candidates who possess the required specifications apply to the Board of Directors in written form. It is essential that the provisions of the main charter and all of the liabilities that are brought forward are accepted in full. Acceptance to the membership is realized upon resolution of the Board of Directors. The Board of Directors should review and investigate the members whether or not the members and the candidates possess the terms and conditions that are specified in the article No. 10.
The resulting decision of acceptance to or refusal from membership is notified to the candidate in written form not later than 15 days time. If the candidate is accepted to the partnership, then she pays the membership fee which the other members have already paid at once and in full. By excluding those who are taken into membership through handover procedure pursuant to article No. 17, the status of requesting extra fee from the members is only subject to the resolution of the Board of Directors on this matter.

**Number of Partners**

**Article 12**- The number of the cooperative partners is at least 7 persons.

**Quitting from Partnership.**

**Article 13**- Each Partner may quit from partnership after having notified the case to the Board of Directors in written form not later than one month before the accounting period is terminated. If the Board of Directors refrains from this request then the partner notifies this request by a notarized document not later than one month time. Quitting occurs as of the date of said notification.

**Removal from Partnership**

**Article 14**- The partners whose conditions fit to the terms that are written below are removed from partnership.

1- Those who have lost partnership conditions as written in article 10.

2- Those who have postponed their monetary liabilities for more than 30 days are notified by the notarized document by the Board of Directors. If they still fail to comply with their payment liabilities in 10 days time, then a second notification is send by the Board of Directors. Those who fail to comply with their liability within one month time following the second notification are dismissed from partnership.

3- Those who are convicted for reason of the penalties on the moneys, goods and documents of the cooperative.

The removal resolution is recorded into the resolution book of the Board of Directors and the partners book of the cooperative together with its detailed bases and grounds. The approved sample of the resolution is send to the notary public in order to be notarized and notified to the partner who is removed not later than 10 days time. The partner may sue a law suit in order to prevent said removal procedures not later than 3 months after the removal resolution note is notified to her or she may object to the general assembly on this matter. This objection is sent to the Board of Directors after having notarized to be submitted to the first general assembly meeting later. If an objection is done to the general assembly, then a cancellation law suit against the removal of the resolution of the Board of Directors may not be
conducted. Upon objection, then cancellation case against the resolution of the general assembly is reserved. Removal resolution which has not be objected through applying to the general assembly or the court within three months period is finalized. The partners may not be removed from partnership for reasons that are not indicated in this article. The rights and liabilities of the partners whose removal resolution has not been finalized are continued.

**Settlement with those whose partnership is terminated**

**Article 15**- The capital and other receivables of those partners whose partnership is terminated for reason by excluding a handover procedure are calculated according to the balance sheet of that year, and they are paid back to the partner not later than one month after the balance sheet date. The partners may not claim any rights about the reserve moneys of the cooperative. The receivables and rights of those partners whose partnership is terminated are timed out within 5 years time period.

**The Condition of Partner who is died**

**Article 16**- Cooperative partnership is terminated upon death. If the inheritors of the partners who are deceased possess the partnership conditions that are written in article 10, then partnership is conveyed into the inheritors of the partner provided that the inheritor requests continuation of the partnership not later than 3 months. If the partner died has more than one inheritors, then the inheritors should appoint a representative and should send their request to maintain partnership to the Board of Directors not later than there months time.

**Assignment of the Partnership Interest**

**Article 17**- The partnership may be assigned to those who possess the conditions as specified in article 10 after having notified the case to the Board of Directors in written form. The Board of Directors may not refrain the partners from entering into partnership of the new partner who has entered according to this article. Upon assignment all of the rights and liabilities of the former partner pass to the new partner. No extra fee is requested from the new partner by the cooperative for reason of this assignment.

**To enter into partnership again**

**Article 18**- Those whose partnership is terminated may enter into partnership again if the reasons leading to their removal are brought to end. Those who are removed from partnership for reasons as specified in 14th article 3rd paragraph of this main charter may not be accepted into the cooperative again.

**Partnership Deed**
**Article 19** - It is essential that the membership right of each and every partner should be represented by a partnership deed that is written to the name. The title of the cooperative, name and surname of its owner, workplace and residential address, the dates when she entered to and quitted from the cooperative are written in said partnership deed. These issues are signed by the Deed owner and those who are authorized to represent the cooperative. The moneys which the partner has deposited and withdrawn from the cooperative are written with their dates in sequence. If these records are related with the moneys that are paid to the partner by the cooperative, then the partner signs them. Signed partner deed is qualified as a receipt. Said deed may also be arranged as a partnership portfolio provided that it contains the main charter as annexed to it. Partnership deeds are not qualified as a valuable document and they are used only to evidence or to verify a status.

**Personal Responsibilities of the Partners**

**Article 20** - Every partner is responsible up to the share amount which she has undertaken against the debts of the cooperative. The responsibility of a partner whose relation with the cooperative is terminated continues for 2 years period after the date she has left.

Every partner who has entered into the cooperative are deemed responsible from the debts of the cooperative which have incurred before.

The responsibility provisions regarding the members of the Board of Directors and the auditors are reserved.

**Payments apart from Partnership Share**

Article 21 - The partners are bound to effect payments which they have undertaken in order to implement the scope and objectives of the cooperative apart from the partnership shares which they have undertaken and paid. The quorum that is requested in the 33rd article 2nd paragraph of the main charter is sought for during taking this decision. Additional payment may be requested from the partners in order to settle the balance sheet deficits. These payments are decided by the general assembly.

**FOURTH PART**

**COOPERATIVE ORGANS AND ITS MANAGEMENT**

**Cooperative Organs**

**Article 22** - The organs of the cooperative are as shown below:

1- General Assembly
2- Board of Directors
3- Auditors Board
GENERAL ASSEMBLY

Its duties and authorities

Article 23- The duties and authorities of the general assembly which is the most authorized board are as shown below:

1. It reviews and controls the balance sheet the breakdown of the accounts in its balance sheet, income-expense difference accounts, and the reports that are rendered by the Board of Directors and the auditors board and thereby to accept or dismiss said reports, to take decision about the distribution of income expense difference.
2. To elect the members of the Board of Directors and the Auditors Board. To acquit them and to decide about their responsibilities and whenever required to nullify them.
3. To discuss and negotiate about the budget and the monthly salaries, attendance fees and travel expenses which shall be paid to the Board of Directors and Auditors Board and to decide about them.
4. To review the objections of dismissal from partnership resolutions which shall be decided by the Board of Directors and to take decisions about them.
5. To decide about whether or not to cancel the Board of Directors resolutions which are alleged to have violated the resolutions of the general assembly and as opposed the code, main charter and goodwill principles and bases.
6. To decide about the amounts of the additional payment amounts which shall be collected from the partners in order to close the balance sheet account deficits and to decide about their collection.
7. To decide on entering into an upper organization and to elect the representatives who shall be commissioned in such upper organizations.
8. To decide about the amendments which may be implemented in the main charter.
9. To decide about the procedures to be followed during buying and selling of real estate, to decide about the qualification, place and maximum price of the real estate which shall be bought and to decide about the maximum price of the real estate which shall be sold.
10. To decide about the methods of the manufacturing and building construction works.
11. To decide about the dissolution of the cooperative and to elect its liquidation board.
12. To decide about capital increase of the cooperative and the installments and payment bases of the funds which shall be collected from the partners.
13. To determine and specify the facilities which shall be installed in compliance with the objectives of the cooperative. To buy or rent real estates for this purpose.
14. To decide on opening branches of the cooperative.
15. To take decisions about the objectives and activity lines of the cooperative that are provided by the code and this main charter.

The General Assembly may not delegate assign or remove the above mentioned duties and authorities.

Voting Right and Representation

**Article 24**- All of the partners by excluding those who have not been cooperative partner later than 3 months before the general assembly meeting date have the right to participate in general assembly meeting. Each partner has only one voting right but a partner may cast vote for another partner provided that such representation authorization should be permitted and provided in written form. When the number of partners exceed 1000, then each partner may represent more than one partners provided that their number should not exceed 9. Partnership conditions is not sought for during representation of the spouses and first degree relatives (including the children, parents of the partners, parents of the partner’s spouse.)

The chairman and the members of the Board of Directors and the persons who are authorized to represent the cooperative may not cast votes by representatives.

Those who have somehow participated in the business of the cooperative may not cast votes during acquittal of its Board of Directors members. This provision is not applicable during acquitting of the auditors board members.

None of the partners may cast votes during negotiations about the a personal business or dispute between herself or her spouse or her ascendants and descendent and the cooperative apart from the partnership issues.

Meeting Types and Times

**Article 25**- General Assemblies are met either ordinarily or extraordinarily. It is essential that the ordinary general assemblies should met during the first six months of every year. Extraordinary general assemblies are met during times and conditions whenever the business of the cooperative requires and according to the terms and conditions as envisaged in the main charter.

Meeting Place

**Article 26**- General Assemblies are met at the city where the seat of the cooperative is located.

Those who are authorized to call for meeting

**Article 27**- General assembly is called for meeting by the Board of Directors.
Whenever required the auditors board, the upper unit in which the cooperative is a member or the dissolution officials have the authority to call the general assembly for meeting.

If the general assembly could not meet as written above, then it may be called for meeting by the Ministry of Industry and Trade.

Also the general assembly may be called for meeting by the Board of Directors by a minimum of four partners and upon request of 1/10 (one-tenth) the total number of its partners. Under said conditions it is essential that the application should be done jointly and with a notarized notification.

If this request is not fulfilled by the Board of Directors on time and if no results could be obtained from application to the auditors board, the upper organization in which the cooperative is a member and the Ministry of Industry and Trade respectively, then the applicants may apply to the local court and take a permission decree to call the general assembly for meeting personally.

**Type of Call of Meeting**

**Article 28**- Call for ordinary and extraordinary meetings are held by sending them registered mails and also by publishing them in the Newspaper whenever required and in places where no newspaper is published according to tradition and by local announcement. It is also possible to deliver the invitation by hand against signature. It is essential that the invitation should be mailed not later than 30 days and not earlier than 2 months before the date and the day, hour and place of the meeting and the agenda articles should be specified in the invitation.

If the majority could not be met during the meeting then an announcement should be forwarded to the members at once by specifying only date and the day, hour and place of the meeting. It is essential that there should be at least 7 days and at most 30 days between the meetings.

The announcement days and meetings days are not taken into account during calculating the above mentioned periods.

If the amendment of the main charter is considered then writing the numbers of the articles of the main charter that shall be amended shall be sufficient.

**Availability Of All Partners**

**Article 29**- In the event that all partners or representatives of the cooperative are present and there is no objection, a decision can be taken even if the provisions on calling the meeting are not complied with, without prejudice to other provisions concerning the general meeting. However, in order to make the decisions taken, it is necessary that necessary procedures have been taken in order to have a representative of the Ministry in the meeting.
Documents to be submitted and sent to the Ministry

Article 30- The date, location and agenda of the General Assembly shall be communicated in writing to the Ministry of Industry and Trade (General Directorate of Organization and Organization) in Ankara and at least 15 days before the meeting in other places, the Governorate (Provincial Directorate of Industry and Trade) at the place where the cooperative center is located.

This declaration is requested to have a representative at the meeting by adding a document showing that the representative fee paid in the Ministry of Finance has been deposited in the relevant financial office.

Agenda

Article 31- The following items are written on the agenda of the Ordinary General Assembly:

1- Reading of management and audit board reports
2- Review of balance sheet, inventory, income-expenditure difference accounts, approval or rejection
3- The members of the Board of Directors and the members of the audit committee
4- Selection of new members in place of members of management and supervisory board
5- Negotiating and budgeting the next year’s budget and work program
6- Other necessary matters

Extraordinary general assembly is appointed and determined according to the purpose of calling agenda.

It is mandatory that at least 1/10 of the shareholders, at least 20 days before the date of the general assembly meeting, be put in public and notarized notice by the shareholders.

Issues that are not on the agenda cannot be discussed. However, in the event that at least 1/10 of the registered partners of the cooperatives make a written proposal before the agenda items are discussed, the selection of the audit commission, the review of the balance sheet and the release of the, cancellation of the resolutions of the board of directors argued to be in contradiction with the articles of association and the principles of goodwill and decisions of the general assembly are taken into consideration in the event that more than half of the members of the general board agree on the election of the members of the board of directors and auditors.
List of partners

Article 32- Board of Directors; it is obliged to prepare a signed chart of partners before the meeting of each general meeting, which shall be signed by the board of directors showing the common numbers, names and residence of all partners, and places to be duly and verbally signed.

This ruler is signed by the attendants of the meeting, the president of the general assembly and the representatives of the ministry.

Interview and Decision

Article 33- At least ½ of those who have the right to participate in the general assembly from co-operative registered partners must be present, personally or on behalf of the general assembly, in order to be able to meet the general assembly and discuss the issues on the agenda. No quorum will be sought in the second meeting if quorum is not provided in the first meeting.

Decisions in the General Assembly shall be taken by casting more than half of the signatures on the partners' chart. However, decisions about the dissolution of the cooperative, the merger with the other cooperative or the amendment to the main agreement are made by a majority of 2/3 of the signatories on the partners' chart.

In the decisions of the General Assembly regarding the amendment of the liability provisions, transactions are made according to Article 52 of the Cooperatives Law No. 1163.

Opening of the meeting and the Presidential Council

Article 34- General Meeting; The Ministry shall be opened by the person authorized by the organizing authority to make the invitation on the basis of the application of the application in accordance with the procedure and the determination of the procedure in accordance with Article 87 of the Cooperatives Law No. 1163 and the meeting name. Subsequently, a number of secretary members to be decided by a general assembly chairman and, if necessary, a voting member are elected. Candidates with the most votes in this election are considered elected.

Voting Shape

Article 35- The voting is held by raising hands. However, the secret ballot is applied with the decision of more than half of those attending the general meeting. Voting at the election of the board and the supervisory board shall be held by secret ballot.
Approval of Balance Sheet and Release

Article 36- The decision of the General Assembly regarding the ratification of the board also includes the acquittal of the board of directors and the board of auditors. However, if some items are not shown on the balance sheet or the balance sheet is incorrectly set, these bodies will not be declared by consent.

The decision on the acceptance of the balance sheet and accounts before reading the audit committee report is not valid.

The members of the non-executive board of directors and auditors may not be re-elected in the same general meeting.

The general assembly must be decided in order to be able to file an action against the unreported board of directors. Cooperative auditors are obliged to file a lawsuit within one month from the date of the general meeting decision. By this time, the right to a trial is not available. If the case is rejected, the board members cannot claim compensation.

Impact of Decisions

Article 37- Decisions taken at the general meeting convened in accordance with the law and the main contract are also valid and binding on those who are absent from the meeting or against the voters.

Cancellation of Decisions

Article 38- The following persons may apply to the court in the place where the cooperative center is located within one month to start the day following the meeting, against the decisions of the general assembly, and the claim that the blood is contrary to the provisions of the articles of association and principles of goodwill.

1-Participants claiming that they are present at the meeting and opposed to the decisions and are not allowed to use the game unfairly or are not unjustly allowed in the procedure of calling the meeting or that they are not announced or notified as in the case of the day or participated in the decision of the persons who are not authorized to participate in the general meeting;
2-Board of directors;
3-The fulfillment of the decisions, if any, of the members of the board of directors and of the auditors, if they are liable for their personal responsibilities.

The day on which the dismissal case is opened and the date of the standstill will be announced by the board of directors.

The corruption of a decision is a ruling for all partners. In the event that the decision of dismissal is finalized, this particular item shall be registered and announced.
Minute of General Assembly

Article 39- In order for the General Assembly meetings to be held, a written statement is prepared by the declarations made by the shareholders and the decisions taken by the opposition and the decisions taken by the opposition. In this record, the number of persons who attended the meeting in person and by proxy and the number of votes used are also shown.

Six of the minutes of the general assembly are signed by the chairman and members of the general assembly and the representative of the ministry.

Registration and Announcement of General Assembly Decisions

Article 40- Documents showing that the invitation to the meeting is made in accordance with the procedure and the minutes of the meeting of the shareholders and the general meeting shall be submitted to the Trade Registry Office within 15 days from the meeting date and the required registration and announcement shall be made.

Documents to be sent to the Ministry

Article 41- Within the latest one month after the date of the meeting, a copy of the reports of the management and audit committees, the balance sheet and income-expenditure statements, the minutes of the general assembly meeting and other approved documents of the shareholder’s statement and other documents to be requested, it is deposited to the directorate.

BOARD OF DIRECTORS

Choice and Time

Article 42- The board of directors shall be elected by the General Assembly for at least one, at most four years, and shall consist of at least three members. If such a period is not determined by the General Assembly, it shall be deemed to be elected for one year.

As far as the number of members selected for the executive board is concerned, alternate members are elected.

The principal and substitute members of the board of directors shall be elected from among the most voters from the general board by ballot. So, in the case of equality, the quote is applied.

Terminated members can be reselected. If the General Assembly finds it necessary, it can change the members of the board at any time.

Selection Requirements
Article 43 - Members of the Board of Directors are required to:
1. T. C. be the citizen of
2. Being a cooperative partner and having the right to use civil rights
3. Not being a board member in another cooperative of the same kind
4. Not to be convicted in accordance with Law No. 1163 on Co-operatives of the
   Turkish Penal Code for offenses related to embezzlement, violation, extortion,
   bribery, abuse of office, fraud, theft, fraud, fraudulent bankruptcy, abuse of security
   and state personality
5. Not being an auditor at the same time

The legal entities elected to the board of directors are represented by real persons
with the above conditions.

The conditions for selection are investigated by the supervisory board. If they do not
fulfill these conditions, the tasks of the electors and those who lost afterwards are
terminated by the board of directors.

Although the duties of the public defendants in respect of the above offenses are
continued until the first general meeting of the Board of Directors, the matter shall
be laid down on the agenda of the first general meeting to be held in order to make
a decision on the general board of directors.

Duties and Authorities
Article 44 - The board of directors is the executive body that governs and
represents the activities of the cooperative within the provisions of the law and
articles of association.

The main tasks of the board of directors are:
1. To organize and carry out the activities of the cooperative in order to meet the
   social, cultural and economic needs of the partners;
2. To prepare annual balance sheet, income-expenditure account and budget;
3. To take decisions on whether the applicants for partnership with the partners
   carry out the written conditions in the main contract, accept or reject the
   partnership;
4. To convene a meeting in accordance with the terms and conditions set forth in
   the General Assembly Law and the Articles of Association;
5. Obtaining loans and credits from related institutions for the purpose of realizing
   the objectives of the cooperative, establishing pledges and mortgages on movable
   and immovable property owned by cooperatives as collateral for the purchase of
   publicly funded credits;
6. To inform the partners of the commitments and obligations of the institutions that
   will open loans to the cooperatives in the loan receiving business;
7. To use the donations made in cooperatives and the revenues of the cooperatives in appropriate works for the purpose of the cooperative;
8. To display the necessary documents and documents to be requested by the Ministry, to provide information and to give the required authorization to the authorized personnel sent for inspection;
9. Representing the cooperative in public offices, in courts against third parties
10. To prosecute, to be peaceful or to give up the case;
11. To sell and foreclose movable and immovable property of the cooperative with the condition of a decision from the general assembly;
12. To authorize the co-operative to represent one or more persons of the cooperative, or to represent the co-operative in certain cases, from among its partners or from outside, with responsibility for the board of directors;
13. To fulfill other duties given to the board of directors by Law and Articles of Association;
14. Taking necessary measures and decisions for the realization of the objectives of the cooperative;

Task Division and Meetings

Article 45 - Members of the Board of Directors; Following the election, they make a division by choosing a president, a second president, and, if necessary, a clerk and an accountant at the first meeting they will hold.

When the chairman of the board of directors is absent, the second chairman convenes. The meeting is held at least once a month and with participation of at least one more member from the half. Decisions are made by the majority of those present at the meeting. In case of equality of votes, the meeting is left to the next meeting. In case of equality, the bid is considered to be rejected.

No votes can be used to represent non-meeting members. Participants can not attend the meeting during the discussion of the issues that concern their personal interests.

A member who does not participate in three meetings without being excused shall be deemed to have withdrawn.

The meetings are held at the cooperative center. However, it can also be done elsewhere with the approval of the majority of the members.

Decisions are taken on the board of directors’ decision book by date and number. The names of all members are written on the head of the verdict and the lower part is signed with the names of the participants.
The members who abstain from the opposition to the ruling, sign the reasons for opposition or abstention.

**Representation and the Law of the Cooperative**

**Article 46** - Signatures of two persons who are authorized to represent the cooperative under the title of co-operative are required for the signature of the documents to be issued on behalf of the cooperative or for the bell of the cooperative.

The board of directors shall determine the persons authorized to sign the cooperative and represent the cooperative, and a decision approved by the notary public shall be issued to the Trade Registry Office for registration with the signatures.

If necessary, the person with the authority of signing may be changed by acting in accordance with the provisions of the above paragraph.

**Vacancy of your membership**

**Article 47** - Members of the board of directors may be withdrawn at any time by resignation.

If the board member is vacated for any reason, substitute members are called according to the votes of the board of directors. Drawings are drawn between the equally voted.

If the Board of Directors loses its chairman's quorum, the board of auditors will call up the vacant members of the board without delay. In the event that the board of directors fails to complete the board meeting, the board shall act according to the first paragraph of Article 315 of the Turkish Commercial Code. If the Board of Directors falls below the quorum for the meeting, the General Assembly is called immediately for the election by the Board of Auditors.

**Liability and Prohibited Practices**

**Article 48** - The board of directors shall exercise due diligence in the management of cooperative works and shall make every effort to achieve success and development of the cooperative.

Members are obliged to keep secrets of trade or business they have learned during their activities on the board of directors.

The board of directors is responsible for ensuring that the necessary books and documents, the general committee documents and joint lists are prepared, kept and
kept, and given to the auditors to be prepared and reviewed in accordance with the income-expenditure account and annual statutory provisions.

Members of the board of directors and co-operative officers shall not engage in any commercial treatment on behalf of the co-operative, either directly or indirectly, on behalf of the co-operative, on behalf of himself or others. Members of the board of directors and authorized representatives can not use the authorities that the general assembly can not assign.

Board members are liable jointly for damages caused by their own faults and are obliged to compensate the cooperatives.

Members who prove that they are not defective shall be rescued from members who are opposed to the decision and immediately inform the auditing board of the situation in writing or who are not present at the meeting due to disability.

The obligation of the end-of-office member at the time of employment continues for 5 years from the date of departure.

**Fees of Board Members**  
**Article 49**- The chairman and members of the board of directors and executive members shall be paid monthly fee for the service they will perform in this capacity, or the attendance fee for the board meetings and the voyage for the mission trips they will attend. The amount and type of payment is decided by the general assembly.

No payment shall be made to members of the board of directors other than the above-mentioned amount and amount determined by the general assembly.

**Managing Director**  
**Article 50**- With the decision of the Board of Directors, the executive member who has the authority to represent one or more of the members of the cooperative may be elected.

The election and replacement of executive members shall be registered in the trade register.

**Director and Other Staff**  
**Article 51**- The board of directors may employ a director from among themselves or from abroad and other personnel required by the cooperative to carry out the financial and administrative affairs of the cooperative. They are responsible for damages caused by their own faults
The qualifications and duties of the personnel to be employed are determined by the decision of the board of directors.

With the condition of specifying in the budget, this person will be given a fee to be determined by the management board.

**AUDIT COMMITTEE**

**Choice and Time**

**Article 52**- The General Assembly shall be elected from among the shareholders for at least 1 year with at least 2 audit committee members. If the period is not determined by the General Assembly, it shall be deemed to be elected for 1 year. Members whose term expires can be re-selected. The provisions of Articles 3 and 4 of Article 42 of this main contract shall also apply to the selection of members for the supervisory board.

**Selection Requirements**

**Article 53**- The following conditions are sought for members of the audit committee:

1. T. C. be a citizen of
2. Being a cooperative partner and having the right to use civil rights
3. Not to be convicted in accordance with the Law No. 1163 on Co-operatives of the Turkish Penal Code for offenses committed against embezzlement, violation, extortion, bribery, misconduct, fraud, theft, fraud, fraudulent bankruptcy, abuse of security and state personality
4. At the same time, in the cooperative, the members of the board of directors, cooperative staff or members of the board of directors and the third degree, blood and mourning relatives (mother and father, mother, father, child, grandmother, grandfather, grandchild, uncle, sibling child), not being a relative, having no business partnership with board members

**Duties and Authorities**

**Article 54**- The main duties and authorities of the Audit Board are:

1. To review annual balance sheet and results accounts and report these opinions to the General Assembly together with a report
2. To review the books of the cooperative at least once every three months in order to obtain information from the cooperative operations and ensure that necessary records are kept on a regular basis
3. To check the cash value and securities of the cooperative at least once every three months
4. Checking budget, balance sheet and income-expense chart
5. Invitation to the ordinary or extraordinary meeting of the general assembly in case the management board is neglected
6. To supervise the members of the board of directors in accordance with the provisions of the law and articles of association and goodwill
7. To investigate whether the members of the board of directors carry the necessary conditions and to call up substitute members without delaying these vacancies in case of loss of meeting quorum
8. To examine the complaints about the cooperative partners, the board members and the cooperative staff and to explain the result of the investigation in the annual report
9. They are obliged to put the proposals they see in the agenda of the board of directors and general assembly meetings

The members of the audit committee are obliged to inform the general board about the deficiencies in the execution of their duties within the scope of their duties, the acts against the law and the main contract,

The members of the audit committee may use the duties and authorities given to them by law and the articles of association, on their own when necessary. Members of the audit committee attend meetings of management and general meetings, but cannot vote at board meetings.

Responsibility
Article 55- Supervisory Board members shall be jointly responsible unless their duties imposed on them by law and the articles of association are proved to be perfect due to the damages arising out of their failure to do so.

They cannot disclose what is expected to be harmful to cooperatives and partners when they learn and explain during their duties.

Discharge of Audit Board Membership
Article 56- Members of the audit committee may be withdrawn at any time by resignation.

The memberships of those who do not carry the conditions laid down in the law and the articles of the main covenant or who are understood to have lost them later terminate automatically.

If your membership is vacated for any reason, the highest number of backups will pass. If the number of members falls below the number determined by the general assembly together with the reserves, the existing members or members shall elect one instead to serve until the first general meeting. If there is a wholesale vacancy,
including the reserves, it will be based on the last clause of Article 351 of the Turkish Commercial Code.

**Fees of Supervisory Board Members**

**Article 57** - The amount of the fee to be paid to the members of the audit committee shall be determined by the general assembly by putting in the form of payment.

**PART FIVE**

**COOPERATIVE ACCOUNTS AND BOOKS ACCOUNTS**

**Account Period, Balance Sheet and Result Accounts**

**Article 58** - The accounting period of the cooperative is the calendar year. The first accounting period starts on the date the cooperative is established and ends on December 31 of the same year.

The Board of Directors makes the inventory as of 31 December every year and prepares the balance sheet and income - expense accounts and gives them to the board members at least one month before the general meeting. Members of the audit committee shall review these within ten days at the latest and return them to the management board together with the report they will jointly organize. Balance sheet and result accounts are submitted to the examination of the shareholders at the cooperative center at least 15 days before the General Assembly meeting, and one will be given to the applicants.

**Accounting Procedure**

**Article 59** - The accounts of the cooperative shall be kept in accordance with generally accepted accounting principles and procedures, and the financial statements shall be prepared accordingly.

**Revenue - Expense Track and Distribution**

**Article 60** - The income - expenditure difference shall be determined according to the annual balance sheet approved in the general assembly.

Positive revenue - 20% of the expenditure difference is allocated between the reserve fund and the 1% of the fund, and the remaining positive difference is divided between the special fund according to the decision to be taken by the general assembly and the aid fund for partners and staff.

1% of the fund, which is separated according to the above paragraph, shall be deposited into the account of promotion and education services fund under the
order of the Ministry of Industry and Trade in accordance with Article 94 of Law No. 1163 within one month following the ratification of the general assembly.

If the income-expenditure difference is negative, it will be covered from the open fund reserve, if it is not enough, from the special fund created according to Article 61 and from the common capital shares. Unless the pessimistic ends are removed from the center, the revenue-profit disparity can not be distributed. The reserve funds can not be distributed to the partners. Profit on capital can not be distributed. Members of the board of directors and board of auditors shall not be entitled to a share of profits. The cooperative does business only with its partners.

**Special Fund, Partners and Employee Benefit Fund**

**Article 61** - Amounts to be decided according to paragraph 2 of Article 60 shall be collected from special fund accounts for use in the works to be used for the development of the cooperative and aid fund accounts for partners and personnel. The basis for the use of the collected graft from these funds is determined by the general assembly.

**Follow-up of Debt Bills**

**Article 62** - In the case of debt securities drawn up by the cooperatives in connection with debt installments or interim payments, a signed and sealed receipt showing the date and amount of their payment shall be given to the partners. These bonds are transferred to accounting records. The turnover of the bills is treated like a prudent merchant.

**Transfer Turnover Minute**

**Article 63** - Members of the Board of Directors and officers are obliged to deliver the money, goods, books, documents and other cooperative assets under their responsibilities to the new officers with a written record.

**Advances and Payments**

**Article 64** - Advances can not be made and payments can not be made except for the purpose and work of the cooperative. All payments must be based on valid documents.

The procedure for determining the reason for the advance, the amount, the duration, the withdrawal conditions, the maximum amount of money to be kept in the casinos on a daily basis in the form of closure and the cooperative money in accordance with the objectives shall be determined by the board of directors.

**Works to be done in the form of a cooperative**
Article 65 - If there is serious reason to believe that the cooperative is incapacitated, the board of directors immediately issues an interim declaration on the market, based on current prices. The board of directors urges the Ministry of Industry and Trade to inform the General Assembly of the extraordinary meeting immediately if it shows that the last year's balance sheet or a later liquidation balance or the aforementioned interim balance sheet cooperative's balance can no longer meet its obligations. If half of the cooperative's existence is unrequited in the last year's consensus, the board of directors immediately invites the general assembly to the meeting and presents it to the partners. It also informs the relevant court and the Ministry of Industry and Trade.

If it is deemed possible to correct the financial situation, the court may postpone the bankruptcy at the request of the board of directors or creditors. In this case, the court takes precautions for the preservation and continuation of the existence of the cooperative, such as the keeping of the book of the existing ones, the appointment of the administrative officer.

Income - Expenditure Difference and Distribution / Additional Article dated 19.06.2006

Since the beginning of its foundation, SS Filmmor Women's Environment Culture and Management Cooperative has been a non-profit organization and has not distributed profit to its shareholders. It is unanimously decided that it will remain as non-profit and will not distribute profit to its shareholders.

NOTEBOOKS

Books to keep
Article 66 - It is obligatory to keep the following books in the cooperative:
1- Daybook
2- Book of Final Entry
3- Inventory Register
4- Decision Book
5- Partners Book

Daybook
Article 67 – The Daybook is the book for the periodical writing of the transactions to be recorded in the order of the dates and the articles in the order of the documents.

It is imperative that journalists have at least the following information
a. Article number (not mandatory for accounts held with the machine)
b. Date
c. Borrower account
d. Creditor account
e. Amount (It must be shown in the explanatory column of the sub-accounts.)
f. The type, date, and number of the document on which each record is based

Records to be entered into journal books cannot be delayed more than 10 days without justifiable reason. The journals book must be submitted to the notary till the end of January at the latest and the notation "seen" under the last record must be written and sealed by signature and signature.

**Book of Final Entry**

**Article 68** - A bookkeeper is a book that distributes the transactions that have already been made to the book of accounts to the accounts in a systematic way and collects them collectively in these accounts.

The records in the book should include at least the following records:
a. Date
b. Daybook item number
c. Sum
d. Names of assistant final accounts from collective accounts

**Inventory Register**

**Article 69** - Inventories and inventories, which are issued at the opening date of the cooperative and subsequently at the end of each accounting period shall be registered.

Unless otherwise provided in the law, inventories and balances to be issued for the end of the accounting period must be completed within the first three months of the next accounting period. The inventory and balance sheet passed to the inventory book are signed by the board of management and submitted to the note. The notarized record must be affixed to the "seen" record with a seal and signature.

**Decision Notebook**

**Article 70** - The resolutions given by the general assembly and the board of directors as a result of the meetings are written in the decision book. The board of directors is held separately as a decision book and a general board decision book.

Minutes of the General Assembly minutes are written and affixed to the general meeting’s decision book as approved by the Board of Directors.

**Partners Book**
Article 71 - The name and surname of each partner, the address of work and residence, the dates of entry and exit of cooperatives and the money deposited or withdrawn by the partners shall be written in the order of date.

The decision to issue a decision on the issuing shareholders should be made reasonably in this book and the date on which the removal process is finalized.

Proof of Entitlement to Books
Article 72 - The daybook, bookkeeping, inventory book and both decision books, which the cooperative is obliged to keep, shall be submitted to the note before it is used. Notary certifies these books with seal and signature.

Storing Books and Documents
Article 73 - Documents such as documents, contracts, promissory notes, bills of guarantee and court ceremonies related to the cooperative showing documents, letters, telegrams, invoices, rulings, receipts, minutes, specifications, projects, it is kept in file in a regular manner.

These documents are stored for up to ten years from the date of the last registration. According to Article 68 of the Turkish Commercial Code, the notary or one of the partners shall be deposited with the cooperative in order to keep the relevant documents in case of the end of the cooperative.

PART SIX

DISTRIBUTION AND LIQUIDATION

Merger and Transfer
Article 74 - The General Assembly may decide on the merger of the cooperative's subject and objectives with another cooperative or to transfer it to a public legal entity or to any association. In these cases, transactions are made according to Articles 84 and 85 of Law No. 1163.

Disintegration Causes
Article 75 - Cooperative:
1. If the number of partners falls below 7
2. With the decision of the General Assembly,
3. By opening the bankruptcy,
4. In other cases provided for by law, upon the decision of the Ministry of Industry and Trade to be taken from the court,
5. By merging or taking over with another cooperative,
6. If the Company does not hold the ordinary general assembly meeting for three years,
7. If it is determined by the Ministry of Industry and Trade that there is no possibility of reaching the purpose, it will be decided by the court.

**Liquidation Board**

**Article 76** - The liquidation board shall consist of at least two persons to be elected by the general assembly. The general assembly may also appoint the executive board in this matter. In case the general assembly does not make a selection or assignment for the liquidation committee, the board of directors carries out the liquidation affairs. These can be abolished at any time in the general assembly, and places can be assigned newbies.

In case the liquidation board is not allowed to be established in accordance with the above paragraph, it may be decided whether the liquidation officers can be appointed to the court on the application of one of the partners, or the nomination of the officials to the liquidation due to justifiable reasons.

The provisions of paragraphs 3 and 62 of paragraph 1 of Article 56 of the Law numbered 1163 shall apply to the members of the liquidation committee. Members of the liquidation committee are paid the amount to be determined by the appointed authority.

The board of directors registers and announces the liquidation officers to the trade registry.

**Duties of the Liquidation Board and Execution of the Liquidation**

**Article 77** - The liquidation committee is obliged to work for the liquidation works to be completed as soon as possible and executes the tasks related to liquidation operations as follows:
1. The dissolution shall be registered in the trade registry by the liquidation committee and shall be invited to the trade register within one year after being informed of the receipt of the receipt by the Trade Registry Gazette and a local newspaper with a notice to be made three times a week.
2. During the liquidation, the title of the cooperative shall be used by adding the statement "In case of liquidation".
3. Unless the general assembly of the cooperative decides otherwise, the liquidators may sell the securities in a bargain or auction. The way in which real estate is sold is determined by the decision of the General Assembly.
4. Liquidators shall prepare an inventory book showing the assets, receivables and debts of the cooperative when they start the referral by examining the date on which
the decision of dissolution of the cooperative is made and also prepare a statement 
showing the current partners of the cooperative and their debt and debt situations. 
5. If the cooperative has already started but has not yet been completed, the ones 
that can be completed are completed, the commitments are fulfilled, the receivables 
and unpaid capital are collected if necessary.
6. If the cooperative debt exceeds the current amount, the liquidation officers shall 
inform the court of the situation.
7. During liquidation, a liquidation book will be held where the decisions of the 
liquidation committee will take place. If the liquidation is carried out by the board of 
directors, the board of directors shall be used as the book of resolution.
8. If the liquidation takes a long time, the final balance sheet will be prepared and 
presented to the general assembly at the end of the liquidation with the intermediate 
balances for the end of each year.
9. Paragraph 1 of Article 33 shall apply to the meeting committee to be called during 
the General Assembly meetings to be held during the liquidation.
10. The amount to be credited to the creditors of the cooperative shall be deposited 
with the notarized amount corresponding to debts payable on due date and dispute.
11. The amount remaining after the payment of the cooperative's debts and share 
certificates shall be distributed in proportion to the paid-up capital between 
registered partners or legal successors at the time of disintegration.
12. The permanent deletion of the title of the cooperative on the end of the 
settlement shall be requested by the registry officer from the registry office.

PART SEVEN

MISCELLANEOUS PROVISIONS

Supervision of the Ministry and Other Institutions and Organizations

Article 78 - The cooperative is subject to the supervision of the Ministry of Industry 
and Trade. The ministry may appoint the cooperative upper organizations, related 
institutions and independent audit institutions to supervise the cooperative.

Cooperative officials; to provide the necessary information in a proper and complete 
manner and to provide the right information and to provide the right information in a 
proper and complete manner by showing the documents related to the 
cooperatives, money and monies and secrets, books and documents related 
thereto, when requested, to assist the inspectors, cooperative controllers and 
supervisors of the credit institutions.

Application of Law provisions

Article 79 - In cases where this agreement is not clear, the provisions of 
Cooperatives Law No. 1163 and the provisions of the Turkish Commercial Code 
shall be applicable.