

TELECOMMUNICATION SATELLITE AND ELECTRONICS INDUSTRIALISTS BUSINESS PEOPLE ASSOCIATION STATUTE

Name and Centre of the Association

Article 1- Name of the Association: **TELECOMMUNICATION SATELLITE AND ELECTRONICS INDUSTRIERS BUSINESS PEOPLE Association’.**

1- Derneğin kısa adı: **TUYAD** dir.

The centre of the association is in ISTANBUL. No branch will be opened.

The Purpose of the Association and the Subjects and Forms of Work to be carried out by the Association in order to realise this Purpose and the Field of Activity

Article 2- The Association is to support the development of Antenna - Satellite Systems, Satellite space technologies, to realise the professional and sectoral solidarity of electronic devices production, broadcast distribution, installers, importers and exporters and trade owners, to produce common solutions to problems, to realise the sectoral perspective. To create our national brands at international level, to increase quality, to ensure integrity in the sector and to develop sectoral prestige.

Subjects and forms of work to be carried out by the Association

In order to realise the objectives set out in the statute of the association;

- a) To work to increase solidarity in the sector.
- b) To contribute to standardisation studies for quality, qualified production and foreign trade,
- c) To carry out studies to prevent unfair competition in the sector, to contribute to the formation of legal norms and to work towards raising the level of competition with international companies,
- d) To carry out national and international market studies in the sector for its members,
- e) To assist its members in their endeavours for the best promotion in the world markets,
- f) To carry out R&D studies in co-operation with universities, TUBITAK, Chamber of Engineers and other institutions and to transfer new technology to the members.
- g) To establish quality control and measurement laboratories for its members,
- h) In cooperation with the Association, Chambers of Engineers, Universities and other professional organisations, to initiate a vocational training campaign in the sector, to organise seminars in various regions of our country, to carry out studies to train competent and knowledgeable people in the sector and to issue certificates at the end of the seminar,
- i) To work for the creation of an information bank within the association. To provide market, technical, professional and legal information needed by its members,
- j) To carry out studies to increase the prestige of the sector and members in front of the public,
- k) Leading domestic and international efforts (such as bulk purchasing, first-hand purchasing) to reduce costs in the sector,
- l) In order to realise its purpose, the Association can open branches, cooperate with other national and international institutions operating in the sector by obtaining the necessary legal permissions, become a member, (by obtaining the necessary permission from the relevant authorities) can operate nationwide by forming a Federation.
- m) In order to reinforce the solidarity and friendship of the members of the Association, the Association may open local centres by fulfilling the requirements of Article 90 of the relevant law.
- n) The Association may make visual, audio and written publications by obtaining the necessary legal permissions.
- o) It can carry out social and educational activities related to its sector such as courses, seminars, conferences, conferences, open forums, briefings, panels, exhibitions, concerts, fashion shows, trips, fairs, etc. It prepares projects, organises project competitions and ensures the implementation of these projects and represents our institution in these applications.
- p) The Association may acquire immovable property for its needs, lease it, establish usufruct and usufruct rights, and build constructions for its needs.

- r) To train trained personnel, to organise certificate programmes, to carry out studies in the sector with distance education systems.
- s) to carry out studies on satellite space techniques and to support third party studies
- ş) To form committees on relevant subjects, to act as sectoral arbitrator, expert and instructor when necessary.
- t) To carry out studies on IP TV Systems and technologies and to carry out activities that provide information to the sector and sectoral representation
- u) To carry out studies on OTT TV Systems and technologies and to carry out activities that provide information to the sector and sectoral representation
- ü) To carry out studies on KA BANT Satellite Internet Systems and technologies, to carry out activities that provide information to the sector and to represent the sector
- v) On behalf of TUYAD Association or by making supported agreements to prepare sectoral publications, magazines, printing and distribution
- y) To provide training in sectoral specialised subjects, to give certificates through joint programmes with educational institutions and VQA Vocational Qualifications Authority, to establish an academy or to cooperate with institutions for academic services
- z) To make joint studies with the sectoral chamber of industry and chamber of commerce, to take part in commissions, to organise seminars and class meetings
- z1) To provide financial and moral support to needy students studying in the fields related to the fields of activity of the association in order to support education and to ensure the training of successful individuals in the sector
- z2) To make opinions and suggestions to increase the quality and effectiveness of the laws, regulations, arrangements and applications to be made by public institutions and organisations for the use of Value Added Services, Products, Services and Technologies created on the Mobile Technology Platform in the Communication, Informatics and Media Sector,
- z3) To hold meetings and establish working commissions in order to produce general projects on issues concerning the Value Added Service, Product, Service and Technology Providers created on the Mobile Technology Platform in the Communication, Informatics and Media Sector and special projects on issues related to the branches of the sector,
- z4) To open training and examination centres on fixed mobile and fibre issues in the telecommunications sector and to provide sustainable training.
- z5) To carry out examination and certification studies in accordance with MYK standards.
- z6) To carry out authorised institution studies in accordance with the electronic waste regulation of the Ministry of Environment and to establish the necessary business in this regard
- Z7) Carries out supportive activities by taking into account the importance of education in general and especially in the field of electronics and information technologies.
- Z8) In order to strengthen the Turkish electronics industry and information technologies, it takes the opinions of industrialists, businessmen and scientists and announces them to the official authorities, makes contacts and works to provide the necessary protection and encouragement
- Z9) It encourages all industrialists, professionals, scientists and businessmen of the Electronic Industry, Information Technologies and related service sectors including the public sector in Turkey to come together in an association and to ensure the continuous competitiveness of the sector and to increase its contribution to the national economy and people.
- Z10) In accordance with the principles of economics, it states the vital importance of free enterprise in the national economy and social structure and encourages it to do its part in the development of the country in accordance with our national interests.
- Z11) Believing that our development should be balanced and within social security and that capital, labour and enterprise are the main elements that complement each other, it helps the development of employee-employer cooperation in the most efficient and beneficial direction in the development of the country.
- Z12) It encourages exports by directing investments to productive areas that will provide foreign exchange according to the priorities required by the public interest, and encourages studies that will assist development plans. It cooperates with private and official organisations related to industrial development.

Z13) In order to support education, the association provides financial and moral support to needy students studying in subjects related to the fields of activity of the association in order to ensure the training of successful individuals in the sector.

Z14) To support education in the field of satellite and satellite launch technologies and to carry out activities to encourage training seminars on the subject.

Field of Activity of the Association

The association cooperates with universities, chambers of commerce and industry in the electronic commerce sector, regulatory institutions, education and production business development, publishes journals and provides sectoral academic trainings. It operates in the social field in Turkey and abroad.

Right to Become a Member and Membership Procedures

Article 3- Every natural and legal person who has the capacity to act and who adopts the aims and principles of the association and accepts to work in this direction and who meets the conditions stipulated by the Legislation has the right to become a member of this association. However, foreign real persons must also have the right to reside in Turkey in order to become a member. This condition is not required for honorary membership.

The application for membership to be made in writing to the presidency of the association shall be decided by the board of directors of the association within maximum thirty days as acceptance to membership or rejection of the request and the result shall be notified to the applicant in writing. The member whose application is accepted shall be recorded in the book to be kept for this purpose.

The main members of the association are the founders of the association and the persons who are accepted as members by the board of directors upon their application.

Those who have provided significant material and moral support to the Association may be accepted as honorary members with the decision of the Board of Directors.

Unsubscribing

Article 4- Each member has the right to resign from the association, provided that he/she notifies in writing. As soon as the member's resignation petition reaches the board of directors, the exit procedures are deemed to be finalised. Resignation from membership does not terminate the member's accumulated debts to the association.

Dismissal from Membership

Article 5- Conditions requiring expulsion from the membership of the Association.

- 1-Behaviour contrary to the bylaws of the association,
- 2 - Continuous avoidance of assigned tasks,
- 3-Failure to pay the membership fee within six months despite written warnings,
- 4-Failure to comply with the decisions taken by the organs of the association.
- 5-Losing the conditions for becoming a member,

In the event that one of the above-mentioned situations is detected, he/she shall be dismissed from membership with the decision of the Board of Directors.

Those who leave or are expelled from the association are deleted from the membership register and cannot claim any rights in the assets of the association.

Organisations of the Association

Article 6- The organs of the Association are shown below.

- 1-General Assembly,
- 2-Board of Directors,
- 3- Supervisory board,
- 4- Honour Board

Form of Establishment, Time of Meeting, Call and Meeting Procedure of the General Assembly of the Association

Article 7- The general assembly is the most authorised decision-making body of the association and consists of the members registered to the association.

The general assembly shall;

1-Ordinary at the time specified in this statute,

2- It convenes extraordinarily within thirty days when deemed necessary by the board of directors or supervisory board or upon the written request of one fifth of the members of the association.

The Ordinary General Assembly convenes every 3 years, in April, on the day, place and time to be determined by the Board of Directors.

The general assembly meeting is called by the board of directors.

If the board of directors fails to call the general assembly to a meeting; upon the application of one of the members, the judge of the peace shall assign three members to call the general assembly to a meeting.

Voting and Decision Making Procedures and Forms of the General Assembly

Article 8- In the general assembly, unless otherwise decided, voting shall be conducted openly. In open voting, the method specified by the chairman of the general assembly shall be applied.

In case of secret voting, the papers or ballot papers sealed by the chairman of the meeting shall be thrown into an empty container after the members have done the necessary and the result shall be determined by open casting after the end of voting.

The decisions of the General Assembly shall be taken with the absolute majority of the members attending the meeting. However, decisions on amendment of the statutes and dissolution of the association may only be taken by a two-thirds majority of the members attending the meeting.

Duties and Authorities of the General Assembly

Article 9- The following matters shall be discussed and resolved by the General Assembly.

1-Election of the organs of the association,

2-Changing the bylaws of the association,

3-Discussion of the reports of the Board of Directors, Audit Boards and release of the Board of Directors,

4- Discussing the budget prepared by the Board of Directors and accepting it as it is or with amendments,

5- Authorising the Board of Directors to purchase the immovable properties required for the Association or to sell the existing immovable properties,

6-Reviewing the directives to be prepared by the board of directors regarding the activities of the association and approving them as they are or with amendments,

7-Determination of the salaries, all kinds of allowances, travelling allowances and compensations to be paid to the chairman and members of the board of directors and supervisory boards of the association who are not public officials, and the amount of daily allowances and travelling allowances to be paid to the members to be assigned for the services of the association,

8-Determination of the association to join or leave the federation,

9-Exercising international activities, joining or leaving associations and organisations abroad as a member,

10-Foundation of a foundation by the association,

11-Dissolution of the association,

12-Examining and deciding on other proposals of the Board of Directors,

13-Fulfilment of other duties specified by the General Assembly in the legislation,

The general assembly shall supervise the other organs of the association and may dismiss them at any time for just cause.

The General Assembly makes the final decision on admission to membership and expulsion from membership. As the most authorised organ of the association, it performs the duties and exercises the powers not delegated to any other organ of the association.

Establishment, Duties and Authorities of the Board of Directors

Article 10- The Board of Directors is elected by the General Assembly as thirteen (13) original and five (5) substitute members.

In its first meeting after the election, the board of directors determines the chairman, vice-chairman, secretary, treasurer and member by dividing the duties with a decision.

The board of directors can be called to a meeting at any time provided that all members are notified. It convenes with the presence of one more than half of the total number of members. Decisions are taken with the absolute majority of the total number of members attending the meeting.

In the event of a vacancy in the original membership of the board of directors due to resignation or other reasons, it is obligatory to call the substitute members to duty according to the order of the majority of votes received in the general assembly.

Duties and Authorities of the Board of Directors

The board of directors fulfils the following matters.

- 1-To represent the Association or to authorise one or more of its members to do so,
- 2-To carry out transactions related to income and expense accounts and to prepare the budget for the next period and present it to the general assembly,
- 3-Preparing the regulations related to the work of the association and submitting them to the approval of the general assembly
- 4-Purchasing immovable property with the authority granted by the general assembly, selling movable and immovable property belonging to the association, constructing buildings or facilities, making lease agreements, establishing pledges, mortgages or real rights in favour of the association,
- 5-To ensure the opening of representative offices where deemed necessary
- 6-To implement the decisions taken in the general assembly,
- 7-At the end of each activity year, to organise the operating account statement or balance sheet and income statement of the association and the report explaining the activities of the board of directors, and to present it to the general assembly when it meets,
- 8- To ensure the implementation of the budget,
- 9-To decide on the issues of recruitment or dismissal of members to the association.
- 10-To take and implement all kinds of decisions to realise the purpose of the association,
- 11-Doing other duties and using the authorisations given to him/her by the legislation,

Organisation, Duties and Authorities of the Audit Board

Madde 11-Denetim Kurulu, üç (3) asıl ve üç (3) yedek üye olarak genel kurulca seçilir.

Denetim kurulu asıl üyeliğinde istifa veya başka sebeplerden dolayı boşalma olduğu takdirde genel kurulda aldığı oy çokluğu sırasına göre yedek üyelerin göreve çağrılması mecburidir.

Duties and Authorities of the Audit Board

The supervisory board audits whether the association operates in line with the purpose and the fields of activity specified to be carried out for the realisation of the purpose, whether the books, accounts and records are kept in accordance with the legislation and the statute of the association, according to the principles and procedures determined in the statute of the association and at intervals not exceeding one year, and submits the results of the audit in a report to the board of directors and to the general assembly when it convenes.

The supervisory board shall call the general assembly to a meeting when necessary.

Establishment, Duties and Powers of the Honour Board

Article 12- The Board of Honour is elected by the Board of Directors as three (3) original and three (3) substitute members. If there is a vacancy in the original membership of the Board of Honour due to resignation or other reasons, it is obligatory to call the substitute members to duty.

Income Sources of the Association

Article 13- The sources of income of the Association are listed below.

1-Member Dues: Members are charged an entrance fee of 7.500,00 TL and an annual fee of 3.000 TL. The General Assembly is authorised to increase or decrease these amounts.

2-Donations and aids made by real and legal persons to the association voluntarily.

3-Revenue from activities such as tea and dinner meetings, trips and entertainment, representation, concerts, and conferences organised by the Association,

4-Revenue from the assets of the association,

5-Donations and aids to be collected in accordance with the provisions of the legislation on aid collection.

6-Earnings derived from commercial activities undertaken by the association in order to obtain the income it needs to realise its purpose.

7-Other income.

Internal Audit of the Association

Article 14- Internal audit may be conducted by the general assembly, the board of directors or the supervisory board in the association, or independent audit institutions may be commissioned to conduct an audit. The fact that an audit has been carried out by the general assembly, the board of directors or independent audit institutions does not remove the obligation of the supervisory board.

The board of auditors shall audit the association at least once a year. The general assembly or the board of directors may conduct audits or have independent audit institutions conduct audits when deemed necessary.

Borrowing Procedures of the Association

Article 15- The Association may borrow money with the decision of the Board of Directors in case of need in order to realise its purpose and carry out its activities. This borrowing may be made in the purchase of goods and services on credit or in cash. However, this borrowing cannot be made in amounts that cannot be covered by the income sources of the association and cannot be of a nature that will put the association into insolvency.

How to Amend the Statute

Article 16- Amendment of the bylaws can be made by a decision of the general assembly.

In order to amend the bylaws in the general assembly, 2/3 majority of the members who have the right to participate in the general assembly is required. In the event that the meeting is postponed due to lack of majority, the majority is not sought in the second meeting. However, the number of members attending this meeting cannot be less than twice the total number of members of the boards of directors and supervisory boards.

The decision majority required for the amendment of the bylaws is 2/3 of the votes of the members who attend the meeting and have the right to vote. Voting for the amendment of the bylaws in the general assembly shall be open.

Dissolution of the Association and Liquidation of Assets

Madde 17- The general assembly may always decide to dissolve the association.

In order for the dissolution to be discussed in the general assembly, 2/3 majority of the members who have the right to participate in the general assembly is required. In case the meeting is postponed due to lack of majority, the majority is not sought in the second meeting. However, the number of members attending this meeting cannot be less than twice the total number of members of the boards of directors and supervisory boards.

The decision majority required for the dissolution decision to be taken is 2/3 of the votes of the members who attend the meeting and have the right to vote. Voting on the dissolution decision in the general assembly shall be open.

Liquidation Procedures

When the general assembly decides on dissolution, the liquidation of the money, property and rights of the association shall be carried out by the liquidation board consisting of the members of the last board of directors. These procedures shall be initiated as of the date of the decision of the general assembly regarding dissolution or the date of finalisation of spontaneous termination. In all transactions during the liquidation period, the phrase ‘TELECOMMUNICATION SATELLITE AND ELECTRONICS INDUSTRIERS BUSINESS PEOPLE ASSOCIATION IN LIQUIDATION’ shall be used in the name of the association.

The liquidation board is responsible and authorised to complete the liquidation of the money, property and rights of the association from the beginning to the end in accordance with the legislation. This board first examines the accounts of the association. During the examination, the books, receipt documents, expenditure documents, title deed and bank records and other documents of the association are determined and their assets and liabilities are recorded in a minute. During the liquidation procedures, a call is made to the creditors of the association and the assets, if any, are converted into money and paid to the creditors. If the association has creditors, the receivables are collected. All money, property and rights remaining after the collection of receivables and payment of debts are transferred to the place determined in the last general assembly.

All transactions related to the liquidation shall be shown in the liquidation minutes and the liquidation procedures shall be completed within three months, except for the additional periods granted by the local administrative authorities based on a justified reason.

Following the completion of the liquidation and transfer of the money, property and rights of the association, the liquidation committee must notify the local administrative authority of the place where the headquarters of the association is located with a letter within seven days and the liquidation report must be attached to this letter.

The last members of the board of directors as the liquidation board are responsible for keeping the books and documents of the association. This duty may also be assigned to a member of the board of directors. The retention period of these books and documents is five years.

Article 18- Giving the association a sub-membership status and activating the artisan commission

Lack of Provision

Article 19- The provisions of the Law on Associations, the Turkish Civil Code and the Regulation on Associations issued with reference to these Laws and the provisions of other relevant legislation on associations shall apply to the matters not specified in these bylaws.

This regulation consists of 19 (nineteen) articles.