

Name and Headquarters of the Association

Article 1 – The name of the association is **ZEKERİYAKÖY SPORTS CLUB ASSOCIATION**. The headquarters is located in Istanbul. No branches will be opened.

The Purpose of the Association and the Subjects of Work to be Conducted Towards this Purpose, the Types and Areas of Activity

Article 2 – The purpose of the association is to contribute to the physical and mental development of young people with sports activities, to reinforce their patriotism, sense of solidarity and friendship, to make sure they behave according to general courtesy and sportsman like conduct, to instill an amateur athlete spirit, to popularize amateur sports and to enable members of all ages to utilize their spare time with social and cultural activities to keep the community morale high.

The Subjects and Types of Work to be Conducted by the Association

- 1- Provide members with the resources to do sports, organize sports competitions and participate in competitions organized by other organizations,
- 2- Conduct research to develop and make activities more effective,
- 3- Organize courses, seminars, conferences and panels for education and organize competitions,
- 4- Procure all manner of information, certificates, documents and publications to achieve the association's purpose, create a documentation center, issue bulletins about the work and other information through publications like newspapers, magazines and books to be distributed to members,
- 5- Provide a healthy working environment for working towards the purpose, procure all manner of technical tools and equipment, appliances and stationary materials,
- 6- Collect donations for charities with the necessary permission and accept donations from within the country and abroad,
- 7- Establish and operate economic, commercial and industrial businesses to attain the necessary revenue to realize the association's purpose,
- 8- Open and furnish a club, social and cultural facilities for the use of members to utilize their spare time,
- 9- Organize dinner meetings, concerts, ballets, theatres, exhibits, sports, travel and entertainment activities or enable members to participate in such activities to reinforce social relations between the members,
- 10- Buy, sell, rent and rent out movable and immovable properties and issue limited property rights needed for the association operations,
- 11- Establish a foundation, a federation or join a federation if necessary for the association operations, establish facilities that associations may establish with the necessary permission,
- 12- Be involved in international activities, join international associations or organizations and do joint work or cooperate with such organizations on a project basis,
- 13- If deemed necessary for achieving the purpose, reserving all rights to the Law no. 5072 on the Relations of Associations and Foundations with Public Organizations and Agencies, to conduct joint projects with public organizations and agencies that fall into their field of activity,

THE ZEKERİYAKÖY SPORTS CLUB ASSOCIATION CODE OF CONDUCT

(13.02.2016 Code of Conduct Change)

14- Establish a fund to fulfill association member needs for food, beverages, other goods and services and short term loans,

15- Open representative offices where deemed necessary to conduct the association's work,

16 – Form platforms in fields relevant to the association's purpose where it is not prohibited, with other associations or foundations, syndicates and similar non-governmental organizations to achieve a shared purpose,

The Association's Field of Activity

The Association is active in the fields of tennis, fencing, basketball, volleyball, horseback riding, bicycling, golf, athleticism, table tennis, bridge, chess, water sports, nature sports and motor sports. If deemed necessary by the Board of Directors more branches of sports may be added.

The Association may also, to the extent of its resources, be active in any non-competitive sport, nature walks, folk dancing, theatre, music, photography, painting and sculpting, literature, handcrafts, model making and organize youth camps and campaigns to protect the environment and historical artifacts.

The Association's Colors and Special Sign

Article 3- The colors of the association are green, white and brick red. The association's special sign, as seen in the image below, has a yellow ball in the middle, Zekeriya köy Sport's Club written across the sycamore leaves in a green band around the ball and in the brick red section below 2009 is written in white.



The Right to Become a Member and Membership Procedures

Article 4 – All real individuals and legal entities with legal capacity who have adopted the association's purpose and accept to work in line with this purpose and have all the conditions set forth by regulations, may become a member of this association. Foreign nationals may become a member if they have a Turkish residence permit. This condition is not sought for honorary members.

A written application is submitted to the Association Chairmanship and either accepted or rejected within thirty days with the decision notified to the applicant in writing. Accepted members are entered in the ledger that is kept for this purpose.

The principle members of the association are individuals who are accepted by the Board of Directors after having applied to the founders of the association.

- 2 -

Burçin KARAMERCAN – Mustafa Cengiz AYDIN – Kemal ERDEM – Ahmet ALTILAR – Osman KURAY

Nedim Bülent URŞ – Yasemin YÜKSEK – Haluk SİCİMOĞLU – Bahadır ONAY

Individuals who have provided important material and emotional support to the association may be accepted as honorary members by Board of Directors decision. Honorary members are not charged an Entry or Annual Fee. Honorary members cannot elect or be elected.

Resigning from Membership

Article 5 – Any member may resign from membership on the condition of notifying the association in writing. Once the member’s resignation reaches the Board of Directors their exit process is considered complete. Resigning from membership does not remove the member’s accumulated debt to the association.

Banishment from Membership

Article 6 – Situations that require banishment from membership

- 1- Acting in violation of the association’s codes of conduct,
- 2- Not paying the membership fees within six months despite written warning,
- 3- Not complying with decisions made by association organs,
- 4- Losing eligibility to be a member,

If any of the above listed situations are detected the individual may be banned from membership by Board of Directors decision. Association members who are banned from membership by Board of Directors decision may submit an objection to the General Assembly. The decision made by the General Assembly is final.

Members who resign from or are banned from membership are erased from the member record ledger and cannot make any claims on the Association assets.

The Rights and Duties of Members

Article 7 – A. Member Rights:

Association members have the right to participate in General Assemblies, elect and be elected to association organs, do sports in the braches of sports that the association is active in, utilize all of the association’s social and sports facilities and benefit equally from all the programs determined by the Board of Directors in accordance with code provisions.

1- Association members have equal rights. There shall be no language, race, color, gender, religion, sect, family, status and class discrimination among the association members. There shall be no applications that compromise equality or provide privileges to some of the members.

2 – An individual who has been banned from the association by board decision may apply to the General Assembly and ask to be accepted back. The General Assembly decision is final.

B. The Duties of the Members

1 – To pay the annual fee specified in the code and fulfill other financial obligations on time.

2 – Notify the Board of Directors in writing which sport or which of the sports they will be active in that is among the association’s branches of sports.

THE ZEKERİYAKÖY SPORTS CLUB ASSOCIATION CODE OF CONDUCT

(13.02.2016 Code of Conduct Change)

3 – To pay the contribution set forth by the Board of Directors for the construction and development of social and sports facilities every year in two installments.

4 – To participate in the competitions that are organized by and participated in by the Association in the sport they are active in unless they have a valid excuse. (Association members cannot participate on behalf of another association or organization in public or private competitions organized in the sports branches that the association is active in but has not been represented in without the written permission of the Board of Directors. They may not be involved in public or private competitions that the association has not participated in using the association name.)

5 – Members participating in the team competitions organized by or participated in by the association must give the trophies and awards they win to the association to be displayed in the association museum.

6 – Association members can only enter into commercial relations with other Associations if it is in the best interest of our association.

7 – Members must treat the association's sports instruments and equipment in the best way and are obligated not to inflict any material damages on the association.

8 – Members may not act in violation of the Association Codes of Conduct and the regulations the Board of Directors will issue with the authority assigned to them by the Code.

9 – Members may not display behavior in and outside of the Association that is not compatible with the association's main purpose and they may not be involved in activities and situations that have been banned by the Law on Associations.

10 – Members may not make speeches or broadcasts within or outside of the Association that offends the association's legal personality or the honor of the Association organs or that is not compatible with the association's interests.

11 – Members may not act against sports ethics and sportsmanship within the Association, outside of the Association or at sports activities.

12 – Members may not act within or outside of the Association in a way that disrupts the social solidarity, amiability and harmony among Association members and may not act in a way that degrades another association member.

13 – In competitions that the Association participates in, licensed athletes compete on behalf of the Association and these athletes benefit from the Association's facilities within the framework of the Board of Director's regulations.

14 – Members are obligated to comply with the Association's order and to be loyal to the Association. Each member is obligated to act in accordance with the Association's purpose and avoid any acts that make it difficult or obstruct realizing this purpose.

15 – Each member who resigns or is banned from membership must pay fees for the periods that they were a member.

16 – A member who resigns or is banned from membership has no right to the Associations assets and cannot make such a claim. They may not ask for the return of any member fees, contributions, donation and other payments they have made in the past.

17 – Each member is obligated to notify their address and change of address to the association in writing. Any liability caused by the member not receiving notifications because of not notifying their address or change of address shall belong to the member.

Financial Responsibilities and Obligations of Members

Article 8 – The financial obligations of the members to the association are as follows:

1- Members pay an annual fee of 200.-TL to the association. If a member's spouse is also an Association member one spouse pays the full fee and the other pays ½. Member children pay ½ of the annual fee until they are 26 years old if they become a member. The General Assembly is authorized to change the annual fee.

2- An application fee is taken from new members. The Board of Directors determines the amount of the application fee. If a spouse is a member the other spouse and the member's children under age 26 pay ½ of the application fee. The Board of Directors will determine how member children and member spouses whose spouse

THE ZEKERİYAKÖY SPORTS CLUB ASSOCIATION CODE OF CONDUCT

(13.02.2016 Code of Conduct Change)

is not a member will benefit from the Association facilities and the fee for this.

3- Members will pay the fees determined for the sport or sports they do by the Board of Directors every year.

4 – Members are obligated to pay the participation portion for social and sports facilities construction and development determined by the General Assembly.

Annual fees are due by the end of April each year and the fees for the sport or sports that the member is active in, is due within the month of January. The participation portion for social and sports facilities construction and development is due as determined by the Board of Directors.

The amount of annual fees collected from members within one financial statement period is calculated as of the end of the period and 5% of this amount is deposited as a Severance Fund in a bank account to be opened within the first month of the next financial statement period. This fund is to be used by the Board of Directors to pay severance to employees who leave the Association. When necessary the General Assembly may authorize the Board to use this fund for other purposes.

Actions to be Taken in the Event that Financial Obligations are not Fulfilled When Due

Article 9 – When a member does not fulfill their financial obligation within an accounting period on time the association will send an email to the address they have declared or a registered letter to their residence address to warn them that their membership will be revoked if the financial obligation is not fulfilled.

Within 30 days of the notification, or if a notification is not possible, within 30 days as of the last day in the period that the debt should have been paid, if the amount is not paid the member's membership record will be closed by Board decision. A member whose record has been closed may not benefit from the Association's social or sports facilities.

A member, whose membership has been revoked, may apply within one year (this may be extended to 5 years by Board decision) in writing and if they pay their old debt plus the amount they would have paid in the time that has passed if their membership had not been revoked plus any difference to be determined by Board decision and they may be able to become a member again if accepted by the Board. The Board has the authority to accept or reject the application based on principles for accepting new members, laws and the code of conduct.

Members who do not reapply within the period specified by the Board after their record has been closed are deleted from the records by Board decision. Members who are deleted as such may only become members again if they pay the entry fee and fulfill other obligations.

The Organs of the Association

Article 10 – The organs of the Association are shown below.

- 1- The General Assembly
- 2 – The Board of Directors
- 3 – The Audit Board

4 – The Honor Board

A member who is elected by the General Assembly to serve in one of the Association organs cannot serve in another organ at the same time. A member who is elected to more than one organ must choose between them and notify the General Assembly Council Chairman of their decision within 3 days. If they do not notify this decision they will be elected to the organ for which they have the most votes.

How the Association General Assembly is Formed, How it Meets and the Procedures for Calling a Meeting

Article 11 – The General Assembly is the Association’s most authorized decision making organ and is comprised of registered Association members. The fiscal year for the association is January 1-December 31 every year. The Financial General Assembly meets in January of each year and the General Assembly involving the election of Association Organs meets once every two years within the month of January on a day, time and date to be determined by the Board of Directors. A General Assembly is called to meet by the Board of Directors.

The General Assembly;

- a) Meets ordinarily at the time specified in this code,
- b) Meets extraordinarily when deemed necessary by the Board of Directors or Audit Board or,
- c) Per the written request of one fifth of the Association members within 30 days.

If the Board of Directors does not call the General Assembly to meeting; per the application of one member a settlement judge may assign three members to call the General Assembly to meeting.

Members who belong in the General Assembly and have fulfilled their previous period financial obligations as specified in the code of conduct may attend the General Assembly meetings.

Procedure for Calling a Meeting

The Board of Directors prepares a list of members who have the right to attend the General Assembly according to the Association Code. Members who have the right to attend the General Assembly are called to the meeting via a newspaper or letter or e-mail stating the time, date, place and agenda of the meeting at least five days in advance. If the meeting cannot be held because the majority does not attend, the time, date and place of a second meeting are notified. The time between the first meeting and second meeting can be no less than seven days and no more than sixty days.

If the meeting is postponed for reasons other than the majority not attending, this is notified to the members according to the procedure followed for the first meeting. The second meeting must be scheduled within six months at the latest from the postponed meeting date. The members are called to the second meeting according to the same procedure as the first meeting. A General Assembly meeting cannot be postponed more than once.

Meeting Procedure

A General Assembly is congregated with the absolute majority of the members who have the right to attend and in the event of changes in the code and termination of the association the meeting is congregated with two thirds participation. If the meeting is postponed due to inability to congregate the majority, no majority will be sought in the second meeting. However the number of member participation in this meeting can be no less than two times the number of Board of Directors and Audit Board members.

THE ZEKERİYAKÖY SPORTS CLUB ASSOCIATION CODE OF CONDUCT

(13.02.2016 Code of Conduct Change)

A list of the members who have the right to attend the General Assembly is kept at the meeting place. The official identification cards of members arriving at the meeting will be checked by Board of Director members or people assigned by the Board. Members will sign next to their name on the list before entering the meeting.

If quorum has been met, this is recorded and the meeting is commenced by the Board of Directors Chairman or an assigned Board Member. If quorum has not been met a record is prepared by the Board of Directors.

After the meeting is opened a General Assembly Council Committee is elected by open vote to manage the meeting. The Council Committee is comprised of a chairman, a deputy chairman and two clerks. The committee chairman is responsible for managing the meeting and maintaining security.

In the elections for Association organs the members who are voting must show their identification to the council committee and sign next to their name on the attendance sheet.

During General Assemblies only the subjects on the agenda are discussed. However any matters that are requested to be discussed in writing by one tenth of the members in attendance must be included in the agenda.

Each member has one vote in the General Assembly; and each member must use their vote in person. Honorary members may participate in General Assemblies but they cannot vote. If a legal entity is a member the person who is the Chairman of the Board in the entity or a person they authorize to represent will use the vote.

The issues that are discussed in the meeting and the decisions that are made are written in the minutes and are signed by the committee chairman and members. At the end of the meeting the minutes and other documents are handed over to the Board of Directors Chairman. The Board of Directors Chairman is responsible for protecting these documents and handing them over to the newly elected Board of Directors within seven days.

The Procedures and Forms for Voting and Making Decisions in the General Assembly

Article 12 – The election of the Board of Directors, Audit Board and Honor Board are secret votes and, unless specified otherwise, all decision votes are open in the General Assembly. Secret votes are papers sealed by the meeting chairman or ballots used by members as set forth and placed in an empty receptacle, then once the voting is finished the ballots are taken out and counted.

In open voting a method specified by the General Assembly Council Chairman is used.

General Assembly decisions are made with the absolute majority (majority vote) of the attending members. ~~In fact, with a code change and the association's termination decision, the decision to give the Board of Directors authority to purchase immovable properties on behalf of the association or sell existing properties may be made with two thirds majority of members attending the meeting on the condition that it has been entered on the agenda and announced in advance.~~

The Duties and Authorities of the General Assembly

Article 13 – The following written matters are discussed and decided on in the General Assembly.

- 7 -

Burçin KARAMERCAN – Mustafa Cengiz AYDIN – Kemal ERDEM – Ahmet ALTILAR – Osman KURAY

Nedim Bülent URŞ – Yasemin YÜKSEK – Haluk SİCİMOĞLU – Bahadır ONAY

- 1- Electing Association organs,
- 2- Changing the Association code,
- 3- Reviewing the Board of Directors and Audit Board reports and releasing the Board of Directors
- 4- Reviewing the budget prepared by the Board of Directors and accepting as is or changing the budget,
- 5- Authorizing the Board of Directors for purchasing immovable property or selling existing property for the Association,
- 6- Reviewing the directives prepared by the Board of Directors on the Association's work and accepting as is or changing them,
- 7- Determining the fees and all manner of allowances, meals and compensations to be given to the chairman and members of the association's directors and audit board who are not public officers; and the daily and travel expenses to be paid for members assigned with duties for the Association's services,
- 8- Deciding on the Association joining or quitting a federation,
- 9- Deciding on the Association joining or quitting an international activity, foreign association and organizations,
- 10- The Association setting up a Foundation,
- 11- The Association merging with another association or being terminated,
- 12- Deciding on accepting or banishing memberships,
- 13- Examining and deciding on the other suggestions of the Board of Directors,
- 14- Carrying out all the other duties that are specified to be done by the General Assembly by law.

The General Assembly audits the Association's other organs and can remove them at any time with justified reason. As the Association's most authorized organ it carries out all other work and uses all other authority that has not been assigned to another organ.

The Formation, Duties and Authorities of the Board of Directors

Article 14- The Board of Directors is comprised of nine principle and five backup members elected by the General Assembly. Their term of duty is two years.

The Board of Directors will delegate duties at the first meeting after the election by appointing a Chairman, Deputy Chairman, General Secretary and Bookkeeper. The other members of the Board of Directors are assigned according to the subjects and duties that are to be determined.

The Board of Directors will meet at least once a month and at any time a meeting is called, on the condition of notifying all members. The meeting quorum is five. Decisions are made in the Board of Directors by majority vote. If the votes are equal the chairman vote will decide the majority.

If there is a vacancy in the Board of Directors principles members due to resignation or other reasons the backup member with the most votes from the General Assembly is invited to take the place of the member who left. ~~in order for the duties of Board Members, who will be considered on leave for an extended period, to be carried out efficiently without disruption the Board of Directors may assign other Board Members to act on their behalf.~~

If more than five members resign from the Board of Directors, all of the Board of Directors members will be considered to have resigned. In this case an Extraordinary General Assembly must be called to elect new members within 30 days. The newly elected Board of Directors members will complete the terms of the members who resigned. The Board of Directors members who are considered resigned are obligated to continue their duty until the newly elected Board members start.

THE ZEKERİYAKÖY SPORTS CLUB ASSOCIATION CODE OF CONDUCT

(13.02.2016 Code of Conduct Change)

If a Board of Directors member fails to attend a Board meeting without a valid excuse three times in a row their membership will be dropped according to Board of Directors decision.

The Duties and Authorities of the Board of Directors

The Board of Directors is an executive organ. The board manages the association according to laws and the code provisions. The Board of Directors carries out the following:

- 1- The Board represents the Association or authorizes its own members or one or more people from the outside to represent the Association,
- 2- The Board conducts transactions concerning the income and expense accounts and prepares the budgets for future terms to be submitted to the General Assembly.
- 3- The Board prepares regulations and instructions concerning the Association's work and submits them for General Assembly approval.
- 4- The Board purchases property, sells movable and immovable property belonging to the Association, has buildings and facilities built, makes rental contracts and takes out mortgages or issues limited property rights with the authority given by the General Assembly.
- 5- The Board opens representatives where deemed necessary.
- 6- The Board implements decisions made by the General Assembly.
- 7- At the end of each year the Board prepared the Association's business account table or financial statement and a report explaining the Board's work and presents this to the General Assembly.
- 8- The Board makes sure the budget is implemented.
- 9- The Board handles the acceptance and removal of members.
- 10- The Board forms the units that run the club with paid and honorary staff.
- 11- The Board makes all decisions and uses all authority to realize the purpose of the Association.
- 12- The Board does all the other duties and uses all other authority assigned by law.

The Board of Directors Chairman is authorized to represent the Association and the Board towards public or private real individuals and legal entities, offices and institutions.

All contracts and monetary transactions that will place the Association under financial or other obligations must be signed by the Chairman or the Deputy Chairman in his absence, any one of the Treasurer Members and the General Secretary.

The Deputy Chairman acts on behalf of the Chairman in his absence and makes sure the tasks under the Chairman's responsibility are carried out.

The General Secretary supervises that the social and administrative decisions made by the Board of Directors are carried out. They make sure records are kept orderly and supervise the work of personnel. They take the necessary measures to make sure Association work is carried out and the social facilities are operated better. They organize activities for members that reinforce social interest and solidarity. They organize a display museum for the trophies, cups, memoirs and gifts that are won by Association members and athletes. When necessary they establish committees for these events.

The Treasurer Member carries out the financial affairs of the Association. They supervise whether or not the legal ledgers have been kept according to law and procedure and whether or not members have fulfilled their obligations on time. At the end of the financial term they prepare and account report and budget draft to show the financial status of the association. A maximum of 5,000.- (Five Thousand) TL is kept in the Association's cash register under the responsibility of the treasurer. The cash assets of the Association are deposited in the bank.

- 9 -

Burçin KARAMERCAN – Mustafa Cengiz AYDIN – Kemal ERDEM – Ahmet ALTILAR – Osman KURAY

Nedim Bülent URŞ – Yasemin YÜKSEK – Haluk SİCİMOĞLU – Bahadır ONAY

THE ZEKERİYAKÖY SPORTS CLUB ASSOCIATION CODE OF CONDUCT

(13.02.2016 Code of Conduct Change)

The Board of Directors may form committees as necessary to conduct the Association work better. Those of these committees that are related to sports are under the responsibility of the Branch Captain of the sports branch they belong to and those of the committees that are social and cultural are under the responsibility of the General Secretary. The Branch Captain assigned to conduct a sport branch within the Association's field of activity will conduct the sports activities under their responsibility in the best possible way for members and athletes to get benefit within the framework of the code provisions and the Board of Directors program and regulations.

Decisions are made in committees by majority vote. If the votes are equal the committee chairman's vote counts double. Committee decisions are recorded on a regular basis in the committee ledger. The Board of Directors always reserves the right to veto the application of committee decisions and has the right to close committees.

Board of Director Meetings and Quorum for Decisions

Article 15 – The Board of Directors meets at least once a month. The quorum for holding a meeting is five. Decisions are made by majority vote. If the votes are equal the Chairman's vote counts as double.

The Formation, Duties and Authorities of the Audit Board

Article 16- The Audit Board is comprised of three principle and three backup members selected by the General Assembly. The Audit Board term is two years.

If there is a vacancy among the Audit Board principle members due to resignation or other reasons, the backup members are required to be called in for duty according to the number of votes they received at the General Assembly.

The Duties and Authorities of the Audit Board

The Audit Board supervises whether or not the Association is operating according to its purpose specified in the code and the subjects of operation that is specified to be carried out to realize this purpose and whether or not the ledger, account and records are being kept in accordance with laws and the Association code. The Audit Board audits at intervals no longer than every six months that the Association is being run in accordance with principles and procedures specified in the code and prepares a report on this audit to be submitted to the Board of Directors and the General Assembly when it meets.

If all three principle member positions in the Audit Board become vacant due to resignation the entire Board will be considered resigned and an Extraordinary General Assembly will be called to elect a new Audit Board.

When necessary the Audit Board may call the General Assembly to meet.

The Selection, Working Principles, Duties and Authorities of the Honor Board

Article 17 – Election and Working Principles:

The Honor Board is comprised of five principle members and three backup members elected by secret vote. The principle and backup members are elected separately. The term of duty for the Honor Board is two years.

THE ZEKERİYAKÖY SPORTS CLUB ASSOCIATION CODE OF CONDUCT

(13.02.2016 Code of Conduct Change)

The Honor Board Principle Members elect a Chairman, Deputy Chairman and a Reporter Member among them. The Chairman, and in his/her absence the Deputy Chairman, manages the meetings. The meeting quorum is three. Decisions are made by majority vote. If the votes are equal the Chairman vote counts as double. The Honor Board meets upon the written request of the Board of Directors.

The Board of Directors may bring an issue they have determined to the Honor Board themselves or in response to an incident requiring punishment according to the codes of conduct that an Association member has witnessed directly or even if they have no direct involvement with the incident upon the written complaint of a member the Board may request a meeting of the Honor Board.

If one of the board members resigns or cannot continue his duty due to legal reasons the backup member with the most votes in line will be called to duty in their place. If more than three of the principle Honor Board member positions become vacant due to resignation the Board will be considered to have resigned entirely. In this case the Extraordinary General Assembly will meet within 30 days to elect a new Honor Board. The newly elected Honor Board will complete the term of the resigned Board.

B. Duties and Authorities:

1- If it is requested by the Board of Directors for the benefit and management of the Association, the Board will submit reports in the form of suggestions and interpret the code of conduct provisions when necessary.

2-The Board will conduct discipline investigations about Association members and recommend disciplinary action to the Board of Directors.

Incidents and actions that are requested to be investigated by the Board of Directors are examined by the Board reporter. The reporter member is assigned with the task of preparing an investigation file. When preparing this file the reporter must speak to the individuals who announced the incident or lodged the complaint, anyone who saw the incident, caused the incident or witnessed the incident. The file that the reporter prepared and the file of the member being complained about are examined by the Honor Board. If it is deemed necessary by the board the parties and witnesses may be asked to give a verbal or written statement. After all of these stages are passed the Board will notify the Board of Directors about their decision taking into account the punishments specified in article 18 of the code of conduct.

Discipline Punishments

Article 18 – The following penalties may be applied by the Board of Directors against Association members by Honor Board recommendation.

1. Reprimand
2. Warning
3. Expulsion from the facilities
4. Complete banishment

Reprimand or warning may be issued depending on the severity of the incident to members for the actions specified in article 7-B clauses 4, 5, 6, 7, 8, 11, 14 of this code.

Those who commit the acts specified in article 7-B clauses 9, 10, 12 of this code may be temporarily expelled or completely banished from the facilities depending on the severity of the act.

THE ZEKERİYAKÖY SPORTS CLUB ASSOCIATION CODE OF CONDUCT

(13.02.2016 Code of Conduct Change)

Temporary expulsion from the facilities can be from one month to one year. A member who has received a penalty of temporary expulsion cannot benefit from the Association's social and sports facilities until their penalty is finished and may not take place in activities in these areas. Only if permitted by the Board of Directors they may participate in competitions organized by or participated in by the Association.

If a member receives two reprimands and is referred to the Honor Board again for another such incident, a warning is issued no matter how light the latest incident is.

If a member receives two warnings and is referred to the Honor Board again for another such incident, temporary expulsion penalty is issued even if the latest incident requires a lighter penalty.

If a member, who has received a temporary expulsion from the facilities penalty, is referred to the Honor Board, even if their act corresponds to a lighter penalty the Board may temporarily expel them from the facilities. If their act requires temporary expulsion they may be punished with complete banishment.

The penalties that are determined by the Honor Board are recommended to the Board of Directors by the Chairman in writing. If the Board of Directors finds the penalty to be suitable and accepts it the General Secretary will inform the member about the penalty and record it in their file.

A member, whose record is deleted by the Board of Directors due to complete banishment, cannot rejoin the Association.

The penalties that are given by the Board of Directors can only be pardoned by the General Secretary once for each member. An application for General Secretary pardon is made by 1/5 of the Board of Directors or those in attendance at the General Assembly in writing. No justifications are provided in the application, only a pardon is requested. If a proper application is submitted the penalty decision is not criticized or discussed in the General Assembly. The pardon is accepted or rejected. ~~2/3 of the members in attendance at the General Assembly must submit an accept vote for the pardon to be accepted.~~

The Association's Sources of Income

Article 19- The Association's Sources of Income have been provided below.

1. The annual fee paid by members. The General Assembly is authorized to increase or reduce the annual fees.
2. The application fee paid by new members. The fee amount is determined by the Board of Directors.
3. The sports fees paid by members. The Board of Directors determined the sports fees for the following year in December at the end of each year.
4. The sports fees to be paid by members and the contributions to construction and development.
5. The donations and contributions that are made by real and legal entities voluntarily to the association.
6. The revenues from teas and dinner meetings, travel and entertainment, representations, concerts, sports competitions and conferences organized by the Association.
7. Revenue acquired from the assets of the Association.
8. Donations and contributions to be collected in accordance with regulations.
9. Revenues from commercial enterprises undertaken by the Association to acquire the income it needs to achieve its purpose.
10. Other revenues.

The Principles and Procedures for the Ledgers to be Kept by the Association

- 12 -

Burçin KARAMERCAN – Mustafa Cengiz AYDIN – Kemal ERDEM – Ahmet ALTILAR – Osman KURAY

Nedim Bülent URŞ – Yasemin YÜKSEK – Haluk SİCİMOĞLU – Bahadır ONAY

THE ZEKERİYAKÖY SPORTS CLUB ASSOCIATION CODE OF CONDUCT

(13.02.2016 Code of Conduct Change)

Article 20 – Ledgers are kept in the Association according to the financial statement principle. If a commercial business is opened the Association will keep a ledger in accordance with the Tax Procedure provisions.

Registration Procedure

The Association’s ledgers and records are kept according to the procedures and principles specified in the Regulations on Associations.

1- **Decision Ledger:** The Board of Directors decisions are written in this ledger with their dates and numbers and the members attending the meeting sign their signatures under the decisions.

2- **Member Record Ledger:** The identification information of individuals who become members, the date they enter the association and the date they leave are entered in this ledger. The entry fees and member fees paid by members can be entered in this ledger.

3- **Document Record Ledger:** Incoming and outgoing documents are recorded in the ledger with their date and sequence number. The original incoming documents and copies of the outgoing documents are filed. Documents that arrive and are sent by e-mail are printed out and placed in files.

4- **Office Fixtures Ledger:** The purchase date of fixtures belonging to the Association, how they are used or where they have been given to are recorded in the ledger and they are removed from the ledger when they are no longer useful.

5- **Daybook, Large Ledger and Inventory Ledger:** The procedure for keeping these ledgers and the method of recording are in accordance with the Tax Procedure Law and the Accounting System Application General Communiqué principles issued by this Law based on the authority assigned by the Ministry of Finance.

Certification of Ledgers

Before the ledgers that must be kept in the Association start to be used they must be certified by the provincial Association directorate or a notary. These ledgers are used until all the pages are depleted. Interim certification is not done on ledgers. However, all ledgers kept according to financial statement principles or ledgers with continuous forms must be recertified on the last month of use each year.

Preparation of Income Table and Financial Statement

The Financial Statement and Income Table are prepared each year (as of December 31) according to the Accounting System General Communiqués published by the Ministry of Finance.

The Income and Expense Transactions of the Association

Article 21 – Income and expense documents; Association income is collected in exchange for a “Receipt of Funds” slip (according to the sample in Annex 17 of the Associations regulation). If the Association income is collected through banks the bank receipts or statements take the place of a receipt of funds slip.

Association expenses are paid with invoices, retail sales receipts and freelance professional receipts. However a note of expenses is issued for the payments of the Association in the scope of Income Tax Law 94 and an “Expense Receipt” (according to the sample in Annex 13 of the Associations Regulation) is issued for payments that are not in this scope.

THE ZEKERİYAKÖY SPORTS CLUB ASSOCIATION CODE OF CONDUCT

(13.02.2016 Code of Conduct Change)

The delivery of goods and services to be made to people, organizations and companies by the Association free of charge is done with an "In Kind Aid Delivery Document" (according to the sample in Annex-14 of the Associations Regulation). All goods and services delivered to the Association free of charge by individuals, organizations and companies are accepted with an "In Kind Donation Receipt" (according to the sample in Annex-15 of the Associations Regulation).

Receipt Documents

The "Receipts Documents" (in the form and size specified in Annex-17 of the Associations Regulation) to be used in receiving funds in the Association are printed by a printer per Board of Directors decision.

The printing and checking of receipts, taking delivery from the printing house, recording in the ledger, transferring of records between the old treasurer and the new treasurer and all matters concerning the person or persons who will be collecting funds for the Association and the submittal of collected funds are done according to the relevant provisions of the Associations Regulation.

Authorization Certificate

The person or persons who will collect funds on behalf of the Association are determined by the Board of Directors for a specific term. The "Authorization Certificate" (according to the sample in Annex-19 of the Associations Regulation) including the identification, signature and photograph of the person or persons who will collect funds for the Association is prepared in three copies and approved by the Association's Board of Directors Chairman. A copy of the authorization certificate is given to each of the Association departments. Changes in the Authorization Certificate are notified to the Association departments within fifteen days by the Board Chairman.

People who will collect funds on behalf of the Association can only do so after an authorization certificate in their name has been issued and copies have been sent to the Association departments.

All action concerning the use, renewal, return and other matters concerning the authorization certificate shall be taken according to the relevant provisions of the Associations Regulation.

The Period of Time that Income and Expense Documents are to be Maintained

Other than ledgers, all receipts, expenditure documents and other documents are to be maintained for a period of 5 years as of the date and number in the ledger, reserving all periods that are specified by law on specific subjects.

Giving Declarations

Article 22 – The "Association Declaration" (as presented in Annex-21 of the Associations Regulation) concerning the activities of the previous year and the results of income and expense transactions as of the end of the year, is filled out by the Association Board of Directors and submitted to the local property authority within the first four months of each calendar year.

The Obligation to Notify

Article 23- Notifications to be made to the local property authority;

Notification of General Assembly Results:

THE ZEKERİYAKÖY SPORTS CLUB ASSOCIATION CODE OF CONDUCT

(13.02.2016 Code of Conduct Change)

“The General Assembly Results Notification” and it annexes containing the principle and backup members elected to the board of directors and audit board and the other organs (as presented in Annex-3 of the Associations Regulation) must be notified to the local authority within thirty days after an Ordinary or Extraordinary General Assembly.

In the attachment of the General Assembly notification should be;

- 1- A copy of the General Assembly minutes signed by the Chairman, deputy chairman and treasurer,
- 2- If a change has been made in the code of conduct, the new and old forms of the changed articles and a signed copy of each page of the final form signed by the Board of Directors.

Declaration of Properties:

All properties acquired by the Association must be notified to the local authority by filling out a “Property Declaration” (sample presented in Annex-26 of the Associations Regulation) within thirty days as of the date that the properties acquired by the Association are recorded with the deeds office.

Notification of Aid Accepted from Abroad:

If aid is to be accepted by the Association from abroad, before the aid is accepted a “Notification of Foreign Aid” (as presented in Annex-4 of the Associations Regulation) is filled out in two copies and submitted to the local authority.

A copy of the Board of Directors decision to accept aid from abroad, a protocol if prepared on this subject, a contract and similar documents are attached to the notification form as well as the receipt from the account the funds are transferred to, statements or similar documents.

It is mandatory for cash funds to be received via banks and the notification requirement must be fulfilled before the funds are used.

Notification of Joint Projects Carried Out with Public Organizations and Institutions:

A protocol for conducting projects jointly with public organizations and institutions concerning subjects within the Association’s field of activity and a copy of the project are attached to the “Project Notification” (as presented in the sample in Annex-23 of the Associations Regulation) and submitted to the governorship where the Association headquarters is located within one month after the protocol is made.

Notification of Changes:

Changes in the location of the Association are notified with a “Location Change Notification” (as specified in Annex-24 of the Associations Regulation) and changes in the Association organs other than the General Assembly meeting are notified with a “Change in Association Organs Notification” (as specified in Annex-25 of the Associations Regulation) within thirty days after the General Assembly in which the change is made in the attachment of the General Assembly notification to the local authority.

The Internal Audit of the Association

Article 24 – Internal audits can be conducted by the General Assembly, Board of Directors or audit board as well as by independent auditing companies. The audit being conducted by the General Assembly, Board of Directors or independent auditing companies shall not remove the responsibility of the audit board. The Association is audited by the Audit Board at least twice a year.

The Procedures for the Association Undertaking Debt

- 15 -

Burçin KARAMERCAN – Mustafa Cengiz AYDIN – Kemal ERDEM – Ahmet ALTILAR – Osman KURAY

Nedim Bülent URŞ – Yasemin YÜKSEK – Haluk SİCİMOĞLU – Bahadır ONAY

THE ZEKERİYAKÖY SPORTS CLUB ASSOCIATION CODE OF CONDUCT

(13.02.2016 Code of Conduct Change)

Article 25- If it is deemed necessary for the Association to realize its purpose and conduct its operations a debt of 30% maximum of the annual budget may be undertaken by Board of Directors decision. This debt may be in the form of goods and services on loan or in cash. However these debts may not be of a nature that the association cannot cover or that will place the Association in difficulty.

In What Form the Code is to be Changed

Article 26- The Code may be changed by General Assembly decision. In order for a change in the code to be made a 2/3 majority vote among those in attendance at the General Assembly will be sought. If the majority cannot be achieved and the meeting is postponed majority is not sought in the second meeting. However the number of members attending this meeting can be no less than double the whole number of board of directors and audit board members.

The majority necessary for a change in the code is 2/3 of the votes of members with voting rights. The General Assembly change in code voting is done **openly**.

The Procedure for Terminating and Liquidating the Association

Article 27- The General Assembly may always decide on the termination of the Association. In order for the subject of termination to be discussed in the General Assembly a quorum of 2/3 of members eligible to attend is sought. If the majority cannot be achieved and the meeting is postponed majority is not sought in the second meeting. However the number of members attending this meeting can be no less than double the whole number of board of directors and audit board members.

The majority for a termination decision is 2/3 of the members that attend and have the right to vote. The General Assembly termination decision voting is done **openly**.

Liquidation Procedure

When the General Assembly issues a decision to terminate the liquidation procedure is carried out by the liquidation board that is comprised of the last Board of Directors. This process is started as of the date that the General Assembly decision is issued or the termination is finalized. During the liquidation period the phrase "The Zekeriyaköy Sports Club in Liquidation" is used on all transactions.

The liquidation board is assigned with and authorized to handle all liquidation of funds, assets and rights from the beginning to the end. This board first examines the association's accounts. During this examination all ledgers, notes of receipt, expenditure documents, deed and bank records and other documents are identified and their assets and liabilities are recorded. During liquidation the creditor of the association are notified and any properties that can be cashed are cashed and paid to creditors. If the Association is owed all receivables are collected. All funds, assets and rights that remain after debts have been paid are transferred to the place specified by the General Assembly. If a place to transfer these remaining balances has not been specified by the General Assembly it is transferred to the Turkish National Olympic Committee Association.

All liquidation transactions are shown in the liquidation record and all liquidation transactions are completed within three months unless a justified extension is granted by the local authority.

THE ZEKERİYAKÖY SPORTS CLUB ASSOCIATION CODE OF CONDUCT

(13.02.2016 Code of Conduct Change)

After the Association's funds, assets and rights liquidation and transition processes are completed the situation is notified to the local authority of the Association's headquarters location by the liquidation board within seven days and the liquidation record must be attached to this notification.

The last Board of Directors is assigned with the duty of maintaining the ledgers and documents of the Association as the liquidation board.

Lack of Provisions

Article 28- In all matters that are not specified in this code of conduct the Associations Regulation, the Turkish Civil Code and all Association Regulations and other relevant regulations issued in reference to these laws shall apply.

Temporary Article 1 – Until the Association organs are formed in the General Assembly the Board of Directors members assigned with the temporary representation of the association and to conduct the work and transactions concerning the association are as follows:

The Temporary Board of Directors Members

Name and Last Name	Position and Title
1. Murat SARPER	Chairman
2. Kemal ERDEM	Deputy Chairman
3. Mustafa Cengiz AYDIN	General Secretary
4. Osman ÖZCAN	Treasurer Member
5. Nilgün YAMANER	Member
6. Hikmet Çetin ÇAKMAKÇI	Member
7. Ahmet Fehmi GÜRCAN	Member
8. Ahmet Burak ANIŞOĞLU	Member
9. Mehmet AYHAN	Member

This code of conduct is comprised of 28 (twenty eight) articles and 1 (one) temporary article.

Founders:

The Association was founded on 30/06/2009 by the founders whose names and addresses are written below.

Name and Last Name	Nationality	Profession	Residence
1- Mustafa Cengiz AYDIN	TC - 53251088518	Economist Independent Accountant and Financial Advisor	Vişne 1 Mah. 7.Cad. 8.Sok. No:8 Zekeriyaköy, Sarıyer, İstanbul
2- Murat SARPER	TC - 55741020374	Foreign trade	Vişne 1 Mah. 5.Cad. 3.Sok. No:6 Zekeriyaköy, Sarıyer, İstanbul
3- Hikmet Çetin ÇAKMAKÇI	TC - 69373083188	Administrator	Çitlenbik Mah. 10.Cad. No:3 Zekeriyaköy, Sarıyer, İstanbul
4- Ahmet Fehmi GÜRCAN	TC - 11818128190	Administrator	Vişne 1 Mah. 5.Cad. 5.Sok. No:1 Zekeriyaköy, Sarıyer, İstanbul
5- Kemal ERDEM	TC - 48646659626	Business Owner	Eylül Sok. Mevsim Sitesi No:8 Zekeriyaköy, Sarıyer, İstanbul
6- Osman ÖZCAN	TC - 43174871106	Business Owner Administrator	Çağla 1 Mah. Kırgülü Sok. No:1 Zekeriyaköy, Sarıyer, İstanbul

- 17 -

Burçin KARAMERCAN – Mustafa Cengiz AYDIN – Kemal ERDEM – Ahmet ALTILAR – Osman KURAY

Nedim Bülent URŞ – Yasemin YÜKSEK – Haluk SİCİMOĞLU – Bahadır ONAY

THE ZEKERİYAKÖY SPORTS CLUB ASSOCIATION CODE OF CONDUCT

(13.02.2016 Code of Conduct Change)

7- Ahmet Burak ANIŞOĞLU	TC - 36520646114	Administrator	Vişne 3 Mah. 1.Sok. No:28 Zekeriyaköy, Sarıyer, İstanbul
8- Nilgün YAMANER	TC - 22552373302	Attorney	Cumhuriyet Cad. No:9/5 Taksim, İstanbul
9- Mehmet AYHAN	TC - 18575863586	Electrical Engineer	Vişne 1 Mah. 7.Cad. Hatmi Çıkmazı Sok. No:11 Zekeriyaköy, Sarıyer, İstanbul