



T. C.  
MÜHÜRLE YERİNDİNCİ NOTER  
MUHSİN MAĞUNCU  
Cad. 94 Kat: 1 80020 Karaköy  
Tel: 25 70 38-25 70 31 157.

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№ 26255

KABATAŞ HIGH SCHOOL FOR BOYS  
FOUNDATION FOR EDUCATION

06 EKİM 1988

ARTICLES OF ASSOCIATION

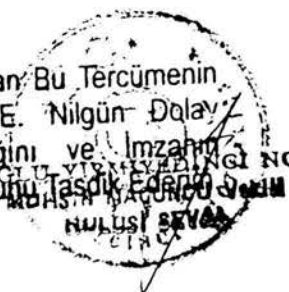
1987

5 Ekim 1998

EMEK ÇEVİRİ  
YEMİNLİ TERÇÜME BÜROSU  
SWORN TRANSLATION OFFICE  
Rıhtım Cad. Denizcilik Ak. No 13  
Bayraktar Hsn K/3 No : 508  
80020 Tophane - İSTANBUL

YUKARIDAKI TERÇÜME ASLINA  
UYGUN OLARAK TARAFIMDAN  
YAPILMIŞTIR.  
E. NİLGÜN DOĞAY  
YEMİNLİ MÜTERCİM

İNGİLİZCEYE Yapılan Bu Terçümenin  
Yeminli Mütercim E. Nilgün Doğay  
Tarafından Yapıldığını ve İmzalarını  
Kendisine Ait Olduğunu Tasdik Eden NOT  
MÜHÜRLE YERİNDİNCİ NOTER  
MUHSİN MAĞUNCU  
NULUSI SEVİN



No 26255

FOREWORD

Persons whose names, family names and domicile addresses are given in this Articles of Association have founded the "KABATAŞ HIGH SCHOOL FOR BOYS FOUNDATION FOR EDUCATION" in accordance with the provisions of the Turkish Civil Law and the Law No. 903 ON THE NAME AND BEHALF OF ALL FELLOWS OF KABATAŞ HIGH SCHOOL with an exciting desire

\* to pay their thanks to the KABATAŞ HIGH SCHOOL, which they were graduated from, brought them prosperity, earned great men to the country and has an honorable past; to improve the well-being of this valuable and historical education institute; to ensure its protection and preservation; to enable many a thousands of young Turkish people get prosperity thanks to this institution; to improve its contribution to the Turkish culture and education; to increase the level of public education services provided by the High School;

\* to promote the solidarity, companionship and harmonious and productive togetherness among the Kabataş community and to direct the material and spiritual earnings of this community to the education and to this well-rooted education institution.

\* The founders of the Foundation declare that they entrust the Foundation to the Government of Turkish Republic and its courts of justice, authorities of inspection and auditing and administrators, to the Turkish youth, to the Kabataş community and to the Ministry of National Education. They strongly wish, desire and believe that this Foundation, which is entrusted to the Turkish community, will be protected and supported by all concerned and prevented from being usurped by malicious persons and deviated from its objectives.

\* The founders of the Foundation give their thanks to persons who will work for the Foundation, ensure its survival, develop it and make it more respectful.

5 Ekim 1998

EMEKGECİ  
YEMİNLİ TERCÜME BÜROSU  
SWORN TRANSLATION OFFICE  
Rıhtım Cad. Değirçiler Sk. No 12  
Bayraklar Hanı No : 5/No : 508  
80020 Tophane - İSTANBUL

YUKARIDAKI TERCÜME ASLINA  
UYGUN OLARAK TARAFIMDAN  
YAPILMIŞTIR.  
E. NİLGÜN DOLAY  
YEMİNLİ MÜTERCİM

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Kendisine Ait Olduğunu Tasdik Ederim.

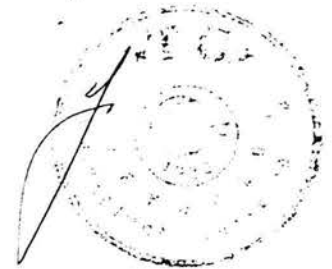


№ 26255

# KABATAŞ ERKEK LİSESİ EĞİTİM VAKFI

## VAKIF SENEDİ 1987

5 Eylül 1998  
EMEK ÇEVİRİ  
YEMİNLİ TERCÜME BÜROSU  
SWORN TRANSLATION OFFICE  
Rıhtım Cad. Dehşetçiler Sk. No: 13  
Bayraktar Hanı No: 5 No: 503  
80020 Tophane - İSTANBUL



№ 26255

## FOREWORD

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5 Eylül 1998

**EMEK ÇEVİRİ**  
**YEMİNLİ TERCÜME BÜROSU**  
SWORN TRANSLATION OFFICE  
Rıhtım C.M. Dolapçılar Sk. No 12  
Bayraktar Han K : 5 / No : 509  
80020 Tophane - İSTANBUL

YUKARIDAKİ TERCÜME ASLINA  
UYGUN OLARAK TARAFIMDAN  
YAPILMIŞTIR.

E. NİLGÜN DOLAY  
YEMİNLİ MÜTERCİM

İNGİLİZCEYE Yapılan Bu Tercümenin  
Yemimli Mütercim E. Nilgün Dolay  
Tarafından Yapıldığını ve İmzanın  
Kendisine Ait Olduğunu Tasdik Ederim.

**TASDİK ŞERHİ**

( 5 Ekim 1961 tarihli Lahey Sözleşmesi )

POSTILLE

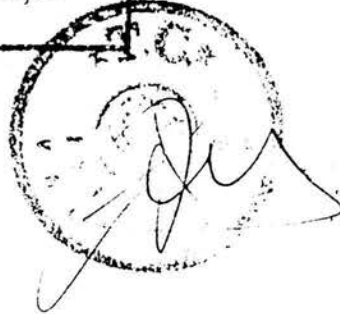
(convention de La Haye du 5 Octobre 1961

1. Ülke TÜRKİYE - LE ROYAUME
2. İşbu resim belge: *uluslararası* imzalanmıştır
3. İmzalayanın sıfatı *Vali* dir.
4. *Berşeli* ... tası taşımaktadır.

*27. Nöbetliği*

TASDİK

5. *İSTANBUL* da
6. *07.10.1993* günü
7. *Ali Öz* tarafından
8. No *100/1993* ile tasdik edilmiştir.
9. Mühür/Dağca
10. İmza



*108*  
M. BİRSEN YÖZÜK  
Hukuk İgl. Şb. Md. V.

06 EKİM 1998

ARTICLE 1 : NAME OF THE FOUNDATION

The name of the Foundation is "KABATAŞ HIGH SCHOOL FOR BOYS FOUNDATION FOR EDUCATION". It is briefly referred as "Foundation" in these presents

№ 26258

ARTICLE 2 : HEAD OFFICE

The head office of the Foundation is situated in İstanbul City. The Board of Trustees is authorised to open branches, liaison offices and representatives across Turkey and to establish the duties, powers and authorities of them.

ARTICLE 3 : OBJECTIVES OF THE FOUNDATION

The objective of the Foundation is to ensure the existence and development of the Kabataş High School for Boys and promote the solidarity among the graduates and the present members of the School, to serve for cultural, scientific and social development of the Turkish community and to contribute to the rendering of more productive and more efficient educational and training services.

To achieve the aforesaid objective, the Foundation will

a) conduct researches to develop the education and carry out activities to establish the most advanced education and training systems in the country;

b) ensure that the young are educated in line with the principles of Kemalism and enjoy the high level and secular education opportunities; collaborate with similar institutions and establishments;

c) closely cooperate with the management of the School; establish the requirements and needs of the School and make donations to meet such needs;

d) arrange and provide scholarship at home and abroad for the gifted and talented students and graduates of the School who continue their higher education; organise educational travels; provide material and moral aid to them; organise competitions with awards;

e) promote social and economical solidarity with the graduates and the present members of the School; help them solve their vocational, technical and social problems; provide scholarship at home and abroad and material and moral support for the teachers of the School to enable them to improve their professional experience and skills; organise competitions with awards for the teachers;

f) make initiations to nominate the teachers for recruitment from sources at home and abroad and secure the necessary financial support;

g) assist the School to meet its needs for course materials, books, tools and devices and other needs to be provided from sources at home and abroad; provide the complementary means of instruction to enable the students to receive a better education and training;

h) closely monitor the new trends and developments in foreign language learning in the world with an awareness of the special importance given to the education and training in foreign language in this country;

i) cooperate with all institutions and organisations at home and abroad which share the similar objectives; organise meetings with them when necessary; assist the School management in celebration of the memorial days of education, foundation anniversaries and traditional meeting days of the School;

j) allocate minimum 10% of the education facilities to be founded by the Foundation to those students who are gifted and talented but lacking the necessary financial sources;

BEYOĞLU YIRMIYEDİNCİ NOTER

MUHSİN MACUNCU Noter

BEYOĞLU SEVAL

Ekim 1998  
MEK GEVİRİ  
YEMİNLİ TERCÜME BÜROSU  
ORN TRANSLATION OFFICE  
Atatürk Cad. Denizler Sk. No 13  
Sarıyaka Han K1: 5 No : 508  
İSTANBUL

YUKARIDAKI TERCÜME ASLINA  
UYGUN OLARAK TARAFIMDAN  
YAPILMIŞTIR.  
E. NİLGÜN DOLAY  
YEMİNLİ MÜTERCİM

İNGİLİZCEYE Yapılan Bu Tercümenin  
Yeminli Mütercim E. Nilgün Dolay  
Tarafından Yapıldığını ve İmzanın  
Kendisine Ait Olduğunu Tasdik Ederim.

k) establish, acquire, take transfer and transfer Private Course Institutions, Pre-School Institutions, Elementary, Intermediate, Vocational and Specialty Education Institutions, various education and training institutions, Higher Education, University, Pre- and Post-graduation institutions; cooperate with local and international institutions and organisations in these matters;

The Board of Trustees may give priority to or postpone any one or more of the aforesaid activities for a short or long time according to the prevailing conditions and financial resources of the Foundation.

№ 26258

#### **ARTICLE 4 : POWER AND AUTHORITY OF THE FOUNDATION**

The Board of Trustees is authorised to carry out such activities necessary to achieve the objectives of the Foundation. The Board of Trustees may perform, execute and carry out any legal transaction at the discretion of the Foundation under the applicable laws and regulations in order to attain its objectives. Therefore, the Board of Trustees may

a) borrow or lend money; buy, acquire, purchase and sell every kind of movable and immovable properties and securities; create mortgage, pledge, lien and any other real or personal rights on such properties and securities; build and cause to build every kind of structures and buildings consistent with its objectives;

b) establish, operate and transfer commercial concerns;

c) accept, collect and receive donations from any person or by way of will of the death with or without any condition; dispose and make use of the real estates and properties it owns in a manner it may deem necessary; sell, let lease or collect the revenues earned by such real estates and properties; accept any offer made by any person for earning revenues to the Foundation on such conditions acceptable by the Board of Trustees;

d) cooperate, make agreements and any legal arrangements with other institutions, organisations, societies, associations and foundations having the same objectives; revoke and terminate such agreements and arrangements; make transactions with and accept donations from foreign legal entities for purposes which are not against its objectives or the national interests;

e) first obtain the approval of the general assembly to borrow money, to pledge mortgage, lien and other real and personal right upon, sell its properties and real estates;

f) own the first establishment assets referred in Article 5 and acquire every kind of movable and immovable properties and rights and take ownership and possession of any property donated by persons or by way of last will and testament;

g) accept as a principle that assets of the Foundation are invested in revenue generating businesses and spend such revenues in line with the objectives of the Foundation.

#### **ARTICLE 5 : ASSETS OF THE FOUNDATION**

The amount of assets owned by the Foundation at the time of registration is TL 17,000,000.

#### **ARTICLE 6 : DONATIONS**

Donations to the Foundation are accepted by the resolution of the Board of Trustees. "Conditional Donations" and "Unconditional Donations" are added to the assets of the Foundation upon the resolution of the Board of Trustees according to the wish of the donor in case of Conditional Donations and according to the nature and value of the donated asset and the needs of the Foundation in case of Unconditional Donations.

5 Ekim 1998  
MEKCEVİRİ  
İNİLİ TERÇÜME BÜROSU  
İNİLİ TRANSLATION OFFICE  
Sok. No 13

YUKARIDAKI TERÇÜME ASLINA  
UYGUN OLARAK TARAFIMDAN  
YAPILMIŞTIR.  
E. NİLGÜN DOLAY

İNGİLİZCEYE Yapılan Bu Tercümenin  
Yeminli Mütercim E. Nilgün Dolay  
Tarafından Yapıldığını ve İmzanın  
Kendisine Ait Olduğunu Tasdik Ederim.

**ARTICLE 7 : REVENUES OF THE FOUNDATION**

№ 26258

Revenue sources and revenues of the Foundation are as follows:

Revenues earned from properties owned by the Foundation; donations made by persons and by way of last will and testament in line with the objectives of the Foundation; incomes earned from cultural, sports and social events organised by the Foundation; lottery; incomes earned from publications of the Foundation; incomes earned from organisations, conventions etc.

**ARTICLE 8 : USE OF THE REVENUES OF THE FOUNDATION**

Of the gross revenues earned by the Foundation during a year, 5% will be spent for management overheads and set aside as reserve, 15% will be invested so as to increase the assets of the Foundation and the remaining 80% will be used to attain the objectives of the Foundation.

**ARTICLE 9 : PLACEMENT OF THE FUNDS OF THE FOUNDATION**

Both the assets of the Foundation and the properties and moneys donated to the Foundation will be placed and invested in such a way to earn the highest and the most risk free income to the Foundation. To this end, the Foundation may hold time and demand deposits in banks to earn income. The Foundation may also buy Government bonds, Treasury bonds, shares, bonds and other securities of stable corporations.

**ARTICLE 10 : BODIES OF THE FOUNDATION**

- a) The General Assembly
- b) The Board of Trustees
- c) The Board of Auditors
- d) The Honorary Chairman

**ARTICLE 11 : THE GENERAL ASSEMBLY OF THE FOUNDATION**

The General Assembly of the Foundation elects, audits and removes the members of the Board of Trustees, which is responsible from the management of the Foundation, and of the Board of Auditors. Therefore, the highest resolution, auditing and recommendation body of the Foundation is the General Assembly.

The General Assembly is formed by the following members:

- a) 108 members whose names and address are given at the end of these presents;
- b) The Principal of the Kabataş High School for Boys;
- c) The Vice Principal of the Kabataş High School for Boys;
- d) A representative of teachers elected by the Board of Teachers of the Kabataş High School for Boys;
- e) The Chairman of the Society of Graduates and Members of the Kabataş High School for Boys and two representatives of the Society elected by the Chairman;
- f) The Chairman of the Society of Aid and Protection of the Kabataş High School for Boys and two representatives of the Society elected by the Chairman;
- g) The Chairman of the School and Parents Union of the Kabataş High School for Boys;
- h) The Chairman of the Ankara Society of Graduates and Members of the Kabataş High School for Boys and two representatives of the Society elected by the Chairman;

Ekim 1998  
EMEK ÇEVİRİ  
YEMİNLİ TERCÜME BÜROSU  
FORM TRANSLATION OFFICE  
Nispetiye Cad. Denizbiler Sk. No 13

YUKARIDAKI TERCÜME ASLIINA  
UNGUN OLARAK TARAFIMDAN  
YAPILMISTIR

INGİLİZCEYE Yapılan Bu Tercümenin  
Yeminli Mütercim E. Nilgün Dolay  
Tarafından Yapıldığını ve İmzanın  
Kendisine Ait Olduğunu Tasdik Ederim.



i) Graduates and members of the Kabataş High School for Boys who paid the minimum contribution fixed by the Board of Trustees every year (They will be elected as members of the General Assembly in accordance with the provisions of Article 27);

j) The Honorary Members (They will be elected in accordance with the provisions of Article 27).

Membership of the Principals, the Chairmen and the representatives of the aforesaid organisations in the General Assembly is limited to their office term within their respective organisations. Office term of the representatives referred in sub-paragraphs b, c, d, e, f, g, h, i, k, m is two years at most as long as the Chairmen who elected them are in office. Aforesaid persons will attend the meetings of the General Assembly in person.

k) The President of the Beşiktaş Sports Club in capacity of representative of the Club;

l) Effective date of the minimum contribution fee referred in sub-paragraph (i) above is the 30th day following the publication of this Articles of Association on the Official Gazette.

m) The Chairman of the Society of Fellows of Kabataş and two representatives elected by the Chairman;

n) One (1) teacher nominated and elected by each of education institutions being the member of the General Assembly among their own organisations.

#### **ARTICLE 12 : NOMINATION OF SUCCESSOR FOR THE GENERAL ASSEMBLY AND REPLACEMENT OF MEMBERS**

Members referred in sub-paragraph (a) above remain in membership until death. Those who wish to resign from membership for an excuse acceptable to the Board of Trustees may nominate a successor in their place at an age of minimum 25 (twenty five) years old.

Resignation of a member from membership in the General Assembly and appointment of a successor nominated by the resigning member is valid upon affirmative votes of half plus one members of the Board of Trustees and approval of this resolution by the General Assembly.

The members may also nominate their successors after their death by a last will and testament given to the Board of Trustees in writing in a sealed envelop. A member nominated his/her successor may change the successor at any time during his/her membership. In this case, the successor mentioned in the will of the member bearing the last date is accepted as the final successor.

When the will of a member nominating his/her successor is deposited to the Board of Trustees, its receipt is registered by the resolution of the Board of Directors. Upon the death of a lifetime member, notification of his/her successor given in the will and acceptance of the membership by the successor by a written notice to the Board of Trustees within one (1) year, that successor gets the title of SUCCESSOR MEMBER.

Upon death of a lifetime member who died without nominating a successor, his/her sole heir or one of heirs selected and notified by other heirs is admitted to the membership of the Foundation. If the heirs fail to notify their nominee to the membership within one (1) year following the death of the member, none of the heirs is admitted to the membership.

Heirs of a lifetime member who died before the amendment of these presents may use this right by making an application to the Board of Trustees within one (1) year.

#### **ARTICLE 13 : MEETINGS OF THE GENERAL ASSEMBLY**

The General Assembly of the Foundation convenes "Annually" and "Extraordinarily".

The "ANNUAL MEETING OF GENERAL ASSEMBLY" is held biannually during

April by attendance of at least half plus one of members of the General Assembly.

APRIL

ÇEVİRİ

TERCÜME BÜROSU

İN TRANSLATION OFFICE

m Cad. Denizciler Sk. No 13

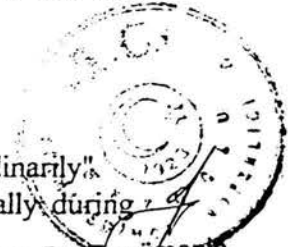
YUKARIDAKI TERCÜME ASLINA

ÜÇÜN Dİ AKARAK TARAFLARINDAN

YAPILMIŞTIR.

E. NİLGÜN DOLAY

INGİLİZCEYE Yapılan Bu Tercümenin  
Yeminli Mütercim E. Nilgün Dolay  
Tarafından Yapıldığını ve İmzanın  
Kendisine Ait Olduğunu Tasdik Ederim.



Notice to members is sent to the addresses of the members registered in the Foundation by registered mail at latest fifteen days prior to the meeting. Notice to members is also advertised on a newspaper with the highest circulation in the place where the head office of the Foundation is situated at. Newspaper advertisement is deemed to be a duly notice to the members. The notice will include the agenda of the meeting, the income statement and the balance-sheet of the Foundation, the date and time of the meeting.

If the quorum is not present at a meeting of the General Assembly, the next meeting is held with attending members after fifteen (15) days.

Members may attend the meeting by proxy. However, one (1) member can represent only one member. The proxies must be given to the Board of Trustees before the meeting and presented to the Chairman of the meeting during the signing of the list of present members.

Resolutions are taken with the majority of the present members.

The Board of Trustees has to convene the extraordinary meeting of General Assembly when it deemed necessary to do so or upon a written request of at least 1/4 of the members. If the Board of Trustees fails to convene the meeting of the General Assembly, the Board of Directors has to do so.

If a requested meeting of the General Assembly is not held within at latest three (3) months following the request, the requesting minority is authorised to convene the meeting.

Proceedings in a meeting are carried out according to the agenda. However, it is possible to add further items of discussion to the agenda or change the order of the items in the agenda with affirmative votes of half plus one members of the present members.

#### **ARTICLE 14 : RESOLUTIONS OF THE GENERAL ASSEMBLY**

The General Assembly is the highest resolution, selection and auditing body of the Foundation. Rules and principles applicable to the supervision and auditing of the management of the Foundation are set out by the General Assembly.

The following duties are at the sole discretion of the General Assembly.

- a) Election, appointment and removal of the members of the Board of Trustees;
- b) Election, appointment and removal of the members of the Board of Auditors;
- c) Amendment of the Articles of Association;
- d) Approval of the opinion given by the Board of Trustees about the replacement of the assets of the Foundation;
- e) Approval of the balance sheet, income account, activity report of the Board of Trustees, report of the Board of Auditors and other reports and documents related to the accounts;
- f) Release of the Board of Trustees and the Board of Auditors;
- g) Approval of the balance sheet and the activity report;
- h) Taking resolutions on matters which require the approval of the General Assembly;
- i) Approval of the statute and regulations of the Foundation;
- j) Other duties specified in these presents.

#### **ARTICLE 15 : BOARD OF TRUSTEES**

The Board of Trustees is formed by 11 members. The Principal of the Kabataş High School for Boys becomes the member of the Board of Trustees automatically. Other members are appointed by election. The General Assembly elects the members and five alternates biannually in the annual meeting of the General Assembly. Any vacancy in the Board of Trustees is filled by an alternate who obtained the highest number of votes of the other members. So appointed member remains in office until the end of the office term of the Board of Trustees. Office term of the elected members is two years. Members remain in office until new members are elected. A member whose office term came to an end may be re-elected.

Ekim 1998

MAK ÇEVİRİ  
MİNİ TERÇÜME BÜROSU  
TRANSLATION OFFICE  
İhtif Cad. Denizciler Sk. No 13  
Büyükdere Han K : 5 No : 508

YUKARIDAKI TERÇÜME AŞINA  
UYGUN OLARAK TARAFIMIZDAN  
YAPILMIŞTIR.  
E. NİLGÜN DOLAY

İNGİLİZCEYE Yapılan Bu Terçümenin  
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**ARTICLE 16 : DIVISION OF DUTIES IN THE BOARD OF TRUSTEES  
REPRESENTATION AND BINDING OF THE FOUNDATION**

The Board of Trustees will appoint one (1) chairman, two (2) vice chairmen, one (1) accountant, one (1) cashier and one (1) secretary among its members.

In the absence of the Chairman, one of the Vice Chairmen will assume the duty of the Chairman.

The Accountant will be responsible from the accounts of the Foundation, the Cashier from safeguarding and spending of the commercial papers and cash money of the Foundation and the Secretary from the relations of the members of the Foundation with the Foundation, from preparation of the meetings of the Board of Trustees, from meeting notices and agendas, from implementation and monitoring of the resolutions of the Board of Trustees and from the performance of other secretarial duties.

The Chairman will be responsible from organisation of the works of the Board of Trustees and implementation of the resolutions taken by the Board of Trustees.

The Chairman and members of the Board of Trustees will not be paid any remuneration for the works they performed. However, expenses of travels made on duty and cost of other operations are paid by the Foundation.

The Foundation is represented and committed by the signatures attached by at least two (2) members of the Board of Trustees appointed by the Board under the seal of the Foundation.

One of the signatures has to be attached by the Chairman or one of the Vice Chairmen.

**ARTICLE 17 : DUTIES AND POWERS OF THE BOARD OF TRUSTEES**

The Board of Trustees is the execution body and representative of the Foundation. In this capacity, the Board of Trustees has the duty

- a) to prepare the statutes and other regulations of the Foundation in order to govern the activities of the Foundation in accordance with objective principles;
- b) to convene the annual and extraordinary meetings of the General Assembly;
- c) to prepare the annual and long term budgets of the Foundation;
- d) to make any disposition consistent with the objectives of the Foundation;
- e) to accept the conditional donations or to decide on whether such conditions are consistent with the objectives of the Foundation, to accept and receive donations from persons and by way of last will;
- f) to recommend the honorary members to the General Assembly for approval;
- g) to establish, develop, transfer or shut down commercial concerns on the name and behalf of the Foundation;
- h) to purchase, create such rights upon, replace and dispose properties on the name and behalf of the Foundation based on the resolution of the General Assembly;
- i) to represent the Foundation before any and all governmental, public and private bodies, authorities, institutions and establishments;
- j) to perform the services specified in these presents, to use such powers and authorities and particularly to appoint the persons who will use the representation and binding powers and authorities of the Foundation on behalf of the Board of Trustees.

**ARTICLE 18 : WORKING PROCEDURES OF THE BOARD OF TRUSTEES**

The quorum for the meeting of the Board of Trustees is the absolute majority of all members present in a meeting. The quorum for the resolution is the absolute majority of the members present in a meeting. If any member who was appointed to the Board by election fails

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YUKARIDAKI TERCÜME ASLINA  
UYGUN OLARAK TARAFIM DAN  
YAPILMIŞTIR.  
E. NİLGÜN DOLAY

İNGİLİZCEYE Yapılan Bu Tercümenin  
Yeminli Mütercim E. Nilgün Dolay  
Tarafından Yapıldığını ve İmzanın

to attend four successive meetings of the Board without an excuse, that member is deemed to have resigned from the membership. The meetings of the Board of Trustees are held upon the invitation of the Chairman or the Vice Chairman. Notice of invitation is sent by registered mail or delivered by hand. Place, date and time of the next meeting of the Board of Trustees may be established in the preceding meeting. In this case, no written notice is required to be given to the members of the Board. The Board of Trustees will mandatorily meet at least once bi-monthly.

**ARTICLE 19 : EXECUTION BOARDS**

The Board of Trustees may appoint an execution board or boards to work under the supervision and responsibility of the Board of Trustees to perform such duties required by the Foundation.

Number of members of the execution boards, the office term, duties, powers of and remuneration payable to the members of the execution boards will be established by the Board of Trustees. No remuneration will be paid to the members of the Board of Trustees or the founder members of the Board who are appointed to any execution board.

**ARTICLE 20 : BOARD OF AUDITORS**

The accounts of the Foundation will be audited by a Board of Auditors formed by three members who are elected once bi-annually, apart from the auditing to be made pursuant to the Law No. 903.

The General Assembly will elect three principal auditors and three alternate auditors. Any vacancy in the Board of Auditors will be filled by an alternate auditor according to the order of number of votes. The auditors will audit the annual accounts, revenues and expenditures of the Foundation and submit their opinion and the auditing report to the General Assembly of the Foundation.

If there is any transaction in the accounts which is not consistent with the objectives of the Board of Trustees and the Foundation, it is reported with a recommendation by the Board of Auditors.

Auditors may attend the meetings of the Board of Trustees as a witness. However, the Auditors will not have power to cast vote in the meetings of the Board of Trustees. Services of the Auditors are honorary, therefore, no remuneration is paid to the Auditors for their services. However, travel expenses and other costs made for performance of such duties by the Auditors will be paid by the Foundation.

The Foundation may appoint external auditors if it may deem necessary. Remuneration may be paid to the external auditors. The Auditors may convene the General Assembly if they jointly deem necessary.

**ARTICLE 21 : SECRETARY-GENERAL**

The Board of Trustees may appoint one (1) secretary-general who will be in charge of implementation of the resolutions of the Board of Trustees and performance of various activities of the Foundation for a salary and under an employment contract if it may deem necessary.

**ARTICLE 22 : ORGANISATION AND STAFF**

The Board of Trustees will establish the administrative organisation and staff necessary for carrying out of the activities of the Foundation. To this end, the Board of Trustees will procure the necessary personnel and equipment, establish the duties and powers of the officers.

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vrahtar Han K : 5 No : 508

YUKARIDAKI TERCÜME ASLINA  
U. ÇENİ OLARAK TARAFIM DAN  
YAPILMIŞTIR

İNGİLİZCEYE Yapılan Bu Tercümenin  
Yeminli Mütercim E. Nilgün Dolay  
Tarafından Yapıldığını ve İmzanın



appoint and remove such officers. The Board of Trustees will endeavour to save the financial sources of the Foundation with respect to establishment of the staff and carrying out of the activities of the Foundation by taking into account the nature of the Foundation.

#### **ARTICLE 23 : FISCAL TERM OF THE FOUNDATION**

The fiscal term of the Foundation is a calender year. The accounts of the Foundation will be kept in a way to allow monitoring of the incomes, expenditures, funds and assets of the Foundation separately as of the fiscal terms (January 1st - December 31st).

#### **ARTICLE 24 : DISSOLUTION AND LIQUIDATION OF THE FOUNDATION**

In the event that achievement of objectives set out in these presents is not possible legally and actually, dissolution of the Foundation may be resolved upon the proposal of the Board of Trustees and approval of 2/3 of the members of the General Assembly. In this case, the assets of the Foundation will be transferred to another foundation which seeks the same objectives or to the Ministry of National Education if there isn't any such foundation.

#### **ARTICLE 25 : DISSOLUTION BOARD**

If the dissolution of the Foundation is required, the Board of Trustees in office at that time becomes a "Dissolution Board", unless a court or a similar judicial body rendered a decree to the contrary. The Board of Trustees will remain in office as a Dissolution Board until the dissolution is concluded.

#### **ARTICLE 26 : COMPLETION OF THE DISSOLUTION**

The Dissolution Board will notify the completion of the dissolution to the relevant court or inspection authority. The dissolution of the Foundation will also be announced to the public and registered in the relevant trade registration office. All account books and records of the dissolved Foundation will be submitted to the inspection authority, together with the dissolution documents, for safekeeping.

#### **ARTICLE 27 : HONORARY MEMBERSHIP**

The Foundation may give the title of "Honorary Member" to persons and legal entities who made material and moral contributions to the Foundation and rendered useful and supreme services consistent with the objectives of the Foundation. A title of "Honorary Member" is given by unanimous votes of all members of the Board of Trustees and approval of the General Assembly.

Honorary Members attend the meetings of the General Assembly as "members".

#### **ARTICLE 28 : STATUS OF FOREWORD**

The "Foreword" at the beginning of these presents is the integral part of the Articles of Association.

#### **ARTICLE 29 : AMENDMENT OF THE ARTICLES OF ASSOCIATION**

The Articles of Association can be amended by the proposal of the Board of Trustees and approval of 2/3 of the all members of the General Assembly.

5 Ekim 1998

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 Bayraktar Han K. 5 No : 508  
 İSTANBUL

YUKARIDAKI TERÇÜME ASLINA  
 UYGUN OLARAK TARAFIMIZAN  
 YAPILMIŞTIR.  
 E. NİLGÜN DOLAY

İNGİLİZCEYE Yapılan Bu Terçümenin  
 Yeminli Mütercim E. NİLGÜN Dolay  
 Tarafından Yapıldığını ve İmzanın  
 Kendisine Ait Olduğunu Tasdik Ederim.

**ARTICLE 30 : HONORARY CHAIRMAN**

The Honorary Chairman will be elected among the persons who rendered outstanding and meritorious services to the Foundation by the unanimous votes of the Board of Trustees. The Honorary Chairman may attend any meeting of the Board of Trustees he/she may wish.

The Honorary Chairman acts as a guide by using his/her experience and knowledge in an effort to achieve the objectives of the Foundation.

Removal of any Honorary Chairman is possible only by way of resignation or death.

**PROVISIONAL ARTICLES****ARTICLE 1 : PRINCIPAL AND ALTERNATE MEMBERS OF THE BOARD OF TRUSTEES:**

The principal and alternate members of the provisional Board of Trustees who will be in office until the first annual meeting of the General Assembly are as follows:

**PRINCIPAL MEMBERS**

M. Adnan BARLAS  
Ahencan ŞENYUVA  
İbrahim TAŞKAN  
Savaş ILGAZ  
Mehmet Hakkı BOLKAN  
Recep SEBİLİK  
Korel HAKSUN  
Vahit ERDEM  
Arif GÖLGE  
H. Ayhan ERGİN

**ALTERNATE MEMBERS**

Talat Tamer MÜFTÜOĞLU  
Erdoğan ÖZKAN  
İbrahim KONNOLU  
Şahin TOSUNER

**ARTICLE 2 : FIRST BOARD OF AUDITORS**

Ali Mufahhar HATUSİL  
Mehmet SAĞLAM

5 Ekim 1998  
**EMEK ÇEVİRİ**  
**YEMİNLİ TERCÜME BÜROSU**  
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80020 Tophane — İSTANBUL

YUKARIDAKI TERCÜME ASLINA  
UYGUN OLARAK TARAFIMDAN  
YAPILMIŞTIR.

E. NİLGÜN DOLAY  
YEMİNLİ MÜTERCİM

İNGİLİZCEYE Yapılan Bu Tercümenin  
Yeminli Mütercim E. Nilgün Dolay  
Tarafından Yapıldığını ve İmzanın  
Kendisine Ait Olduğunu Tasdik Ederim.

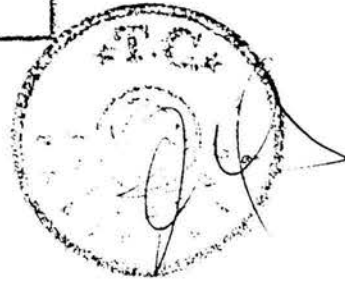
**TASDİK ŞERHİ**  
( 5 Ekim 1961 tarihli Lahey Sözleşmesi )  
**APOSTILLE**

(Convention de La Haye n° 5 Octobre 1961)

1. Ülke Türkiye Cumhuriyeti
2. Bu belge ..... imzalanmıştır
3. İmzalayanın adı ..... dir.
4. ..... görevini taşımaktadır.

22. Nöbetçi
- TASDİK
5. İSTANBUL
  6. 07.10.1998
  7. Ali Kemal
  8. No Hukuk Isl. Md. ....
  9. Mühür Damga
  10. İnce

H. Bircan  
Hukuk Isl. Şb. Md. V.



Con Sayf

**T.C.**  
**MEYDANLI YERİNDİNCİ NOTERİ**  
**M. UHŞİT M. A. CUNCU**  
Behalettin Cad. No: 28 Kat: 1 80020 Karaköy  
Tel: 212 70 28 00 1987-1998 21 1ST.

THE REPUBLIC OF TURKEY  
3RD FIRST INSTANCE COURT OF LAW OF İSTANBUL  
JUDGEMENT

№ 26254

File No. : 1987 / 196  
Judgement No.: 1987 / 209

05 EKİM 1998

Judge : Erkin TUNA - 17117  
Clerk : Suna YILDIZ  
Plaintiff : Kabataş High School for Boys Foundation for Education  
Date of Action : 5/5/1987  
Date of Judgement : 11/5/1987

The Plaintiff filed an action to this Court with a petition dated 5/5/1987 by declaring that the Articles of Association of the Foundation was notarized by 25th Notary Public of İstanbul on 1/5/1987 with a daily document no. 19087, that the General Directorate of Foundations was asked whether the registration of the concerned Articles of Association raises any objection by the said Directorate, that the said Directorate replied with a letter dated 4/5/1987 and no. 34-2683 that the Articles of Association didn't violate or in breach of the provisions of the Law No. 903 and other statutes, by-laws and regulations, that the founding capital of the Foundation in the amount of TL 17,000,000 was blocked in an account with Ortaköy Branch of Vakıflar Bank, in order to have the Articles of Association of the Foundation be certified and registered.

Upon this request of the Plaintiff, the Emergency Department of the Office of İstanbul Governor was asked by this Court whether the registration of the Foundation violates any law, by-law, statute or regulation, and the said Department replied with a letter dated 7/5/1987 and no. 1941/87 that the registration of the Foundation didn't violate any law, by-law, statute or regulation.

Therefore, this Court ordered, decree and adjudicated for reasons given above that the Articles of Association of the "KABATAŞ HIGH SCHOOL FOR BOYS FOUNDATION FOR EDUCATION", which was notarized by 25th Notary Public of İstanbul on 1/5/1987 with daily document no. 19087, be registered as it is in comply with the governing provisions of the Law, that the decree of this Court be notified to the General Directorate of Foundations for registration of the Foundation in the said Directorate, that the court charges be paid by the Plaintiff.

Decreed on 11/5/1987

Clerk

Judge - 17117

5 Ekim 1998  
**EMEK ÇEVİRİ**  
**YEMİNLİ TERCÜME BÜROSU**  
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YUKARIDAKİ TERCÜME ASLINA  
UYGUN OLARAK TARAFIMDAN  
YAPILMIŞTIR.  
E. NİLGÜN DELAY  
YEMİNLİ MÜTERCİM

İNGİLİZCEYE Yapılan Bu Tercümenin  
Yeminli Mütercim E. Nilgün Delay  
Tarafından Yapıldığını ve İmzanın  
Kendisine Ait olduğunu Tasdik Ederim

**M. UHŞİT M. A. CUNCU**  
**HULUSİ SEVGE**



T.C.  
İSTANBUL  
3. ASLİYE HUKUK MAHKEMESİ  
KARAR

No 26254

Esas No : 1987 / 196  
Karar No: 1987 / 209

Hakim : Erkin TUNA 17117  
Katip : Suna YILDIZ  
Davacı : Kabataş Erkek Lisesi Eğitim Vakfı  
Dava Tarihi : 5 / 5 / 1987  
Karar Tarihi : 11 / 5 1987

Davacı tarafından mahkememize verilen 5/5/1987 tarihli dilekçe ile , Kabataş Erkek Lisesi Eğitim Vakfı olarak kuruluş işlemleri yapılmakta olan vakıf için vakıf senedinin İst. 25 . Noterliği'nin 1 / 5 /1987 tarih ve 19087 yevmiye sayılı tasdiği ile yapıldığını ; Vakıf senedinin tesciline sakınca bulunup bulunmadığı Vakıflar Genel Müdürlüğü'nden sorulduğunu ve Vakıflar Genel Müdürlüğü'nün 4 / 5 / 1987 gün ve 34- 2683 sayılı yazısı ile vakıf Senedi'nde 903 sayılı yasa ile ilgili tüzük hükümlerine göre aykırı bir husus görülmediğini ,Vakfın kuruluşu için 17.000.000.-TL . mal varlığının Vakıflar Bankası Ortaköy Şubesinde bloke edildiğini bildirerek Vakıf senedinin tasdikine karar verilmesini dava eylemiştir.

Davacının bu talebi üzerine Vakfın tescilinde bir sakınca bulunup bulunulmadığı mahkememizce İstanbul Valiliği Olağanüstü Hal Bürosu'ndan sorulmuş , verilen 7 / 5 / 1987 tarihli ve 1941/ 87 sayılı cevabı yazıda vakfın kurulmasında bir sakınca olmadığı bildirilmiştir.

Bu nedenler ile vakfın tesciline karar verilmesi gerekmektedir.

HÜKÜM : Yukarıda açıklanan nedenlerle ; İstanbul 25. Noterliği'nin 1/5/1987 tarih ve 19087 yevmiye sayılı ile tanzim edilen "KABATAŞ ERKEK LİSESİ EĞİTİM VAKFI"nın K.K. 'nın amir hükümlerine uygun bulunduğu anlaşılmakla TESCİLİNE, Vakıf senedininde eklenmesine , Tescil kararının Vakıflar Genel Müdürlüğü'ndeki merkezi sicile kaydolunmak üzere resen tebliğine , 1500 Lira ilan harcı peşin alınmış olduğundan ayrıca harç alınmasına mahal olmadığına , yapılan yargılama giderlerinin vakfın tescilini isteyen uhdesine bırakılmasına , Kanun yolları açık olmak üzere 11 / 5 / 1987 tarihinde karar verdi.

11 / 5 / 1987

Katip

5 Ekim 1998

**MEK ÇEVİRİ**  
**MINLİ TERCÜME BÜROSU**  
/ORN TRANSLATION OFFICE  
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Bayraktar Han K : 5 No : 508  
80020 Tophane — İSTANBUL

Hakim t7117



**TASDİK SERHİ**  
( 5 Ekim 1961 tarihli Lahey Sözleşmesi )  
**APOSTILLE**  
(Convention de La Haye du 5 Octobre 1961)

1. Ülke TÜRKİYE - LA TURQUIE
2. İşbu resmî belge: Tasanmıştır
3. İmzalayanın sıfatı: *Avukat* ..... dir.
4. *Beşir* ..... Tasini taşımaktadır.
5. *İSTANBUL* ..... na
6. *07.10.1995* ..... günü
7. *Avukat* ..... tarafından
8. No *Hukuk İş. M.* ..... ile tasdik edilmiştir.
9. Mühür/Damga
10. İmza

TASDİK

**H. Birsen TOSUN**  
Hukuk İşl. Şb. Md. V.

