

# **ASSOCIATION OF PACKAGED WATER MANUFACTURERS BYLAW CODE: 34-101/114**

## **PART 1**

### **Name, Headquarter, Definitions, Objectives and Field of Study**

#### **Name and Headquarter**

Article 1- Name of Association is Association of Packaged Water Manufacturers and short name is "SUDER".

The Headquarter for Association is Istanbul.

#### **Definitions**

Article 2- Herein this bylaw;

Association of Packaged Water Manufacturers is referred as "Association"

Association of Packaged Water Manufacturers is referred as "Bylaw".

#### **Objectives of the Association**

Article 3-

- a) To ensure cooperation between members of the association by gathering the manufacturers and suppliers of our country under one roof.
- b) To improve and develop the working conditions of the sector and to work to protect its rights.
- c) To raise community awareness with regard to public benefits of packaged water sector of great importance for public health.
- d) Increasing the consumption of bottled water in the community and to led the necessary education and awareness activities about healthy water consumption.
- e) To enable all manufacturers operating in the industry to make healthy production in accordance with the provisions of relevant legislation, to respect the rights of consumers and consumer health and to comply with competition rules.

#### **Working Topics, Working Formats and Field of Activity**

Article 4- In accordance with the abovementioned purposes the Association;

- a) Protects the rights of its members within the law in force by communicating with their institutions.
- b) Provides administrative or judicial means to resolve disputes in sectoral issues concerning the rights and interests of members by acting as advocate.
- c) Works to solve problems in professional issues of concern to members and to ensure professional development of members.
- d) Makes necessary works in order to provide illumination of members in legal, technical and professional aspects.
- e) Establishes economic foundations and businesses, and partners with established foundations and businesses in accordance with the objective of association.
- f) Supplies and markets basic necessities for industry in accordance with the objective of association by founded commercial businesses. Establishes fixed or mobile laboratory/laboratories for routines, comparison and research analysis that sector needs and enables the laboratory analysis of the economic costs.

g) May carry out international activities and make cooperation with non-profit organizations abroad. Become members of industry related international organizations as it is permitted by legislation. Carries out other necessary works not be contrary to the laws and bylaw.

## **PART II**

### **Membership Conditions, Rights and Obligations of Members**

#### **Membership and Membership Conditions**

Article 5- Natural persons and legal persons who have the capacity to act, association membership is not prohibited are entitled to be members. Only natural or legal persons become members of the association who have taken legal permits and licenses from relevant authorities for packaged water production and supply.

Membership application to be made in writing shall be decided no later than thirty days by the board of the association and results is reported in writing to the applicant. The member whose application was accepted is recorded in the book kept for that purpose. Honorary membership title may be given with the decision of the management board to the natural or legal persons, who serve as the actual or unrequited for the association, provide tangible and intangible benefits.

#### **Termination of Membership**

Article 6- Termination of membership occurs under the following conditions:

- a) Ipso facto: association membership of the members subsequently lost the required qualifications for membership in the law and regulations ends automatically.
- b) Unsubscribing: No one shall be compelled to remain a member of the association. Each member is entitled to resign. Unsubscribing process is resulted as soon as the resignation petition of member reaches to board.
- c) Expulsion: Reasons of expulsion from the association membership are as follows:
  1. To have acted contrary to the purposes of association rules and bylaw.
  2. Not to have made the payment of debt within two consecutive years.

#### **Rights of Members**

Article 7- Each member has the right to;

- a) Participate in association activities and management.
- b) In the context of the legislation in force, to raise awareness of the members about the technical and hygienic production conditions and to contribute them to make production and sales in this direction.
- c) Management Board establishes permanent and temporary committees under their responsibilities on needed social, cultural, educational, vocational and other subjects.
- d) To carry out activities to build awareness and consumption of healthy packaged water in the society.
- e) To plan, execute and assess all kinds of training and management activities for manufacturers and suppliers to improve their professional knowledge and standards. To develop cooperation with all institutions and organizations and to develop projects and participate in developed projects in this area.
- f) To organize local and international meetings, seminars, conferences, demonstrations, panel discussions, symposiums, concerts competitions and to and open exhibitions.
- g) In vocational training of packaged water manufacturing and supplying industry employees to prepare and execute training activities to provide production and supply management efficiency and interoperability.

- h) To prepare research projects for packaged water manufacturing and supplying and to publish reports relating to the studies.
  - i) To make joint efforts about conscious and healthy food production and consumption by creating close cooperation and professional solidarity with both public and private law legal entities that people and organizations operating in food sector and its sub-sectors are subjected to.
  - j) To provide support to academic researches with regard to packaged water production and supply and to ensure sector representation in working groups via the expert members and consultants who will be appointed in appropriate cases.
  - k) To support the work of local and central government agencies with regard to packaged water production and supply and to ensure sector representation in working groups via the expert members and consultants who will be appointed in appropriate cases.
  - l) To engage in any kind of media activities including periodicals and other publications with regard to packaged water production and supply and to write cultural, educational articles in the field of interest.
  - m) To prepare or organize special video, cinevision, multivision, and similar programs for the public for radio and tv. To carry out any activities on the internet for the purposes of association.
  - n) To have one right to vote at the general meeting. Members must vote in person.
  - o) In the case of the member to be corporate body, chairman of the corporate body or the person appointed by him cast vote. When the president or representative duties of that person's end, the person to vote on behalf of corporate body is determined again.
- Honorary members are not entitled to vote.

### **Identity and Badge**

Article 8- Members have the right;

- a) To wear the badge of the association prepared according to the title of the member by the board of the association.
- b) To use ID cards issued by General Presidency of Association.

### **Obligations of Members**

Article 9- Obligations of members are as follows:

- a) Debt payments: The annual debt payments of the members are determined in General Assembly meetings.
- b) Other Obligations: Members are obliged to comply with association bylaw and to show commitment to the association. Each member is obliged to act comply with the objective of the association, is particularly obliged to avoid the behaviors preventing and making difficult the realization of the objective.

## **PART III**

### **Bodies**

#### **Association Bodies**

Article 10- Compulsory Bodies of Association

- a) General Assembly
- b) Management Board
- c) Supervisory Board

Besides compulsory bodies, other bodies can be created by the decision of the General Assembly. However duties, powers and responsibilities of the compulsory bodies created by law can not be transferred to these bodies.

### **Properties and Composition of the General Assembly**

Article 11- General Assembly is the most authoritative decision making organ of the Association and consists of registered members of association entitled to attend the general assembly meeting according to the association bylaw.

### **Method, Time and Place of General Assembly Meeting**

Article 12- If there is no further decision taken by the General Assembly, General Assembly meeting is made every two years in May with the call of the board in the city where the headquarter is located.

Extraordinary General Assembly meeting is called by the board;

- a) If deemed necessary by the management board,
- b) If deemed necessary by the Supervisory Board
- c) Upon the written application of one fifth of the association members.

### **Call for Meeting Procedure**

Article 13- Management Board organizes the list of original members who will attend the general meeting according to association bylaw. The members who will attend general meeting are informed and call for the meeting in writing about the date, time, place and agenda of the meeting before at least fifteen days via newspapers, internet or e-mail. In this call, day, time and place of the second meeting is also specified in case of the first meeting could not be done because of the failure of the majority. The time between the first and second meeting can not be less than a week, and longer than two months.

If the meeting is postponed because of another reason, it is announced the members according to the procedure calls for first meeting. The second meeting has to be made within six months from the postponement date at the latest. Members are called to the second meeting according to the abovementioned principles. General Assembly meeting can not be postponed more than once.

### **Meeting Place**

Article 14- Unless a contrary decision is taken in General Assembly, General Assembly meetings are made in the place where the association headquarter is located.

### **Quorum for Meetings and Decision-Making Procedures and Forms**

Article 15- General Assembly meets with the absolute majority of the association members who are entitled to attend general meeting, but to decide the termination of association or to make bylaw amendments attendance of the two-thirds of the members is required. In case of the postponement of the meeting because of the failure of the majority, majority is not required in the second meeting. However, the number of members who participated in this meeting can not be less than twice of the total number of management and supervisory board members. General Assembly meeting can not be postponed more than once. Decisions are taken by absolute majority in General Assembly.

Decisions taken by absolute majority in General Assembly but majority vote of the two-thirds of the members is required to decide the termination of association or to make bylaw amendments.

### **Procedure of the General Assembly Meeting**

Article 16- General Assembly meetings are made in the place, day and hour specified in the notice. Members who will attend the General Assembly enter the meeting place signing their names on the list prepared by Management Board. If quorum for the meeting is provided, it is determined by an official report. The meeting is opened by chairman of the board or a board member appointed by chairman and president of council, deputy chairman and two secretary members are selected to manage the meeting and the meeting is continued according to the agenda. Management of the meeting is done by deputy chairman. At the end of the meeting an official report is arranged indicating the decisions taken in the meeting. This report is signed by chairman and secretary members and given to the newly elected management board.

Only the agenda items are discussed in the General Assembly Meeting. The issues requested to discuss in writing by at least one-tenth of the members present at the meeting have to be taken into agenda and discussed.

### **Duties and Powers of the General Assembly**

Article 17- The following issues are decided by the General Assembly:

- a) To choose the bodies of the Association
- b) To discuss all the activities about the Association
- c) Change the bylaw of the Association
- d) To discuss the reports of management and supervisory board and to acquit them to management board
- e) To discuss the draft budget prepared by the management board and to accept the same or changed
- f) To authorize the board on the purchase of immovable property required for the Association or sale of existing goods
- g) To decide whether the Association to join or to leave the federation
- h) To decide opening or closing of branch the Association
- i) To determine the fees to be given to chairman and members of management and supervisory board.
- j) To decide the other duties specified in regulations to make by the General Assembly.

### **Composition, Duties and Powers of the Management Board**

Article 18-

- a) Management Board consists of seven original and substitute members elected by general assembly by secret ballot for two year period. Members whose task order ended can be re-elected to the board. The membership of discharge is completed by substitute members respectively. Substitute member completes the period of the original member.
- b) if the number of Management Board members falls below half the total number of members due to the discharges the remaining members of management or supervisory board call the general assembly to meeting within a month.

- c) The members elected to the Management Board make their first meeting and they do the distribution of tasks by electing a Chairman, a Vice Chairman, a Secretary General, a Treasurer and three members among themselves.
- d) Management Board convenes by absolute majority. Chairman or the Deputy Chairman (in the absence of Chairman) presides over meetings. Decisions are taken by absolute majority of total number of Management Board members. In case of equality of votes it is decided according to the Chairman's vote.
- e) Management Board is the executive and representative body of the Association and fulfills this task in accordance with the legislation and the bylaw of the Association. The task of representing the Association belongs to Chairman. The task of representation may be given to one or more of the members or to third parties.
- f) Makes the income and expenditure accounts of the Association and prepares a draft budget for the next period and submits the General Assembly.
- g) Enables the correspondence and records belonging to the Association to be made duly.
- h) Discusses the works of the Associations in determined days by meeting with more than half the total number of members. Decides the tasks that require decisions to be taken and ensures these tasks to be written in decision book and to be signed by management board members.
- i) Creates working groups on necessary issues in accordance with the objective of the Association.
- j) Fulfills the other duties specified in regulations by the General Assembly and use its power.

### **Duties and Powers of the Chairman**

#### Article 19-

- a) Represents, manages and conducts the Association and presides over the Management Board meetings.
- b) Ensures the original and substitute members selected to management and supervisory board and the other bodies of the Association to be notified to administrative authority within thirty days of the selection made by the General Assembly.
- c) Ensures the changes that occur in the bodies and settlements of the Association to be notified to administrative authority within thirty days.
- d) Ensures the necessary books and records belonging to the Association to be kept.
- e) Makes out a declaration about year end activities and the results of revenue and expenditure transactions of the Association and gives it to administrative authority until the end of April each year.
- f) In case of getting help from abroad ensures this helps to get through banks.
- g) Ensures the property acquired by the association to be notified to administrative authority within one month of registration.
- h) In case of opening of representative offices of the Association, ensures the address of the representative and person or persons appointed to be notified to administrative authority.
- i) Calls central management board to meeting on important and urgent issues. Encourages and leads headquarter and branch offices to fulfill their duties effectively and efficiently.
- j) Fulfills the other duties specified in regulations to be made by Chairman and use his power.

### **Duties of the Vice Chairman**

#### Article 20-

In the absence of Chairman undertakes the power and duties of the Chairman and helps the Chairman in the activities of the Association.

### **Duties of the Secretary General**

#### Article 21-

- a) Organizes the work of the Association and its branches.
- b) Increases the efficiency in Association studies cooperating with central and branch managers of the Association.
- c) Follows the organization of the necessary books and files to be kept in the Association and the decisions to be written in the decision book and to be signed by members and correspondence of the Association.
- d) Prepares meeting agenda of central management board.

### **Duties of the Treasurer**

#### Article 22-

- a) Keeps the income, expenditure and assets records of the Association. Writes income and expenditure receipts.
- b) Makes the expenditure plans in accordance with the income of the Association.
- c) Makes the necessary preparations for the draft budget.
- d) Deposits the payments, grants and other revenues into the bank account opened on behalf of the Association timely and keeps related records.

### **Duties and Powers of the Supervisory Board**

#### Article 23-

- a) Consists of three original and three substitute members elected by general assembly by secret ballot for two year period. Members whose task order ended can be re-elected to the board.
- b) Make supervision according to the principles and procedures determined in Association bylaw at intervals not exceeding one year on issues including whether the activities are carried out in the direction of working to implement the specified aims and objectives of the Association; whether the books, accounts and records are kept in accordance with legislation and Association bylaw and reports the audit results the management board and General Assembly.
- c) Determines its own working procedures. Chairman of Supervisory Board or one of the members attends board meetings on invitation and expresses opinion or offer.
- d) Upon the request of supervisory board members, all information, documents and records must be shown and submitted by the association authorities.
- e) Fulfills the other duties specified in regulations to be made by Supervisory Board and uses its power.

### **Internal Auditing**

Internal auditing is essential in the Association. Internal auditing can be made by general assembly, management board or supervisory board as well as independent audit agencies. Auditing that has been done by general assembly, central management board or independent audit agencies do not eliminate the obligation of the central supervisory board.

## **PART IV**

### **Organization of the Association**

#### **Establishment of the Federation**

Article 24- Association can set up federation to realize its objectives by in conjunction with the associations in line with its purpose of establishing and may attend the federations with same purpose.

## **Representation**

Article 25- Representative offices can be opened in order to carry out Association activities where necessary, national and foreign. Representative offices are not represented in the General Assembly meetings of branches or Association. Branches can not open representative offices. The address of the national representative office is notified in writing to the administration authority by person or persons appointed by the decision of the management board as representative. Chairman of the association is responsible for this notification.

## **Creating Platform**

Article 26- With the decision of the management board, the Association can create platforms in collaboration with other associations, foundations, unions and civil society organizations to achieve a common goal in the areas related with objectives of the Association and that are not prohibited by law.

## **Association Branches**

Article 27- The Association can open national and foreign branches with the decision of the general assembly. Central general assembly performs the opening of association branches in accordance with legislation.

## **Branch General Assembly and its Duties**

Article 28-

- a) Branch general assembly is composed of all members entitled to attend the branch general assembly and is the most authoritative decision-making body of branch.
- b) Branch general assembly must make its ordinary general assembly meetings every two years in March, at least two months before the meeting of central general assembly.
- c) Elects the branch management board consisting of five original and five substitute members and branch supervisory board consisting of three original and three substitute members.
- d) Reviews the income and expenses of association branch and makes checks when necessary.
- e) Call for meeting of branch general assembly, meeting agenda, quorum for meetings and general assembly studies are made according to the principles specified in the relevant articles of bylaw.
- f) Fulfills the other duties specified in regulations to be made by General Assembly and uses its power.

## **Branch Management Board and its Duties**

Article 29-

- a) Consists of five original and five substitute members elected by branch general assembly by secret ballot for two year period.
- b) Selected management board members make task partition and report the results to largest local administrative authority and to the headquarter of the association within thirty days following the general assembly.
- c) Meets in the determined day to discuss the works related to the branch. Decides the tasks that require decisions to be taken and ensures these tasks to be written in decision book and to be signed by management board members. Prepares the draft budget to be presented to the branch general assembly.
- d) Association branches work in coordination with headquarters.
- e) Fulfills the duties specified in regulations to be made by General Assembly and uses its power.



## **Branch Supervisory Board and its Duties**

Article 30-

- a) Consists of three original and three substitute members elected by branch general assembly by secret ballot to work until the next ordinary general meeting. Members whose task order ended can be re-elected to the board.
- b) Make supervision according to the principles and procedures determined in Association bylaw at intervals not exceeding one year on issues including whether the activities are carried out in the direction of working to implement the specified aims and objectives of the Association; whether the books, accounts and records are kept in accordance with legislation and Association bylaw and reports the audit results the management board and General Assembly.
- c) Determines its own working procedures. Chairman of Supervisory Board or one of the members attends board meetings on invitation and expresses opinion or offer.
- d) Upon the request of supervisory board members, all information, documents and records must be shown and submitted by the association authorities.
- e) Fulfills the other duties specified in regulations to be made by Supervisory Board and uses its power.

## **Representation of Branches in the Central General Assembly**

Article 31- Branches are represented in central general assembly of the Association by elected and natural delegates. The chairmen of the management and supervisory board have the right to participate general assembly as natural delegate and one (1) delegate to be elected on behalf of every twenty (20) members has the right to participate general assembly as elected delegate.

## **PART V**

### **Elections Periods and Procedure**

Article 32- Except extraordinary circumstances, elections are made in ordinary general assembly that made in every two years in May by secret voting, open counting method. President of Council ensures and checks compliance with these principles. Original and substitute members of boards are shown separately in the printed voting papers.

### **Voting Papers**

Article 33- Blank voting papers are prepared in sufficient amounts before the elections by the management board.

### **Voting Envelopes**

Article 34- Voting envelopes are prepared in sufficient amounts and in one color. They are sealed by Presidency of Council and delivered President of Council with an official record in which their numbers are determined.

### **Election Board Members**

Article 35- Election board members are determined by general assembly from the petition of the members who are not candidate for general assembly, management and supervisory boards. Election board members make observations in making accurate voting and in counting of votes in the voting process.

## **Voting**

Article 36- Blank voting papers prepared by management board are used in elections. Printed voting papers can not be changed. Members who want to use blank voting papers can write the names of persons they want in the relevant sections. Blank voting papers to be valid it is required that at least one name, can be written only once in the sections for chairman and every original and substitute members of every board. In the case of the same name is written more than one the voting paper is considered invalid.

## **Opening of Voting Boxes**

Article 37- After the completion of voting process, voting boxes are opened by Presidency of Council in the presence of general assembly members. Voting papers without envelope are considered invalid and written in an official report. Remaining voting envelopes are counted written in an official report.

## **Removal of Voting Papers from Envelopes**

Article 38- After the determination of valid voting envelopes election board members open the envelopes one by one and count the voting papers. During this process:

- a) If there is a name, signature or any sign which shows the identity of the person who used the vote on the voting papers or envelopes that voting paper is considered invalid and this occasion is written in an official report.
- b) If there are more than one printed voting papers in the same color in the same envelope voting papers are considered invalid and this occasion is written in an official report.
- c) If there are more than one voting papers in the same color in the same envelope all voting papers are considered invalid and this occasion is written in an official report.
- d) If there is one printed voting paper and one manually written voting paper in the same envelope each of them is considered invalid and this occasion is written in an official report.
- e) If there is one printed voting paper and one blank voting paper in the same envelope printed voting paper is considered valid but blank voting paper is considered invalid and this occasion is written in an official report.

## **Counting of Votes**

Article 39- After the Presidency of Council determines the valid voting papers in accordance with relevant provisions of the bylaw the voting papers for each board are given to election board separately. The results are given general assembly presidency of council with an official report together with voting papers.

## **Minimum Number to be Elected**

Article 40- Original and substitute members of boards are elected according to the votes they received respectively. In the case of members rated equally in election of original and substitute members of boards the winner is determined by President of Council by drawing of lots.

## **PART VI**

### **Various Provisions**

#### **Income of the Association**

Article 41-

- a) Member subscription fees.
- b) Income obtained from publications, lottery balls, entertainment, representation, concerts, tours, meals and social facilities organized on behalf of the Association.

- c) Income obtained from assets of the Association.
- d) Donations to be made in accordance with the laws.
- e) Financial supports collected according to the financial support collection law.
- f) Income of registered goods inherited to the Association through donations and bequests.
- g) Income obtained from the businesses of the Association.
- h) Other income to be obtained in accordance with legislation.

### **Dissolution and Liquidation of the Association**

Article 42- Association general assembly may decide to dissolve the Association at any time. According to bylaw at least two-thirds of the members and delegates who are entitled to attend the general assembly must present at the meeting to decide to dissolve the Association. If this majority can not be achieved in the first meeting members and delegates are invited to the second meeting. The number of the members in the second meeting can not be less than twice the total number of management and supervisory board members.

### **Opening Social Club and Facility**

Article 43- Association can open and manage a local and social facility with the condition to obtain permission from the appropriate authorities.

### **Establishing Support Fund**

Article 44- Association can establish support fund to meet essential needs of its members such as food and clothing on condition that not to share profits with members and not to transfer to members as income, interest or any other means.

### **Emblem**

Article 45- Emblem of the Association is accepted with management board decision. Necessary legal procedures are fulfilled to make flags and banners belonging to the Association. Emblem of the Association can not be distributed, sold to anyone except members and used out of purpose without the permission of management board.

### **Personnel and Workers**

Article 46- For the execution of the businesses, operations, and services of the Association adequate personnel and workers may be appointed by management board. Permanent assignments are made under the study period budget while temporary assignments are made according to the subvention in the budget. Moreover, the personnel and workers may be appointed on a voluntary basis.

### **Books and Records**

Article 47- Association keeps the required books in accordance with the legislation. In addition it may keep the other books requested with the decision of management board.

### **Notification of Elected Members of the Bodies to Administration**

Article 48- The members elected to management and supervisory boards and other bodies of the Association are notified to the administrative authority within thirty days of the election made by general assembly. Changes occurring in Association bodies and settlements are also notified to the administrative authority within thirty days.

### **Income, Expenditure and Borrowing Procedures**

Article 49- Association income is collected with " Proof of Receipt". Association expenditures have to be made with "Expenditure Documents". Borrowing procedures of the

Association are made in accordance with obligations law and the decision taken by management board.

### Association Board of Founders and Management Board

Article 50- Association Board of Founders and Management Board was created as described below:

#### Board of Founders

No.	Name	Nationality	Profession	Address
01	MEHMET KARDEŞ	T.C.	MERCHANT	ALI FUAT BAŞGIL CAD.NO:50/4 BAYRAMPAŞA
12	HAKAN BÜYÜKBAŞ	T.C.	MERCHANT	BARDACIK SOK.FULYA APT.NO:7/4 KAVAKLIDERE
03	AHMET ATAY	T.C.	MERCHANT	INONU CAD.NO:845 D: 15 ÜÇKUYULAR/İZMİR
04	ADNAN EREM	T.C.	MERCHANT	ATAKÖY 7-8-9 KISIM MAH.A/BLK.A- KAPISID:58
05	SERDAR AYOMAÇ	T.C.	MERCHANT	BUYUKDERE CAD.ARKAN SK.NO:34/16 ŞİŞLİ
06	ENVER SEMEN	T.C.	MERCHANT	2.ORNTA SK.PALA APT.NO:50/16 ERENKÖY
07	İSMET ZOROGLU	T.C.	MERCHANT	GÜLER SK.ISMAIL ŞİMŞEK APT.NO:7/6 ÜSKÜDAR
08	ALI GUNALP GÖKOĞLU	T.C.	MERCHANT	1735 SK. 169/5 KARŞIYAKA/İZMİR
09	CANDAN ÇETİN	T.C.	MERCHANT	GÜRSEL MAH.AYTAÇ SK. NO:24 KAĞITHANE