**STATUTE OF BASIM YAYIN MESLEK BİRLİĞİ**

CHAPTER ONE

General Provisions

Name, Seat and Scope of Activity of the Association

Article 1 – A Collecting Association entitled Basım Yayın Meslek Birliği (BASYAYBİR) having its seat in Cagaloglu Yokusu, Saadet Han, No:42/312 Cagalaloglu Istanbul has been established according to article 42 of Law no. 5846 on Intellectual and Artistic Works amended with Law no. 5101 and “Regulation on Collecting Associations and Federation of Authors and Owners of Neighbouring Rights”.

This Collecting Association has been established and carries on its activities according to provision of article 42 of Law no. 5846 on Intellectual and Artistic Works amended with Law no. 5101 stating that “authors and owners of neighbouring rights and persons who reproduce and distribute non-periodical publications by way of acquiring powers to exercise economic rights by contracts concluded in accordance with article 52 of this Law [or] by way of exercising rights on literary and scientific works in accordance with article 10 of this Law, may set up Collecting Associations, in order to protect the common interests of their members, manage and monitor rights granted by this Law and collect royalties and distribute them to the right holders”

Definitions

Article 2 – Following terms have following meanings in this Regulation:

Ministry: Ministry of Culture and Tourism,

Federation: Apex organisations of the intellectual, artistic and neighbouring right owner Associations established pursuant to the provisions of the Law and Regulations,

Collecting Associations: Associations established pursuant to the provisions of the Law and Regulations in order to protect common interest of right owners, manage rights granted by the Law, collect royalties and distribute them to right holders,

Law: Law no 5846 on Intellectual and Artistic Works dated 05.12.1951,

Regulation: Regulation on Collecting Associations and Federation of Authors and Owners of the Neighbouring Rights,

Author: Real person originating the work,

Owners of neighbouring rights: Without prejudice to the rights of the author, performing artists, phonogram producers, radio-television organisations, film producers that make the first fixation of films having rights neighbouring to the rights of the author,

Owners of economic rights: means author and real persons or legal entities that have acquired power to exercise economic rights within the extent of article 48.

Purpose of the Association

Article 3 - Purpose of Basım Yayın Meslek Birliği (Publisher’s Association)

Pursuant to article 42 of Law no. 5846 on Intellectual and Artistic Works amended with Law no. 5101, by acquiring the right to exercise economic rights from the author or right holder by means of contracts concluded in accordance with article 52 of this Law, protecting the common interests of their members that distribute and reproduce non-periodical publications using the rights on scientific-literary works according to article 10 of the Law, management and monitoring of rights granted by this Law, collect royalties and indemnities and distribute them to the right holders,

Extend copyright culture and consciousness within the society,

Other Collecting associations being in the first place, making cooperation with the Ministry and other public and private institutions and bodies in order to struggle effectively with piracy,

Eliminate the obstacles on publishing, make necessary attempts to develop publishing and institutionalise publishing houses.

Establishment of the Association

Article 4 – This Association making application to the Ministry by fulfilling the conditions set out in article 8 of the Regulation, can operate after the authorisation is granted by the Ministry.

Any discrepancies and inadequacies determined by the Ministry in the establishment statement and annexes thereof, the documents so submitted will be requested in writing to be remedied within a period of thirty days. In case the Ministry determines that the declaration of establishment and annexes thereof, Statute of the Association and legal status of founders are against the provisions of legislation and have inadequacies, the Association should remedy these within 30 days as of the date of notification. Otherwise, the Ministry commences a lawsuit according to general provision for the dissolution of the Association.

Provisional Board of Directors

Article 5 – Provisional Board of Directors, carries out activities of the Association and represents the Association unless Association’s bodies are established. Additionally it determines criteria concerning qualifications for membership.

Provisional Board of Directors may exercise the powers granted to the General Assembly according to nature and requirements of the situation.

Legal Entity

Article 6 – This Association acquires legal personality after its Statute complying with the Standard Statute prepared by the Ministry and approved by the Council of Ministers according to article 42 of Law no 5846, attached to the declaration of establishment has been submitted to the Ministry.

First General Assembly of the Association

Article 7 – The Association should organise its first General Assembly and constitute its bodies within 6 months as of the date of application to the ministry and not to be later than the date where the authorisation to operate has been granted. In case this requirement is not met, the Ministry commences a lawsuit according to general provision for the dissolution of the Association.

Full members in the number of minimum founder members set forth in the Status should be present at the meeting so that the first General Assembly can be held.

Representation of Members and Monitoring of Rights

Article 8 – The Association is authorised within the limits of the rights assigned to them by their members in their relations with the public bodies and agencies, physical persons and legal entities and monitoring of claims of the owners of neighbouring rights.

The members may individually pursuit their rights that they have not transferred to the Association.

The rights of the members granted by the law cannot be monitored by associations and similar institutions other than the one established according to the Regulation.

Works, Performances, Fixations and Broadcasts

Article 9 – The Association is responsible for monitoring intellectual and artistic works, performances, fixations and broadcasts thereof and taking necessary measures against whom using these without authorisation.

Activities of the Association

Article 10 – In order to reach its objective, the Association carries out the following activities within the context of the possibilities the legislation allows:

Administrate, monitor, protect the rights before any institution and entity and apply to all administrative and legal remedies,

Collect royalties and indemnities arising from the use of non-periodical publications whose economic rights have been acquired from the owner of author or right-holder,

Establish administrative and professional relationships with public institutions and entities, real persons and legal entities subject to private law within the country and abroad,

Provide professional publications and lectures concerning the field of activity to members and non-member people,

Build social facilities to its members, open recreational areas and manage these,

Establishing a social support fund for its members and realise other social services,

Control and monitor the use of non-periodical publications and all kinds of copies, whose economic rights have been acquired from the owner of author or right-holder, by its members for commercial purposes and prevent their use without permission,

Perform activities and transactions concerning concluding and implementing contracts and providing remedies in case of conflicts regarding the use of non-periodical publications whose economic rights have been acquired from the owner of author or right-holder, by its members and cooperate with other collecting associations,

Other activities regarding the specific purpose of the collecting association:

ia) Cooperate with other collecting associations, if necessary, in the fight with persons and institutions producing, reproducing, distributing, importing or exporting scientific and literary works through illegal means, raise a fund so that people who have interest in this issue could contribute whether they are members or not, use the money collected as such in this fight,

ib) Make activities and build facilities for providing professional training on publishing and training qualified personnel.

Founders of the Collecting Association

Article 11 – The name and surnames, place of birth, date of birth, profession and arts, nationality, residence, identity card copy, trade registry record for legal entities, tax identification number of the founders being original members of the associations in a number constituting the quorum anticipated by the statute and their signed testimony indicating they have the necessary qualifications to be original members of the association, are presented in the annexe.

 SECOND SECTION

Association Membership

Rights and Liabilities of Members

Article 12 – Amended article 42 of the Law on Intellectual and Artistic Works no. 5846 sets forth that persons having the qualifications anticipated by the Statute could all be members of the Association. Aside from the limitations anticipated in articles 13 and 14, members have equal rights. No one can be forced to be a member or to stay a member of the Association. The membership of the legal entities is bound on the condition of establishment according to Turkish Laws. The members of this Association may not, according to the Statute, become members of another association performing activities in the same field. However, persons acquiring economic rights from the author or right holder of non-periodical publications and reproducing and distributing these, may be members of different associations in terms of types of works they are handling.

Members are responsible of paying entry and annual fees specified by the General Assembly.

Membership Types

Article 13 – There are three types of membership in the Association namely, original member, benefiting member and candidate member.

Original Member

Article 14 – To be an original member of the Association, a member should satisfy the characteristics below:

Being in the position of reproducing and distributing non-periodical publications, as it is described in the first paragraph of article 42 of the Law no. 5846,

Having the legal capacity,

Complying with the criteria set forth by the Associations,

Having been producing actually for at least six month after having registered to the Trade Registry.

Benefiting Member

Article 15 – Benefiting members are as follows:

Persons having acquired the power to exercise economic rights of the work through acquisition by transfer or directly,

Guardians by nature and tutors in the name of persons not having the legal capacity,

Benefiting members cannot be active in bodies of the Association and can participate to the General Assembly only without voting.

Candidate Members

Article 16 – The persons listed in paragraph (d) of article 14, may be a candidate member for six months. During this period, they cannot vote at the General Assembly and be active in bodies of the Association, they can be after six months, original members with the decision of the General Assembly.

Membership Application and Acceptance

Article 17 – Real persons and legal entities willing to be members apply in writing to the Association. Those having the qualifications and meeting the criteria anticipated by the Law, Statute and the Statute of the Association are accepted. The applications are considered by the board of directors and the decision is communicated to the concerned persons in writing within thirty days as of the date of application.

The persons accepted as members are recorded to the books kept separately for original, benefiting and candidate members with a serial number.

Membership Conflict

Article 18 – The conflicts between associations regarding which associations the candidate could apply for, are resolved by the federation established in that field. If there is no federation established in that field, the conflicts are resolved by the decision of the ministry. The conflicts between the association and its members are resolved at the General Assembly of the Association.

Termination of the Membership and Settlement

Article 19 – The membership will terminate upon the member’s death, dissolution of legal entity, resignation or dismissal. In that case, the membership entry in the ledger will be cancelled adding there the annotation of the resolution of the board of directors.

The mutual liabilities of the persons whose memberships so terminate on the one hand and the Association on the other hand will continue for a full year thereafter.

Resignation

Article 20 – Members may submit their resignation requests in writing to the Association. The membership will terminate upon this application.

Dismissal from Membership and Appeals

Article 21 – The original, benefiting and candidate members may be dismissed under the following conditions by a recommendation of the board of directors and upon decision of the Honour Committee:

Intentional acts and behaviours that prevent the Association to perform its activities and to attain its objectives,

Failure to pay membership fees for one full year despite the advice in writing to that effect,

Continuation of acts and attitudes contrary to the certificate of authorisation despite the advice in writing to that effect,

Failure to participate, in the case of original members, in three consecutive General Assembly meetings without excuse.

Notices of dismissal decisions are communicated to the concerned members through a notary public within seven days.

THIRD SECTION

Bodies of the Association

Article 22 – The legal bodies of the Association are as follows:

General Assembly,

Board of directors,

Board of audit,

The Technical-Scientific Committee,

Honour Committee.

General Assembly

Article 23 – General Assembly is constituted by the original members of the associations.

Duties and Authorisations of the General Assembly

Article 24 – The duties and authorisations of the General Assembly are specified below:

Electing the full and substitute members of the board of directors, board of audit, Technical-Scientific Committee and Honour Committee,

Adopting resolutions to join the federation and to elect the representatives for the general assembly meetings of federation,

Resolving conflicts regarding the type of membership,

Discussing and finalising the draft budget proposals,

Examining and finalising the reports submitted by the boards,

Examining and finalising the accounts of board of directors,

Resolving on the establishment or the closure of a head office directorate and branch offices,

Deciding on purchases and sales of immovable property and to empower the board of directors for establishing real rights thereon,

Resolving on amendments in the Statute of the Association and proposals for directives,

Determining the admission charges and annual membership fees and the share of the Association to be deducted from royalties and indemnities,

Resolving on cooperation with and joining the international organisations having similar purposes,

Examining and resolving on matters requested by the board of directors to be handled to the general assembly,

Determining the criteria for admission to membership,

Establishing measures dealing with the unauthorised use of the reproduced copies of non-periodical publications whose economic rights have been acquired by the work owner and the right holder by its members,

Performing such other duties as may have been indicated in the legislation and the Statute of the Association.

Provisions to be applied to the general assembly

Article 25 – The following articles of the Regulation shall also apply to this Association: Article 23 entitled, “General Assembly Meeting”, Article 24 entitled “Convocation for the General Assembly Meeting”, Article 25 entitled “Meeting Quorum and Procedure”.

Board of Directors

Article 26 –The board of directors consists of at least three members elected among original members by the general assembly by secret vote for two years. Substitute members in the same number will also be elected.

The board of directors will elect a chairman, a vice chairman and an accountant member among its members within the three days following the election. The board will meet once a month with the convocation of the vice chairman in the absence of the chairman.

(Amended with the resolution of the general assembly on 2 May 2009)

Quorum for Meeting and Resolutions of the Board of Directors

Article 27 – The Board of Directors meets with simple majority of the members. The resolutions are taken with the simple majority of the members. Members who fail to participate in three consecutive meetings without excuse will be dismissed from the membership of the board of directors.

Duties and Responsibilities of the Board of Directors

Article 28 – Duties and responsibilities of the board of directors are indicated below.

To protect the common interests of authors owners of neighbouring rights, to take the necessary measures to administrate and monitor their rights and apply to related authorities in case of infringement of their rights

To assign and dismiss general secretary and personnel who will work in the head office and branches and determine the procedures and principles regarding their general employment conditions including salaries, social security rights and fringe benefits.

To prepare the budget and submit it to the general assembly,

To prepare proposals for amendment of the statute of the association and present them to the general assembly,

To prepare tariffs concerning the Association’s share to be deducted from indemnities and royalties collected by the Association and ways of use thereof and submit them to the general assembly.

In case there are more than one right holder on non-periodical publications reproduced by acquisition of their rights from the author or right holder, to draw up sharing directive concerning the distribution of royalties in case of dispute

To decide on the applications for original membership, benefitting membership and candidate membership,

To draw up all directives regarding the operations and activities of head Office and branches and right monitoring, and submit them to the general assembly,

To prepare standard contracts required for the rights to be monitored by the Association; assist members by preparing standard contracts that the members will conclude with the interested parties,

To submit certified copies of all decisions of the board of auditors as well as of all general assembly resolutions to the Ministry within three days following the submittal of copies of these reports to the general assembly,

To cooperate with the Ministry in matters related to the purposes of establishment and notify the Ministry about the activities which will be realised by the Association,

To determine the representatives of the Association which will be assigned in the commission that will be constituted according to article 81 of the Law.

To use the right to file a complaint in case the rights of the members are infringed set forth in article 75 of the Law,

To perform other duties indicated in the Statute of the Association and the legislation.

Representation of the Association

Article 29 – The Association is represented by the chairman of the board of directors.

The power of representation may also be delegated to one member or several members with a resolution of the board of directors if necessary.

The authorisation to sign may be granted to the general secretary and highest-ranking employee of the branches by the resolution of the Board of Directors, for the monitoring of rights and for Association’s relations with the public bodies, agencies and third persons.

Board of Auditors

Article 30 – Board of audit, consists of at least three members elected for two years by the General Assembly among original members through secret voting. Additionally substitute members in the number of original member are elected. Original members elect a chairman among them within three days following the election.

Duties of the Board of Auditors

Article 31 –The board of auditors will audit at intervals of at least six months and in compliance with the rules and guidelines indicated in the Society’s Statute, activities and accounts of the board of directors, report its conclusions to the board of directors and with form of biennial reports, to the General Assembly. Board of Auditors communicate also a copy of these reports to the Ministry.

Technical-Scientific Committee

Article 32 – The technical and scientific committee will consist of at least three members elected among the original members by the General Assembly by secret vote for two years. Substitute members in the same number will also be elected. The technical and scientific committee will elect a chairman among its members within the three days following its election.

Duties of the Technical-Scientific Committee

Article 33 – The Technical-Scientific Committee is responsible of performing studies and research in the areas within the domain of specialisation of the collecting association, making recommendations to the concerned boards, preparing reports on subjects demanded to be analysed by the board of directors, providing copies thereof to the committee of auditing and performing such other duties as may have been indicated in the Statute of The Association.

Representatives of other concerned bodies and agencies and third persons may also be invited to its meetings if the chairman of the committee or the committee considers it appropriate.

Honour Committee

Article 34 – Honour Committee will consist of at least three members elected among the original members by the General Assembly by secret vote for two years. Substitute members in the same number will also be elected. The technical and scientific committee will elect a chairman among its members within the three days following its election.

Duties of Honour Committee

Article 35 – Honour Committee has the duty to implement the discipline regulation. The discipline regulation is prepared by the Honour Committee, examined the board of directors and approved by the General Assembly.

Decisions of dismissal from membership and other disciplinary measures in cases anticipated by the Statute of the Association are rendered by the Honour Committee.

Decisions of the Honour Committee of the Association may be appealed within seven days at the federation Honour Committees.

Resort to legal remedies is open to decisions of the Honour Committee that are not objected.

Notification of Elected Members to the Bodies of the Association

Article 36 – Surname and name, name of father, date and place of birth, profession and address of full and substitute members elected to the bodies of the Association will be communicated within seven days by the chairman of the board of directors to the Ministry and the concerned provincial authority which will forward these in writing to the Ministry of Interior.

Branch Offices and Head Office

Article 37 – The Association may open branch offices upon recommendation of its board of directors and approval of the General Assembly. The branch offices ensure the connection between the members in their region and the centre of the Association.

Personnel employed at branch offices are deemed to be the personnel of the Association.

The Association may also establish a head office management reporting to the general secretary. The head office is established under the recommendation of its board of directors and resolution of the General Assembly. The number of personnel to be employed and their remunerations will be determined by General Assembly decisions.

FOURTH SECTION

Financial Provisions

Fiscal Year

Article 38 – The first day of fiscal year of the Association starts with the day the Association is established and ends with the approval of the budget by the General Assembly.

The Association’s fiscal year is one calendar year beginning on the first of January every year.

Revenues of the Association

Article 39 – The revenues of the Association are specified below:

Admission charges and annual fees collected from the members,

Association shares deducted from the revenues obtained from the collection of economic rights,

Publication revenues,

Association shares deducted from the indemnities collected by the Association,

Revenues obtained through donations and bequests,

Interest, treasury bonds and government bonds,

Other revenues.

Certificate of Authorisation

Article 40 – The Association is responsible of monitoring the economic rights and the collection and distribution of royalties regarding the non-periodical publications reproduced after the receipt of the licence of authorisation from the work owner or right holder according to the description provided in the first paragraph of article 42 of the law no. 5846 indicated by the members in their licence of authorisation.

The members will remit for this purpose licences of authorisation in compliance with the general principles determined by the directive issued by the Ministry according to article 20 of the Law and within the extent of amended article 80 of the Law. This licence of authorisation grants very explicitly powers for monitoring the relevant rights before the judicial instances and enforcement offices and meeting the necessary legal requirements.

Criteria to Be Considered for the Contracts

Article 41 – The Association considers the criteria such as the ones listed below when concluding contracts with the use and tariffs of non-periodical publications within the scope of the certificates of authorisation it receives:

Providing continuity in the transmission of non-periodical publications to the society in an extensive way,

Determining the fees to be paid in return for the use of the non-periodical publications at a reasonable level by considering national and international implementations,

Preventing the appearance of conditions against competition,

Frequency of use of non-periodical publications,

Market share,

Fee per each non-periodical publication used,

Fixed fee.

By taking as a basis the above criteria, the principles and procedures of distribution between the place of payment and the collecting associations are specified in the contracts between the users and the Ccllecting associations of concern.

Resolution of the Disputes

Article 42 – Within the extent of the contracts between the Association and the broadcasting corporations, it can be anticipated that conflicts between the parties will be resolved through arbitration or a reconciliation board to be constituted.

Distribution

Article 43 – The amount of the fees collected by the association less the share of the association will be remitted to the right holders on a quarterly basis and the indemnities less the legal and collection expenses will be remitted to these within the following fifteen days.

The payment plans regarding the distribution of royalties and indemnities are conveyed quarterly to the Ministry.

Payments to Board Members and Officials

Article 44 – Attendance payments will be made to the members of the boards of directors, auditing, technical and scientific and Honour Committees for each day of their presence as per the minutes drawn up at the end of each meeting and travel allowances and per diems will be arranged for those coming from locations other than the city where the head office is located.

The amount of attendance fees, travel allowances and per diems are determined by the resolution of the General Assembly.

FIFTH SECTION

Termination of Legal Entity of the Association

Termination, Ipso Facto Dissolution and Liquidation

Article 45 – The provisions of article 43 entitled “Termination by the resolution of the General Assembly”, article 44 entitled “Termination by the Decision of the Court”, article 45 entitled “Ipso Facto Dissolution” and article 46 entitled “Liquidation” of the Statute apply to this Association as well.

SIXTH SECTION

Miscellaneous Provisions

Books and Records

Article 46 – The Association shall keep the following books:

Original member ledger,

Benefiting member ledger,

Candidate member ledger,

Board of directors’ decisions book,

Incoming and outgoing correspondences ledgers,

Revenue and expense book,

Budget, final account and balance sheet book,

Fixture book.

The board of directors may decide that other books and records are kept if the works and services of the Association necessitate.

Books shall bear serial numbers and be approved by the notary public.

Submission of a Copy of Reproduced Non-periodical Publications to the Association

Article 47 – Members of the Association shall give to the Association a copy of the work whose administration of rights has been transferred, for the archive established in relation with the communication prepared by the Association.

The Association may cooperate with public legal entities and private legal entities performing activities in the same domain for the archive it will establish.

SEVENTH SECTION

Final Provisions

Relationships with International Institutions

Article 48 – The Association may cooperate with other public associations and institutions, real persons and private legal entities and institutions resident abroad and sharing the same objective. The protocols signed in the scope of this cooperation are communicated to the Ministry.

The membership of the Association to international collecting associations is bound to permission within the extent of the related legislation.

Inspection of the Ministry

Article 49 – The Association is subject to the inspection of the Ministry in terms of administration and finance. The administrative places, branches and all kinds of additive facilities, books, accounts and transactions of the Association can always be inspected by the Ministry.

During the inspection, it is necessary that the officials of the Association show or give all books, documents and letters required by the persons assigned to do the inspection, allow the inspectors control safe or cash registry, visit administrative places, branches and additive facilities.

In case where, it is established that transactions have irregularities, crimes of fraud and abuse of faith are committed, a criminal complaint will be filed before the Public Prosecution Office.

The result of the inspection is communicated in writing to the Association by the Ministry.

Ministerial Representative

Article 50 – The ministry can assign a representative as an observer at the meetings of the General Assembly of the Association.

Related Legislation

Article 51 – In cases where no provision of this statute of Basım Yayın Meslek Birliği (BASYAYBİR) applies, the provisions of “Regulation on Associations and Federations for the Right Holders of Intellectual and Artistic Work Owners” apply.

Directives

Article 52 – The Association enforces the directives anticipated in the Statute within six months after the establishment of compulsory bodies other than the General Assembly.

Enforcement

Article 53 – If the Ministry considers the statute in accordance with the legislation, this Statute is enforced with the decision of the General Assembly of the Association.

Execution

Article 54 – The provisions of this Statute are executed by the board of directors of Basım Yayın Meslek Birliği on behalf of the General Assembly.