

THE COMPANIES ACT 2006

NOT HAVING A SHARE CAPITAL

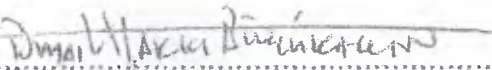
MEMORANDUM OF ASSOCIATION OF  
The Easdale Foundation for Labour Research Limited

Each Subscriber to this Memorandum of Association wishes to form a Company under the Companies Act 2006 and agrees to become a member of the Company.

NAME OF SUBSCRIBER  
SUBSCRIBER

AUTHENTICATION BY EACH

Ismail Hakki Buyukakan

  
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Mikail Kaya

  
.....

Mumin Koseoglu

  
.....

Dated:- 18 OCTOBER

2011

## ARTICLES OF ASSOCIATION

of

### THE EASDALE FOUNDATION FOR LABOUR RESEARCH LIMITED

#### PART 1: INTRODUCTION

- 1 Preliminary
- 1.1 The articles constituting Schedule 2 to the Companies (Model Articles) Regulations 2008 shall not apply to the foundation.
- 1.2 In these articles:
  - 1.2.1 'the Act' means the Companies Act 2006 including any statutory modification or re-enactment of it for the time being in force;
  - 1.2.2 'clear days' in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
  - 1.2.3 'the council' means the council of management of the foundation;
  - 1.2.4 'the foundation' means "The Easdale Foundation for Labour Research Limited", its shortened form is "Easdale Foundation". The Turkish translation of the name is "Easdale Emek Arařtırmaları Vakfı Limitet Şirketi", in its shortened form, "Easdale Vakfı".
  - 1.2.5 Founding Council Members shall mean Ismail Buyukakan (President), Mumin Koseoglu (Treasurer) and Mikail Kaya (Councillor)
- 1.3 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Act as in force on the date when these articles become binding on the foundation.
- 2 Liability of members

The liability of each member is limited to [£1], being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for:

  - 2.1 payment of the foundation's debts and liabilities contracted before he ceases to be a member,

2.2 payment of the costs, charges and expenses of winding up, and

2.3 adjustment of the rights of the contributories among themselves.

3 Objects of the foundation

3.1 In accordance with Section 31(1) of the Act, the objects of the foundation are restricted to those set out in the following provisions of this article.

3.2 The foundation is established for the following objects:

The object of the Foundation is to promote adult and general advancement for the benefit of the working class community in Turkey and WORLD OVER, regionally, nationally and globally, based on democratic principles in its organisation and practice, through the unity and participation of its members. In pursuit of this object, the Foundation shall have the following aims:-

- (a) stimulating and responding to the demand for humanist and democratic education, through the direct provisions of courses and other relatives;
- (b) relieving poverty and providing for the needs of working class pioneers and of those who are socially, economically or educationally disadvantaged and in particular (but without limitation) by providing research, education, teaching and training for the advancement (defined as promoting equality, diversity, multicultural, humanist awareness, human rights as set out in the Universal Declaration of Human Rights and subsequent international instruments, participation in society in a more organised manner, including volunteering, self-consciousness, self-confidence and self-development among the disadvantaged, literacy, numeracy and vocational education and organisational skills for the working class pioneers and those at risk of unemployment, all towards supporting the individual / groups of workers of all ages and enabling improvement in their education, class consciousness and leadership standards, levels of social, economic and cultural engagement in the leadership of the working class and general health and wellbeing)
- (c) providing educational/research programmes for appropriate workers related organisations or individuals concerned with collective educational/training needs in the working class community and in the workplace;
- (d) generally furthering the advancement of education/training to the end that all working people in Turkey and other parts of the world may have full access to the humanist and democratic education/organisation skills needed for their complete individual and social development and liberation;
- (e) promoting the efficiency and effectiveness of charitable organisations with similar purposes and the efficient and effective application of resources for such purposes, in particular by promoting and disseminating cultural – educational – research and training programmes and models of activity, pro-

jects or good practice developed or carried out by the Foundation locally and globally in any appropriate form or format, and by the delivery of support services generally to such charities, charitable organisations.

3.3 In furtherance of the principal objects but not otherwise the foundation has power:

- 3.3.1 to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may appear convenient;
- 3.3.2 to construct, maintain and alter any houses, buildings or installations;
- 3.3.3 to accept any gift of property, whether subject to any special trust or not, for any purpose within the principal objects;
- 3.3.4 to take such steps by personal or written appeals, public meetings or otherwise as may seem expedient for the purpose of procuring contributions to the funds of the foundation;
- 3.3.5 to print and publish any newspapers, periodicals, books or leaflets;
- 3.3.6 to sell, lease, mortgage or otherwise deal with all or any part of the property of the foundation;
- 3.3.7 to borrow and raise money and secure its repayment in any manner;
- 3.3.8 to invest the funds of the foundation in or upon such investments, securities or property as may be thought fit;
- 3.3.9 to undertake and execute any trusts or any agency business which may seem conducive to any of the principal objects;
- 3.3.10 to subscribe to any local or other charities, and to grant donations for any public purpose;
- 3.3.11 to establish and support, and to aid in the establishment and support of, any other foundation formed to promote all or any of the principal objects;
- 3.3.12 to amalgamate if need be with any companies, institutions, societies or associations having objects wholly or in part similar to those of the foundation;
- 3.3.13 to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any body with which the foundation is authorised to amalgamate;
- 3.3.14 to transfer if need be all or any part of the property, assets, liabilities and engagements of the foundation to any body with which the foundation is authorised to amalgamate;
- 3.3.15 to do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the principal objects.

3.4 The following rules apply in relation to the income, capital and assets of the foundation:

- 3.4.1 all of the income of the foundation must be applied in promoting its objects;
- 3.4.2 no dividends may be paid, or capital returned, to the members of the foundation;

- 3.4.3 on the winding up of the foundation, all the assets that would otherwise be available to its members generally must be transferred to a body (whether or not that body is a member of the company) with objects which either:
- 3.4.3.1 are similar to those of the foundation; or
  - 3.4.3.2 consist of the promotion of charity and anything incidental or conducive to this. Founders' choice is The International Institute Of Social History (IISH), The Department Of Turkey, Kabelweg 51, 1014 Ba, Amsterdam The Netherlands, EU

## PART 2: MEMBERS AND GOVERNORS

- 4 Qualification and admission of members
- 4.1 Any person who donates a one-off sum not less than [£300] and pays an annual fee of not less than [£100] to the foundation in accordance with article 4.2 becomes qualified to be a member of the foundation, or to nominate a member of the foundation provided that his social, academic and vocational background is approved by the Founding Council Members upon the basis of the Objects of Foundation .
- 4.2 The sums detailed in article 4.1 may be paid in:
- 4.2.1 one single payment; or
  - 4.2.2 several payments.
- 4.3 Once a person has become qualified under article 4.2:
- 4.3.1 that person may write to the secretary of the foundation signifying his desire:
    - 4.3.1.1 to become a member; or to
    - 4.3.1.2 to nominate another person (the 'nominee') to become a member (in which case he must enclose a statement by the nominee of his willingness to become a member);
  - 4.3.2 If the member's application is accepted by the Founding Council Members , the secretary must then enter the name of that person or nominee in the books of the foundation; and
  - 4.3.3 on being entered in the foundation's books, that person or nominee becomes a member of the foundation.
- 4.4 Where a member wishes to retire:
- 4.4.1 that member must signify this desire in writing to the secretary;
  - 4.4.2 the secretary must then remove his name from the list of members; and
  - 4.4.3 on removal of his name, that person ceases to be a member.
- 5 Governors

5.1 The members of the foundation may elect governors (who are honorary) at each annual general meeting:

5.1.1 no more than [3] governors may be elected in any one year;

5.1.2 there shall not be more than [9] people holding the position of governor at any one time. Each governor shall hold office for at least 3 years and upon the third anniversary the said Governor shall retire provided that he shall be entitled to stand for re-election into his office as governor

5.2 Once a person has been elected under article 5.1:

5.2.1 that person may signify his willingness to become a governor by writing to the secretary of the foundation;

5.2.2 the secretary must then enter his name in the books of the foundation, and

5.2.3 on being entered in the foundation's books, that person becomes a governor of the foundation and entitled to all the rights and privileges of a governor

5.3 Every governor of the foundation will be eligible for a membership of the council after 7 years from the date of incorporation of the Foundation

5.4 Where a governor wishes to retire:

5.4.1 that governor must signify this desire in writing to the secretary;

5.4.2 the secretary must then remove his name from the list of governors, and

5.4.3 on removal of his name, that person ceases to be a governor.

## 6 Rights of members and governors

[6.1 All governors and other members shall be entitled to:

6.1.1 the free use of the library and other premises of the foundation, and

6.1.2 any information and advice with regard to the objects of the foundation as the foundation or any of its officers may be able to supply.

6.1.3 contribute to, participate in or lead any plans and projects which the foundation's council of management and the Board of Governors may decide in accordance with the objects of the foundation

6.1.4 shall attend the meeting of the Board of Governors which will be held quarterly. An agenda for the meeting will be prepared in collaboration with the Council. The Council may also call for an extraordinary board meeting whenever it thinks fit.

6.2 Any person's rights and privileges as a governor or member:

6.2.1 are not transferable or transmissible, and

6.2.2 cease upon that person ceasing to be a governor or member (whether by death, retirement, or otherwise).

## PART 3: MANAGEMENT OF THE FOUNDATION

7 The council of management

7.1 The first Council of Management ("the Council") shall consist of the Founding Council Members . The Founding Council Members shall hold office for 7 (seven) years. Thereafter the period of office for a member of the Council will be one (1) year following which they will retire provided that they shall be eligible for re-election.

The council has control over all the affairs and property of the foundation and may (inter alia);

7.1.1 prescribe, alter or cancel rules for the regulation of the foundation; decide on the number of governors the board will have (though not more than 9) and

7.1.2 (subject to the provisions of these articles) exercise all the powers of the foundation as it thinks fit, and supervise or lead any plans and projects it may decide together with the Board of Governors.

7.2 Until the first annual general meeting, the leadership of the Founding Council Members, vice-president and the treasurer, which make up the Council

7.3 The Founding Council members shall each hold office for 7 (seven) years following the date of incorporation of the Foundation. Each of the Founding Council Members may then ask for re-election at the combined meeting of the Council and the Board of Governors.

7.3.1 the first president of the foundation is Mr Ismail Buyukakan;

7.3.2 the founding President's successor during the first 7 years of the office will be the Treasurer, or if he does not want or cannot fill the post, the Councillor. During the first 7 years office, any vacated council post will be filled by the decision of the reminding members of the Council after the previous incumbent has ceased to be Council member. (See 7.7)

After the first 7 years of office, a new president, new vice-president and new treasurer are to be chosen from among the governors of the foundation on a vote at the next general meeting. Thereafter (and not before 2018) the Council will be renewed on an annual basis through elections which are to be held by and run by the Board of Governors.

7.4 As from the first annual general meeting, the council consists of the president, a vice-president, a treasurer who will also be the governors of the foundation:

7.4.1 Governors are elected annually at the annual general meeting and at the end of their year of office are eligible for re-election (procedures for council members are subject to 7.3);

7.4.2 governors of the foundation are elected in accordance with article 5;

- 7.4.3 any casual vacancy in the Board of Governors may temporarily (until the next scheduled annual general meeting) filled by the meeting of council of management and Board of Governors
- 7.5 The council may:
- 7.5.1 engage whatever officers and employees it may consider necessary;
- 7.5.2 regulate their duties; and
- 7.6 The Council may appoint one or more of their number, or a governor to exercise control over all or part of the work of the foundation, subject to the council's directions, and this office may be:
- 7.6.1 honorary; or
- 7.6.2 (at the council's discretion) remunerated at a rate determined by the council from time to time.
- 7.7 The Council may continue to act despite its members being below the number of [3] (whether by death, retirement or otherwise); the continuing members of the Council may act for the purpose of filling vacancies (from among the governors) to bring the members of the Council back to [3]
- 8 Secretary**
- 8.1 The council must appoint a secretary of the foundation for such term and upon such conditions (as to remuneration and otherwise) as the council thinks fit.
- 8.2 Where the office of secretary is vacant, or there is for any other reason no secretary capable of acting, anything required or authorised to be done by or to the secretary may be done:
- 8.2.1 by or to an assistant or deputy secretary (if any); or
- 8.2.2 if there is no assistant or deputy secretary or none capable of acting, by or to any officer of the foundation authorised generally or specially in that behalf by the council.
- 9 Reporting**
- The council must appoint accountants whose duties are to be regulated in accordance with the Act.

## PART 4: GENERAL MEETINGS OF THE FOUNDATION

- 10 Notice required of general meeting**
- 10.1 The foundation must hold a general meeting as its annual general meeting in each period of six months beginning with the day following its accounting reference date (in addition to any other meetings held during that period):
- 10.1.1 the council will appoint the time and place at which the annual general meeting is held;
- 10.1.2 notice of the annual general meeting must state that the meeting is an annual general meeting;



- 10.2 In addition to the annual general meeting, the Council may convene a general meeting or call for extraordinary Board of Governors meeting whenever it thinks fit.
- 10.3 the Council must call a general meeting upon receiving a written request by any [3] governors or a written request from 1/3 of the total number of members :
- 10.3.1 within 21 days from the date of the requisition; and+
- 10.3.2 to be held on a date not more than 28 days after the date of the notice convening the meeting.
- 10.4 Any requisition under article 10.3 must:
- 10.4.1 state the object of the meeting and the terms of any special resolution to be proposed; and
- 10.4.2 be left at the registered office of the foundation.
- 10.5 If the council fails to call a general meeting under article 10.3 within the time limit specified in article 10.3.1, the governors or members who requested the meeting, or a majority of them, may themselves convene a meeting in accordance with the provisions of Section 305 of the Act.
- 10.6 Any general meeting must be called by the council giving to the governors and members notice of at least 21 clear days in accordance with article 13 or in any other manner prescribed by the foundation in general meeting.
- 10.7 Notice of any general meeting must state:
- 10.7.1 the time and date of the meeting;
- 10.7.2 the place of the meeting; and
- 10.7.3 in the case of special business the general nature of the business to be dealt with at the meeting.
- 10.8 Any accidental failure to give notice of a general meeting to, or the non-receipt of notice of a general meeting by, one or more persons entitled to receive it shall be disregarded for the purpose of determining whether notice of the meeting or resolution (as the case may be) is duly given.
- 11 Proceedings at general meetings
- 11.1 The president, or in his absence the vice-president, or in his absence the treasurer, must preside as chairman at every general meeting of the foundation and, if neither is present at the time of holding the meeting, the governors and members present must choose one of their number to be chairman of the meeting.
- 11.2 No business shall be transacted at any general meeting unless a quorum of no fewer than [3] members is present at the commencement of that business.
- 11.3 If a quorum is not present within half an hour from the time appointed for a general meeting;
- 11.3.1 in the case of a meeting convened upon the requisition of governors or members, the meeting shall be dissolved,
- 11.3.2 in any other case:

- 11.3.2.1 the meeting shall stand adjourned to the same day in the following week at the same time and place; and
- 11.3.2.2 if a quorum is not present at the adjourned meeting, the meeting shall be dissolved.
- 11.4 In these articles, 'special business' means:
- 11.4.1 all business transacted at an annual general meeting except for the matters set out in article 11.5;
- 11.4.2 all business transacted at any other general meeting of the company.
- 11.5 The matters referred to in article 11.4.1 are:
- 11.5.1 the consideration of the accounts (including any documents annexed to the accounts) and the reports of the council and accountants;
- 11.5.2 the election of members of the council from among the governors in the place of those retiring (subject to article 7.3 for the three founding governors); and
- 11.5.3 the reappointment of retiring accountants and the fixing of their remuneration.
- 11.6 Every council member and every governor shall have one (1) votes and no more, and every other member shall have one vote and no more:
- 11.6.1 all votes shall be given personally;
- 11.6.2 no member is entitled to vote at any general meeting if any money owing from him on any account to the foundation is overdue.
- 11.8 The chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 11.9 At any general meeting:
- 11.9.1 a declaration by the chairman that a resolution has been carried or lost; and
- 11.9.2 an entry to that effect in the minute book of the foundation;
- shall be conclusive evidence of the fact.

## PART 5: MISCELLANEOUS MATTERS

### 12 Seal

The seal of the foundation shall not be affixed to any instrument except:

- 12.1 by the authority of a resolution of the council of management, and
- 12.2 in the presence of at least one council member and the secretary both of whom shall sign the instrument.

### 13 Notices

- 13.1 A notice may be served by the foundation on any governor or member either:

13.1.1 personally; or

13.1.2 by sending it through the post in a prepaid first class letter addressed to that governor or member at his registered place of residence.

13.2 Any notice served by post is deemed to have been served 24 hours after it is posted, and in proving that service it is sufficient to prove that the letter containing the notice was properly addressed, stamped and posted.

#### [14] No right to inspect accounts and other records

Except as provided by law or authorised by the council of management of the foundation, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

#### 15 Winding up

The foundation shall be wound up voluntarily whenever a special resolution is passed that the foundation be wound up and all the assets that would otherwise be available to its members generally shall be transferred to The International Institute Of Social History (IISH), The Department Of Turkey, Kabelweg 51, 1014 Ba, Amsterdam The Netherlands, EU, as it is referred in article 3.4.3.2,