

From the Ministry of Industry and Trade:

**ORGANIZED INDUSTRIAL ZONES
IMPLEMENTATION REGULATION**

SECTION ONE

Purpose, Scope, Basis, and Definitions

Purpose

ARTICLE 1 – (1) The purpose of this Regulation is to govern the procedures and principles concerning the establishment, construction, and operation of organized industrial zones.

Scope

ARTICLE 2 – (1) This regulation covers the issues related to the planning of organized industrial zones; their place selection; determination as approved boundaries of the areas outside the OIZs concerning the technical infrastructures, which are necessary for the realization of OIZs and deemed appropriate by the Ministry; approval of zoning plans, parceling plans and their amendments, licenses and permits regarding the use of land, project design, construction, and use of buildings and facilities; form and content of the establishment protocol; formation of bodies, their duties and powers as well as working procedures and principles; qualifications and numbers as well as authorization procedures of the zone director and the other personnel to be appointed in the OIZs that use credits for general administrative expenses; procedures and principles related to credit requests and their repayment; land allocations, issues related to the right to establish, use, and operate infrastructure facilities; bidding procedures and principles as well as regulation and approval of remunerations in OIZs that use credit; leasing procedures and principles, duties and working procedures of the OIZ Senior Organization; and other issues related to the implementation of the Law.

Basis

ARTICLE 3 – (1) This Regulation has been prepared on the basis of articles 11 and 33 of the law numbered 3143 on the Organization and Duties of the Ministry of Industry and Trade, dated January 8, 1985 and article 27 of the Organized Industrial Zones Law numbered 4562, dated April 12, 2000.

Definitions

ARTICLE 4 – (1) The following terms included in this Regulation shall have the meanings written next to them;

- a) Subscriber:** The participant or other persons using electricity, water, natural gas and similar infrastructure services in the OIZ,
- b) LV:** Low Voltage,
- c) Ministry:** The Ministry of Industry and Trade,
- ç) Bank:** The banks that operate in Turkey pursuant to the Banking Law numbered 5411, dated October 19, 2005 and carry out the transactions concerning the extension and repayment of the credits allocated from the Ministry budget,
- d) Zone Directorate:** The Zone Directorate of OIZ,
- e) EIA:** Environmental Impact Assessment,
- f) NSE:** Non-sanitary enterprises,
- g) Service and support areas:** The areas that are planned in a way not to exceed 10% of the approved boundary size in the OIZ zoning plan where participants or tenants operate in the small manufacturing and repair, trade, education, and health sectors,
- ğ) Specialized OIZ:** The OIZs which include facilities that operate in the same sector group or in its sub-sectors and those OIZs that are established for logistic purposes,
- h) Extension based alteration:** The transactions that affect the bearing element in buildings and/or change the construction area and the projects that are attached with the license,
- ı) Relevant General Directorate:** The General Directorate of Small Businesses and Industrial Zones and Estates of the Ministry of Industry and Trade,

- i) Zoning commission:** The commission established with the Ministry Approval for the evaluation of zoning plans and amendment proposals,
- j) Zoning plan:** The zoning plan formed within the area, which is selected in compliance with the Organized Industrial Zones Regulation on the Place Selection and the boundaries of which are approved by the Ministry, prepared in compliance with the plan preparation rules of the Regulation, providing the social and technical infrastructure needs within the approved boundaries and constituting a whole together with the explanation report,
- k) Permission to open a business place:** The Business and Work License obtained in compliance with the provisions of the Regulation on Business and Work Licenses, which became effective after being published in the Official Gazette numbered 25902 and dated August 10, 2005,
- l) Law:** The Organized Industrial Zones Law numbered 4562,
- m) Mixed OIZ:** The OIZ, which includes facilities operating in different sectors,
- n) Participant:** Real persons or legal entities to whom parcels are allocated or sold for the establishment of an enterprise and those who make or undertake to make production on the parcels owned by them and operate in line with the purpose of the Law numbered 4562,
- o) Participation share:** The amount of the OIZ investment to be met by the institutions and organizations participating in the formation of the OIZ that is not covered by the Ministry credit,
- ö) Rate of participation share:** The rates of participation share undertaken to be met by the institutions and organizations participating in the establishment of the OIZ, which shall not be less than 6%,
- p) Tenant:** The real person or legal entity who rents the facility of the participant in compliance with the procedures and principles determined in the Regulation,
- r) OSIZ:** Organized Small Industrial Zone,
- s) Approved boundary:** The OIZ areas, the boundaries of which are approved as a result of place selection and the areas that remain outside the OIZs, which are required for the activities of the OIZs and approved by the Ministry, where the facilities and connection lines concerning the technical infrastructure as well as the technical equipment areas are located,
- ş) Organized Industrial Zones (OIZs):** The good and service production zones, which are formed by allocating the land parcels, the borders of which are approved, for the industry in a planned manner and within the framework of certain systems by equipping such parcels with the necessary administrative, social, and technical infrastructure areas and repair, trade, education, and health areas as well as technology development regions within the ratios included in zoning plans and which are operated in compliance with the provisions of the Law no 4562 in order to ensure that the industry gets structured in approved areas, to prevent unplanned industrialization and environmental problems, to guide urbanization, to utilize resources rationally, to benefit from information and informatics technologies, and to ensure that the types of industries are placed and developed within the framework of a certain plan,
- t) Organized Industrial Zones Senior Organization (OSBÜK):** The organization formed in order to enable the OIZs to help each other and solve their common problems,
- u) Shared areas:** The social, administrative, and technical infrastructure, service areas and park areas that are owned and possessed by the OIZ and planned within the approved OIZ boundaries in a way that they are not smaller than 8% of the total size of the zone in order to ensure that the zone operates in line with its purposes, excluding roads, parking areas, infrastructure and energy lines, and the health protection strip,
- ü) Private OIZ:** The OIZ that is requested to be established by the private legal entities or real persons pursuant to article 26 of the Law numbered 4562,
- v) Parceling plan:** The plan, which is drawn on fixed-dimensioned sections according to the relievo measures to be taken in order to apply the implementation zoning plans on the land, which shows the final parceling situation, and which is taken as basis in title deed registration transactions,
- y) Plan/Project/Map Owner:** The OIZ personnel, who prepare and apply the plans and projects within the boundaries of the OIZ according to their fields of specialty and in compliance with the legislation and the special conditions specified in the Regulation and those considered as Plan/Project/Map Owners within the framework of the zoning legislation,
- z) Change of process:** The transactions that cause the production subject of the firm to change in part or as a whole,

- aa) TEDAŞ:** The Turkish Electricity Distribution Company,
bb) TEİAŞ: The Turkish Electricity Transmission Company,
cc) Technical implementation officer: The relevant professionals, whether they are the project owners or not, who supervise the construction of the building on the basis of the projects attached with the license, which are drawn up in compliance with the effective laws, zoning plans, relevant regulation provisions, Turkish Standards, scientific rules, technical specifications, scientific, artistic, and health principles, and all legislation provisions based on the education they have received and who are responsible before the relevant administrations and the chambers of which they are members as well as the building inspection firms in provinces that are within the scope of building inspection,
çç) HV: High voltage,
dd) Regulation: The OIZ Implementation Regulation.

SECTION TWO

Application

First application

ARTICLE 5 – (1) The place selection request, the OIZ Information Report prepared by the real persons and legal entities, who wish to establish an OIZ, and the transactions to be realized pursuant to the OIZ Place Selection Regulation shall be submitted to the Ministry together with the positive opinion of the Governorship.

(2) In order for the requests for a new OIZ or additional place selection to be evaluated, production or construction must start on at least 75% of the total industrial parcels in the OIZs throughout the province excluding specialized OIZs. In addition, the above-mentioned ratio shall be required for specialized OIZs that contain the same sector group. However, this ratio shall not be required to be met in Private OIZs and in projects for which the Investment Support and Promotion Agency provides investors.

(3) All the activities until the finalization of the place selection shall be carried out by the institutions and organizations that will participate in the establishment of the OIZ through the channel of the governorship.

Place selection

ARTICLE 6 – (1) Place selection in OIZs shall be realized in compliance with the Organized Industrial Zones Place Selection Regulation published in the Official Gazette numbered 26759 and dated January 17, 2008.

(2) Establishment transactions of the OIZs, the place selection of which has not been finalized, shall not be carried out.

(3) Following the finalization of the place selection, the planning of the areas that remain outside the boundaries of the OIZ shall be realized by the Ministry of Public Works and Settlement and the relevant administrations within no later than one year.

Purchase of public lands and their free of charge transfer

ARTICLE 7 – (1) In the event that the places are selected from the lands belonging to the Treasury or public agencies or organizations and if requested and there are no objections in this respect, such places may be transferred free of charge to the OIZs in provinces that are covered within the scope of sub-clause (b) of the first paragraph of article 2 of the Law numbered 5084 and dated January 29, 2004 or sold for cash or by installments based on their values subject to charge as specified in article 63 of the Charges Law numbered 492 and dated July 2, 1964 in other provinces.

SECTION THREE

Establishment

Establishment

ARTICLE 8 – (1) The OIZ shall gain legal personality upon the approval by the Ministry and registration of the establishment protocol containing the approval of the Governor and signed by the representatives of at least one of the chambers of industry, chambers of trade and industry, or chambers of trade depending on their presence in the place where the OIZ is projected to be established, and if requested, by those of the special provincial administration or the municipality of the province, administrative district or sub-district in which the OIZ shall be located, the metropolitan municipality in Metropolises and the relevant professional organizations and associations in specialized OIZs.

(2) In order for private OIZs to gain legal personality, the following terms shall be met:

a) The title deed showing that the relevant immovable property is registered in the name of the real persons or legal entities that shall establish the OIZ must be submitted, and

b) The compliance of the immovable property, the title deed of which is submitted, with the OIZ Place Selection Regulation and the OIZ boundaries must be approved by the Ministry.

Establishment protocol

ARTICLE 9 – (1) The establishment protocol shall contain:

a) The name of the OIZ,

b) Its address,

c) Participation share rates of the institutions and organizations participating in the establishment of the OIZ and the number of members, who shall represent them in the enterprising committee,

c) Payment terms and conditions of the participation shares,

d) Names of the permanent and substitute members appointed in the bodies of the OIZ and the institutions and organizations represented by them,

e) Mixed or specialized sector groups of the participants and basic qualities of the private or legal entities, which shall be allocated with places in the OIZ, and their fields of business where deemed necessary by the Ministry,

f) Members authorized to represent and bind,

g) Condition, signatures and date of effectiveness,

g) Petition for submission to the Ministry including the approval of the Governor,

h) Approval of the Ministry.

(2) It shall not be obligatory to include the information specified in sub-clauses (c) and (d) in establishment protocols of the private OIZs.

(3) The establishment protocol shall be drawn up in two copies, it shall be registered in the OIZ Registration Book of the Ministry and a registration number shall be given to it upon approval, and a copy of it shall be retained by the Ministry while the other copy is sent to the OIZ.

(4) Amendments to the establishment protocol shall be prepared as the current and the amended draft and made with permission of the Ministry.

(5) The establishment protocol shall be amended at the first general assembly meeting as the articles of association and become effective following the Ministry approval. A copy of the approved articles of associations shall be sent to the OIZ.

Public benefit decision

ARTICLE 10 – (1) The public benefit decision shall be given by the Ministry upon the application by the enterprising committee after the OIZ gains legal personality together with the 1/5,000 or 1/2,000 scaled cadastral section approved by the local land directorate and 1/25,000 scaled topographic map for the areas related to the technical infrastructure that is required for realization of the area and the zone, the place selection of which is finalized, and approved by the Ministry.

(2) The Ministry may request that the area within the finalized OIZ boundaries be expropriated in stages whenever it deems necessary and take a public benefit decision in this direction, provided that the integrity of the planning is preserved.

(3) Provisions of the Expropriation Law numbered 2942 and dated November 4, 1983 shall apply in expropriation transactions.

SECTION FOUR

Bodies

Bodies

ARTICLE 11 – (1) An OIZ shall comprise of the following bodies:

- a) Enterprising committee or general assembly,
- b) Board of directors,
- c) Board of auditors,
- ç) Zone directorate.

Enterprising committee

ARTICLE 12 – (1) The enterprising committee is the highest decision organ of the OIZ. It comprises of 15 permanent and 15 substitute members designated by the authorized bodies of the institutions and organizations that participate in the formation of the OIZ, the place selection of which is finalized by the Ministry, from among their members.

(2) The number of the members, who shall represent the institutions and organizations that participate in the formation of the OIZ, shall be determined in the establishment protocol by taking the ratios of their participation shares into consideration.

(3) The members of the enterprising committee shall be elected for a period of 2 years and their membership shall terminate after they complete their terms of office in the institutions and organizations represented by them. The first substitute member in the institution or organization represented by the member, whose membership has been terminated or who has left membership, shall replace such member. The member who joins in this manner shall complete the term of office of the member replaced by him/her.

Conditions for being elected as the member of the enterprising committee

ARTICLE 13 – (1) The following conditions shall be required in order to be eligible for enterprising committee membership;

a) Being a member of the institution or organization that constitutes the enterprising committee, assigned or participant in their bodies,

b) Not being imprisoned for one year or more even if the periods specified in article 53 of the Turkish Criminal Code numbered 5237 and dated September 26, 2004 pass, for committing an intentional crime or any crimes against the security of the state, the Constitutional order and the operation of this order, national defense, state secrets or any of the crimes of espionage, embezzlement, defalcation, bribery, theft, fraud, forgery, breach of faith, fraudulent bankruptcy, bid rigging, rigging the execution of an act, laundering assets earned from a crime, smuggling, tax evasion, or unjustified benefit.

(2) Conditions for election shall be investigated by the enterprising committee.

Inclusion of the participants in the enterprising committee

ARTICLE 14 – (1) When the number of the enterprises that document their start of production in the OIZ by obtaining a business license reaches 1/3 of all the enterprises to be established in the OIZ, the participants shall be represented in the enterprising committee by members to be elected by them or by their representatives with the authority to represent and bind.

(2) The participant members to be included in the enterprising committee shall be determined with an election to be made during a meeting held under the presidency of the chairman of the enterprising committee or his/her deputy with the participation of the members themselves or their representatives with the authority to represent and bind on the day and at the time to be determined by the enterprising committee.

(3) The participants to be included in the enterprising committee in organized small industrial zones comprising of cooperatives, on the other hand, shall be determined with an election to be made during a meeting held under the presidency of the chairman of the enterprising committee or his/her deputy with the participation of a representative for each cooperative to be elected during their own general assembly meetings on the day and at the time to be determined by the enterprising committee when the number of those within the 2/3 of the enterprises of cooperatives that document their start of production by obtaining a business license reaches 1/3 of all the cooperatives in the OIZ.

(4) 7 permanent and 7 substitute members shall be elected from among the participants during the election.

(5) The list of participants shall be prepared by the zone directorate.

(6) The enterprising committee shall start the necessary processes for the election of the representatives within 30 days following the date on which the above-mentioned ratio is reached.

(7) Following the determination of the participant members to be included in the enterprising committee during the stage of inclusion of the participants in the enterprising committee, the number of other members shall be determined again by taking into consideration the participation shares of the institutions and organizations included in the establishment protocol. In such situation, whether or not the members to be excluded from the enterprising committee complete their terms of duty shall not be taken into consideration.

(8) The election announcement shall be sent by registered mail or delivered against signature at least 30 days in advance. The announcement shall also include the place and time of the meeting to be held without the requirement of a quorum and state that an election will be held after 15 days if the absolute majority of those included in the enterprises list, which is the quorum for election, cannot be achieved during the first meeting.

(9) A chairman of the presiding board and two secretaries shall be elected with the open votes of the participants or their representatives from among themselves. The elections shall be held by secret balloting using a cell and a box and with the open counting procedure. The presiding board shall draw up the results of the elections in the form of minutes and deliver them to the enterprising committee.

(10) Each participant may become a candidate or be nominated by another participant.

(11) Each participant may vote on behalf of maximum one participant with a notary certified power of attorney.

(12) A copy of the election results shall be sent to the Ministry within no later than 30 days.

Appointment in the enterprising committee

ARTICLE 15 – (1) If the Governor is the chairman during the first meeting, the enterprising committee shall elect a deputy chairman from among the members other than the representatives of the special provincial administration and the municipality, otherwise it shall elect a chairman and a deputy chairman.

Enterprising committee meetings

ARTICLE 16 – (1) The enterprising committee shall convene at least 3 times a month under the presidency of the chairman or the deputy chairman in the absence of the chairman with the absolute majority of its members. The decisions shall be taken with the absolute majority of those participating in the meeting. If there is a tie of votes, then the chairman's vote shall be counted as two votes.

(2) The zone directorate shall perform the secretarial duties, such as the announcement of the agenda and the call for meeting.

(3) The call for meeting that also includes the meeting agenda shall be sent by registered mail or delivered against signature at least 5 days before the date of the meeting.

Withdrawal from membership

ARTICLE 17 – (1) A member, who does not participate in 3 successive enterprising committee meetings without a valid excuse or one more than half the meetings held within 1 year, even if s/he has an excuse, shall be deemed to have withdrawn from membership.

(2) If the member, who is deemed to have withdrawn from membership, is also a member of the board of directors or auditors, his/her membership in the board of directors or auditors shall also automatically terminate.

General assembly

ARTICLE 18 – (1) The formation process of the general assembly shall start with the documentation of the start of production by 2/3 of the total number of enterprises to be established in the OIZ through the submission of the business licenses or documentation of the payment of the credit debt by the OIZ using the Ministry credit and the term of duty of the enterprising committee shall terminate with the election of the boards of directors' and auditors' members by the general assembly.

(2) The Ministry shall make the announcements necessary for the timely determination of the occupancy rates. When 2/3 of the enterprises start production and obtain business licenses, the board of directors shall send a copy of these business licenses to the Provincial Directorate of Industry and Trade. The Provincial Directorate of Industry and Trade shall inform the Ministry about the situation after conducting the necessary investigation. The bank shall notify the Ministry of the payment of the total debt following the completion of the credit repayment.

(3) Within 15 days following the completion of the documents, the Ministry shall instruct the enterprising committee to convene the first general assembly meeting. The enterprising committee shall convene the first general assembly within 6 months following the date of service of the Ministry instruction.

(4) If the general assembly is not called for meeting by the enterprising committee even though the necessary conditions for the general assembly meeting have been formed; the participants may apply to the court in order to obtain permission to call the general assembly for meeting. The court that grants permission for the general assembly call shall also determine the list of participants to attend the subject general assembly meeting as well as the place, date, and time of meeting.

(5) Any resolutions taken by the enterprising committee during the term of their duty and the financial, administrative, and promissory agreements and contracts signed by them shall continue to be valid after their term of duty expires. The enterprising committee, whose duties and powers are terminated, shall immediately transfer any and all documents, information, and records belonging to the OIZ to the board of directors.

(6) Whether or not the enterprising committee shall continue to be on duty shall be discussed as the first item of the agenda during the first and following general assembly meetings with elections and if it is decided that the committee should continue with absolute majority of votes, it shall stay on duty for a period of two years provided that it convenes general assembly meetings every year. In such a situation, the items of the agenda other than the amendment of the establishment protocol as the articles of association, the election of the members to be included in the enterprising committee, which shall replace the item of the agenda concerning the election of the boards of directors' and auditors' members, and the wishes and desires item shall not be discussed. 8 permanent and 8 substitute members shall be elected for the enterprising committee at the general assembly meeting. The enterprising committee shall convene during the week following the general assembly and make the necessary membership changes pursuant to paragraph 7 of article 14 as well as the election of the boards of directors and auditors and it shall send the result to the Ministry together with the minutes of the general assembly meeting.

General assembly meetings

ARTICLE 19 – (1) The general assembly shall convene as ordinary or extraordinary.

(2) Ordinary general assembly meetings shall be held within the first six months of every year.

(3) The extraordinary general assembly shall convene with a call for meeting whenever the OIZ activities or the provisions of the law, regulation, establishment protocol, and articles of association require.

(4) General assembly meetings shall be held at the place where the OIZ is located.

Bodies authorized to call the general assembly for meeting

ARTICLE 20 – (1) The first general assembly shall be called for meeting by the enterprising committee and the following general assembly meetings shall be called by the board of directors.

(2) The call may be made by the board of auditors or the Ministry whenever necessary.

(3) In addition, the general assembly shall be called for meeting by the board of directors within 15 days upon the request of at least 1/10 of the number of total participants, provided that the number of such participants is not less than four. This application shall be made jointly and by notification through the notary public.

(4) If this request is not fulfilled by the board of directors in time, those requesting the meeting may apply to the local court in order to obtain permission to call the general assembly for meeting themselves. By taking the request into consideration, the court shall determine the agenda, the list of participants, who shall attend the general assembly meeting, and the party that shall meet the expenses of the meeting.

Form of call for meeting

ARTICLE 21 – (1) Calls for ordinary and extraordinary meetings shall be sent by registered mail or delivered against signature.

(2) The call shall be made at least 15 days before the date of the meeting. The activity reports of the boards of directors and auditors, the balance sheet, income-expense or profit/loss tables, the estimated budget and the work program as well as other information and documents that are considered appropriate shall be sent together with the call, which shall contain the place, date, time, and agenda items of the meeting. A copy of each of these documents shall be available during the general assembly meeting.

(3) The call shall also contain the date, time, and place of the next meeting to be held in case majority cannot be achieved at the first meeting. The time between the meetings may not be less than 7 and more than 15 days.

(4) The dates of announcement and meeting shall not be included in the calculation of these periods.

Inability to hold general assembly meetings

ARTICLE 22 – (1) A general assembly meeting cannot be held in the following situations:

a) The matters specified in article 21 are not fulfilled,

b) At least one person each from the boards of directors' and auditors' members is not present.

(2) However, if all the participants of the OIZ are present and there are no objections, the meeting may be held even if the provisions regarding the call for meeting are not complied with, provided that the other provisions concerning general assembly meetings are reserved.

(3) The condition specified in sub-clause (b) of this article shall not be required in general assembly meetings held upon the decision of the court and call by the Ministry.

Ministry representative

ARTICLE 23 – (1) At least one representative from the relevant general directorate shall be present at the ordinary and extraordinary general assembly meeting to represent the Ministry.

(2) Within the framework of the provisions of the Regulation on the General Assembly Meetings of Capital Stock Companies and the Ministry of Industry and Trade Commissaries to be Present at these Meetings, which was published in the Official Gazette numbered 22720 and dated August 7, 1996, the Ministry representative shall supervise whether or not the meeting is held in compliance with the law, regulation, establishment protocol, and articles of association and deliver a copy each of the documents proving that that call for meeting was made according to the relevant procedure as well as the list of participants and the general assembly minutes to the Ministry.

(3) Twice the amount of the highest domestic per diem allowance paid to civil servants, which is determined with sub-clause (I-B) of schedule (H) of the Budget Law every year, shall be paid to meet the obligatory expenses of the Ministry representatives appointed at the general assembly meetings of OIZs. This shall be three times the said amount for official holidays.

(4) The amount remaining after the taxes and statutory deductions corresponding to these amounts are deducted by the relevant OIZ to be paid to the tax office within the specified periods shall be deposited in an account to be opened in the Turkish Ziraat Bank in Ankara in the name of the General Directorate.

(5) The expenses of travel to and from the venue of the meeting as well as accommodation expenses shall be met by the relevant OIZ.

(6) If the general assembly meeting is postponed or annulled for any reason after the appointment of the Ministry representative for such meeting, the expenses incurred by the OIZ shall not be reimbursed.

Application to the Ministry and the documents to be sent

ARTICLE 24 – (1) The date, place, and agenda of the general assembly shall be notified to the Ministry in writing at least 30 days before the meeting.

(2) The document proving that the fee in the amount determined by the Ministry for the representative was deposited in the account to be opened in the Turkish Ziraat Bank in Ankara in the name of the General Directorate shall be enclosed with this notification and the appointment of a representative shall be requested.

Agenda of the general assembly

ARTICLE 25 – (1) The agenda of an ordinary general assembly meeting shall include the following items:

- a) Reading of the boards of directors' and auditor's activity reports,
- b) Reading of the audit reports prepared by the certified public accountant,
- c) Reading of the balance sheet and the income-expense table,
- ç) Discussion of the boards of directors' and auditor's activity reports, independent audit reports, the balance sheet and the income-expense table,
- d) Approval or rejection of the balance sheet,
- e) Release of the boards of directors' and auditor's members,
- f) Election of new members to replace the boards of directors' and auditor's members, whose terms of office expire,
- g) Discussion and decision on the next year's budget and work program,
- ğ) Discussion on other matters, provided that they are explicitly written in the agenda.

(2) The agenda of the extraordinary general assembly meeting shall be determined according to the purpose of the call.

(3) Any matters to be notified jointly and through notary public notification at least 10 days before the date of the general assembly meeting by at least 1/10 of the number of total participants, provided that the number of such participants is not less than four, shall also be included in the agenda.

(4) Any matters not included in the agenda may not be discussed at the meeting. However, upon the written request of at least 1/10 of the number of total participants or representatives, provided that the number of such participants is not less than four, following the election of the Presiding Board and before passing to the discussion of the agenda items; matters related to the

- a) Election of the account investigation commission,
- b) Postponement of the examination and discharge of the balance sheet,
- c) Call of the general assembly for a new meeting,
- ç) Annulment of the board of directors' resolutions that are claimed to be in contradiction with the law, Regulation, establishment protocol, articles of association, good faith principles, and general assembly resolutions,
- d) Dismissal of the boards of directors' and auditor's members and election of new members to replace them

shall be included in the agenda with the acceptance of the absolute majority of those participating in the general assembly.

(5) In addition, items may be added to the agenda if all the participants are present and there are no objections from any of them.

List of participants

ARTICLE 26 – (1) The board of directors shall be obliged to prepare, before each general assembly meeting, a list of participants showing the names and residences of all participants or representatives and containing the sections to be signed as principal or by attorney.

(2) This list shall be signed by those attending the meeting, the chairman and members of the presiding board and by the Ministry representative by writing their names.

Meeting and decision quorum

ARTICLE 27 – (1) At least one fourth of the participants registered with the OIZ or their representatives must be present at the meeting in order for the general assembly to convene and discuss the items of the agenda. If a sufficient number of participants are not present during the first meeting, then quorum shall not be required at the second meeting.

(2) Resolutions at general assembly meetings shall be taken with the votes of the absolute majority of those, who signed the list of participants.

Opening of the general assembly meeting and the presiding board

ARTICLE 28 – (1) The general assembly meeting shall be opened by the persons authorized by the body making the call upon the determination that the application for the presence of the Ministry representative was duly made and the relevant actions were taken in compliance with the regulation and after achieving the quorum for the meeting. Then a chairman of the presiding board and a deputy chairman as well as a sufficient number of secretary members and a vote collector shall be elected.

(2) The chairman and members of the presiding board must be elected from among the participants or representatives.

Voting rights and representation at the general assembly

ARTICLE 29 – (1) Each participant in the OIZs that obtain the right to hold general assembly meetings shall be represented at the general assembly by itself or a representative authorized to represent and bind it. The participants, who are real persons, and real persons, who represent legal entities, shall participate in the general assembly provided that such real persons representing legal entities submit a document issued within the past three months and certified by the relevant trade registry office proving that they are authorized to represent and take binding actions pursuant to the registered articles of association of the legal entity they represent.

(2) The participants shall be represented at the general assembly with notary public certified powers of attorney. Those participating in the general assembly with the capacity of attorney may only represent one participant.

(3) Tenants may participate in the general assembly as audience.

(4) In order for the participants to be represented by attorney, the document certified by the trade registry office for the real person, who is authorized to represent and take binding actions on behalf of the principal participant, must be submitted. The power of attorney must include the full trade name of the participant, the date of the general assembly meeting for which it was issued, the name and surname of the attorney, and the name, surname, and signature of the principal participant. Private or general powers of attorney that do not contain any one of this information shall be invalid. The powers of attorney shall be valid for the meeting, for which they are issued, and the general assembly meeting, which is legally considered as the continuation of such meeting. Any meetings to be held in case the original general assembly meeting is postponed due to request of the minority or with the decision of the general assembly or by any reason whatsoever, shall be considered as the continuation of the previous meeting, provided that the agenda is not changed.

(5) Chairmen and members of the enterprising committee and the boards of directors and auditors may not be appointed as attorneys.

(6) Chairmen and members of the boards of directors and those who are involved in the performance of the OIZ's activities in any manner whatsoever may not participate in voting for decisions concerning the release of the board of directors. Members of the board of auditors may not exercise voting rights in their own releases.

(7) None of the participants may exercise his/her voting right in discussions regarding a personal business or dispute between himself/herself, his/her spouse, ancestors or descendents and the OIZ outside the scope of participant relations.

(8) In OIZs formed by cooperatives and industrialists, each of the cooperatives shall be considered as one participant and they shall be represented by one representative to be designated by them at the general assembly.

(9) A group or a cooperative formed by small industrial enterprises in OIZs shall be represented at the general assembly by a member to be elected by them from among themselves. The group formed by small industrial enterprises shall elect their representative member and his/her substitute with an election to be made during a meeting held with the participation of the subject enterprise owners or their representatives with the authority to represent and bind on the day and at the time to be determined and notified to those concerned 7 days in advance by the zone directorate. If the zone directorate does not hold a meeting to elect the representative before the call for the general assembly, the group shall notify the name of the representative to be elected from among its

members to the OIZ. The member, who shall represent a cooperative, shall be elected by the general assembly of such cooperative.

(10) Real persons or legal entities that are qualified as participants in the fields of small manufacturing and repair, trade, education and health services and that operate on an independent parcel in the OIZ may attend the general assembly as representatives. If there are several enterprises on these parcels, these enterprises shall be represented at the general assembly by a member to be elected by them from among themselves. The size of the independent parcel may not be smaller than 3,000 sqm in specialized OIZs and those in priority regions for development and 5,000 sqm in other OIZs.

(11) However, the number of participants to attend the general assembly from support and service areas may not exceed 10% of the number of participants at the general assembly.

Voting procedure

ARTICLE 30 – (1) Votes shall be used by raising hands at the general assembly. However, if decided with by the absolute majority of those participating in the general assembly, secret balloting may be realized for any matter. If there are several candidates, the elections shall be held by secret balloting using a cell and a box and with the open counting procedure.

Non-release of the bodies

ARTICLE 31 – (1) In case the boards of directors' and auditors' members are not released, their terms of duty shall be considered to have expired and an election shall be considered to have been added to the agenda and these boards shall be elected again. The boards of directors' and auditors' members, who are not released, may not be re-elected for these bodies at the same general assembly.

(2) In addition, an account investigation commission shall be formed in order to investigate the matters that constitute a basis for non-release or the new board of auditors to be elected shall be appointed as the account investigation commission. The account investigation commission shall present its report for the information and approval of the members at the extraordinary general assembly meeting to be held within no later than 3 months.

(3) A copy of the subject report shall be given to the boards of directors or auditors that are not released to provide them with the opportunity to defend themselves.

(4) In order for a legal liability suit to be filed against the boards of directors' and auditors' members, who are not released, a resolution in this direction must be taken at the general assembly. If anything constituting a crime is determined in the report of the account investigation commission, the board of auditors shall file a criminal complaint against those concerned.

Minutes of the general assembly

ARTICLE 32 – (1) Minutes containing the elections held and resolutions taken by the representatives shall be drawn up in order for the general assembly meetings to be valid. Those opposing the resolutions taken during general assembly meetings shall get their oppositions recorded in the minutes together with their justifications. The number of those participating in the meeting as principal and by attorney as well as the number of votes used shall also be given in the minutes.

(2) Minutes of the general assembly shall be signed by the chairman and members of the presiding board and by the Ministry representative.

Announcement of general assembly resolutions

ARTICLE 33 – (1) The documents proving that the call for meeting was realized in compliance with the relevant procedure as well as the list of participants and the minutes of the general assembly meeting shall be posted at the Zone Directorate for a period of 15 days. A copy of the announcement shall be sent to the Ministry at the end of the subject period.

Annulment of general assembly resolutions

ARTICLE 34 – (1) The persons written below may apply to the relevant court in the place where the OIZ is located against general assembly resolutions claiming that they are in contradiction with the matters specified in the law, regulation, establishment protocol, and the articles of association and good faith principles within 30 days starting with the date of the meeting:

a) Participants, who were present at the meeting, opposed to the resolutions, and got this opposition recorded in the minutes, who were not allowed to use their votes in an unjust manner, or who claim that the call for meeting was not made in compliance with the relevant procedure, the agenda was not announced and notified as required, or that persons, who were not authorized to attend the general assembly meeting, participated in the taking of the resolution,

b) Board of directors,

c) Each of the boards of directors' or auditors' members, if they are personally responsible for the enforcement of the resolutions.

(2) The fact that an action for annulment was filed against the general assembly resolution and the date of the hearing shall be duly announced by the board of directors.

(3) Annulment of the general assembly resolution shall be binding for all participants. If the annulment decision is finalized, the copy of the judgment regarding this matter shall be posted at the Zone Directorate for a period of 5 days and sent to the Ministry at the end of this period.

Duties and authorities of the enterprising committee and the general assembly

ARTICLE 35 – (1) The duties and authorities of the enterprising committee shall be as follows:

a) To fulfill the matters specified in the instruction letter of the Governorship following place selection,

b) To prepare the amendment draft for the establishment protocol and to make the amendment by taking the permission of the Ministry,

c) To allocate lands,

ç) To determine the principles related to the sales of lands,

d) To hold the general assembly meeting when the necessary conditions are established,

e) To submit the organization chart of the zone directorate and the positions of the personnel to the approval of the Ministry in OIZs that use credit,

f) To issue internal bylaws when necessary and to transfer them to the draft of the articles of association at the general assembly stage, provided that such bylaws are not in contradiction with the Law and the Regulation.

(2) The duties and authorities of the general assembly shall be as follows:

a) To decide to annul the establishment protocol and accept the OIZ articles of association,

b) To determine the land allocation and sales criteria if there are any lands that have not been allocated or sold, and to authorize the board of directors in this respect,

c) To decide whether or not to annul the board of directors' resolutions that are claimed to be in contradiction with the law, regulation, articles of association, good faith principles, and general assembly resolutions,

ç) To determine the names of avenues and streets,

(3) The common duties and authorities of the enterprising committee and the general assembly shall be as follows:

- a)** To take the necessary resolutions and measures in order to ensure that the establishment purpose of the OIZ is realized and it is operated in the most ideal manner,
- b)** To fulfill the commitments and liabilities before the Ministry and to take the necessary measures in this respect,
- c)** To elect and release the boards of directors' and auditors' members of the OIZ, to dismiss them when necessary, and to approve or reject the balance sheet,
- ç)** To approve the organization chart of the zone directorate and the positions of the personnel and to determine the principles regarding the qualifications of the personnel, to take decisions regarding the appointment and dismissal of the zone director and to determine the principles concerning the appointment and dismissal of the zone directorate personnel,
- d)** To determine the minimum and maximum limits for the attendance fees and monthly wages to be paid to the boards of directors' and auditors' members and for the wages and social benefits to be paid to the zone director and the OIZ personnel,
- e)** To take a resolution to participate in the Senior Organization and to determine its representatives,
- f)** To decide that the OIZ expands or merges with another OIZ and to determine the conditions for such merger,
- g)** To determine the principles regarding zoning and parceling plans and their amendments as well as those concerning the granting of licenses and permits,
- ğ)** To decide that the OIZ participates in the managing companies of Technology Development Zones and companies that are established with the aim of operating as R&D and innovation center or institute and to determine the principles in this respect,
- h)** To ensure cooperation among OIZs on all sorts of technical and administrative matters,
- ı)** To decide about the disputes that might arise between the participants and the board of directors, board of auditors, or zone directorate of the OIZ, by obtaining the opinion of the Ministry when necessary,
- i)** To approve the investment programs, new investments, and budget of the OIZ,
- j)** To ensure that the monies and other resources belonging to the OIZ are used in compliance with its purpose of establishment and to supervise such use,
- k)** To determine the management dues and remunerations for services according to parcel sizes,
- l)** To determine the principles related to the sales, renting, bartering, and similar transactions concerning the movable and immovable properties that belong to the OIZ,
- m)** To determine the principles related to the infrastructure participation shares and electricity, water, natural gas, and similar costs,
- n)** To determine the procedures and principles related to the decisions to be taken on the sales and purchases to be made for the OIZ, construction of infrastructure, social facilities, and treatment facilities, and all tenders including projects as well as the carrying out of transactions and finalization of tenders,
- o)** To take the necessary decisions regarding the establishment and operation of infrastructure and general service facilities required by the OIZ such as electricity, water, sewerage, natural gas, treatment facilities, roads, communication, and sports facilities; realization of their distribution and sales by buying them from public and private agencies; and establishment and operation of production facilities and joint health and security units within this framework,
- ö)** To take, give, and lift pledges and mortgages,
- p)** To determine the principles with regard to getting all sorts of accounts and transactions of the OIZ examined by certified public accountants,
- r)** To determine the principles related to the terms of payment of the management dues, electricity, water, natural gas, and similar costs, and infrastructure participation shares, if any, which shall be collected from the participants and the tenants, and the fines to be applied in case of delayed payments,
- s)** To prepare and carry out clustering projects with the aim of ensuring the clustering of at least one sector included in the OIZs within their region, to get a cluster analysis conducted, to ensure and sustain cooperation with the relevant public and private organizations related to projects

and similar activities for education, joint purchasing, firm matching, and joint center establishment at the stage of cluster development, and to contribute to the financing of these projects,

ş) To get involved in the OIZ Information Web Site of the Ministry and to ensure that the information on the inquiry page is updated at desired intervals,

t) To take decisions related to the electricity activities of the OIZ based on the principles of the Regulation on the Electricity Market Activities of Organized Industrial Zones published in the Official Gazette numbered 26391 and dated December 29, 2006,

u) To ensure the forestation, landscaping, maintenance, and protection of primarily the health protection strip included in the OIZ zoning plan and the continuity of such landscaping pursuant to the National Forestation and Erosion Control Mobilization Law numbered 4122 and dated July 23, 1995,

ü) To authorize the board of directors with regard to obtaining credit related to investments,

v) To determine the principles of the protocol to be drawn up for receiving services from other OIZs, the OSBÜK, or Investment Support Offices related to the works and transactions to be realized with regard to the fields, in which OIZ has personnel shortages, provided that the responsibility remains with the OIZ,

y) To take decisions regarding the delegation of its duties and authorities to the board of directors except for those related to the amendment of the establishment protocol or articles of association of the OIZ, holding general assembly meetings, formation and release of bodies, approval or rejection of the balance sheet, approval of the investment program and budget of the OIZ, determination of the attendance fee per meeting or monthly wage to be paid to the boards of directors' and auditors' members, expansion or merger of the OIZ with another OIZ and determination of merger conditions, deciding to participate in the senior organization and determination of representatives, determination of management dues and remunerations for services according to parcel sizes, and appointment and dismissal of the zone directorate,

z) To perform other duties assigned to it by the law, regulation, establishment protocol, articles of association, and similar regulations.

Liability of the members of the enterprising committee

ARTICLE 36 – (1) Members of the enterprising committee shall be liable for any damages that might arise from their not performing or failure to perform properly the duties assigned to them by the law, regulation, establishment protocol, articles of association, and similar regulations and from their own faults.

(2) Members of the enterprising committee shall be obliged to keep confidential any commercial or operational secrets they might have learned during their activities even if their duties have expired.

(3) Members of the enterprising committee shall be punished as public officers for any crimes they might commit related to the monies and negotiable instruments or commercial papers of the OIZ as well as its properties, balance sheet, minutes, reports, books, records, and documents.

Board of directors

ARTICLE 37 – (1) The board of directors shall comprise of 5 permanent and 5 substitute members to be elected by the enterprising committee or the general assembly, provided that at least four of these members are elected from among their members. Drawing lots shall be realized in case of a tie of votes. The zone director may be appointed as the fifth member.

(2) Board of directors' members shall be elected for a term of duty of 2 years. Members whose terms of duty have expired may be elected again.

Conditions for being elected to the board of directors

ARTICLE 38 – (1) The following conditions shall be required in order to be eligible for board of directors' membership:

a) Having the capacity to exercise civil rights,

b) Being a member of the enterprising committee or a participant,

c) Not being a member of the board of directors in another OIZ,

ç) Meeting the conditions specified in sub-clause (b) of the first paragraph of article 13 of the Regulation,

d) Not being a member of the board of auditors or an ancestor or descendent of any member of the board of auditors based on kinship by blood including second degree or kinship by marriage.

(2) The condition specified in **sub-clause (b)** of the first paragraph shall not be required if the zone director is appointed as the fifth member.

(3) Those who are not present at the general assembly meeting may become candidates for board of directors' membership by placing a written application with the presiding board before the election.

(4) The membership of those who are elected even though they do not meet these conditions and who subsequently lose them shall be automatically terminated.

(5) The duties of those against whom a public prosecution has been initiated related to the crimes specified in sub-clause **(c)** shall continue until the first general assembly meeting. Deciding on the dismissal or continuation of duty of the members, who are in such a situation, shall be included in the agenda of the first general assembly meeting to be held.

Vacancy of a board of directors' membership

ARTICLE 39 – (1) If a board of directors' membership becomes vacant for any reason whatsoever, the first substitute member in the institution represented by the member in OIZs that are at the stage of enterprising committee or the first substitute member in OIZs that have held their general assembly meetings shall fill in the vacated membership and complete the remaining term of duty.

(2) If the board of directors loses the quorum for meeting, a sufficient number of substitute members shall be called without delay to fill in the vacated memberships.

(3) If the board of directors cannot be formed with the substitute members, either;

a) It shall temporarily elect a person, who meets the conditions for being elected as a member, and submit such member for the approval of the first general assembly to convene if the board of directors has not lost the quorum for meeting. The member elected in this manner shall be on duty until the general assembly meeting.

b) If the board of directors has lost the quorum for meeting, on the other hand, the board of auditors shall immediately call the general assembly for meeting.

Board of directors' meetings

ARTICLE 40 – (1) The board of directors shall convene and take decisions with absolute majority of its members. The meetings shall be held at least twice a month.

(2) Members of the board of directors shall elect a chairman and a deputy chairman from among themselves and realize distribution of duties during the first meeting.

(3) The call for meeting shall be made by the chairman or by the deputy chairman in the absence of the chairman.

(4) The members may not participate in the meeting during the discussion of matters concerning their personal interests.

(5) A member who does not participate in three successive meetings without a valid excuse or at least half of the meetings held within six months, even if s/he has an excuse shall be deemed to have withdrawn from membership.

(6) Board of directors' meetings shall be held in the OIZ. Any resolutions taken shall be recorded in the Resolution Book of the Board of Directors by order of date and number. Names of all members shall be written on the top of the resolution and the resolution shall be signed by those participating in the meeting by writing their names.

(7) Members who are opposed to the resolution taken shall write the justification for their opposition and put their signature under the resolution.

(8) The zone directorate shall carry out the secretarial duties of the board of directors.

Duties and authorities of the board of directors

ARTICLE 41 – (1) The duties and authorities of the board of directors shall be as follows:

a) To represent and bind the OIZ,

b) To conduct the management and administration of the OIZ within the framework of the law, regulation, establishment protocol, articles of association, and similar regulations as well as the resolutions of the enterprising committee and the general assembly and the instructions of the Ministry, to take any and all measures for its development,

c) To fulfill the commitments and liabilities before the Ministry,

c) To be subject to submission for the approval of the enterprising committee or the general assembly,

- 1) To prepare the annual activity report, budget, final accounts and balance sheet,
- 2) To determine the management dues and remunerations for services,
- 3) To take decisions concerning investments to be made on shared areas,
- d)** Within the framework of the principles determined and resolutions taken by the enterprising committee or the general assembly;
 - 1) To perform land allocations and sales,
 - 2) To determine the sales, bartering, and rental prices concerning the movable and immovable properties that belong to the OIZ,
 - 3) To determine, accrue, and collect the expenses related to the shared areas of the OIZ, infrastructure participation shares, management dues, and similar contributions, to apply default interest when necessary,
 - 4) To determine sales prices of electricity, water, natural gas, and similar goods and services,
 - 5) To grant licenses and permits, to take or cause others to take the necessary measures in order to ensure compliance with the licenses and permits granted, to notify the relevant organizations in case of contradiction with licenses and permits,
 - 6) To draw up protocols in order to receive services from OSBÜK and/or other OIZs,
 - 7) To perform sales and purchases of goods and services and all sorts of tenders for the OIZ,
 - 8) To carry out the electricity activities of the OIZ based on the principles of the Regulation on the Electricity Market Activities of Organized Industrial Zones published in the Official Gazette numbered 26391 and dated December 29, 2006,
 - 9) To grant permissions related to the electricity generation facilities to be established by the participants and tenants in the OIZ as auto-producers or auto-producer groups for their own requirements,
- e)** To decide on the appointment and dismissal of the zone directorate personnel excluding the zone director,
- f)** Within the framework of the authority vested by the enterprising committee or the general assembly;
 - 1) To determine the wages and other social benefits of the zone directorate personnel,
 - 2) To take and implement the necessary decisions regarding the establishment and operation of infrastructure and general service facilities required by the OIZ such as electricity, water, sewerage, natural gas, treatment facilities, roads, communication, and sports facilities; realization of their distribution and sales by buying them from public and private agencies; and establishment and operation of production facilities and joint health and security units within this framework,
 - 3) To take, give, and lift pledges and mortgages,
 - 4) To obtain credits related to the investments that are required to be made in the OIZ, to inform the participants about the commitments and obligations to the agencies that shall provide credits and to present the situation for the approval of the enterprising committee or the general assembly,
- g)** To approve the progress payments of projects, infrastructures, social facilities, treatment facilities, all sorts of construction, maintenance, and repair works,
- ğ)** To get the current maps, strip maps, geological and geotechnical surveys, zoning plans, parceling plans and their amendments as well as ground survey reports and estimation and tender files related to roads, wastewater, rainwater, drinking and utilization water, HV and LV electricity, energy transmission line, natural gas, communication network and similar infrastructure and treatment facility projects and construction works prepared in line with the relevant laws, regulations, and specifications, to send the projects that are required to be certified to the relevant organizations to be approved or to get their appropriate opinion; to monitor all project, estimation, and tender file preparation works concerning the works, on which the OIZs using credit from the Ministry spend such credit, through the zone directorate personnel and the relevant government agencies and to send them to the Ministry to be approved after examining or getting examined and checking such works,
- h)** To examine and finalize the transfer requests of participants that have obtained occupancy permits and business licenses,
- ı)** To resolve any disputes that might arise among the participants in the OIZ or between the participants and the zone directorate, to apply to the enterprising committee or the general assembly on issues that cannot be resolved,

i) To send the zoning plans and their amendments, zoning implementation transactions, and infrastructure projects in private OIZs to the Ministry for approval after obtaining the positive opinion of the authorized agencies and organizations, and the infrastructure projects related to energy to the relevant authorities for approval after obtaining the positive opinion of the Ministry,

j) To ensure that the names of avenues and streets determined by the general assembly are submitted for the approval of the Governorship,

k) To perform other duties within the framework of the law, regulation, establishment protocol, articles of association, and similar regulations as well as the principles determined and the resolutions taken by the enterprising committee and the general assembly.

(2) The board of directors may delegate some of its authorities to the chairman or the deputy chairman, to one or more of its members, or to the zone director when necessary. Delegation of authority shall not relieve the board of directors from its liability.

Liability of the members of the board of directors

ARTICLE 42 – (1) The board of directors, its members, and the persons authorized to represent may not exercise the authorities not delegated by the enterprising committee or the general assembly.

(2) The board of directors shall be responsible for the orderly preparation, keeping, and preservation of the necessary books and documents as well as the general assembly documents and list of participants and for the preparation of the books and documents kept based on the uniform accounting system and the annual balance sheet in compliance with the provisions of the law and for their submission to the board of auditors for examination.

(3) Members of the board of directors shall be liable for any damages that might arise from their not performing or failure to perform properly the duties assigned to them by the law, regulation, establishment protocol, articles of association, and similar regulations and from their own faults.

(4) Members who prove that they do not have any fault, who are opposed to the resolution and immediately notify the board of auditors about the situation in writing, or those, who were not present at the meeting due to their excuses shall not be held liable.

(5) Members of the board of directors shall be obliged to keep confidential any commercial or operational secrets they might have learned during their activities even if their duties have expired.

(6) Members of the board of directors shall be punished as public officers for any crimes they might commit related to the monies and negotiable instruments or commercial papers of the OIZ as well as its properties, balance sheet, minutes, reports, books, records, and documents.

Board of auditors

ARTICLE 43 – (1) The board of auditors shall comprise of two permanent and two substitute members to be elected by the enterprising committee or the general assembly from among their members. Drawing lots shall be realized in case of a tie of votes.

(2) Board of auditors' members shall be elected for a term of duty of 2 years. Members, whose terms of duty have expired, may be elected again.

Conditions for being elected to the board of auditors

ARTICLE 44 – (1) The following conditions shall be required in order to be eligible for board of auditors' membership:

a) Having the capacity to exercise civil rights,

b) Being a member of the enterprising committee or a participant,

c) Meeting the conditions specified in sub-clause (b) of the first paragraph of article 13 of the Regulation,

ç) Not being a member of the board of directors or a personnel of the zone directorate,

d) Not being an ancestor or descendent of any member of the board of directors or the zone directorate based on kinship by blood including second degree or kinship by marriage,

e) Not having any business partnership with the board of directors' members.

(2) The membership of those who are elected even though they do not meet these conditions and who subsequently lose them shall be automatically terminated.

(3) Those who are not present at the general assembly meeting may become candidates for board of auditors' membership by placing a written application with the presiding board before the election.

(4) The duties of those against whom a public prosecution has been initiated related to the crimes specified in sub-clause (c) shall continue until the first general assembly meeting. Deciding on the dismissal or continuation of duty of the members, who are in such a situation, shall be included in the agenda of the first general assembly meeting to be held.

Vacancy of a board of auditors' membership

ARTICLE 45 – (1) If a board of auditors' membership becomes vacant for any reason whatsoever, the next substitute member shall fill in the vacated membership and complete the remaining term of duty.

(2) If there is only one remaining member of the board of auditors even though the substitute members are called, the existing members shall choose a person included in the list of participants and call him/her for duty to be assigned until the first general assembly meeting.

(3) If there are no remaining members of the board of auditors even though the substitute members are called, the board of directors shall temporarily elect a person, who meets the conditions for being elected as a member, and submit such member for the approval of the first general assembly to convene. The member elected in this manner shall be on duty until the general assembly meeting.

Duties and authorities of the board of auditors

ARTICLE 46 – (1) The duties and authorities of the board of auditors shall be as follows:

a) To examine the accounts, transactions, and books of the OIZ at least every 3 months in order to obtain information about the transactions of the OIZ and to ensure that the necessary records are kept in an orderly manner, to submit the report to be prepared jointly or severally to the enterprising committee and the board of directors,

b) To check the cash assets and securities of the OIZ at least every 3 months and to enter the results in a written record,

c) To audit the budget, balance sheet, and income and expense table,

ç) To examine the balance sheet and final accounts and to submit its opinions with this regard to the enterprising committee or the general assembly with a report to be prepared jointly or severally,

d) To call the general assembly for meeting whenever necessary,

e) To investigate the complaints of the OIZ participants about the board of directors' members and the personnel of the OIZ and to submit the result of such investigation to the enterprising committee or the general assembly and the board of directors depending on the subject matter of the complaint,

f) To call substitute members for vacated board of auditors' membership without delay,

g) To investigate whether or not the board of directors' members meet the required conditions,

ğ) To prepare an interim report at least every 3 months and a general audit at least once a year and to submit them to the enterprising committee or the general assembly and the board of directors.

(2) Members of the board of auditors shall be obliged to notify the enterprising committee or the general assembly of any deficiencies and practices that are in contradiction with the law, regulation, establishment protocol, articles of association, and similar regulations, which they observe during the conduct of works within the framework of their duties, as well as the persons responsible for such deficiencies and contradictions, without waiting for the report period. They shall be obliged to notify the Ministry if those responsible are in the enterprising committee.

(3) Members of the board of auditors may exercise the duties and authorities vested to them with the law, regulation, establishment protocol, articles of association, and similar regulations severally.

(4) Members of the board of auditors may participate in board of directors' meetings, however, they may not use votes.

Liability of the members of the board of auditors

ARTICLE 47 – (1) Members of the board of auditors shall be liable for any damages that might arise from their not performing or failure to perform properly the duties assigned to them by the law, regulation, establishment protocol, articles of association, and similar regulations and from their own faults.

(2) Members of the board of auditors may not disclose any matters they have learned during the course of their duties, which might be harmful for the OIZ or the participants if disclosed, to any

persons other than the institutions, organizations, or bodies they are obliged to inform pursuant to the provisions of the Law or the Regulation even if their duties have expired.

(3) Members of the board of auditors shall be punished as public officers for any crimes they might commit related to the monies and negotiable instruments or commercial papers of the OIZ as well as its properties, balance sheet, minutes, reports, books, records, and documents.

Notification of changes in bodies

ARTICLE 48 – (1) Any changes that take place in the enterprising committee, the boards of directors and auditors shall be notified to the Ministry within no later than 15 days.

Zone directorate

ARTICLE 49 – (1) The zone directorate shall comprise of the zone director and a sufficient number of administrative and technical personnel.

Duties of the zone director

ARTICLE 50 – (1) The zone director shall report to the board of directors.

(2) The zone director shall be obliged to conduct the management and administration of the OIZ within the framework of the law, regulation, establishment protocol, articles of association, and similar regulations and in line with the resolutions and instructions of the enterprising committee, the general assembly, and the board of directors.

(3) The zone director is highest position in rank among the administrative and technical personnel of the OIZ.

Representing and binding

ARTICLE 51 – (1) The authority to represent and bind the OIZ shall belong to the board of directors.

(2) OIZs shall be represented by the chairman or deputy chairman of the board of directors. Any transactions and letters that shall have a binding effect on the OIZ shall be signed by the chairman or deputy chairman of the board of directors and a member of the board of directors or the zone director, if authorized.

(3) The authority to perform transactions of the members, who are designated by the Board of Directors to be authorized to represent and bind the OIZ, shall become effective with the issuance of the signature circular certified by the notary public. A copy of the notarized signature circular shall be sent to the Ministry within no later than 7 days.

Attendance fees

ARTICLE 52 – (1) An attendance fee per meeting may be paid to the members of the enterprising committee or the boards of directors and auditors, who are public officers, and monthly wages may be paid to other members.

(2) The monthly amount of the attendance fee to be paid to public officers and that of the attendance fee or monthly wage to be paid to those, who are not public officers, shall be determined by the enterprising committee or the general assembly every year, in a way that it does not exceed the gross amount of the minimum wage determined for persons older than sixteen years of age.

(3) Actions shall be taken pursuant to article 12 of the Statutory Decree numbered 631, which was published in the Official Gazette numbered 24461 and dated July 13, 2001 for the members of the enterprising committee and the boards of directors and auditors, who are public officers.

(4) Credits shall not be provided by the Ministry for the attendance fees or monthly wages to be paid within the scope of this article.

Ministry inspection

ARTICLE 53 – (1) The Ministry shall be authorized to inspect any and all accounts and transactions of OIZs and to take measures whenever it deems necessary or upon complaint.

SECTION FIVE

Organization and Expenditure Principles in OIZs that Use Credits for General Administrative Expenses

Type organization chart of the zone directorate

ARTICLE 54 – (1) The type organization chart of the zone directorate shall comprise of at least seventeen persons as follows;

a) Zone director,

b) At least five persons with the titles of city planner, architect, and engineer and one person for each of the mechanic, technician, topographer, and surveyor positions in the technical unit,

c) One person each for accountant, accounting officer, secretary, document officer, security officer, janitor, and driver positions in the administrative section.

(2) The type organization chart shall be formed and amended upon the proposal of the enterprising committee and the approval of the Ministry, provided that the titles, numbers, qualifications, and justifications are specified.

Qualification of the personnel

ARTICLE 55 – (1) The following conditions shall be required for the personnel to be assigned in OIZs:

a) General conditions

1) Being a citizen of the Republic of Turkey or to have obtained the Ministry permission for foreign citizens,

2) Having completed the age of 18,

3) Not having been deprived from public rights,

4) Not having a mental disease that might prevent the person from carrying out his/her duty on a continuous basis,

5) Meeting the conditions specified in sub-clause **(b)** of the first paragraph of article 13 of the Regulation,

6) Not having any outstanding military service obligation.

b) Special conditions

1) Zone director:

1.1) No special conditions shall be required for the zone director before the project and infrastructure construction.

1.2) During the project and infrastructure period; being graduated from faculties of engineering or architecture giving 4 years of education or those the equivalence of which is approved by the Higher Education Institution and having minimum 5 years of job experience.

1.3) During the operation period, on the other hand; being graduated from faculties or institutions of higher education giving 4 years of education or those the equivalence of which is approved by the Higher Education Institution and having minimum 5 years of job experience.

2) Control engineers:

2.1) During the project and infrastructure period; being an architect, civil engineer, topographical engineer, electrical engineer, environmental engineer, or mechanical engineer graduated from faculties giving 4 years of education or those the equivalence of which is approved by the Higher Education Institution and having minimum 3 years of job experience.

2.2) During the license and permit stage, on the other hand; being a city planner or architect with the qualifications specified above.

3) Accountant:

Being graduated from faculties or institutions of higher education giving 4 years of education on accounting.

4) Accounting officer:

Being graduated from institutions of higher education giving at least 2 years of education preferably on accounting or trade vocational schools.

5) Mechanic, topographer, surveyor, and technician:

Being graduated from minimum vocational schools of higher education related to the work assigned in or from the topography, construction, machinery, or electricity departments of vocational high schools.

6) Secretary and document officer:

Being graduated from high school and bearing a computer operator certificate.

7) Driver and security officer:

Being graduated from at least primary school, bearing a private security certificate for the security officer.

Required documents

ARTICLE 56 – (1) The following documents shall be requested from the personnel to be appointed in vacant positions in the OIZ:

- a) Original or OIZ certified copy of the certificate of education or graduation,
 - b) Written statement concerning criminal record,
 - c) Written statement indicating that there are no obstacles for the person to work,
 - ç) Written statement indicating that the person does not have any outstanding military service obligations, for male candidates,
 - d) Declaration of the R. T. identification number for citizens of the Republic of Turkey,
 - e) 2 photographs,
 - f) Originals or OIZ certified copies concerning professional experience.
- (2) The appointment of the applicants, whose documents are complete, shall be realized upon the proposal of the zone director and the decision of the board of directors.
- (3) The labor contracts of those, who are subsequently discovered not to bear the required qualifications or to have made a false statement, shall be terminated without the payment of any severance or notice pays.

Employment of personnel

ARTICLE 57 – (1) Personnel shall be employed in positions approved by the Ministry according to the stages of OIZ construction. Within this context;

- a) A zone director, topographical engineer, and accountant shall be employed when the expropriation works are started in the OIZ,
- b) A civil engineer shall be employed to work as the control engineer at the infrastructure project tender stage,
- c) A topographer, surveyor, and technician as well as other necessary technical and administrative personnel shall be employed depending on the state of works when the infrastructure construction tender is realized,
- ç) An electrical engineer shall be employed during the tender stage of the LV – HV electricity network construction,
- d) An environmental engineer and a mechanical engineer shall be employed during the tender stage of the treatment facility.

(2) Personnel activities shall be notified to the Ministry at the beginning of January of each year and within no later than 15 days following the date of employment of each new personnel.

(3) In case lawyers, independent accountants, public accountants, certified public accountants and similar professionals and those required to be employed when necessary cannot be employed, services may be outsourced in line with the requirement in order to provide technical services in the form and under the conditions to be determined by the Ministry and the fee to be paid in such a case shall be credited within the scope of the project.

Monetary and social rights

ARTICLE 58 – (1) The wages that can be credited of the personnel in OIZs, which use credits for general administrative expenses, are determined in the table contained in ANNEX-1 of the Regulation. The enterprising committee shall send the resolution to be taken by it for the determination of the amounts of wages and social benefits to be applied depending on the capacity and experience of the personnel as well as other matters, to the Ministry within no later than one month. Payments other than the amounts determined by the Ministry shall not be credited.

(2) The following shall be applied regarding wages:

- a) The personnel to be newly employed or to work again in the OIZ after being retired shall be paid wages over the first degree specified next to their titles.
- b) The personnel receiving wages over between the second and seventh degrees shall be promoted to a higher degree after working for 2 years at each degree.
- c) Gross wages shall be calculated by multiplying the indicators in the degrees by the coefficient.
- ç) The coefficient has been determined as 0.3 to be effective from the date of effectiveness of the Regulation and it shall be applied for the personnel working in various statuses in the public by being increased at the gross contract wage increase ratio, which is applied pursuant to the Decision of Council of Ministers.

(3) The following allowances shall be credited to the OIZ personnel in addition to their wages;

- a) A bonus in the amount of 2 months' wages on June 30 and December 31,
- b) TL 300.- in kind clothing benefit in September,
- c) TL 2,000.- death benefit to the legal inheritors of the personnel in case of his/her death,

c) TL 5.- food allowance for each day worked.

(4) The newly-employed OIZ personnel shall benefit from the social benefits in proportion to the number of days worked by them following the trial period specified in their contracts. This provision shall not apply for death benefit.

(5) In order for the wages of the OIZ personnel to be credited, service contracts of the personnel and the inspection service undertakings of the zone director and those appointed in the zoning and control organization must be submitted to the Ministry.

(6) The social benefits to be paid to the OIZ personnel shall be applied by being increased based on the reassessment ratios published by the Ministry of Finance every year.

Travel allowance

ARTICLE 59 – (1) Travel allowance notifications for the temporary travels to be made by the members of the enterprising committee, the board of directors, and the board of auditors as well as the OIZ personnel to places outside the boundaries of the municipality shall be drawn up in compliance with the provisions of the Travel Allowance Law numbered 6245 and dated February 10, 1954.

(2) The amount determined for Public Officers, whose additional indicator is 8000 or more pursuant to the Budget Law, shall be credited as travel allowance for provisional duties to the members of the enterprising committee and the boards of directors and auditors every year. The amounts of such travel allowance for provisional duties shall be equal to the amounts determined for those with an additional indicator of 5800-8000 for the zone director, 3000-5800 for the control engineer and accountant and the amounts determined for those, whose monthly/cadre degree is between 1 and 4, for other personnel.

Status of the personnel and social security

ARTICLE 60 – (1) The zone director and the zone directorate personnel shall be employed pursuant to the provisions of the Labor Law numbered 4857 and dated May 22, 2003. The amounts to be paid for annual leaves that are not used shall not be credited.

(2) The personnel shall be subject to the Social Insurances and General Health Insurance Law numbered 5510 and dated May 31, 2006.

Personnel files

ARTICLE 61 – (1) The files where all sorts of documents and information related to the personnel are kept and followed shall be retained and monitored in the zone directorate.

Handover in withdrawals and dismissals

ARTICLE 62 – (1) The personnel who has withdrawn or has been dismissed from duty must hand all sorts of documents and equipment belonging to the OIZ over to the zone directorate within no later than 5 business days and the zone director must hand such documents and equipment to the board of directors with an official record. Otherwise legal proceedings shall be initiated against them.

Duty and liability

ARTICLE 63 – (1) The zone director and the zone directorate personnel shall be obliged to perform the works and duties assigned to them in compliance with the law, regulation, establishment protocol, articles of association, circulars, instructions, orders, and job requirements.

(2) The zone director and the personnel of the zone directorate shall be liable for any damages that might arise from their not performing or failure to perform properly the duties assigned to them and their own faults.

(3) The zone director and the personnel of the zone directorate shall be punished as public officers for any crimes they might commit related to the monies and negotiable instruments or commercial papers of the OIZ as well as its properties, balance sheet, minutes, reports, books, records, and documents.

Providing information and making statement to the press

ARTICLE 64 – (1) The OIZ personnel may not disclose any information they have learned during the course of their duties to third persons either directly or indirectly, in a way to harm the OIZ and the participants even if their duties have expired. They may not provide any information or make any statements to the press, news agencies, or radio and television institutions about this information. The board of directors may provide written permission to the zone personnel to allow them to provide information or make statement to the press on matters related to their duties.

Taking tools and equipment outside the work site

ARTICLE 65 – (1) The OIZ personnel may not take any documents, tools and equipment belonging to OIZ outside the work site and they may not use them for their personal businesses. They must return the documents, tools, and equipment entrusted to them upon the termination of their duties.

Other expenses

ARTICLE 66 – (1) From the expenses that are within the scope of the project to be realized for the OIZ;

a) The service vehicle expenses of the personnel provided that the non-operation of the municipality vehicles to the region in OIZs that do not have service vehicles is documented and it is approved by the Ministry,

b) Announcement and publication expenses, excluding tender announcements,

c) Mortgage charges, notary public expenses, and bank appraisal fees,

ç) All sorts of court expenses

shall be credited.

Sending of expenditure vouchers

ARTICLE 67 – (1) Related to the general administrative expenses to be sent to the Ministry to be credited;

a) Credit requests must be made by those authorized to represent and bind,

b) All expenditure documents must be approved by those authorized to represent and bind,

c) Expenditure vouchers must be listed by order of date, and the accrual slip and voucher of the social security notification and the accrual slip and voucher of the withholding tax return must be sent together with expenditure vouchers.

(2) Otherwise, the credit request shall be returned without being taken into consideration by the Ministry.

Exceptions

ARTICLE 68 – (1) Application of the provisions included in this section or their regulation in a different manner for the OIZs that do not use credits from the Ministry for general administrative expenses shall be under the authority and responsibility of the enterprising committee or the general assembly.

(2) However, the zone directorate must be structured in a way to employ a sufficient number of personnel in terms of number and qualification in order for the duties assigned by the Law and Regulation to be performed.

SECTION SIX

Principles for Making the Zoning and Parceling Plan

Planning boundary

ARTICLE 69 – (1) The OIZ zoning plan boundary shall be passed over the boundary that is selected by the OIZ Place Selection Commission and determined on a 1/25,000 scaled topographic map section and approved by the Ministry after being adapted on 1/5,000 or larger scaled cadastral or land registration map sections.

Making of the zoning plan

ARTICLE 70 – (1) The zoning plan shall include the industrial parcels, shared areas, service and support areas, the health protection strip determined by the Ministry of Health and similar areas as well as land utilization decisions based on the OIZ Zoning Plan Specifications issued by the Ministry by taking the characteristics and requirements of the OIZ into consideration.

(2) An area equal to at least 8% of the total size of the zone shall be allocated for obligatory administrative, social, and technical infrastructure areas as well as the treatment facility area and active green areas, which remain in the ownership of the OIZ and are considered as shared areas.

(3) In case the shared areas owned by the OIZ are larger than 8% of the total size of the zone and it is stated by the OIZ and documented by the relevant agencies, if necessary, that they are not needed; the accessory areas that remain above 8%, excluding parks and parking areas, may be utilized in line with the requirement of the OIZ.

(4) Service and support areas may be allocated for small manufacturing and repair, trade, education, and health services for the participants and tenants, provided that they do not exceed 10% of the size of the zone. However, these areas shall not be considered as shared areas, their

equivalents shall not be required in case they are subjected to zoning alteration, and parcels smaller than 3,000 sqm may not be formed. Excluding small manufacturing and repair areas allocated as service and support areas, the FAR (Floor Area Ratio) in these areas shall be equal to 1.00 and the other conditions shall be allowed as h= height= free, and minimum building approach distance as 10 m., unless stipulated otherwise. Allocation of minimum 10 m. open working area in small manufacturing and repair areas shall be applied according to the general layout plan to be approved by the zone directorate, provided that it does not exceed the height of 2 floors.

(5) Construction conditions on industrial parcels in OIZs shall be determined as Building Coverage Area Ratio: BCR = 0.55; Coefficient: Floor Area Ratio = 0.70; height: h = free, the height required by the production technology. During the zoning plan preparation stage, if maximum 40% of the zone can be allocated for industrial parcels and service and support areas due to the general natural structure of the zone or thresholds comprising of areas that are inconvenient for construction or areas where construction is prohibited, construction conditions shall be determined as BCR = 0.55; Coefficient = 0.75, and h= free.

(6) In OIZs with existing zoning plans, construction conditions may be replaced with the above specified ratios, provided that the minimum shared areas are allocated within the plan.

(7) When determining the building coefficient, the sum of all usable areas including 50% of the occupied areas in the basement, mezzanines, half floors and attics, as well as closed balconies shall be calculated after skylights are deducted. Installation sections, fire escape stairs, coal bunker, shelter, and parking areas shall not be included in this area.

Buildings and principles related to construction

ARTICLE 71 – (1) The principles for the project design and operation stages of buildings are shown below:

a) Working in open areas;

Participants shall operate in places of business enclosed with a ceiling and walls. However, if required by the characteristics of the work and if the permission of the OIZ has been obtained, they may work in open areas in a way not to obstruct the ring road and the green areas and provided that all sorts of measures are taken in order to prevent disturbing or polluting the environment. However, such working area may not be on the front side of the parcel.

b) Green areas;

Nothing may be constructed on the green areas shown on the zoning plan legend except for the entrance roads that cut the green areas vertically. These areas may not be used as parking, loading, unloading areas, etc. Landscaping shall be obligatory on green areas. Only watch boxes and transformer buildings, the eaves height of which does not exceed 3.00 m., may be constructed on these areas and treatment facilities and water reservoirs may be constructed under the ground level, provided that the area above the ground are planted green.

c) Setback distances;

1) The distance left between the parcel boundaries and the sides of the facilities and buildings closest to these boundaries is called the setback distance. If several parcels are joined, values corresponding to the total area shall be taken. If principles set for roads inside the zone, loading and unloading areas and parking places require larger setback distances, then larger values shall be applied.

2) No amendments may be made to the setback distances given in the table included in ANNEX-2 of the Regulation without obtaining the approval of the Ministry. However, the minimum distance constituted by the sum of the green areas and the ring road in the parcel may not be exceeded even if a requirement arises in order for a productive investment to be realized pursuant to the production plan documented with technical justifications.

3) According to the mentioned table, parcels with sizes 3,000-5,000 sqm shall only be applied in specialized OIZs and those located in priority regions for development.

4) Formation of parcels smaller than 5,001 sqm with sizes 3,000–5,000 sqm in regions other than priority regions for development shall be subject to the approval of the Ministry, provided that the requirement for such sizes is proven.

5) In parcels on which the front setback distance is used from the longer side, the setback distances of a lower parcel type may be applied, provided that the "I" coefficient is not lower than 4. If the minimum building depth of 30 m. cannot be achieved in spite of this, the setback distances of the 3,000–5,000 sqm parcel type may be applied. The plots, which shall be subject to implementation shall be calculated with the following formula;

$$I = \frac{G-O}{D-X}$$

I = If the coefficient is lower than 4, the setback distances of a lower parcel type may not be applied.

G = Parcel Width (Longer Side)

O = Sum of Side Setback Distances

D = Parcel Depth (Shorter Side)

X = Sum of Front Garden and Back Garden Setback Distances.

c) Internal roads;

Internal roads of the parcel shall be calculated with a minimum width of 5 m. and as ring roads.

d) Loading and unloading areas inside the parcel;

The OIZ shall decide whether or not to approve the project proposed for performing loading and unloading on the side and back sections of industrial parcels that do not face the OIZ roads and in other sections that face the road except for the front side in parcels that face three or more roads. These areas and the roads inside the parcel must be coated with a suitable material and their drainage must be ensured in order to prevent dust, mud, and similar materials from being carried to the OIZ roads.

e) Open storage areas inside the parcel;

Open storage areas may only be allowed in areas permitted by the OIZ in the side and back sections of the building, outside the green areas and the ring road inside the parcel. Open storage shall not be allowed on the side facing the second road in corner parcels.

f) External appearances;

The external appearances of buildings must be designed and constructed in a way to preserve and add value to the architectural integrity of the OIZ. All exteriors that are not constructed with materials that can be used without plastering such as colored bricks, pressed bricks, exposed concrete, granite and glass, and siding materials shall be plastered, painted, and coated as required by the wall material used. The quality and color of the materials to be used in architectural projects must be stated.

g) Garden walls;

1) The height of the filled garden walls around the parcel, without any regard to the material with which they are built such as stone, brick, concrete, briquette, wood, metal, and similar materials, may not exceed the sidewalk in sections facing the OIZ roads and the natural ground level in other sides more than 30 cm. The top of the garden wall may be closed in an aesthetic manner and with an aesthetic material showing its back such as metal or wooden railing. The total height of the wall and

the railing may not exceed 1.50 m. Sustaining walls that hold the ground that is formed between the parcels due to the physical structure shall not be included in this height. The details must be prepared and approved in architectural projects. The OIZ shall decide whether or not the proposed project is suitable in special conditions related to garden walls in a way that it does not prevent the use of infrastructure constructions and hinder intervention.

2) The garden walls of the facilities that operate in the defense industry sector shall be constructed in compliance with the relevant legislation provisions.

ğ) Support units belonging to the participant;

Generators, LPG tanks, fire water tanks, treatment facilities, and similar support units that are required for the operation of the facility may not be located on the ring road inside the parcel or on green areas. Apart from this, the OIZ shall decide the suitability of the location of these units inside the parcel.

h) Signs and advertising boards belonging to the participant;

Nothing may be written or drawn or signs or advertising boards may not be placed on vehicle and pedestrian roads and green strips belonging to the OIZ. Signs and advertising boards belonging to the participant may be placed on the exteriors of the buildings or inside the construction area in a way that they are proportional to the building as shown in the architectural project. The sign and the advertising board may only contain the trade name and logo of the participant.

ı) Administrative units belonging to the participant;

Administrative units in industrial parcels may be constructed as independent sections in areas suitable for construction provided that they remain within the total construction rights of the parcel. However, the total construction area of the subject administrative unit may not exceed 25% of the total construction area of the manufacturing unit.

Determining the elevation of facilities

ARTICLE 72 – (1) Elevations of facilities to be constructed on parcels shall be determined as follows:

a) In flat lands; the highest pavement level from the alignment of the middle point of the road faced by the parcel shall be considered as the reference point and the facilities shall be leveled accordingly. The level of the pavement shall be 0.18 m higher than the level of the road.

b) In inclined lands; the natural ground elevation in parcels that are higher or lower compared to the road may not exceed the elevation to be given from the curb level for these parcels more than 3.00 m. However, the natural ground elevation in parcels that are more than 3.00 m. higher or lower compared to the road shall be determined by the OIZ with in-situ measurements.

Place selection, zoning plan, and zoning plan amendments in private OIZs

ARTICLE 73 – (1) The articles concerning the zoning plan approval of the Regulation shall be applied with regard to the approval of the zoning plan and its amendments prepared in compliance with the procedures specified in sub-clause (j) of the first paragraph of article 41 of the Regulation, by obtaining the positive opinion of municipalities within the boundaries of municipalities and adjacent areas and that of the Governorships outside the boundaries of municipalities and adjacent areas as well as publication, objections to the plan, evaluation of objections, and distribution of the plan. However, private OIZ projects that require special architectural design shall not be subject to the construction conditions specified in the Regulation.

(2) Proposals for private OIZ projects that require special architectural design shall be submitted to the Ministry together with their layout plans and preliminary projects during application for place selection. The Ministry shall ensure that these proposals are also evaluated based on the characteristics of the project at the place selection commission.

Approval of the zoning plan

ARTICLE 74 – (1) Zoning plans that are prepared by the plan owner or the city planner working in the OIZ shall be signed by the persons, who are authorized to bind the OIZ, and submitted for the approval of the Ministry.

(2) Proposed zoning plans that are evaluated and decided on by the zoning commission shall be approved as deemed appropriate by the Ministry and become effective with the decision of the Provincial Administration Board. The plans shall be posted in the place of announcement determined by the Governorship for a period of one month. Objections to the plans shall be submitted to the Governorship during this period. The Governorship shall convey the objections, if any, and the plans

to the Ministry. By examining the objections, the Ministry shall take the final decision on the plans and state the justifications for such decision as well and notify the decision in writing to the concerned within 15 days starting with this date. A copy of each finalized zoning plans shall be sent to the relevant institutions for information.

Zoning plan amendments and their approval

ARTICLE 75 – (1) No amendments may be made in a way to change the main decisions of the plan.

(2) Plan amendments for removing, downsizing, or displacing the industrial blocks and social and technical infrastructure areas included in the zoning plan may not be made unless they are obligatory. In situations where such amendment is obligatory, a justified technical report shall be prepared with this regard and equivalent areas shall be allocated in a way to preserve the area utilization balance in OIZs where shared areas are utilized with minimum sizes.

(3) The areas, which are required for the activities of the OIZs and which are included in the approved boundary after being approved by the Ministry, where the facilities and connection lines concerning the technical infrastructure as well as the technical equipment areas are located, may not be subjected to zoning plan amendments in order to be converted to another purpose of utilization.

(4) Intellectual rights of any zoning plan and revision made within the boundaries of the OIZ shall belong to the OIZ.

(5) The articles concerning the zoning plan approval of the Regulation shall be applied with regard to the approval, publication, objections, evaluation of objections, and distribution of the zoning plan amendment sections.

Amalgamation and allotment

ARTICLE 76 – (1) Two or more parcels allocated, not allocated, or sold to the participant may be amalgamated. Resolution of the board of directors and the approval of the Ministry shall be obtained in parcel allotment and amalgamation transactions and such allotment and amalgamation shall become effective with the decision of the Provincial Administration Board without being published.

(2) Industrial parcels may not be allotted. However, upon justified resolution of the OIZ and approval of the Ministry;

a) Parcels which are under the responsibility of the OIZ and which are not allocated or sold to the participant may be allotted with the aim of meeting the small parcel requirement,

b) On condition that the participant declares that it shall not be able to realize the entire facility undertaken to be constructed by it even though the land was allocated or sold to the participant and that the surplus land resulting from the allotment is transferred to the OIZ,

c) In parcels, which consist of several production facilities, which are allocated or sold, and where the company partnership is terminated, provided that the separation of the partners of the participant company is documented or the certificate of inheritance and the inheritors are documented in case of death,

ç) In case the parcel which is under the ownership of the participant and where production is aimed to be made on independent parcels as required by its subject of activity is discovered by the OIZ not to have been allotted with the aim of land speculation and not to be used for commercial purposes and this matter is exclusively stated in the justified resolution and it is agreed and undertaken by the participant by notary public certification that the participant shall obtain the construction license and start construction on the parcels to be created as a result of the allotment within one year in a way to ensure the construction conditions specified in the Regulation and that production shall be started within two years starting with the date of the construction license.

The approved zoning plan of the OIZ and a minimum parcel size of 3,000 sqm in specialized OIZs and those in priority regions for development and a minimum parcel size of 5,000 sqm in other regions shall be taken into consideration with regard to the parcel sizes resulting from the allotment.

Passing of the arrangement boundary

ARTICLE 77 – (1) Arrangement boundaries shall be determined in stages in a way to ensure integrity of application when necessary by taking the approved OIZ zoning plan as basis.

Obtaining title deed records and maps

ARTICLE 78 – (1) Current information related to the block and parcel numbers, surface areas, types, owners, share percentages, and real rights other than ownership concerning the cadastral or

zoning (if any) parcels included in the arrangement area shall be obtained from the Title Deed Registry Directorate. Copies of map sections, technical information and documents, on the other hand, shall be obtained from the Land Directorate.

Preparation of the parceling plan and its attachments

ARTICLE 79 – (1) Current title deed records, technical reports, cadastral state map, diagram of the arrangement area, coordinate and area calculation tables, application summary schedule, relievo measure sketches, block key, registration notification, and other information and documents that are deemed necessary shall be drawn up in compliance with the Regulation on the Production of Large Scale Maps and Map Information published in the Official Gazette numbered 25876 and dated July 15, 2005 and the Regulation on Maps and Plans that are Subject to Registration published in the Official Gazette numbered 14617 and dated August 6, 1973 while preparing or revising the application maps for the arrangement area.

Approval of the parceling plans

ARTICLE 80 – (1) The parceling plan shall be submitted for the opinion of the Ministry together with the documents related to arrangement works. Following its approval by the Ministry, it shall become effective with the decision of the Provincial Administration Board. A copy of each finalized parceling plan shall be sent by the Governorship to the Ministry and the OIZ for information and to the title deed and land registry directorates for registration.

Control and registration processes of parceling plans

ARTICLE 81 – (1) Formation of the cadastral roads that remain within the area of arrangement shall be realized on behalf of the OIZ without paying any fees. Parceling plans and their attachments shall be sent to the title deed registry directorate to be registered after being checked by the land directorate. Zoning plans and parks that remain within the OIZ zoning plan shall be allocated to the public and administrative and social facility areas, exhibition areas, shared education, health, etc. areas and the health protection strip shall be registered in the name of the OIZ. Shared areas within the boundaries of the OIZ shall be at the disposal of the OIZ.

(2) A copy of the registered parceling plan shall be sent to the Ministry.

Zoning application realization methods

ARTICLE 82 – (1) If there are privately owned areas within the selected area of the OIZ, zoning implementation stage may not be started before the subject areas are purchased by consent or expropriated and acquired in the name of the OIZ.

(2) However;

a) In case there are investors within the region, which becomes an industrial zone as a result of the place selection and the zoning plan approved by the Ministry, who undertake to accept the allocation conditions determined by the Ministry and who submit the notary certified letter of undertaking included in ANNEX-3 of the Regulation, the immovable properties belonging to these investors shall be included in the zoning implementation without being expropriated. In such a situation, the participant shall realize the investment undertaken by it on the parcel allocated to it as a result of the zoning implementation. Otherwise, the subject parcel shall be acquired by the OIZ by consent or through expropriation and allocated to another investor.

b) Zoning implementation shall be realized with the prior authorization of the Ministry and pursuant to the article 18 of the Zoning Law numbered 3194 and dated May 3, 1985 in OIZs, which were planned as an industrial zone in part or as a whole before the announcement of the OIZ and which is divided into privately owned project areas, lands with or without buildings, or lands, and the expropriation process of which cannot be realized due to the budgetary means of the OIZ.

(3) Arrangement of the land that is included within the zoning plan in compliance with the finalized zoning plan may be realized with separation maps in the nature of parceling plans pursuant to articles 15 and 16 of the Law numbered 3194 in private OIZs and OIZs that have completed their expropriation processes and got registered in the title deed registry.

Matters that have not been provided for

ARTICLE 83 – (1) All provisions of the Law numbered 3194, excluding spatial standards, and the principles specified in the relevant regulations shall apply about any matters that have not been provided for in the regulation related to the preparation, revision, and amendments of zoning plans and preparation and amendments of parceling plans.

SECTION SEVEN

Granting License and Inspection

License and permission authority

ARTICLE 84 – (1) Licenses and permissions with regard to the use of land as well as project design, construction, and use of buildings and facilities according to the effective zoning plan shall be granted and inspected by the OIZ.

Building construction license application and its attachments

ARTICLE 85 – (1) The participant shall apply to the OIZ with the projects it shall get prepared with the specified conditions and the necessary documents and obtain the construction license. Construction shall not be started without the license. Any construction realized without a license shall be considered illegal.

(2) Construction license works shall be realized according to the following conditions:

a) In order to obtain construction licenses for new constructions, additional and fundamental alterations, the owners of the building or their statutory agents shall apply with a copy of the title deed registration or the land allocation contract given by the OIZ, instead of the copy of the title deed registration, and in provinces, which are covered within the scope of the Building Inspection Law numbered 4708 and dated June 29, 2001, with the contracts made between the participant and the building contractor, the building contractor and the construction supervisor, the building inspection organization and the participant as well as the permit certificate belonging to the building inspection organization. In addition, the geological survey report that determines the state of the parcel, the ground survey report, the architectural project, the statics project, electrical wiring and mechanical installation projects, pictures and calculations, the sketch with reference points or dimensions, and the document containing the "Positive EIA Decision" or "EIA is not Required Decision" pursuant to the Environmental Impact Analysis Regulation, which was published in the Official Gazette numbered 26939 and dated July 17, 2008 must be attached with the application.

b) The 1/500 or 1/1,000 scaled general layout plan of the parcel, the zoning status showing the construction conditions according to the provisions of the Regulation, the approved zoning plan, and the plan decisions, the application sketch, the road elevation record, infrastructure information, the section of the geological-geotechnical survey report that also covers the area where the parcel is located, which constitutes the basis for the preparation of the zoning plan, if any, and similar documents shall be drawn up by the OIZ to constitute the basis for the preparation of the project and given to the participant.

c) The owners of the building or their statutory agents shall get the following projects prepared based on sub-clauses (a) and (b) of this article and in compliance with the effective laws, plans, regulations, Turkish Standards, environmental conditions, scientific, artistic, and health principles, and all legislation provisions:

1) Architectural project: Architectural projects shall consist of the layout plan, all floor plans including basements, the roof plan and at least 2 cross-section and all-sides views of these plans, and application projects that include system sections and point details if necessary, which shall be prepared by architects, and the heat insulation project and/or report, the application document, settlement and landscaping projects to be requested by the OIZ due to the quality of the building, which shall be prepared by the relevant engineers.

2) Statics project: Statics projects shall consist of all floor plans including basements, the roof plan, their cross-sections, details and calculations prepared by civil engineers according to the architectural project, the scales of which are determined based on the size and characteristics of the building, and which show the load bearing systems of reinforced concrete, masonry, steel, and similar structures according to their types. The standards that include engineering services and the Regulation on the Buildings to be Constructed in Disaster Areas, which was published in the official Gazette numbered 26582, and dated July 14, 2007, shall be complied with in these calculations, when determining the physical parameters, the ground, foundation, and building interaction, and the basic design.

3) Electricity project: These are the heavy current and weak current electrical internal wiring projects prepared by electric engineers according to the architectural project, the scales of which are determined based on the size and characteristics of the building, and the elevator projects jointly

prepared by electric-electronic engineers and mechanical engineers. The OIZ shall request those required from these projects according to the characteristics of the building.

4) Mechanical installation project: These are the sanitary installation, heating, cooling-air conditioning projects and the heat insulation project and/or report prepared by mechanical engineers according to the architectural project, the scales of which are determined based on the size and characteristics of the building. The OIZ shall request those required according to the characteristics of the building.

5) Wastewater treatment facility project: Participants, who are required to transform their wastewaters to conform to the standards of discharge to the canal pursuant to the principles determined in the OIZ waste water management, shall include in the treatment facility project files they shall prepare; the process report, process project, hydraulic profile, and P&I diagram to be prepared by environmental engineers; the layout plan and architectural projects for treatment facility buildings to be prepared by architects; statics projects to be prepared by civil engineers; mechanical installation projects to be prepared by mechanical engineers; and heavy current and weak current projects and automatic control projects to be prepared by electric engineers.

6) Fire system project: These are the projects of fire detection and alarm-warning systems and fixed, aqueous-gaseous, automatic, or manual fire equipment and smoke-flame guiding system projects prepared by electric and mechanical engineers according to the architectural project, the scales of which are determined based on the size and characteristics of the building as well as the form of production. The OIZ shall request those required according to the characteristics of the building.

(3) The above mentioned projects as well as the projects, reports, and documents that are additionally requested by the OIZ according to the characteristics of the building and the conditions of the construction site and prepared by the relevant engineers must comply with the drawing and arrangement standards accepted and determined by the Ministry of Public Works and Settlement, the standards prepared by the Turkish Standards Institute, and all relevant regulations.

(4) An information table containing the necessary information related to the place of the land, title deed registration, section, block, and parcel numbers, area, buildings included, if any, in special conditions, type of the building to be constructed, number of floors, building and structure construction areas, purpose of use, owner of the building, construction contractor, project owners, and technical implementation officers shall be included at the beginning of the projects.

(5) Pursuant to the Law numbered 6235 on the Union of Turkish Chambers of Engineers and Architects dated January 27, 1954, the project owner architects and engineers must document that they are registered with the relevant professional chambers and that they have fulfilled their obligations and they must obtain a registration status certificate for every project. Projects belonging to those, who do not fulfill these obligations, shall not be approved. While examining the projects, the OIZ shall also check their conformance with the Law numbered 5846 on Intellectual and Artistic Works dated December 5, 1951.

(6) However, the authorities, duties, and responsibilities of scientists other than the engineers, architects, and city planners who are listed in article 38 of the Law numbered 3194 shall be reserved.

Extension-based repair and alteration and change of process

ARTICLE 86 – (1) Extension-based repairs and alterations may be made, provided that the existing building complies with the OIZ zoning plan and all the relevant provisions of effective legislation. However, license must be obtained in order to realize extension-based repairs and alterations. Positive opinion of the relevant project owner shall be required by the OIZ for extension-based repairs and alterations subject to license, which shall be realized in constructions with construction licenses.

(2) Provisions of the Environmental Impact Assessment Regulation, the General Hygiene Law numbered 1593 and dated April 24, 1930, and the Law numbered 3572 on the Acceptance, by Amending, of the Decree-Law on Opening of Places of Business and Operating Licenses and dated June 14, 1989 shall be applied in case of change of process, change of business, and change of name in the facility.

(3) If an extension-based repair and alteration and any similar modification is made in buildings, the license for which has been obtained, all architectural projects must be changed if the alteration to be made is in the entire building and those required from the projects requested for

construction license must be changed if this alteration requires the static calculations of the building to be changed as well. If the alteration made affects one or more floors, the plans and static calculations and projects, if required, of only those floors that are requested to be altered and if alteration is required to be made in a certain section of a floor, the alteration plan of only this section shall be submitted to the OIZ.

Delivery of projects and granting license

ARTICLE 87 – (1) Application projects to be prepared and signed by project owners shall be prepared in minimum 3 sets, duly filed, and delivered to the OIZ. In addition, the contracts required pursuant to the effective zoning and building inspection legislation, permission certificate, insurance policy, letters of undertaking, documents proving the payment of the necessary amounts, and similar documents shall also be submitted. Furthermore, the geological survey report that determines the state of the parcel, the ground survey report, the architectural project, the statics project, electrical wiring and mechanical installation projects, pictures and calculations, and the document containing the “Positive EIA Decision” or “EIA is not Required Decision” pursuant to the Environmental Impact Analysis Regulation must be attached with the application documents. Documents that constitute the basis for the license shall be examined by the OIZ according to the plan and legislation provisions. If no deficiencies or mistakes are found, the license shall be granted within 30 days starting with the date of application. If deficiencies or mistakes are found, on the other hand, this situation shall be notified in writing and the application shall be returned within 15 days starting with the date of application. The construction license shall be given within 15 days starting with the date of application to be made after any deficiencies or mistakes are completed or corrected. Provisions of article 58 of the type Zoning Regulation for Planned Areas, which was issued pursuant to the Law numbered 3194 and published in the Official Gazette numbered 18916 and dated November 2, 1985, that are not in contradiction with the Regulation shall apply with regard to Scientific responsibility, surveyor services, and registration concerning the building before the construction license is granted. The OIZ shall charge a fee in return for its services for the certification and visa of projects belonging to the enterprises to be established.

Term of license

ARTICLE 88 – (1) The license shall be valid for a period of 2 years starting with the date on which it is granted. Otherwise the license that is granted shall be considered invalid. This term may be extended by the board of directors based on reasonable causes, provided that such extension period does not exceed 2 years.

Permission to start construction of shared facilities and infrastructure

ARTICLE 89 – (1) The responsibility related to the project of the buildings allocated for shared areas in the zoning plan, which shall be constructed by the board of directors, shall belong to the project owner, whereas all sorts of technical implementation responsibilities concerning the building shall belong to the OIZ. This provision shall also apply in provinces that are subject to the Building Inspection Law numbered 4708 and dated June 29, 2001.

Occupancy permit

ARTICLE 90 – (1) When the entire building or its sections that can be used in part are completed, permission of the OIZ must be obtained in order to be able to use these sections. The reports of technical implementation officers stating whether or not the building was constructed in compliance with its projects, scientific and health principles shall be attached with the application petition placed with the OIZ to obtain this permission. In provinces that are included within the scope of the Law numbered 4708, occupancy permit shall not be granted to the owner of the building before a report is submitted to the OIZ by a building inspection organization stating that the building was completed as a whole or in part.

(2) Upon the application by the participant, the OIZ shall determine whether or not the building was completed in compliance with the license and its annexes and whether or not materials conforming to the standards of the Turkish Standards Institute were used.

(3) In order for an occupancy permit to be issued for the sections of the building that can be used in part, the shared areas providing services for these sections must have been completed and be usable and the building must not have any features that contradict with the legislation.

(4) Operating licenses of elevators must have been obtained before obtaining the occupancy permit.

(5) Occupancy permit certificate shall be issued within 30 days if the building is determined to be in compliance with the legislation.

Business license

ARTICLE 91 – (1) The OIZ shall grant business and operating licenses to the enterprises to be established inside the OIZ within the framework of the provisions of relevant laws and regulations.

Buildings that are in contradiction with the license

ARTICLE 92 – (1) The OIZ shall be responsible for the structuring of the zone in compliance with the legislation and the zoning plan. The current state of construction of a building, which is discovered to have been constructed in contradiction with the license or without a license, shall be determined by the OIZ and a period of 30 days shall be given to the participant in order to correct such contradiction.

(2) If the building is not corrected in a way to conform to the legislation, this situation related to the construction shall be notified to the relevant administration by the OIZ pursuant to the Law numbered 3194. Action shall be taken within the framework of articles 32 and 42 of the Law numbered 3194 about the building that is in contradiction or without the license. If requested by the relevant administration, the demolition shall be realized by the OIZ. The relevant administration may request the annulment of the license and the actions taken shall be notified to the OIZ. In addition, members of the enterprising committee and the boards of directors and auditors as well as the zone director shall be responsible for the continuation of such contradiction and if this is determined, the Ministry, by evaluating the denunciations made to it as well, shall file a criminal complaint against those, who are determined to be negligent in this respect. Denunciations shall be kept confidential.

SECTION EIGHT

Participation Shares, Credit Requests, and Repayment Procedures and Principles Participating in the expenses and planning investments

ARTICLE 93 – (1) Institutions and organizations that participate in the establishment of the OIZ shall meet the expenses before and after the establishment collectively.

(2) The OIZ shall plan the annual investments by taking into consideration the participation shares of the institutions and organizations that constitute the enterprising committee.

Due dates and use of participation shares

ARTICLE 94 – (1) Actual credit payments shall be made after the OIZs that use credit from the Ministry deposit the participation share specified in their allocation instructions in the participation share account to be opened in the local branch of the bank in proportion to the amount of the credit extended.

(2) The OIZ participation share account shall be used by the board of directors.

(3) The participation share account in OIZs that use credit from the Ministry shall be primarily used for expenditure tax, commission, matured principal installment, and interest debt payments and the remaining amount shall be spend on other expenses that are not credited. In other OIZs, on the other hand, the enterprising committee shall arrange its payments according to annual investment programs.

Credit funds

ARTICLE 95 – (1) Credit funds shall consist of the appropriations included in the Ministry budget for the establishment, construction, and operation of OIZs.

Credit conditions

ARTICLE 96 – (1) The principles and procedures related to the amount, use, and repayment of the credits to be extended to OIZs by the Ministry shall be determined with a Protocol to be signed between the Ministry and the Ministry of Finance.

(2) The Ministry shall be authorized to review the credit payment terms and conditions within the framework of the Law, Regulation, and Protocol provisions and to make amendments or stipulate additional terms at any time.

(3) The Ministry shall cease the credit payments if the OIZ fails to comply with the Law, Regulation, and Protocol provisions.

Types of credit

ARTICLE 97 – (1) Land, infrastructure, and general administrative expenses credit shall be extended upon their request to OIZs to be formed in priority regions for development that are

included in the Investment Program and specialized OIZs that use advanced technology and infrastructure and general administrative expenses credit shall be given to those in other regions.

(2) Credit shall be extended pursuant to the terms of the Protocol for the infrastructure of OIZs that are established for the first time in developed and normal regions. In subsequent sections, which shall be constructed as a new project or extension, on the other hand, interest rates shall be applied by being increased in the amounts to be determined in the Protocol.

(3) The Ministry shall supervise whether or not the credit is used according to its purpose and directs the transactions through the instructions it shall give to the bank.

(4) Credit may be used from other internal or external sources if additionally required by the OIZ.

(5) Credits provided by the Ministry for general administrative expenses shall be stopped when the road, water, sewerage, and LV-HV electricity network constructions are completed or at least 50% of the total industrial areas in the OIZ have been allocated.

Use of credit

ARTICLE 98 – (1) The credit shall be opened upon the transfer of the type credit agreement signed between the Ministry and the OIZ to the bank.

(2) The credit allocated may be used following the delivery to the bank of the written undertaking of debt to be prepared by the OIZ according to the allocation instruction given by the Ministry.

(3) All costs that might arise from the use and repayment of the credit other than the expenditures within the framework of the Regulation shall be borne by the OIZ.

(4) No advances on the credit shall be given under any circumstances.

Credit guarantee

ARTICLE 99 – (1) The credit guarantee shall be established by the bank on behalf of the Ministry as immovable property mortgage at the first degree and rank, by placing an annotation "In compliance with the purpose of use of the credit" in the title deed registry and in an amount to cover the credit allocation made to the OIZ by years.

(2) A detailed breakdown of the lands and plots that would constitute the security for the credit shall be notified to the bank with approved lists. The bank shall establish the necessary guarantee on the lands and plots specified in the lists on behalf of the Ministry.

(3) The guarantee in OIZs, which do not own any lands yet, shall be created by establishing mortgage on the immovable properties belonging to the institutions and organizations that constitute the OIZ or by blocking their cash assets in banks.

(4) Those under dispute from the lands and plots shall be left outside the scope of the guarantee and they shall be included, when such dispute is resolved.

(5) The bank shall take the necessary actions based on the instructions of the Ministry for the removal of the mortgages sold for cash or against a letter of guarantee.

(6) The bank shall take the necessary actions if the credit is not repaid in time or the provisions of the contract are not fulfilled.

Ministry inspection

ARTICLE 100 – (1) The Ministry shall check the activities of the OIZ in technical and financial terms whenever it deems necessary through its officers or the real persons or legal entities to be assigned by it and in case there are any matters that must be corrected, it shall give the necessary instructions for their correction. The OIZ shall fulfill these instructions as is and inform the Ministry.

SECTION NINE

Facilities that may not be Established in OIZs, Qualities to be Required in Facilities, Allocation and Sale of Lands

Facilities that may not be established

ARTICLE 101 – (1) The following facilities may not be established in OIZs:

a) In Mixed and specialized OIZs;

1) Refineries, gasification and liquefaction facilities,

1.1) Crude oil refineries,

1.2) Facilities where coal and bituminous schist is liquefied or gasified,

- 1.3) Liquefied petroleum gas filling and storage facilities,
- 2) Cement factories, concrete plants, facilities producing cement clinger,
- 3) Nuclear power stations and other nuclear reactors,
- 4) Plants designed for the purpose of storage, disposal and processing of radioactive waste and similar radioactive waste,
- 5) Facilities for the production and enrichment of nuclear fuels,
- 6) Recycling facilities for industrial, bilge, and similar wastewaters,
- 7) Facilities related to the recycling, decomposing, burning, gasification, treatment by chemical means, final and/or interim storage and/or burial under the ground of all sorts of wastes excluding the recycling facilities permitted to be established by the OIZ in line with the positive opinion of the Ministry of Environment and Forestry, where used oil is re-refined and/or re-used by converting it to another product or metal and non-metal wastes and scraps are recycled.

b) In Mixed OIZs:

- 1) Facilities where flammable/explosive materials are produced,
- 2) Petrochemical complexes,
- 3) Brick and tile factories, coal washing, lime, gypsum, and emery facilities excluding those using closed process, gas or liquid fuel in production and filter systems in dust sources,
- 4) Integrated sugar factories,
- 5) Chlorine and alkali facilities, factories producing glycerin, fatty acids, sulphuric acids, phosphoric acids, hydrochloric acids, chlorine and similar chemicals, nitrogen industry and fertilizer factories integrated with this industry,
- 6) Facilities producing raw materials for pesticides,
- 7) Facilities where asbestos or asbestos containing products are processed and converted,
- 8) Cellulose and celluloid producing facilities,
- 9) Facilities producing all kinds of paper from paper pulp excluding those that have established water treatment facilities conforming to the OIZ's standard of discharge to the canal,
- 10) Facilities where raw leather is processed and paddocks and animals are slaughtered,
- 11) Yeast and salt production facilities,
- 12) Talc, barite, calcite and antimony and the like breaking and grinding plants.

(2) The OIZ shall decide within the framework of the reports to be obtained from universities and similar organizations for other facilities that are not mentioned above, which it considers to be objectionable to establish.

Basic conditions

ARTICLE 102 – (1) The following conditions shall be required in the facilities to be established in order for the lands to be allocated in the OIZ:

- a) The requests must be made according to the restrictions introduced during the stage of place selection,
- b) The facility must conform to the sector classification determined in the establishment protocol,
- c) The requirements of electricity, water, and other infrastructure to be used by the facility must not be more than the amounts that can be supplied by the OIZ,
- ç) The facility must not fall into the definition of facilities that may not be established in OIZs.

Land allocation, application, and evaluation of applications

ARTICLE 103 – (1) Land allocations shall be made by the board of directors within the framework of the principles determined by the enterprising committee or the general assembly.

(2) Real persons or legal entities who request the allocation of land from the OIZ shall apply with a file containing the following information:

- a) Application petition,
- b) Size of the land requested,
- c) Certificate of residence and trade registry document (if any), similar documents for the real persons or legal entities that do not reside in Turkey, which shall be approved by the representatives of the Republic of Turkey in their own countries,
- ç) Production flow chart of the planned investment, explanation report, information about the type, production amount, the amount of water to be used, the amount of electric energy requested,

waste water, emission, solid and hazardous waste sources as well as literature information about the subject if the said investment is to be realized for the first time in Turkey

d) Targeted import and export amounts (if any),

e) Employment to be created,

f) Letters and documents stating whether or not the same investment was previously realized in another place.

(3) If the requests are found appropriate, parcels shall be allocated based on the size of the area required by the investment and notified to those concerned in writing.

(4) Land allocation requests of foreign participants shall be evaluated within the framework of the provisions of the Foreign Direct Investments Law numbered 4875 and dated June 5, 2003 and other legislation.

Drawing up contract and price of land

ARTICLE 104 – (1) A type "Land Allocation Contract" prepared by the Ministry shall be drawn up between the OIZ and the participant in OIZs that use credit from the Ministry.

(2) A copy of the land allocation contract shall be delivered to the relevant bank and to the Ministry and it shall become effective upon the deposit of the advance payment to the bank.

(3) Land allocation prices shall be determined by the board of directors within the framework of the principles to be determined by the enterprising committee based on the estimated project cost of each OIZ.

(4) Expropriation costs, all investment costs such as those of the infrastructure, electricity network, social facilities, treatment facility, and other similar shared facility constructions, the credit interest, commission and expense taxes as well as all costs shall be calculated on an estimated basis in the determination of the provisional price of the land to be allocated. The difference that occurs between the finalized and estimated prices of the land shall be added to the sales price.

(5) The amounts collected as a result of the allocation shall be in the nature of advance payments and these amounts shall be included in the down payment to be received from the sale of the land.

(6) The outstanding debts of the participants from the sales price and the amounts collected from the allocation price shall be re-determined by years.

Land allocation and sales revenues

ARTICLE 105 – (1) The following transactions shall be realized in relation with the amount received from land allocations and sales in OIZs that use credit from the Ministry:

a) The OIZ shall deposit the allocation and sales prices it shall receive from the lands to be allocated to the participants in the "Land Sales Account" to be opened in the local branch of the bank. The bank shall monitor this account until the credit debt is paid and ensure that the amounts obtained from allocations and sales as well as credit installments are paid in time.

b) If it is discovered that the board of directors has not deposited the amount obtained from land allocations and sales, the Bank shall apply, in favor of the Ministry, a default interest at the rates specified in article 51 of the Law numbered 6183 on the Procedures for the Collection of Public Receivables; for the period starting from the date of the sales contract if the subject amount is the down payment and from the date of maturity if it is an installment, until the date of payment and it shall record such interest as revenue in the General Budget following its collection.

c) The amount obtained by OIZs from land sales shall be utilized in time deposit accounts to be opened in the local branch of the bank if they do not have any outstanding debts during the grace period and afterwards, provided that such accounts are associated with the dates of the installments. The amount to be accumulated in this account shall be primarily used for the payment of expense taxes, commissions, matured principal installments, interest debts, and reimbursements of the prices of lands, the allocations of which are cancelled, and the remaining amount shall be used for the activities of the OIZ.

ç) The OIZ shall take all the necessary measures in order for those to whom lands were allocated or sold not to make any speculations and to establish the industrial facilities declared by them within a reasonable period and it shall get the annotation "right of redemption" placed in the title deed records. The right of redemption annotation shall not be removed from the title deed records unless the facility previously declared to be established on the land by the participant is put into operation.

Granting title deed

ARTICLE 106 – (1) From the participants, who are allocated with lands in the OIZs that use credit from the Ministry; those, who

a) pay the allocation price in full or submit a letter of guarantee to the OIZ for their remaining debts from the allocation price,

b) submit a notary certified letter of undertaking to the OIZ stating that they shall participate, without objection, in other investments to be realized with the land prices, which shall be finalized by the OIZ,

shall be granted with unencumbered title deeds without placing the right of redemption annotation if their facilities have started production and by placing the right of redemption annotation if their facilities have not started production.

(2) If title deeds are granted to the participants by lifting the right of redemption annotation, an annotation stating that “approval of the OIZ must be obtained in case the immovable property is transferred to third persons including foreclosure sales” shall be placed. In such a situation, the undertakings committed by the former participant shall be deemed to have been agreed to without any change by the new buyer.

Failure to pay the installments in due time

ARTICLE 107 – (1) If the installments are not paid in due time, a default interest at the rate of the interest applied by the Turkish Central Bank on short-term rediscount and advance payment transactions shall be applied for the period of delay.

(2) Upon written request by the participant within 2 months starting with the maturity date, the OIZ may extend the installment payment period for a maximum period of 6 months, provided that the default interest is applied. If the installment payments of participants, who have not made a written request or whose request has not been accepted, is delayed more than 3 months, the land allocated to the participant shall be redeemed, except for force majeure events.

(3) The participant may not claim any compensation due to the redemption of the land.

(4) If the parcel is redeemed from the participant, the land allocation price payments made by the participant until that time shall be determined without accruing any interest or similar rights and they shall be paid by placing such amounts in the budget by no later than the next fiscal year following the redemption date.

Start and completion of construction

ARTICLE 108 – (1) Related to the land that is allocated, the allocations made to those participants, who

a) do not obtain a construction license within 1 year following the date of allocation by getting the projects belonging to the construction to be realized by them approved by the OIZ,

b) do not obtain a “Positive EIA Decision” or “EIA is not Required Decision” pursuant to the Environmental Impact Analysis Regulation,

c) do not

1) obtain a construction license and start construction within 1 year following the date of announcement of the OIZ depending on the state of the infrastructure construction,

2) do not start production within 2 years starting with the date of construction license shall be cancelled by the board of directors.

(2) In case there are reasonable causes, the board of directors may extend these periods within the framework of the principles determined by the enterprising committee or the general assembly.

Transfer to others

ARTICLE 109 – (1) Right of redemption annotation shall be placed in the title deed records of the parcels bought by participants.

(2) The lands that are allocated or sold to the participants may not, by any means, be used for any purposes other than the purpose of allocation.

(3) These lands may not be sold, transferred, or assigned before the debt is paid in full by the participants or their inheritors or the facility starts production. This matter shall be placed as an annotation in the title deed records. If the land allocation or sale is made to participants that are in company status, the Ministry shall be authorized to take any measures to prevent the sale of the land or transfer of ownership through transactions with speculative purposes before its debt is paid and the facility starts production.

(4) In case of the dissolution of the firm, to which a land was allocated or sold, it shall be possible to transfer the allocation right to the partner(s) of the firm, who bear the capacity of participant. The Ministry shall be authorized to investigate whether or not the transactions with this regard are collusive and to take the necessary measures according to the result of the subject investigation.

(5) In case of foreclosure sales of the immovable properties that are provided as guarantee by the OIZ and therefore decided to be sold or decided to be sold due to the debt of the participants; such properties may be sold to the buyers with the qualities stipulated in the establishment protocol of the OIZ or to the creditor organization, provided that the receivables of the Ministry and the OIZ are paid in priority. Sales announcement shall also include the participant qualities specified in the establishment protocol.

(6) If the immovable properties are sold to the creditor organization, the creditor organization shall be obliged to sell the immovable property it shall purchase only to those real persons or legal entities with the qualities stipulated in the establishment protocol of the OIZ within no later than 2 years and it shall be obliged to rent the property only to real persons or legal entities with the same qualities.

(7) If contradiction with the prohibitions related to this matter is determined by courts, without any regard to under whose possession the land is, it shall be redeemed based on its price that was effective on the date of allocation or sale and it shall be allocated or sold to another participant.

(8) If the land is to be sold after the buyer receives its title deed and completes its facility; the OIZ shall be entitled to remove the provisions included in the contract made with the first buyer or add new provisions to the contract, which it shall make with the new buyer.

Return of the allocated land

ARTICLE 110 – (1) The participant may, at any time, withdraw from the purchase of the parcel and reclaim the land allocation payments willingly deposited by it until the end of the construction starting period or after starting construction even though it has deposited the down payment and paid the annual installments. The OIZ shall return the sum of land allocation amounts deposited by the participant until that date. The subject amount shall be paid by being placed in the budget within the next fiscal year following the date of return. The participant may not, by any means, claim any interest or compensation other than this amount. The participants who withdraw from purchasing the land in this manner and receive the monies paid by them shall not have any preferential rights if they apply again.

Rights and obligations

ARTICLE 111 – (1) In case the facilities constructed by the participant before the infrastructure investments of the OIZ are completed are required to be removed or altered in a way that they conform to the project, the participant shall be obliged to observe the decision to be taken by the OIZ in this respect. In such a situation, the participant may not claim any rights, receivables, or compensation under whatever name from the OIZ.

(2) The participant must realize the construction on the land allocated to it in a way to conform to the license granted by the OIZ. In case it is determined that the construction on the allocated land contradicts with the OIZ legislation or the license granted, the participant shall be obliged to correct such contradictions within the period specified by the OIZ. The participant shall agree that otherwise the unused section may be allotted and redeemed.

(3) If the participant fails to complete its construction within the specified period or the additional period granted, the OIZ shall be authorized to cancel the allocation by returning the land allocation price even if the participant has laid the foundation and completed the groundwork.

(4) In case the facility is not completed and the production is not started within the specified period; if the construction has progressed until above the foundation level, the land shall be allocated to a new participant, provided that the price of the constructed section to be determined by consent of the former and new participants is paid within 3 months following the expiry of the period granted and such payment is certified. If the constructed section is not sold by consent at the expiry of the period, it shall be sold by the OIZ based on the price to be determined by an expert to be designated by the relevant Court.

Correction of contradictions

ARTICLE 112 – (1) If the participant acts in contradiction with the determined principles and obligations in its enterprise within the OIZ and insists on these actions in spite of the written notifications of the OIZ regarding period specifications; the OIZ shall be obliged to take all the necessary actions to prevent such actions.

(2) The participant may not claim any rights or receivables from the OIZ, for any reason whatsoever, asserting that it has incurred damages due to the preventive measures taken by the OIZ.

Application

ARTICLE 113 – (1) The provisions that are included in this section and that do not exclusively provide for the use of credit shall also be directly applied for the OIZs that do not use credit from the Ministry whereas the provisions that exclusively govern the use credit shall apply to them *mutatis mutandis*.

SECTION TEN

Establishing, Using, and Operating Infrastructure Facilities

Right to establish, use, and operate infrastructure facilities

ARTICLE 114 – (1) The right and responsibility to establish and operate those required from the infrastructure, general service, social, and similar facilities, such as electricity, drinking and utilization water, and natural gas supply and distribution networks, sewerage and rainwater networks, wastewater treatment facilities, drinking and utilization water treatment facilities, roads inside the OIZ, communication networks, internet service providers, and sports facilities; to realize their distribution and sales by buying them from public and private agencies; and to establish and operate production facilities within this framework with the aim of meeting the requirements of OIZs shall exclusively belong to OIZs. However, pre-treatment facilities must be constructed severally in order to reduce the standards of wastewaters to those acceptable by the shared waste water facility.

(2) OIZs may establish joint-stock companies or become partners of those already established for their activities mentioned in the first paragraph. Contracts of such companies shall include a provision stipulating that the management majority shall remain with the OIZs and that this provision may not be amended.

(3) OIZs that are in physical integrity or geographical vicinity with each other may establish or operate joint infrastructure facilities or benefit from those already established under a protocol to be drawn up between them in line with the decisions they shall take in order to meet their infrastructure requirements. Treatment facilities and waste disposal facilities established by OIZs may also treat or dispose of wastes from outside the OIZs other than their own requirements in order to ensure the economic operation of the facilities, if they have adequate capacities.

(4) A commission to comprise of the representatives of the Provincial Directorate of Environment and Forestry, the relevant OIZ, and of either the chamber of industry, chamber of trade and industry, or chamber of trade depending on their presence shall decide whether or not to accept wastes from outside the OIZ.

(5) The organizations included in OIZs shall be obliged to meet their infrastructure needs from the facilities of the OIZ. Infrastructure needs may not be met from another facility without the permission of the OIZ and facilities may not be severally established with this aim. These organizations may not transfer, assign, or allocate the right to use infrastructure facilities allocated to them to other organizations.

Establishment and operation of drinking and utilization water facilities

ARTICLE 115 – (1) The OIZ may establish and operate the necessary facilities in order to meet its drinking and utilization water requirement or realize their distribution and sales by buying them from public and private agencies.

a) A water service contract shall be drawn up between the OIZ and the participant-subscriber in order for the water distribution service to be provided.

b) Water consumptions shall be determined with the use of water meters sealed by the OIZ.

c) The rate of water shall be accrued based on the consumption recorded on the water meter, which shall be read by the zone directorate. The price of 1 cubic meter of water shall consist of its cost and the water services share. The water services share, on the other hand, shall be determined by reflecting on the cubic meter such costs associated with the project, facility construction,

maintenance, repair, and operation of the water tank and pumping stations, maintenance and repair related to any failures that might take place in the transmission and distribution line, meeting of the water requirements of shared facilities and areas, irrigation of shared green areas, personnel wages, and water losses and similar expenses as a result of all sorts of agreements to be made by OIZs in order to supply water.

c) The water rate shall be deposited in the bank account numbers determined by the OIZ or the OIZ cash desk by the last payment date. The board of directors shall take all the necessary measures in order for the water rate to be paid in due time.

d) Objections by subscribers shall not prevent the payment of the water rate. In addition, in case the subscribers fail to pay their water debts, their water shall be cut without the need for any notification or judgment in this respect. The OIZ may not be held liable for any losses or damages that might be incurred by the subscribers in case their water is cut. If the water meter breaks down without the fault of the subscribers, the amount of water consumption corresponding to the period during which the water meter was out of service shall be determined by the OIZ by taking the average of the last three months' consumptions.

e) Subscribers may not use more water than the amount they requested. If they do, the rate of water for the excess amount of water used shall be collected based on the principles to be determined by the OIZ.

f) If the seal of the water meter is broken, the water meter is damaged or removed, the water is used with an arrangement in which the water meter is not operated, or the numerator is tampered with, the water rate shall be accrued and collected as 6 times the average rate corresponding to the periods during which the subscriber's water meter operated correctly or the average consumption of an equivalent facility if such a rate does not exist. In addition, a criminal complaint shall be placed with the Public Prosecutor's Office about those responsible, their deposit payments shall be recorded as revenue in favor of the OIZ without the need for a judgment, their contracts shall be terminated, and legal proceedings shall be initiated about them. The subscriber may not sell or supply water to another real person or legal entity under whatever name, otherwise its contract shall be terminated without the need for a judgment and its deposit payment shall be recorded as revenue.

g) If water is extracted from underground by the participant, the OIZ shall install a water meter on these water sources and charge a rate lower than the determined water rate.

Establishment and operation of natural gas infrastructure facilities

ARTICLE 116 – (1) The OIZ shall establish and operate the necessary infrastructure to supply the natural gas required by the enterprises located in the Zone and realize the sales of the natural gas it purchases to the said enterprises within the framework of the relevant legislation.

Environmental management system

ARTICLE 117 – (1) The OIZ shall put in practice the Environmental Management System, which it shall prepare pursuant to the relevant legislation.

(2) The OIZ shall work in coordination with the relevant agencies and organizations for the solution of the environmental problems.

(3) The Environmental Management System shall be reviewed by the OIZ every two years or in case new facilities are established or the capacities of the existing facilities are increased.

Waste water management

ARTICLE 118 – (1) OIZs shall be responsible for constructing, maintaining and operating wastewater treatment facilities under the information, supervision, and surveillance of the highest civilian authority of the zone and provided that the provisions of the Water Pollution Control Regulation published in the Official Gazette numbered 25687 and dated December 31, 2004 are complied with.

(2) If the OIZ is within the municipality boundaries and its wastewaters are connected to the municipality's waste water treatment facility, such wastewaters must comply with the municipality's standards of discharge to the canal. In case of direct discharge to the receiving environment outside the boundaries of the municipality, on the other hand, the Water Products Law numbered 1380 and dated March 22, 1971 must be complied with if such environment is a production field of water products, and if not, conformance to the Water Pollution Control Regulation or the discharge standards established according to regional conditions shall be required.

Wastes, residues, and other substances that shall not be discharged to the sewerage network

ARTICLE 119 – (1) Substances, which impair the treatment efficiency of the treatment facility and adversely affect the operation of mud facilities or elimination of mud and those, which corrode the waste water treatment facility or its units, prevent, make difficult, or endanger their functions or maintenance, and harm the personnel working in these facilities as well as the quality of the receiving environment shall be prohibited from being discharged to the sewerage network. The wastes, residues, and other substances listed below may not be discharged to the sewerage network by any means:

a) Particularly inflammable and explosive or poisonous substances, fuel oil, gasoline, naphtha, diesel fuel, benzole, solvents, carbide, phenol, petroleum, poisonous substances, oils, greases, acids, alkalis, heavy metal salts, pesticides or similar toxic chemical substances, bloody wastes excluding the diluted blood resulting from processes after washing, and substances carrying pathogens,

b) Any substance which can transform to the gaseous phase, create smoke, odor, health risks due to poisonous effects and therefore prevent entrance to the canals, as well as maintenance and repair,

c) Hair, feather, fiber, sand, cinder, soil, marble and marble powder, metal, glass, trash, debris, animal feces, kitchen leftovers, cellulose, tar, fodders, sawdust, metal and wood pieces, carcasses, paunch contents, grape pulp, fruit pulp, fermented wastes, mud, ice remnants, paper plates and cups, milk containers, plant wastes, rags, wood, plastics, fertilizers, oil cakes, residues of animal feed, and all sorts of similar solid substances and materials that might cause blockage in the canal network or prevent the normal flow of water and the functioning of the canal,

ç) Any corrosive substances that would damage or abrade the canal structure, alkalis, acids, wastes with a pH value of lower than 6.5 and higher than 10, which may create a sulphate concentration level of higher than 1,700 mg/lit in the sewerage system they are discharged to, anionic surface active substances of whatever flow rate, which may create foam in the canal network, detergent waters with a concentration level of higher than 400 mg/lit,

d) Any substances the temperature of which ranges between 5 0C and 40 0C and which, precipitate, solidify, transform into viscous state, or which might create solid or viscous layers on the walls of the canal,

e) Substances with radioactive characteristics,

f) All wastes classified as hazardous and harmful wastes pursuant to the standards of the World Health Organization and other effective international standards as well as the national legislation and standards,

g) When discharge to the sewerage system and to the receiving environment outside the land is concerned, the pre-treatment or treatment facility mud and the mud created in storage and septic tanks,

ğ) All sorts of solid wastes and residues,

h) Cooling waters that do not contain contaminating substances without the written permission of the OIZ.

(2) When discharge to the sewerage system and to the receiving environment outside the land is concerned, the pre-treatment or treatment facility mud and the mud created in storage and septic tanks shall be removed to places to be determined by the OIZ and by taking the appropriate technical measures.

(3) The participant shall be directly liable for any and all damages and losses that might occur if the wastes specified in this article are discharged to the OIZ sewerage system.

Management of waste water infrastructure facilities

ARTICLE 120 – (1) The Waste Water Infrastructure Facilities Instruction prepared by the OIZ

a) shall specify the participants, who shall perform treatment and the amount of wastewater they shall treat depending on the standards of discharge to the canal. Determination of treatment ratios shall be based on laboratory studies and academic reports.

b) shall state that such treatment ratios might be rearranged in case of production increase, change of production technologies, or change of processes.

c) shall include the calculation method for the participation shares in the operation costs of the wastewater treatment facility to be established for the OIZ.

Contribution of participants to the initial investment and operation cost of the wastewater treatment facility

ARTICLE 121 – (1) Participants shall contribute to the investment of the joint wastewater treatment facility based on the flow rate and pollution load ratios to be determined by the board of directors by taking into consideration the size of the parcel at a rate of 25% and the technical characteristics of the wastewater treatment facility at a rate of 75%. Whether or not the participant has put its facility in operation shall not be taken into consideration in the collection of the participation shares in this investment cost.

(2) The participation shares in the operating expenses of the treatment facility, on the other hand, shall be determined by the board of directors by taking the waste water flow rates and pollution parameters into consideration.

(3) Municipalities shall not collect any wastewater rates under whatever name from the OIZs that operate wastewater treatment facilities.

Connection permission certificate

ARTICLE 122 – (1) Participants shall construct the pre-treatment/treatment facility and the inspection chamber if required before the wastewater connection is made to the sewerage system and they shall realize the connection to the sewerage system under the supervision of the OIZ. Then they shall apply for the "Connection Permission Certificate".

(2) Composite samples for 24 hours shall be taken for a maximum period of 30 days upon the start of production and they shall be analyzed by the OIZ or an institution to be approved by the OIZ in order to determine the pollution parameters of the facility, provided that the cost of such analyses is paid by the participant.

(3) The OIZ shall decide whether or not pre-treatment shall be required by getting checked the conformance of the facility's wastewater with the "Standards of Discharge to Canal", which shall be determined according to the waste water treatment facility inlet parameters.

(4) The board of directors of the OIZ shall grant a maximum period of 6 months to the participant to obtain the connection permission certificate. The board of directors of the OIZ may increase or decrease this period if deemed necessary. The connection permission certificate may not be granted to any participants unless the standards of discharge to the canal are achieved.

(5) If the participant fails to obtain the connection permission certificate within a maximum period of 6 months, it shall be deemed to have agreed to any sanctions to be applied by the OIZ.

(6) The technical and administrative liability for the information included in the connection permission certificate shall belong to the participant.

(7) The inspection chamber shall be designed with a size that would allow the placement of the flow meter, the pH measuring device, and similar devices of measurement and as specified by the OIZ. The participant shall be obliged to preserve the treatment center and the inspection chamber in good condition, if any, and to keep the measurement facilities ready for inspection at all times.

(8) The OIZ may request the replacement of the technical personnel in charge, whose name is given in the connection permission certificate, whenever it deems necessary.

(9) The OIZ may perform or get other to perform the analyses it requests independent from the measurement range specified in the connection permission certificate whenever it deems necessary, provided that the cost of such analyses are borne by the participant.

(10) If the participant has a wastewater treatment facility, it shall provide the technical information and documents related to such facility to the OIZ in the form of a report. Any changes that might be made in the capacity or the process of the wastewater treatment facility shall be notified to the OIZ in advance. The inlet flow rate and pollution parameter values of the wastewater treatment facility shall be submitted to the OIZ in the form of monthly reports.

(11) The OIZ may require additional measures for the sources, where sudden discharges or spills may take place or which it deems necessary.

(12) It shall be prohibited to dilute wastewaters with rain waters, cooling waters, lightly polluted washing waters, and similar lightly polluted waters in order to achieve the discharge standards and to eliminate the requirement for pre-treatment. With this aim, the sewerage system in OIZs shall be constructed in the form of a detached system. The rain water outlets of the participants shall be connected to the rain water drainage network after the water is passed through stilling basins and oil deflectors.

(13) No unauthorized official or private persons or organizations may touch the sewerage system, open the manhole covers of the canal networks, excavate the places through which the system passes, displace the networks, construct connection canals, or connect to the network system without the written permission of the OIZ. Water may not be taken from the sewerage facilities to be used for any purpose whatsoever.

(14) Connection permission certificates shall be valid for periods of three years. Those participants who shall make changes in the production amount and arrangement or type of activity shall be obliged to renew the certificate by applying to the OIZ.

Package and solid waste management

ARTICLE 123 – (1) The Waste Control Instruction prepared by the OIZ shall specify where and how the disposal of all sorts of wastes created as a result of the activities of the participants shall be realized.

(2) If the solid wastes created in the OIZ are discharged to the municipality, the environmental legislation must be complied with.

(3) Participation shares in the initial investment and operating costs arising from the disposal of solid wastes as well as the calculation method based on the types and amounts of the solid wastes shall be included in the Waste Control Instruction.

(4) The cost arising from the removal of solid wastes shall be paid by the participant.

(5) Participants, who produce package wastes, shall be obliged to collect the plastic, metal, glass, paper, carton, composite, and similar package wastes, to decompose them at their sources, and give them to the OIZ. The OIZ shall collect, store, transport, and utilize these wastes in compliance with the environmental legislation.

Air quality management

ARTICLE 124 – (1) Disposal of dust, gas emissions, and similar wastes that might cause air pollution as a result of the activities of the participants shall be realized in compliance with the Regulation on the Control of Air Pollution Arising from Heating, which was published in the Official Gazette numbered 25699 and dated January 13, 2005, the Regulation on the Control of Air Pollution Arising from Industrial Facilities, which was published in the Official Gazette numbered 26236 and dated July 22, 2006, and the Instruction on the Protection of Air Quality prepared by the OIZ based on these Regulations.

(2) Emission permissions shall be obtained at the stage of starting production pursuant to the said regulations.

Noise management

ARTICLE 125 – (1) Noise levels that shall occur as a result of the activities of the participants shall be lowered in compliance with the Regulation on the Assessment and Management of Environmental Noise, which was published in the Official Gazette numbered 26809 and dated March 7, 2008, and the Instruction on the Noise Control Instruction prepared by the OIZ based on this Regulation.

Hazardous and medical waste management

ARTICLE 126 – (1) The OIZ shall be authorized to ensure the participants' compliance with their obligations and to supervise them within the framework of the Regulation on the Control of Hazardous Wastes, which was published in the Official Gazette numbered 25755 and dated March 14, 2005, and the Regulation on the Control of Medical Wastes, which was published in the Official Gazette numbered 25883 and dated July 22, 2005.

(2) Participants shall store their hazardous wastes and medical wastes, if any, on a temporary basis, get them transported by licensed carriers, and disposed of in licensed facilities.

(3) In order for immediate response to be given at the time of any accident, the storage containers must be constructed above the ground. A waste collection depot shall be constructed in order to prevent the polluted water from leaking into the underground and from polluting the soil in the surroundings.

Management of hazardous chemical substances and products

ARTICLE 127 – (1) The OIZ shall be authorized to ensure the participants' compliance with their obligations and to supervise them within the framework of the Regulation on the Control of Hazardous Substances and Products, which was published in the Official Gazette numbered 21634 and dated July 11, 1993.

(2) Hazardous chemical substances and products shall be stored in compliance with the conditions specified in the said Regulation.

(3) The depots where hazardous chemical substances and products are placed shall be equipped with the necessary temperature and insulation, as well as lightning protection, ventilation, alarm, and fire extinguishing systems and they shall be constructed with materials suitable for the intended purpose.

(4) Participants in the OIZs, where a fire station is established, shall implement the measures to be taken against fire and explosions, which shall be required by the fire station.

OIZ fire defense system

ARTICLE 128 – (1) OIZs shall prepare and implement guidelines that specify the works and processes to be realized in situations that require emergency response such as security and protection from fire and disasters based on the sectoral structure, geographical location, and similar conditions. In addition, they may establish Fire Stations pursuant to Additional Article 9 of the Civil Defense Law numbered 7126 and dated June 9, 1958 and other relevant legislation. In such a situation, their fire security and competence practices shall be carried out by their own fire fighting groups.

(2) Enterprises in the OIZs, where a fire station is established, shall be obliged to implement the measures to be taken against fire and explosions, which shall be required by the fire fighting group, and to fulfill the provisions related to the Regulation on the Protection of Buildings from Fire, which was published in the Official Gazette numbered 26735 and dated December 19, 2007.

(3) Each enterprise shall be obliged to take the necessary measures in a way to provide the first response within its own structure and to obtain the "Competence Certificate against Fire and Explosions" from the OIZ.

(4) Fire training and exercise as well as the relevant certifications with the aim of enabling the employers of the enterprises to provide the first response in case of a fire shall be realized by the fire station of the OIZ, if any. In addition, enterprises shall deliver the plan showing their depots, where explosive, flammable, combustible, and chemical substances are stored as well as a copy of the "emergency action plan" prepared within the structure of the enterprise to the OIZ.

SECTION ELEVEN

Tender Principles for OIZs that Use Credit from the Ministry

Scope

ARTICLE 129 – (1) All sorts of procurement, construction, and service works, the costs of which are met by the OIZs with the credits they obtain from the Ministry, shall be subject to the provisions of the Regulation. The approval of the Ministry must be obtained before the tender.

Tender procedures

ARTICLE 130 – (1) Tenders shall be realized by announcement and sealed bid procedure. However, the tender may be realized by receiving sealed bids from certain bidders and then negotiating on the subject bids in small-scaled reinforcement constructions, material procurement, service procurement, and similar works, provided that the permission of the Ministry is obtained and the principles to be determined by the Ministry are complied with.

Conditions for being eligible to participate in the tender

ARTICLE 131 – (1) Those, who shall participate in tenders to be realized pursuant to the Regulation, must have a legal residential address, bear the necessary qualities and qualifications, and provide the required guarantees and documents.

Those who are not eligible to participate in the tender

ARTICLE 132 – (1) Those listed below may not participate in tenders, either directly or indirectly or on behalf or themselves or others:

a) Those permanently or temporarily prohibited from participating in public tenders pursuant to the provisions of the Public Procurement Law numbered 4734 and dated January 4, 2002, the Public Procurement Contracts Law numbered 4735 and dated January 5, 2002, and other laws and those who are convicted for crimes that are covered within the scope of the Anti-Terrorism Law numbered 3713, organized crimes, or the crime of bribing public officials at home or in a foreign country,

b) Those, who are determined to have undergone fraudulent bankruptcy,

c) The OIZ tender authorities and the persons appointed in boards with this authority,

ç) Those assigned to prepare, carry out, finalize, and approve all sorts of tender procedures related to the work that constitutes the subject matter of the OIZ tender,

d) Spouses of the persons specified in sub-clauses (c) and (ç), their relatives by blood up to the third degree, relatives by marriage up to the second degree, their adopted children and adoptive parents,

e) Partnerships and companies of the persons specified in sub-clauses (c), (ç), and (d), excluding joint-stock companies, in the board of directors of which they are not appointed or more than 10% of the capital of which they do not own.

(2) Contractors, who carry out the consultancy services regarding the work that constitutes the subject matter of the tender, may not participate in the tender of the subject work. This prohibition shall also apply to their companies, with which they have partnership or management relationships and more than half of the capital of which is owned by them. In addition, organizations such as foundations, unions, or funds, which are included within the structure of or related to the OIZ, without any regard to their purpose of establishment, as well as the companies of which they are partners, may not participate in the subject tender.

(3) Bidders, who participate in the tender despite these prohibitions, shall be disqualified and their bid bonds shall be recorded as revenue. In addition, if the contract is awarded to any one of these bidders as a result of inability to determine this situation during the evaluation stage of the bids, the guarantee provided by such bidder shall be recorded as revenue and the tender shall be cancelled.

Preparation of the tender file

ARTICLE 133 – (1) The tender specifications, contract draft, and technical specifications that state all sorts of characteristics of the works, which constitute the subject matter of the tender, shall be prepared by the OIZ based on the criteria to be determined by the Ministry and the tender file shall be created.

(2) Besides the special and technical conditions to be stipulated depending on the nature of the work, the following information must also be specified in this file:

a) Name, nature, type, and amount of the work,

b) Estimated price, amount and conditions of the bid bond, and conditions for the performance bond,

c) Tender procedure, procedure of receiving bids, date and place for submission of bids,

ç) Place, date and time of the tender,

d) Conditions related to the insurance of the work and the work place,

e) Those who are not eligible to participate in the tender,

f) Place of the work, methods and conditions related to the delivery and receipt of the work,

g) Dates of commencement and completion of the work and penalties to be applied in case of delay,

ğ) Qualifications and competence criteria required to be met by the bidders and the documents required to be provided by them,

h) The statement that the administration shall be free to realize, postpone, or cancel the tender,

ı) The party to pay the taxes, duties, and charges,

i) Place, method, and term of payment of advance payment and conditions related to whether or not an advance payment shall be given, and the amount of such advance payment,

j) Procedure for paying the price difference due to changes in the materials and unit prices of the works that constitute the subject matter of the tender, and if such a payment shall be made, the method of payment for the subject price difference,

k) Situations and conditions under which a period extension shall be granted,

l) Procedure for the settlement of disputes,

m) Name, address, telephone and fax numbers of the OIZ,

n) Principles concerning the preparation and submission of bids as well as opening of outer and inner envelopes,

o) Validity period of the bids,

ö) Whether or not joint-ventures and consortiums may participate in the tender,

p) Whether or not the tender is exclusively open to domestic bidders,

r) Procedure for finalizing the tender decision and the process of execution of the contract.

Estimated price

ARTICLE 134 – (1) The estimated price shall be the price determined in the summary of estimates, which comprise of the unit prices, analyses, estimated and fixed costs published by the relevant institutions and organizations according to approved projects and which are based on the quantities that cover the constructions to be realized.

(2) Preparation works of the projects that constitute the basis for the estimates and the estimates, which are prepared by the project owner, must be monitored by the zone director and the control engineer, they must be examined and checked and signed by them together with the members of the board of directors, who are authorized to represent and bind the OIZ. The responsibility for any mistakes or alterations in the projects and estimates shall belong to the board of directors.

(3) Estimated prices that are endorsed by the board of directors and approved by the Ministry shall constitute the price that shall be taken as basis for the tender. The Ministry shall be authorized to make any amendments it deems appropriate in the summary of estimates and its attachments and to keep some constructions outside the scope of the credit. The OIZ shall be obliged to observe such amendments to be made without any changes. The OIZ may only make construction amendments, provided that it does not use the Ministry credit.

Announcement of the tender and provision of the tender file

ARTICLE 135 – (1) The works that constitute the subject matter of the tender shall be announced by being published twice in both the Official Gazette and the local newspapers. The period between the first announcement to be made in the newspaper and the date of the tender may not be less than 15 days and the period between the final announcement and the date of the tender may not be less than 5 days. The tender shall also be announced at the web page of the Ministry.

(2) Whether the tender file shall be provided in return for a fee or without any charge and if a fee is to be charged, the sales price of the tender file as well as the place of provision shall be specified in the tender announcement.

Matters that must be specified in the announcement

ARTICLE 136 – (1) The following matters must be specified in the announcement:

- a) Name, nature, place, and estimated price of the work that constitutes the subject matter of the tender,
- b) Place where the tender file and its annexes are to be obtained and the relevant conditions,
- c) Place, date and time of the tender,
- ç) Tender procedure, and the procedure of receiving bids,
- d) Amount of the bid bond,
- e) Qualifications and competence criteria required to be met by the bidders and the documents required to be provided by them,
- f) Date and time by which the bids shall be submitted and the place of submission,
- g) Name, address, telephone and fax numbers of the OIZ.

Guarantee and assets accepted as guarantee

ARTICLE 137 – (1) A bid bond not less than 7% of the estimated price and a performance bond not less than 14% of the tender price of the work that constitutes the subject matter of the tender shall be received from the bidders.

(2) Assets that shall be accepted as bid or performance bonds are listed below:

- a) Turkish Currency in circulation,
- b) Letters of guarantee given by banks,
- c) Domestic Government Bonds issued by the Undersecretariat of Treasury and documents drawn up to replace them.

(3) Guarantees other than letters of guarantee shall be deposited in the bank accounts of the branches to be determined by the OIZ and their receipts shall be placed in the tender file.

Tender commissions

ARTICLE 138 – (1) Tender commissions shall consist of a total of seven persons comprising a chairman and four members to be elected by the enterprising committee from among its members and a technical and an accountant member. Observer members specialized in their respective fields

from other institutions and organizations may be included in the commission, if necessary. Observer members shall not have voting rights.

(2) The commission shall convene with the participation of all of its members and take decisions by absolute majority. Abstention votes may not be used in taking decisions. Any member not agreeing with the decision shall state his/her justification in the minute of dissent. Decisions taken shall be recorded in minutes.

(3) The OIZ may apply for the tender to be realized at the Ministry, by a commission to be established by the Ministry. If the tender is held at the Ministry, the Tender Commission shall comprise of five Ministry personnel, one of whom shall be the Chairman of the Commission, and two members to represent the OIZ.

(4) Qualification and tender shall be realized by the same commission.

Preparation, submission, and evaluation of bids

ARTICLE 139 – (1) Preparation and submission of bids:

a) All documents required as a condition of being able to participate in the tender shall be placed in an envelope together with the inner envelope containing the letter of bid. The name, surname or trade name as well as the full notification address of the bidder and the work to which the bid belongs shall be written on the envelope. The section, where the envelope is sealed shall be signed and/or stamped by the bidder.

b) Letters of bid shall be submitted in writing and in signed form within a sealed envelope. It must be stated in the letter of bid that the tender document was read and accepted as a whole, the discount rate or the amount of the bid must be explicitly written both in letters and figures, there must be no scrapings, erasures, or corrections on the bid, and it must be signed by the authorized persons by placing their names, surnames or trade names.

c) Bids shall be submitted by the time of the tender specified in the tender document against serial numbered receipts. Bids submitted after this time shall not be accepted and they shall be returned without being opened. Bids may also be sent by registered mail. Those bids that shall be sent by mail must be received by the administration by the time of the tender. Bids that are not received by the administration due to delays of mail shall not be processed or evaluated.

ç) Bids that are submitted may not be taken back or changed for any reason whatsoever, except for drawing up addendums

(2) Receipt and opening of bids:

a) Bids shall be submitted by the time of the tender specified in the tender document. Bid envelopes shall be examined by the tender commission according to their order of receipt. During this examination, it shall be checked whether the name, surname or trade name as well as the full notification address of the bidder, the work to which the bid belongs, and the full address of the tender commission was written and whether the section, where the envelope is sealed, is signed and/or stamped by the bidder.

b) Outer envelopes shall be opened in front of the bidders and those present according to their order of receipt and the names of the participant firms shall be read. The inner envelopes, which contain the letters of bid of the bidders, shall be set aside without being opened to be evaluated at the end of the qualification. The session shall be closed to the bidders in order for the documents inside the outer envelopes of the bidders to be evaluated by the tender commission by stating the date and time when the qualification results shall be announced and the letters of bid shall be opened.

(3) Evaluation of the bids:

a) Evaluation of the outer envelope: The outer envelope documents of the bidders as well as the annexes that must be attached with these documents pursuant to the relevant legislation shall be evaluated by the tender commission and whether or not they conform to the competence criteria, which determine their capacities to be able to perform the work that constitutes the subject of the tender, and to the conditions specified in the tender document shall be examined.

b) Opening of the inner envelopes: The outer envelope examination results and the reasons for the disqualification of the bidders, who are not deemed qualified, shall be announced together with the relevant justifications in front of the bidders and those present on the date and at the time determined during the first session. The inner envelopes that belong to the bidders, who are disqualified, shall be returned without being opened. The inner envelopes of those, who are deemed

to be qualified by determining that they have submitted all the required outer envelope documents, shall be opened in order and the bidders and the discount rates proposed by them shall be announced.

c) The evaluations made by the tender commission related to these procedures shall be recorded in minutes.

(4) Determination of the most advantageous bid in economical terms:

The highest rate of discount or the most economical bid price offered among the valid bids determined as a result of the evaluations conducted during the tender shall be considered as the most advantageous bid in economical terms. In situations where the same discount rate is offered by several bidders and they are understood to be the most advantageous bids in economical terms, the most advantageous bid in economical terms shall be determined by evaluating the "work experience documents" submitted to the tender commission as elements other than price.

Whether or not to hold the tender

ARTICLE 140 – (1) The tender commission shall evaluate the bidders within the principles of the tender documents. The OIZ or the Ministry, if the tender is realized at the Ministry, shall be entitled to reject all the bids that are submitted and cancel the tender upon the decision of the tender commission. The OIZ or the Ministry shall not enter into any obligations due to the rejection of all the bids.

Finalization and drawing up of the contract

ARTICLE 141 – (1) Finalization of the tender:

The contract shall be awarded to the bidder of the most advantageous bid in economical terms. The tender commission shall determine its justified decision in line with these principles and submit it for approval.

(2) Approval of the tender decision:

a) Documents proving that the bidder who is awarded with the contract is not in situations listed in sub-clauses (a), (b), (c), (d), (e), and (g) of the fourth paragraph of article 10 of the Law numbered 4734 shall be required to be submitted before the tender decision is approved. The bidder, who is awarded with the contract, shall be obliged to submit the subject documents within no later than 7 days. The tender decision shall be approved or rejected by explicitly stating its justification within no later than 21 days following the date of decision.

b) In case the bidder awarded with the contract does not submit the above-mentioned documents or if it is determined to have been prohibited from participating in public tenders, the tender decision shall be cancelled and the bid bond of the subject bidder shall be recorded as revenue. The tender shall be considered valid if the decision of the commission is approved and invalid if it is cancelled.

(3) Notification of the finalized tender decision:

a) The result of the tender shall be notified to the bidder, who is awarded with the contract or its attorney against their signature or by registered mail within no later than 10 days following the approval date of the tender decision. The 7th day following the placement of the letter in the post shall be considered as the notification date of the decision.

(4) Invitation for contract and performance bond:

a) The bidder, who is informed of the tender decision and awarded with the contract, shall be obliged to provide the performance bond to be recorded in the contract in the amount specified in the tender file and sign the contract through the channel of the notary public within 10 days following the notification.

b) If the bidder does not comply with these requirements, the tender shall be cancelled without the need for making a formal protest or obtaining a judgment, the performance bond shall be recorded as revenue, and the bidder shall be prohibited from participating in tenders related to works to be performed with the Ministry credit for a period of 2 years.

(5) Duty and responsibility of the bidder in making the contract:

a) The bidder who is awarded with the contract shall be obliged to sign the contract by providing the performance bond. The performance bond shall be returned immediately after the execution of the contract. If these requirements are not complied with, the performance bond of the bidder, who is awarded with the contract, shall be recorded as revenue without the need for making a formal protest or obtaining a judgment.

(6) Duty and responsibility of the OIZ in making the contract:

a) In case the OIZ fails to fulfill its obligation with regard to the making of the contract, the bidder may withdraw its commitment by stating the situation with a 10-day notary public notification within no later than 5 days following the expiry of the period specified in this Regulation. In such a case, the performance bond of the bidder shall be returned.

(7) Finalization of the tender with a contract:

a) The contract prepared by the OIZ in compliance with the conditions specified in the tender document shall be signed by the OIZ authority and the contractor and registered by getting it certified by the notary public.

Exceptions

ARTICLE 142 – (1) The relevant provisions of the public procurement legislation shall apply mutatis mutandis for other matters that are not included in the Regulation and the tender file.

(2) The OIZs that do not use the Ministry credit and private OIZs shall be outside the scope of section eleven of the regulation related to tenders.

SECTION TWELVE OIZ Senior Organization

Purpose

ARTICLE 143 – (1) The purpose of the OIZ Senior Organization is to enable the OIZs to help each other and solve their common problems.

Establishment

ARTICLE 144 – (1) The OIZ Senior Organization shall be established upon the approval of the Protocol of the OIZ Senior Organization prepared with the participation of the OIZs that have gained legal personality.

(2) The Protocol of the OIZ Senior Organization shall contain the name, address, and purpose of the Senior Organization, the names of the founding members and the organizations represented by them, conditions of membership, members authorized to represent and bind, the condition of effectiveness, signatures and date, the petition for submission to the Ministry, and the section for the approval of the Ministry.

(3) The new OIZs to be established as well as those to participate in the OIZ Senior Organization subsequently shall be accepted for the membership of the OIZ Senior Organization, upon their application with a letter stating that they accept all the obligations included in the Protocol of the OIZ Senior Organization.

(4) The central office of the OIZ Senior Organization is in Ankara.

(5) No organizations other than the OIZs that have gained legal personality may become a member of the OIZ Senior Organization.

Participation in the OIZ Senior Organization

ARTICLE 145 – (1) The OIZ representatives, who shall participate in the OIZ Senior Organization as members, shall be elected from among the enterprising committee, board of directors', or general assembly members of the OIZs depending on their sizes as

- a)** 1 person up to 250 hectares,
- b)** 2 persons from 251 to 500 hectares,
- c)** 3 persons from 501 to 750 hectares,
- ç)** 4 persons from 751 to 1,000 hectares,
- d)** 5 persons from for 1,001 hectares and above.

Substitute members equal to the number of permanent members shall also be elected during the same election. Substitute members shall complete remaining terms of duty.

Bodies of the OIZ Senior Organization

ARTICLE 146 – (1) The OIZ Senior Organization shall consist of the following bodies:

- a)** General assembly,
- b)** Board of directors,
- c)** Board of auditors,
- ç)** General secretariat.

General Assembly

ARTICLE 147 – (1) The general assembly shall convene as ordinary or extraordinary with the participation of the OIZ representatives.

(2) Ordinary general assembly meetings shall be held within the first six months of every year.

(3) The extraordinary general assembly shall convene with a call for meeting whenever the activities of the OIZ Senior Organization or the provisions of the Law, Regulation, and the Establishment Protocol of OIZ Senior Organization require.

(4) General assembly meetings shall be held at the place where the OIZ Senior Organization is located.

Bodies authorized to call the general assembly for meeting

ARTICLE 148 – (1) The General Assembly shall be called for meeting by the board of directors.

(2) The call may be made by the board of auditors or the Ministry whenever necessary.

(3) In addition, the general assembly shall be called for meeting by the board of directors within 10 days upon the request of at least 1/10 of the number of total members, provided that the number of such members is not less than thirty. This application shall be made jointly and by notification through the notary public.

(4) If this request is not fulfilled by the board of directors in time and if a result cannot be obtained from neither the applications made by the board of auditors nor the ones in the manner specified above, those requesting the meeting may apply to the courts of Ankara in order to obtain permission to call the general assembly for meeting themselves. By taking the request into consideration, the court shall determine the agenda, the list of participants, who shall attend the general assembly meeting, and the party that shall meet the expenses of the meeting.

Form of call for meeting

ARTICLE 149 – (1) Calls for ordinary and extraordinary meetings shall be made by registered mail or delivery against signature.

(2) The call shall be made at least 15 days before the date of the meeting. The activity reports of the boards of directors and auditors, the balance sheet, income-expense or profit/loss tables, the estimated budget and the work program as well as other information and documents that are considered appropriate shall be sent together with the call, which shall contain the place, date, time, and agenda items of the meeting. A copy each of these documents shall be available during the general assembly meeting.

(3) The call shall also contain the date, time, and place of the next meeting to be held in case majority cannot be achieved at the first meeting. The time between the meetings may not be less than 7 and more than 15 days.

(4) The dates of announcement and meeting shall not be included in the calculation of these periods.

Inability to hold general assembly meetings

ARTICLE 150 – (1) A general assembly meeting cannot be held in the following situations.

a) The matters specified in article 149 have not been fulfilled,

b) At least one person each from the boards of directors' and auditors' members is not present.

(2) However, if all the members are present and there are no objections, the meeting may be held even if the provisions regarding the call for meeting are not complied with, provided that the other provisions concerning general assembly meetings are reserved.

(3) The condition specified in sub-clause **(b)** of this article shall not be required in general assembly meetings held upon the decision of the court and call by the Ministry.

Ministry representative

ARTICLE 151 – (1) At least one representative shall be present at the ordinary and extraordinary general assembly meeting to represent the Ministry.

(2) The Ministry representative shall supervise whether or not the meeting is held in compliance with the Law, Regulation, and the Establishment Protocol of the Senior Organization and send a copy of each of the documents proving that that call for meeting is made according to the relevant procedure as well as the list of participants and the general assembly minutes signed by him/her to the Ministry.

Application to the Ministry and the documents to be sent

ARTICLE 152 – (1) The date, place, and agenda of the general assembly shall be notified to the Ministry in writing at least 30 days before the meeting.

(2) The document proving that the fee in the amount determined by the Ministry for the representative is deposited in the account to be opened in the Turkish Ziraat Bank in Ankara in the name of the General Directorate shall be enclosed with this notification and the appointment of a representative shall be requested.

Agenda of the General Assembly

ARTICLE 153 – (1) The agenda of an ordinary general assembly meeting shall include the following items:

- a) Determination of solidarity and common problems among the OIZs,
- b) Reading of the boards of directors' and auditor's activity reports,
- c) Reading of the balance sheet and the income-expense table,
- ç) Discussion of the boards of directors' and auditor's activity reports, the balance sheet and the income-expense table,
- d) Release of the boards of directors' and auditor's members,
- e) Election of new members to replace the boards of directors' and auditor's members, whose terms of office have expired,
- f) Discussion and decision on the next year's budget and work program,
- g) Discussion on other matters, provided that they are explicitly written in the agenda.

(2) The agenda of the extraordinary general assembly meeting shall be determined according to the purpose of the call.

(3) Any matters to be notified jointly and through notary public notification at least 10 days before the date of the general assembly meeting by at least 1/10 of the number of total members shall also be included in the agenda.

(4) No matters that are not included in the agenda may be discussed at the meeting. However, upon the written request of at least 1/10 of the members, following the election of the Presiding Board and before passing to the discussion of the agenda items; matters related to

- a) Election of the account investigation commission,
- b) Postponement of the examination and discharge of the balance sheet,
- c) Call of the general assembly for a new meeting,
- ç) Cancellation of the board of directors' resolutions that are claimed to be in contradiction with the Law, Regulation, Establishment Protocol of the Senior Organization, good faith principles, and general assembly resolutions,
- d) Dismissal of the boards of directors' and auditor's members and election of new members to replace them

shall be included in the agenda with the acceptance of the absolute majority of those participating in the General assembly.

(5) In addition, items may be added to the agenda if all the participants are present and there are no objections from any of them.

List of participants

ARTICLE 154 – (1) The board of directors shall be obliged to prepare, before each general assembly meeting, a list of participants showing the names and residences of all members as well as the names of the OIZs they represent and containing the sections to be signed as principal or by attorney.

(2) This list shall be signed by those attending the meeting, the chairman and members of the presiding board and by the Ministry representative by writing their names.

Meeting and decision quorum

ARTICLE 155 – (1) At least two thirds of the members must be present at the meeting in order for the general assembly to convene and discuss the items of the agenda. If a sufficient number of participants are not present during the first meeting, then quorum shall not be required at the second meeting.

(2) Resolutions at general assembly meetings shall be taken with the votes of the absolute majority of those, who signed the list of participants.

Opening of the General Assembly meeting and the presiding board

ARTICLE 156 – (1) The general assembly meeting shall be opened by the persons authorized by the body making the call upon the determination that the application for the presence of the Ministry representative is duly made and the relevant actions are taken in compliance with the regulation and after achieving the quorum for the meeting. Then, a chairman of the presiding board and a deputy chairman as well as a sufficient number of secretary members and a vote collector, if necessary, shall be elected.

(2) The chairman and members of the presiding board must be elected from among the participants or representatives.

Voting rights and representation at the General Assembly

ARTICLE 157 – (1) The OIZs shall be represented at the general assembly of the OIZ Senior Organization by the members elected as specified in article 146 of the Regulation. Each representative shall have one voting right. A member may assign an attorney to use the vote of only one other member with a notary certified power of attorney.

(2) Chairmen and members of the boards of directors and those who are involved in the performance of the OIZ Senior Organization's activities in any manner whatsoever may not participate in voting for decisions concerning the release of the board of directors. Members of the board of auditors may not exercise voting rights in their own releases.

Voting procedure

ARTICLE 158 – (1) Votes shall be used by raising hands at the general assembly. However, if decided with by the absolute majority of those participating in the general assembly, secret balloting may be realized for any matter. If there are several candidates, the elections shall be held by secret balloting using a cell and a box and with the open counting procedure.

Non-release of the bodies

ARTICLE 159 – (1) In case the boards of directors' and auditors' members are not released, their terms of duty shall be considered to have expired and an election shall be considered to have been added to the agenda and these boards shall be elected again. The boards of directors' and auditors' members, who are not released, may not be re-elected for these bodies at the same general assembly.

(2) Moreover, an account investigation commission is established for investigating the matters regarded as holdbacks for non-release or the board of directors to be elected is commissioned as the account investigation commission. The account investigation commission shall submit its report to the knowledge and approval to the members of extraordinary general assembly members within 3 months at the latest.

(3) A copy of the subject report shall be given to the boards of directors or auditors that are not released to provide them with the opportunity to defend themselves.

(4) In order for a legal liability suit to be filed against the boards of directors' and auditors' members, who are not released, a resolution in this direction must be taken at the general assembly. If anything constituting a crime is determined in the report of the account investigation commission, the board of auditors shall file a criminal complaint against those concerned within 1 month following the date of general assembly resolution.

Minutes of the General Assembly

ARTICLE 160 – (1) Minutes containing the elections held and resolutions taken by the members shall be drawn up in order for the general assembly meetings to be valid. Those opposing the resolutions taken during general assembly meetings shall get their oppositions recorded in the minutes together with their justifications. The number of those participating in the meeting as principal and by attorney as well as the number of votes used shall also be given in the minutes.

(2) Minutes of the general assembly shall be signed by the chairman and members of the presiding board and by the Ministry representative.

Announcement of General Assembly resolutions

ARTICLE 161 – (1) The documents proving that the call for meeting is realized in compliance with the relevant procedure as well as the list of participants and the minutes of the general assembly meeting shall be posted at the building where the OIZ Senior Organization operates for a period of 15 days starting from the date of meeting. A copy of the announcement shall be sent to the Ministry at the end of the subject period.

Annulment of General Assembly resolutions

ARTICLE 162 – (1) The persons written below may apply to the relevant court against general assembly resolutions claiming that they are in contradiction with the matters specified in the Law, Regulation, and the Establishment Protocol of the OIZ Senior Organization and good faith principles within 30 days starting with the date of the meeting:

a) Participants, who were present at the meeting, opposed to the resolutions, and got this opposition recorded in the minutes, who were not allowed to use their votes in an unjust manner, or who claim that the call for meeting was not made in compliance with the relevant procedure, the agenda was not announced and notified as required, or that persons, who were not authorized to attend the general assembly meeting, participated in the taking of the resolution,

b) Board of directors,

c) Each of the boards of directors' and/or auditors' members, if they are personally responsible for the enforcement of the resolutions.

(2) The fact that an action for annulment was filed against the general assembly resolution and the date of the hearing shall be duly announced by the board of directors.

(3) Annulment of the general assembly resolution shall be binding for all participants. If the annulment decision is finalized, a copy of the judgment regarding this matter shall be posted at the OIZ Senior Organization for a period of 5 days and sent to the Ministry at the end of this period in order for the meeting minutes in the Ministry archive to be corrected.

Duties of the General Assembly

ARTICLE 163 – (1) Duties of the general assembly shall be as follows:

- a)** To determine the principles for the solution of common problems of the OIZs and their solidarity among themselves, to take remedial measures with regard to the provision of administrative and technical support to the OIZs and similar matters,
 - b)** To elect the members of the boards of directors and auditors, to dismiss them when necessary, and to decide whether or not they shall be released,
 - c)** To discuss and decide on the balance sheet and other financial tables,
 - ç)** To discuss the budget to be proposed by the board of directors, to accept it as is or by making amendments, to determine the amounts of the registration fees and the dues and similar payments to be collected from the members, methods and terms of payment, the ratio of the default interest to be applied in case of delay, and the amounts and principles of the monthly wages or attendance fees and travel allowances to be paid to the members of the boards of directors and auditors,
 - d)** To take resolutions related to movable and immovable properties as well as the purchasing, sale, establishment, and construction of facilities and similar matters, to authorize the board of directors with this aim, and to determine the limits of authority of the board of directors in this respect,
 - e)** To decide on amending the provisions of the Protocol of the OIZ Senior Organization and to authorize the board of directors for the submission of such amendments for the approval of the Ministry,
 - f)** To approve the organization chart and personnel positions of the general secretariat.
- (2) The general assembly may discuss and decide on any and all matters that are in compliance with the duties and purposes of the OIZ Senior Organization.

Board of Directors

- ARTICLE 164** – (1) The board of directors shall consist of nine permanent and nine substitute members to be elected by the general assembly from among the members of the OIZ Senior Organization. Each of the board of directors' members shall be elected from different OIZs.
- (2) The members of the board of directors shall be elected for a period of 2 years. In case of vacancy of membership for any reason whatsoever, the substitute member in line shall replace such vacancy and complete the remaining term of duty.
 - (3) Those who are not present at the general assembly meeting may become candidates for board of directors' membership by placing a written application with the presiding board before the election.
 - (4) The board of directors shall elect a chairman and a deputy chairman from among its members during the first board of directors' meeting to be held.
 - (5) The OIZ Senior Organization shall be represented by the chairman or deputy chairman of the board of directors. Any transactions and letters that shall bind the Senior Organization shall be signed by the chairman or the deputy chairman of the board of directors together with a member of the board of directors or the secretary general.
 - (6) Board of directors' meetings shall convene with absolute majority of its members under the presidency of the chairman or deputy chairman and at least once a month. Members, who do not participate in three successive meetings without a valid excuse or at least half of the meetings held within six months, even they have an excuse, shall be deemed to have withdrawn from membership.
 - (7) Resolutions shall be taken with the absolute majority of those present at the meeting. In case of tie of votes, the chairman's vote shall prevail.
 - (8) The general secretariat shall carry out the secretarial duties of the board of directors.
 - (9) The board of directors shall act in a prudent manner in all its transactions and actions and take the necessary care in the management of the OIZ Senior Organization. Members shall be liable for any damages that might arise due to their own faults.

Duties of the Board of Directors

ARTICLE 165 – (1) The board of directors shall take and implement the necessary measures within the framework of the resolutions taken by the general assembly with the aim of enabling the OIZs to help each other and solve their common problems. It shall take resolutions regarding membership and carry out the management and administration of the OIZ Senior Organization.

Board of Auditors

ARTICLE 166 – (1) The board of auditors shall comprise of two permanent and two substitute members to be elected by the general assembly from among the members of the OIZ Senior Organization. Board of auditors' members shall be elected from different OIZs.

(2) The members of the board of auditors shall be elected for a period of 2 years. In case of vacancy of membership for any reason whatsoever, the substitute member in line shall replace such vacancy and complete the remaining term of duty.

(3) Those who are not present at the general assembly meeting may become candidates for board of auditors' membership by placing a written application with the presiding board before the election.

Duties of the Board of Auditors

ARTICLE 167 – (1) The board of auditors shall carry out the auditing works in relation with the activities of the OIZ Senior Organization. This board shall prepare the audit report and submit it to the general assembly.

(2) The board of auditors shall check the transactions of the board of directors and the OIZ Senior Organization as well as the accounts and assets every month or at least every three months and draw up interim reports. The report to be drawn up related to all activities and the entirety of the annual accounts shall be submitted for the information of the general assembly attached with the interim reports.

(3) Board of auditors' members may participate in the meetings of board of directors, however, they may not use votes.

General Secretariat

ARTICLE 168 – (1) The General Secretariat shall consist of the secretary general and a sufficient number of administrative and technical personnel with adequate qualifications. The organization chart and positions of the general secretariat shall be created and amended with the approval of the general assembly.

(2) The secretary general shall be appointed by the general assembly, provided that s/he is a graduate of a university giving 4 years of education or an institute of education the equivalence of which is approved by the Higher Education Institution and has minimum 10 years of job experience and the other personnel shall be appointed by the board of directors with the approval of the general assembly, provided that they meet the determined qualifications. They shall be dismissed from duty by the same bodies.

(3) The general secretariat shall be obliged to carry out the management and administration of the OIZ Senior Organization and perform other duties in line with the resolutions and instructions of the board of directors.

(4) The qualifications and numbers of the other personnel to be appointed in the OIZ Senior Organization shall be determined with the proposal of the board of directors and the approval of the general assembly, provided that such qualifications and numbers are not lower than those specified in article 54 of the Regulation.

(5) The secretary general must fulfill the conditions required in sub-clause (b) of the first paragraph of article 13 of the Regulation.

Revenues of the OIZ Senior Organization

ARTICLE 169 – (1) The revenues of the OIZ Senior Organization shall be as follows:

- a) Registration fees,
- b) Dues,
- c) Donations,
- ç) Rent, service, interest, and similar revenues,
- d) Default interests,
- e) Announcement and advertisement revenues,
- f) Other revenues.

Books and documents

ARTICLE 170 – (1) The books written in article 66 of the Turkish Commercial Code numbered 6762 and dated June 29, 1956 as well as the member registration book and other books required by its activities shall be kept in the OIZ Senior Organization. The Ministry may impose requirements

concerning the books to be kept, the documents to be used, and the principles and forms of their preparation with the communiqués to be published by it.

(2) Fulfillment of the obligations concerning the organization of books and documents shall be under the joint responsibility of the Board of Directors and the officials to be authorized by it.

(3) All sorts of accounts and transactions of the OIZ Senior Organization shall be inspected by a certified public accountant on an annual basis. Such inspection reports shall be concurrently sent to the OIZ Senior Organization and the Ministry by the end of March.

Ministry inspection

ARTICLE 171 – (1) The Ministry shall be authorized to inspect any and all accounts and transactions of OIZ Senior Organization and to take measures whenever it deems necessary or upon complaint.

Liability

ARTICLE 172 – (1) Members of the boards of directors' and auditors', the secretary general, and the personnel of the OIZ Senior Organization shall be liable for any damages that might arise from their not performing or failure to perform properly the duties assigned to them by the Law, Regulation, the establishment protocol of the OIZ Senior Organization, and similar regulations and from their own faults.

(2) Members, the secretary general, and the other personnel shall be obliged to keep confidential any commercial or operational secrets they might have learned during their activities even if their duties have expired.

(3) They shall be punished as public officers for any crimes they might commit related to the monies and negotiable instruments or commercial papers of the OIZ as well as its properties, balance sheet, minutes, reports, books, records, and documents.

SECTION THIRTEEN Miscellaneous Provisions

Conditions for the participant to rent its facility

ARTICLE 173 – (1) **In order for the facility to be rented:**

- a) The title deed of the facility to be used must be obtained,
- b) The participant must submit a notary certified letter of undertaking stating that it shall be jointly and severally liable for any obligations of the tenant that might arise towards the OIZ,
- c) The participant must not have any overdue debts to the OIZ,
- ç) The board of directors of the OIZ must take a resolution concerning the compliance of the renting transaction with the procedures and principles specified within the framework of the legislation,
- d) A "Positive EIA Decision" or "EIA is not required Decision" must be attached for projects that are subject to the provisions of the Environmental Impact Assessment Regulation.

(2) **In case a facility is rented:**

- a) **The following shall be requested from the party letting the facility;**
 - 1) Recent dated title deed registration certificate,
 - 2) Boards of directors' or shareholders' resolutions concerning the renting of the subject facility from legal entities,
 - 3) Signature circular belonging to the company authorities,
 - 4) A copy of the rental contract to be made,
 - 5) A notary certified letter of undertaking included in ANNEX-4 of the Regulation that it shall be jointly and severally liable for any obligations of the tenant that might arise towards the OIZ,
- b) **The following shall be requested from the tenant;**
 - 1) Certificate of activity approved by the trade registry office,
 - 2) Boards of directors' or shareholders' resolutions concerning the renting of the subject facility from legal entities,
 - 3) Signature circular belonging to the company authorities,
 - 4) Information and documents explaining the activity to be realized,

5) Information form prepared by the OIZ and signed by the authorities of the company, which shall contain such information about the facility to be established such as electricity, water and natural gas requirement, number of employees, wastes and waste characteristics, etc.,

6) A copy of the rental contract to be made,

7) A notary certified letter of undertaking stating that activities shall be performed in compliance with the legislation, internal by-laws, and contracts of the OIZ.

(3) No services, including electricity, water, and natural gas, shall be supplied to the facilities allocated for the use of third persons without the approval of the OIZ.

(4) With respect to the operation of industrial facilities, tenants shall also be liable for the obligations imposed on the participants by the Law and Regulation.

Drawing up and approval of progress payment reports

ARTICLE 174 – (1) Progress payment reports of the OIZs that use credit from the Ministry shall be drawn up in compliance with the specifications and criteria included in the tender file in order to be credited in return for the works performed.

(2) Progress payment reports shall be prepared and signed by the OIZ architect or engineer in charge, approved by the board of directors of the OIZ, and endorsed by the Ministry or the authorities to be deemed appropriate by the Ministry in terms of crediting.

(3) Progress payment reports of private OIZs that do not use Ministry credit shall be drawn up in compliance with the conditions and criteria determined by the board of directors and they shall be approved by the board of directors.

Keeping books

ARTICLE 175 – (1) The accounts of the OIZ shall be kept and monitored on the books that are required to be kept pursuant to the Law numbered 6762 based on the uniform accounting system.

Security

ARTICLE 176 – (1) The OIZs may establish a private security unit that shall operate in compliance with the provisions of the Law numbered 5188 regarding Private Security Services dated June 10, 2004 with the aim of protecting the movable and immovable properties as well as the living creatures and ensuring security in the area within the zoning plan boundaries of the OIZ.

(2) Organizations located within the boundaries of the OIZ may ensure protection and security within their own boundaries with the private security organization to be established by them.

Transportation and shipment

ARTICLE 177 – (1) Operation of transportation-shipment cooperatives within the boundaries of the OIZ shall be subject to written permission of the OIZ. Transportation-shipment cooperatives may not operate within the provincial boundaries to which the OIZ is connected by using the name of the OIZ.

OIZs established by industrialist cooperatives

ARTICLE 178 – (1) In OIZs that are established by industrialist cooperatives, if the establishment is realized by a single cooperative, each cooperative member shall be considered as one participant in the general assembly.

Small industrial estates in OIZs

ARTICLE 179 – (1) Unions of Cooperatives in organized small industrial zones comprising of small industrial estates, which were established before the effectiveness of the Law, shall be included in the enterprising committee upon their request.

(2) Each cooperative in organized small industrial zones comprising of small industrial estates shall be considered as one participant. When the cooperatives are dissolved, each estate shall be represented in the general assembly by a person elected from among themselves.

(3) If small industrial estates are included in OIZs, each cooperative shall be considered as one participant. When the cooperatives are dissolved, each estate shall be represented in the general assembly by a person elected from among themselves. However if several estate managements are established in place of the dissolved cooperative, they shall be represented in the general assembly by a person elected from among themselves. The cooperative or estate representative shall be elected during their general assembly meetings. They shall participate in the general assembly as a participant if they submit the resolution concerning their election.

(4) If the number of cooperatives is not sufficient for creating organs, each cooperative shall be represented in the general assembly by a maximum number of five persons.

Inspection of the accounts and transactions of OIZs

ARTICLE 180 – (1) Certified public accountants, who shall inspect all sorts of accounts and transactions of OIZs, shall submit the inspection reports to be drawn up by them to the enterprising committee or the general assembly as well as the board of directors and the Ministry concurrently, within no later than 15 days.

Service procurement

ARTICLE 181 – (1) OIZs may receive services from other OIZs, the OSBÜK, or Investment Support Offices related to the services to be carried out by them if they are not able to employ a sufficient number of personnel with adequate qualifications and a requirement in this respect arises. However, procurement of such services shall not remove the liability of the OIZ.

(2) In case of procurement of services in this manner, a protocol shall be drawn up among the parties.

SECTION FOURTEEN Provisional and Final Articles

Regulation removed from effect

ARTICLE 182 – (1) The Organized Industrial Zones Implementation Regulation published in the Official Gazette numbered 24713 and dated April 1, 2002 has been removed from effect.

Acquired rights of the personnel employed in OIZs

PROVISIONAL ARTICLE 1 – (1) The personnel, who were working in existing positions before the issuance of the Law even though they are not included in the organization chart and positions approved by the Ministry, shall continue to be employed and their acquired wages and social benefits shall continue to be paid based on their former statuses until they leave by retirement or resignation.

Facilities that are outside the scope

PROVISIONAL ARTICLE 2 – (1) The facilities, which were established before the effectiveness of the Organized Industrial Zones Implementation Regulation published in the Official Gazette numbered 24713 and dated April 1, 2002 and which operate in the fields mentioned in articles 101 and 102 of this Regulation, shall not be included within this scope.

Participation share in the investment of operating wastewater treatment facilities

PROVISIONAL ARTICLE 3 – (1) The provision related to the participation share in the treatment facility investment specified in article 121 of the Regulation shall not apply in OIZs, which have treatment facilities that were constructed and started operation before the effectiveness of the Organized Industrial Zones Implementation Regulation published in the Official Gazette numbered 24713 and dated April 1, 2002.

Validity period of the authorization certificates issued by the Ministry

PROVISIONAL ARTICLE 4 – (1) The authorization certificates obtained from the Ministry before the effectiveness of this Regulation shall replace signature circulars mentioned in the third paragraph of article 51 of the Regulation until their validity periods expire.

Effectiveness

ARTICLE 183 – (1) This regulation shall become effective on the date of its issuance.

Enforcement

ARTICLE 184 – (1) The provisions of this regulation shall be enforced by the Minister of Industry and Trade.

ANNEX-1**TABLE SHOWING THE CREDITABLE WAGES OF THE PERSONNEL OF OIZS THAT USE CREDIT FROM THE MINISTRY FOR THEIR GENERAL ADMINISTRATIVE EXPENSES**

| PERSONNEL TITLES | NUMBER OF PERSONNEL | WAGE TABLE BASED ON THE WORKING PERIODS AND TITLES OF THE PERSONNEL | | | | | | |
|--------------------|---------------------|---|------------------------------|------------------------------|------------------------------|------------------------------|--------------------------------|---|
| | | 1st DEGREE 0 - 1 YEAR | 2nd DEGREE 2 - 3 YEARS | 3rd DEGREE 4 - 5 YEARS | 4th DEGREE 6 - 7 YEARS | 5th DEGREE 8 - 9 YEARS | 6th DEGREE 10 - 11 YEARS | 7th DEGREE 12 YEARS AND ABOVE |
| ZONE DIRECTOR | 1 | 10,000 | 10,200 | 10,400 | 10,600 | 10,800 | 11,000 | 11,200 |
| CONTROL ENGINEER | 5 | 7,500 | 7,700 | 7,900 | 8,100 | 8,300 | 8,500 | 8,700 |
| ACCOUNTANT | 1 | 6,700 | 6,900 | 7,100 | 7,300 | 7,500 | 7,700 | 7,900 |
| MECHANIC | 1 | 5,000 | 5,200 | 5,400 | 5,600 | 5,800 | 6,000 | 6,200 |
| ACCOUNTING OFFICER | 1 | 4,700 | 4,900 | 5,100 | 5,300 | 5,500 | 5,700 | 5,900 |
| TECHNICIAN | 1 | 4,700 | 4,900 | 5,100 | 5,300 | 5,500 | 5,700 | 5,900 |
| TOPOGRAPHER | 1 | 4,700 | 4,900 | 5,100 | 5,300 | 5,500 | 5,700 | 5,900 |
| SURVEYOR | 1 | 4,700 | 4,900 | 5,100 | 5,300 | 5,500 | 5,700 | 5,900 |
| DOCUMENT OFFICER | 1 | 3,400 | 3,600 | 3,800 | 4,000 | 4,200 | 4,400 | 4,600 |
| SECRETARY | 1 | 3,400 | 3,600 | 3,800 | 4,000 | 4,200 | 4,400 | 4,600 |
| SECURITY OFFICER | 1 | 3,400 | 3,600 | 3,800 | 4,000 | 4,200 | 4,400 | 4,600 |
| DRIVER | 1 | 3,200 | 3,400 | 3,600 | 3,800 | 4,000 | 4,200 | 4,400 |
| JANITOR | 1 | 3,000 | 3,200 | 3,400 | 3,600 | 3,800 | 4,000 | 4,200 |
| TOTAL | 17 | | | | | | | |

ANNEX-2**TABLE SHOWING THE SETBACK DISTANCES**

| Setback Distance (Green Areas Included) (m) | | | | Green Areas within the Setback Distance and from the Parcel Boundaries (m) | | |
|--|--------------|-------------|-------------|---|-------------|-------------|
| PARCEL AREA (sqm) | FRONT | SIDE | BACK | FRONT | SIDE | BACK |
| 3000 – 5000 | 8.00 | 7.00 | 7.00 | 1.00 | 2.00 | 2.00 |
| 5001 – 7000 | 12.00 | 8.00 | 8.00 | 2.00 | 2.50 | 2.00 |
| 7001- 10000 | 13.00 | 10.00 | 12.00 | 3.00 | 3.00 | 3.00 |
| 10001- 20000 | 20.00 | 12.00 | 16.00 | 5.00 | 4.00 | 4.00 |
| 20001- 30000 | 24.00 | 14.00 | 22.00 | 6.00 | 4.50 | 6.00 |
| 30001- 40000 | 26.00 | 15.00 | 24.00 | 7.00 | 5.00 | 6.50 |
| 40001- 50000 | 30.00 | 17.00 | 28.00 | 8.00 | 5.50 | 8.00 |
| 50001-100000 | 32.00 | 18.00 | 30.00 | 9.00 | 6.00 | 8.50 |
| 100001 - | 33.00 | 20.00 | 33.00 | 10.00 | 6.50 | 10.00 |

ANNEX-3

LETTER OF UNDERTAKING

(For investors)

I hereby irrevocably agree and undertake that I shall obtain a construction license for and start construction on the immovable property with block and parcel no, which is located within the boundaries of the Organized Industrial Zone and which is owned by me / our company and which shall be allocated to me after the zoning plan implementation within the framework of the provisions of the Organized Industrial Zones Law and its Implementation Regulation, within one year following the date of announcement of the OIZ depending on the state of the infrastructure construction, I shall start production within two years starting with the date of the construction license, I shall not use the subject immovable property for purposes other than the OIZ's purpose of allocation and sale, if there are mortgages or other restrictive real rights established on the property, such restriction shall be lifted by me, I shall not put up my property as a guarantee until the zoning plan implementation is realized, I shall not sell, transfer, or assign it to third parties, and that otherwise, I shall transfer my property to the OIZ based on the price to be determined by the expert before the zoning plan implementation.//...../200.

Address:

Name/Title

(signature)

ANNEX: Parcel List

Note: The letters of undertaking shall be certified by the notary public.

ANNEX-4

LETTER OF UNDERTAKING
(For the investor renting the facility)

Since I have rented my / our facility located on the immovable property with block and parcel no, which is located within the boundaries of the Organized Industrial Zone and which is owned by me / our company to the person / company named for a period of years pursuant to the provisions of the Organized Industrial Zones Law numbered 4562 and its Implementation Regulation, I hereby undertake that I / we shall be jointly and severally liable for any obligations of the tenant that might arise towards the OIZ.//...../200.

Address:

Name/Title

(signature)

Note: The letters of undertaking shall be certified by the notary public.

AMENDMENTS TO THE IMPLEMENTATION REGULATION FOR ORGANIZED INDUSTRIAL ZONES

Date of Official Gazette: August 22, 2009

Official Gazette Number: 27327

- 20 articles (articles 7, 10, 13, 14, 18, 22, 25, 34, 43, 48, 54, 56, 66, 74, 83, 93, 133, 134, 193 and provisional article 7) were amended as published in the Official Gazette numbered 24987 and dated January 08, 2003.
- 9 articles (articles 10, 14, 19, 20, 146, 155, 157, 188, and 210) were amended as published in the Official Gazette numbered 25604 and dated October 05, 2004.
- 14 articles (articles 9, 14, 19, 27, 55, 60, 76, 93/a, 93/b, 97,136, 161,167, and 174) were amended as published in the Official Gazette numbered 25905 and dated August 13, 2005.
- The first and second paragraphs of article 60 were amended as published in the Official Gazette numbered 25937 and dated September 15, 2005.
- 4 articles (articles 55, 56, 58, and 66) were amended as published in the Official Gazette numbered 25969 and dated October 17, 2005.
- The expression "or operation certificate" included in the first and third paragraphs of article 13 and the first and second paragraphs of articles 14 and 135 was annulled with decision numbered E.2002/3429, K.2004/5402 of the Council of State.
- Stay of execution was decided for the expression (or operation certificate) in sub-clause (v) of article 22 of this Regulation with decision numbered 2002/3689, 2004/5405 of the 10th Chamber of the Council of State.
- 23 articles (articles 4, 6, 7, 13, 14, 18, 22, 48, 51, 55, 67, 75, 83, 93, 129, 135, 136, 140, 144, 154, 182, 186, and 210) were amended as published in the Official Gazette numbered 26088 and dated February 22, 2006.
- Articles 12, 30, 156, 163, and 200 were amended as published in the Official Gazette numbered 26219 and dated July 05, 2006.
- Sub-clause (e) of the 1st paragraph of article 31 was amended as published in the Official Gazette numbered 26767 and dated January 25, 2008.
- Articles 61, 67, 72, 93, and 99 were amended and the letter of undertaking given in Annex-1 was added to the Regulation as published in the Official Gazette numbered 26774 and dated February 01, 2008.
- Amendments were made to articles 3, 5, 8, 12, 13, 14, 15, 18, 29, 30, 35, 36, 37,41, 42, 46, 48, 52, 55, 58, 59, 63, 70, 71, 74, 75, 82, 83, 85, 88, 89, 96, 103, 109, 111, 114, 123, 128, 145, 146, 147, 148, 149, 150, 158, 159, 162, 163, 164, 166, 168, 170, 172, 173, 176, 180, and 181 as well as in provisional articles in the new OIZ IMPLEMENTATION REGULATION published in the Official Gazette numbered 27327 and dated August 22, 2009. The letter of undertaking included in ANNEX-4 was added to the Regulation.