

INTERNATIONAL AGRICULTURAL CITIES UNION (UTŞB-IACU) BYLAW

International Agricultural Cities Conference, hosted by Konya Metropolitan Municipality is held on 22 March 2017 in Konya, Turkey and following the evaluations made by the representatives of participating countries, Ukraine, Bosnia Herzegovina, Afghanistan, Tajikistan, Sudan, Azerbaijan, Kenya, Iraq and Palestine and by the representatives of participating municipalities from Turkey, İstanbul Metropolitan Municipality, Ankara Metropolitan Municipality, Trabzon Metropolitan Municipality, Kahramanmaraş Metropolitan Municipality, Erzurum Metropolitan Municipality, Gaziantep Metropolitan Municipality, Bursa Metropolitan Municipality, Sakarya Metropolitan Municipality, Kocaeli Metropolitan Municipality, Balıkesir Metropolitan Municipality, Ordu Metropolitan Municipality and Kayseri Metropolitan Municipality, decision regarding establishment of ‘AGRICITIES’ International Agricultural Cities Union is signed by all participants as it is described in final declaration.

SECTION ONE: General Provisions

ARTICLE – 1: NAME OF UNION

Name of Union is “International Agricultural Cities Union” and its short name is “AGRICITIES”.

ARTICLE – 2: HEAD OFFICE OF UNION:

Head Office of Union is located in Konya.

ARTICLE – 3: LEGAL FOUNDATION OF UNION:

The Union will be established basing on Law on Establishment of International Organizations No. 3335, Local Administrative Unions Law No.5355 and Municipal Law No.5393.

ARTICLE – 4: OBJECTIVES OF UNION

In order to benefit from knowledge, convenances and mutual experiences via the approach of interaction, solidarity and cooperation by taking the existing experiences and accumulation of knowledge in regions where agriculture is widespread into consideration;

- a) Ensuring interaction of all countries and cities with each other and making positive contribution to agriculture as agriculture and food will be a strategically important sector in future,
- b) Following agricultural developments and smart agricultural applications and informing members, evaluating and developing tangible propositions of members,
- c) Attracting attraction of mankind to agriculture by organizing meetings and conferences in participating countries and cities,
- d) Engaging in activities to investigate and develop new methods with regard to agricultural policies management and agricultural culture, preparing publications in this respect and supporting relevant works and studies.

ARTICLE–5: ACTIVITIES OF UNION

International Agricultural Cities Union may engage in following activities pursuant to objectives of establishment:

- a) Organizing consultative meetings between members to develop rural development policies, providing guidance to local and national policymakers and carrying out lobbying activities, establishing work and monitoring groups,
- b) Following model applications in agriculture and informing its members,
- c) Organizing all kinds of events and activities such as training, research and alike for development of corporate agricultural capacities of urban administrations,
- d) Supporting agricultural activities of municipalities to enable them to achieve their goals, preparing and implementing joint projects,
- e) Providing guidance to members to have access to resources like national and international grants, funds, credits and alike; providing and implementing consultancy and project support to facilitate establishment of business organizations; building relevant facilities or making them built; running these plants or making them run by others; encouraging and supporting their establishment; providing cooperation and coordination in this respect.
- f) Identifying agricultural patterns of cities, creating climatologically potential inventory of regional plants, identifying geographically indicated products, supporting patenting and branding activities, providing protection of identities and developing them,
- g) Supporting activities intending to help people in need of protection and help in the field of fight against drought and starvation,
- h) Protecting human, animal and environmental health, conducting R&D projects to protect and develop water resources and soil fertility and prevent the risk of desertification of land and supporting relevant projects, organizing events, implementing projects, conducting consciousness-raising studies to increase engagement in various branches of agriculture (good agriculture, smart agriculture and organic agriculture),
- i) Investigating opportunities to develop agricultural applications in line with municipal and provincial planning approach, supporting pursuits of constituting authentic models, publishing periodicals and non-periodicals such as bulletins, magazines, books, reports and alike related to its field of activity, supporting researches, producing visual and audial documents, publishing notices, creating web sites and portals, establishing Training and Research Center, Institute and Library or supporting their establishments after obtaining necessary permits within the scope of relevant legislation,
- j) Cooperating and executing joint projects with international, regional or national institutions and organizations engaged in similar activities,
- k) Holding conferences on agriculture and food and organizing technical inspections in line with its objectives,
- l) When requested, providing information to members of Union with regard to legal, financial and technical problems, presenting opinions to governments and municipalities with regard to municipal and city planning laws if requested as consultancy service,
- m) Establishing and developing regional and international relations between municipalities,
- n) Becoming a member of, cooperating and executing joint projects with international unions, associations, foundations and communication networks activating in the field of local administration,
- o) Attending meetings, seminars, conferences and similar events of international local administration institutions or jointly organizing them,
- p) Identifying potential agricultural dynamics and developing regional market potential,
- r) Whether they are specified above or not the Union performs or suggests to be performed all kinds of services regarding agricultural production and food and enabling cooperation and coordination between municipalities, encourages them, provides financial, technical and administrative support to appropriate projects and activities and joins all relevant activities.

ARTICLE – 6: MEMBERSHIP

a) Conditions and Types of Membership

Regions and cities being in the first place, local and foreign state institutions and organizations, local administration affiliates and partnerships, associations and universities are eligible to be members of the Union provided that their agricultural sectors contribute a great deal to their national economies.

Apart from these associations, foundations and similar legal persons might be accepted as Observer Members.

Moreover real persons who serve in agricultural sector, known by their scientific researches and worked in the administration of Union might be granted Honorary Membership.

b) Founding Members:

- 1) Konya Metropolitan Municipality
- 2) Ankara Metropolitan Municipality
- 3) Antalya Metropolitan Municipality
- 4) Balıkesir Metropolitan Municipality
- 5) Bursa Metropolitan Municipality
- 6) Denizli Metropolitan Municipality
- 7) Erzurum Metropolitan Municipality
- 8) Gaziantep Metropolitan Municipality
- 9) İstanbul Metropolitan Municipality
- 10) Kahramanmaraş Metropolitan Municipality
- 11) Kayseri Metropolitan Municipality
- 12) Kocaeli Metropolitan Municipality
- 13) Malatya Metropolitan Municipality
- 14) Ordu Metropolitan Municipality
- 15) Sakarya Metropolitan Municipality
- 16) Samsun Metropolitan Municipality
- 17) Şanlıurfa Metropolitan Municipality
- 18) Trabzon Metropolitan Municipality

c) Membership Application and Decision

Real and legal persons who want to be a member of Union and have the qualifications specified in this bylaw shall apply for membership in writing by filling the “Membership Application Form” they would obtain from secretariat of UNION. Membership applications are discussed in Board of Directors and finalized and submitted for the General Assembly’s information in the first assembly.

d) Cancelling Membership

Memberships of members who lose their membership conditions and who are confirmed that they don’t fulfil their obligations determined and specified in this bylaw might be cancelled upon recommendation of Board of Directors and decision of General Assembly.

e) Resignation from Membership

The member who wants to resign from membership submits their resignation decision to Board of Directors in writing. Resignation from membership is not subject to any approval. However the member who wants to resign from membership should have fulfilled all of their membership obligations till that date.

SECTION TWO: Bodies of UNION

ARTICLE – 7: BODIES OF UNION

Bodies of Union are below:

- a) General Assembly
- b) Board of Directors
- c) Board of Auditors

ARTICLE – 8: FORMATION OF GENERAL ASSEMBLY

Members of Union constitute the General Assembly of UNION. Members of Founders' Committee are Natural (Original) Members of Union's General Assembly.

Member local administrations are represented in General Assembly by their Mayors or a representative commissioned by Mayor and by council members selected by municipal council; local administration unions and other public institutions and organizations are represented by their president or a representative commissioned by president.

In case the president or council members to represent the said institutions in general assembly are changed, they continue their commissions till the respective changes are notified to Union in writing.

Observer and Honorary Members may attend General Assembly as observers and without voting power. Provided that Council Chairman of General Assembly recognizes their demand to talk, they may speak out their opinions regarding the subjects of discussion.

ARTICLE – 9: DUTIES AND AUTHORITIES OF GENERAL ASSEMBLY

Duties and authorities of General Assembly are as follows:

- a) Appointing President, Board of Directors and Board of Auditors of Union and relieving them of duty if required,
- b) Discussing work plans and schedules,
- c) Discussing and approving activity report, report of auditors and financial status report of previous period,
- d) Deciding amendments and modifications to be made in bylaw,
- e) Deciding dissolution of UNION,
- f) Determining membership fees; deciding wipe out of all or some of the debts,
- g) Approving the budget of Union submitted by Board of Directors.

ARTICLE – 10: GENERAL ASSEMBLY MEETING AND QUORUM

Ordinary General Assembly meetings are held once every three years. General Assembly meets with absolute majority of total member number, decisions are taken with absolute majority of meeting participants.

In case quorum of meeting is not provided in the first meeting, number of participants in second meeting is deemed as quorum of meeting. However number of participating members in second meeting shall not be less than twofold of total member number of the original members of board of directors and board of auditors. Date of second meeting is announced in the invitation to first meeting.

At the invitation of Board of Directors or at the written request of 1/5th of Union members Extraordinary General Assembly is held within 60 days following the date of invitation. No issues other than the ones in the announced agenda is discussed in extraordinary meeting.

In case no decision is taken by General Assembly on contrary, lists of Board of Directors and Board of Auditors submitted to Council Committee are voted openly.

A Council Committee selected by members at the beginning of the meeting and composed of one Chairman and two members chairs the General Assembly Meeting. Anybody can be a candidate for Council Chairmanship and Council membership or other members may present candidates.

Members are represented in General Assembly as follows:

a) Members Representing Legal Persons:

2 (two) members selected by member local administrations' councils among their members. Substitute members as many as half of original members are also selected. Presidents of member local administrations are natural members of UNION.

Term of office of selected members of the council of Union expire on the date of local elections. Newly elected members are notified.

In case memberships of council become void due to resignation or a similar reason, substitute members replace them.

Municipal associations and other legal persons: They have right to be represented by 1 person (Top Manager or their Representative).

b) Each of the members of General Assembly has one (1) voting right. Votes casted on behalf of legal persons shall be given by the president of local administration or local administrations union or by their commissioned representatives. Representatives of legal persons membership fee debts of whom are not paid till date of General Assembly meeting cannot cast vote in General Assembly.

c) Board of Directors sends the agenda of General Assembly to members who have the right to attend the meeting in writing by mail and/or by electronic mail.

Notifications sent to mailing addresses of legal persons who are members of General Assembly by post or to their e-mail addresses by e-mail are deemed to be sent to representatives of these legal persons. Notifications made to agencies of Union in countries or regions are deemed to be made all members of Union in said country or region. Invitations to Ordinary and Extraordinary General Assembly Meetings are made at least 30 days prior to meeting.

ARTICLE – 11: FORMATION OF BOARD OF DIRECTORS

Board of Directors is composed of one president, at most 17 members and 18 substitute members elected for 3 years among General Assembly members. Co-chairmen may also attend the Board meetings.

In case there is a vacancy in Board of Directors due to factual or legal reasons, substitute members are called for duty by President in accordance with the order of election.

ARTICLE – 12: DUTIES AND AUTHORITIES OF BOARD OF DIRECTORS

Board of Directors;

- a) Prepares the budget of UNION,
- b) Decides suitability of opening branches or agencies upon request,
- c) Determines personnel policy, personnel regulation and wages,
- d) Takes necessary decisions in relevant issues in case General Assembly delegates them authority,
- e) Establishes committees and work groups with respect to issues and in the number they deem necessary,
- f) Evaluates membership applications and finalizes them,
- g) Determines royalties to be paid from Union's budget,
- g) Determines wages of experts who would participate to conferences, lessons, courses, seminars etc. and other expenses to be paid from Union's budget,
- h) In case the chair of President becomes vacant due to factual or legal reasons before the expiry of the term, the Board of Directors select one of the Board members as President to be effective till General Assembly.

ARTICLE – 13: BOARD MEETING AND QUORUM

Board of Directors meets once a year. If needed, they can be invited to meeting by President or upon request of 1/3rd of Board members aside from the meeting calendar. Quorum of meeting is one more than half of Board members and decisions are made with absolute majority of meeting attendees. In case the votes are equal, vote of President prevails. Each Board member has the right of single vote.

ARTICLE – 14: PRESIDENT OF UNION

President of Union is elected by General Assembly and among General Assembly members for 3 years. Members can be candidate for Presidency or other members nominate candidates.

ARTICLE – 15: DUTIES AND AUTHORITIES OF PRESIDENT

Duties and authorities of President of Union are as follows:

- a) Representing UNION,
- b) Personally joining national or international activities or commissioning a proxy,
- c) Preparing and submitting budget, plan and program and end of period activity report to General Assembly for approval, executing approved budget,
- d) Carrying out General Assembly and Board decisions, following and evaluating the results,
- e) Acting as authorizing officer of Union's budget, commissioning Secretary General of UNION/ *Manager of Union* as authorizing officer if they consider appropriate,
- f) Deciding recruitment of personnel and termination of their labor contracts,
- g) Ensuring collection of revenues of UNION, following receivables, rights and interest and protecting them,
- h) If they see fit, assigning administrative or representative tasks to Board members,
- i) Assigning one (1) Deputy Chairman and Vice Chairmen for issues (Administrative-Financial Affairs, Promotion-Public Relations, Education-Culture, Press-Media, Inter-Members and Inter-Institutions Relations etc.) and in number they deem necessary among Board members and determining their duties and authorities,
- j) Making offers to General Assembly regarding issues related to Union upon receiving the opinion of the Board,

- k) Managing moveable and immovable properties of UNION,
- l) Deciding about expenses in compliance with provisions of Public Tender Act No. 4734,
- m) President of Union may propose a member for Co-chairmanship on the basis of a country or region and appoint this member as Co-chairman upon approval of Board of Directors,
- n) Approving unconditional donations.

ARTICLE – 16: DUTIES AND AUTHORITIES OF CO-CHAIRMEN

Co-chairmen are appointed by Board of Directors upon recommendation of President of UNION. Co-chairmen ensure the execution of activities with regard to development of relations between Union and member municipalities, promotion of Union and cooperation and coordination in line with Board decisions in their countries or regions.

ARTICLE – 17: SECRETARY GENERAL/MANAGER OF UNION

Secretary General/*Manager of Union* is appointed by Board of Directors among persons who are graduates of four-year faculties, have work experience in national or international jobs, preferably speak a foreign language upon recommendation of President of UNION. Board decision is submitted for General Assembly's information in the first meeting.

Secretary General/*Manager of Union* ensures the execution of decisions taken in Board and Executive Board meetings and activities of Union on behalf of and in line with instructions and responsibility of President and manages the personnel of UNION.

President of Union may transfer their authorities they consider appropriate to Secretary General/*Manager of Union* in writing.

ARTICLE – 18: BOARD OF AUDITORS

Board of Auditors is composed of three original and three substitute members elected by General Assembly. All members can be candidate for membership of Board of Auditors or other members may nominate candidates. In case there is a vacancy in Board of Auditors due to factual or legal reasons, substitute members fill this vacancy in accordance with the order of their election. Board of Auditors audit whether Union activates in compliance with the objective specified in bylaw of Union or not and whether books, accounts and records are kept appropriately or not on an annual basis and submits a report including the results of these audits to Board of Directors and to General Assembly. If it is considered appropriate by the Board, Independent Auditing Companies may be used.

SECTION THREE: Financial Provisions

ARTICLE – 19: REVENUES OF UNION

Revenues of Union are below:

a) Membership Fee:

Amount of membership fee is determined by General Assembly.

Due payments by member municipalities who don't fulfill their financial obligations to Union on time will be deducted from the share allocated to these municipalities from the sum of general budget tax revenues by the institution distributing these shares and paid to claimant Union upon application of UNION.

b) Donations-Grants:

Complimentary donations and grants of real or legal persons who want to contribute to activities of Union and grants of national or international organizations.

Board of Directors of Union might determine the person or persons who would accept donations and membership fees on behalf of Union by resolution and issue a certificate of authority.

c) Revenues of Activities:

Revenues generated during the activities of UNION.

d) Expense Participation Shares:

Shares to be paid by project partners or supporters of the activities of UNION.

e) Borrowing Method:

Union has the right to borrow the amount needed within the scope of the duties and authorities of Board of Directors, in compliance with provisions of general legislation of the Republic of Turkey and in line with General Assembly decisions.

ARTICLE – 20: EXPENSES OF UNION

Expenses of Union are as follows:

- a) All expenses made to perform duties and services of UNION,
- b) Management, representation and personnel expenses of the administration of UNION,
- c) Meeting and activity expenses of bodies of UNION,
- d) Travelling expenses and other relevant expenses of General Assembly, Board of Directors, President and personnel,
- e) Contributions to project and studies to be supported by UNION,
- f) Other expenses decided by Board of Directors,
- g) It is mandatory to submit expenditure documents for all expenses made on behalf of UNION. Board of Directors may grant authority to sign to at least two persons to withdraw money from bank accounts of UNION, either with one or two signatures.

ARTICLE – 21: BUDGET AND FINANCIAL RECORDS OF UNION

Budget of Union is prepared as Compound Budget in 3-year periods. It is prepared in the form of an analytical budget with two parts as expense and revenue budgets and shows revenue-expense estimations of budget and allows collection of Union's revenues, expenditures and provision of services. Budget shall be based on a decision of Board of Directors.

Books and records required by relevant legislation are kept in compliance with specified rules and procedures.

ARTICLE – 22: DISBURSEMENT AUTHORITY

Disbursement authority of Union belongs to president. President may delegate this authority to Secretary General of UNION/*Manager of UNION*.

SECTION FOUR: Final Provisions

ARTICLE – 23: RESPONSIBILITY OF MEMBERS

Legal entity of Union is responsible for all contracts signed and undertakings made on behalf of UNION. This responsibility limited with assets of Union shall not bind member personality under any circumstances.

ARTICLE – 24: METHOD OF BYLAW AMENDMENT

Bylaw can be amended by a resolution of General Assembly. In order for the bylaw amendment to be discussed it should be included in the agenda of General Assembly or should be added to agenda upon written request of one tenth of members present. 2/3rd majority of quorum is required to amend the bylaw. If meeting is postponed due to lack of majority, majority is not required in second meeting. However, the number of members attending second meeting cannot be less than twofold of the total number of members of boards of directors and auditors. Quorum of decision is 2/3rd majority of members present.

ARTICLE – 25: ABOLITION OF UNION AND LIQUIDATION OF ASSETS

Union can be abolished by General Assembly decision. Quorum of the General Assembly Meeting is 2/3rd of all members and quorum of decision is 2/3rd of members present in the meeting in order to decide abolition of UNION. If meeting is postponed due to lack of majority, majority is not required in second meeting. However, the number of members attending second meeting cannot be less than twofold of the total number of members of boards of directors and auditors. Liquidation of assets is also specified in decision for abolition. Decision for abolition is notified to all members and if there is no other decision, remaining balance of assets of Union after paying all debts, if there is any, this amount might be transferred to another suitable organization.

ARTICLE – 26: EXECUTION

Provisions of this bylaw are executed by the President on behalf of the Board of Directors of Union.