

# CHARTER OF DEDAK



## DEDAK- Association for Language Education, Evaluation and Accreditation

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## **CHARTER OF LANGUAGE EDUCATION AND ACCREDITATION ASSOCIATION**

### **Name and Headquarters of the Association**

**ARTICLE 1-** (1) The name of the association is "Association for Language Education, Evaluation and Accreditation". The abbreviated name of the Association is "DEDAK". The headquarters of the Association is located in Istanbul. The Association will have no branch elsewhere.

### **Objectives of the Association and Types and Fields of Operations and Activities to be Conducted to Attain the Objectives by the Association**

**ARTICLE 2-** (1) The aim of the Association for Language Education, Evaluation and Accreditation is to carry out information, evaluation, and accreditation activities on language education and teaching, management and organization, with priority on higher education programs. The Association aims to contribute to the improvement and sustainability of the quality of language education to international standards.

#### **Types and Fields of Operations to be Conducted by the Association**

- a) Determining, evaluating and updating the quality standards in the field of language education in accordance with scientific criteria,
- b) Evaluating language education programs within the framework of the determined procedures, principles and quality standards and accrediting them, provided that they obtain the required permissions from the required institutions,
- c) Selecting the people who will take part in the evaluation and accreditation processes, providing the relevant trainings, assigning them, and evaluating their performance,

- c) Organizing activities such as trainings, forums, panels, seminars, workshops, and conferences in the field of language education and accreditation or supporting the events organized,
- d) Establishing cooperation with national and international organizations operating in related fields and carrying out joint projects and activities with them,
- e) Becoming a member of national and international organizations,
- f) Obtaining, preparing, delivering, and archiving all kinds of printed, written and online information and documents in order to attain its purpose,
- g) If deemed necessary, engaging in joint projects with public institutions and organizations related to matters within the scope of its activities, without prejudice to the provisions of the Code on the Relations of Associations and Foundations with Public Institutions and Organizations No. 5072,
- ğ) Creating platforms in order to achieve common goals with other associations or foundations, unions and similar non-governmental organizations in the fields that are related to the purpose of the Association and are not prohibited by law,
- h) Establishing and operating financial, commercial and industrial enterprises in order to gain the revenues needed for the attainment of the objectives of the Charter,
- ı) Purchasing, selling, leasing, and letting moveable assets and real estate needed for the activities of the Association, and instituting right *in rem* on real estate,
- i) Engage in fund-raising activities in accordance with the procedures and principles specified in the Donation Collection Law No. 2860 and accepting national and international donations,
- j) If deemed necessary for achieving its goals, joining a federation established either in Turkey and abroad; having received the required permits, establishing facilities that associations are allowed to establish.

### **Fields of Activities to be Conducted by the Association**

The Association operates in the field of education at home and abroad.

### **Membership Terms and Admission**

**ARTICLE 3-** (1) Upon the decision of the Executive Board and applying in writing, any real person with a capacity to act can become a member of the Association for Language Education, Evaluation and Accreditation provided that

- a) s/he works or has worked as lecturers in the fields of language education or educational sciences at universities, or
- b) s/he is experienced in language education and/or quality issues in education, although not included in *Paragraph 3.1.a*.

(2) Individuals and corporate persons who have provided substantial financial and moral support to the Association can be accepted as honorary members with the decision of the Executive Board. The conditions specified in *Paragraph 3.1* are not required for honorary membership.

(3) The Executive Board decides on the application by evaluating the qualifications of the applicant and his/her contribution to DEDAK's activities.

(4) The membership application to be made in writing to the President of the Association is decided by the Executive Board of the Association as acceptance or rejection of the request within thirty days at most, and the result is notified to the applicant in writing. The member whose application

is accepted is recorded in the book to be kept for this purpose. The principal members of the Association are the founders of the Association and those who are entitled as members by the Executive Board upon their application.

#### **Termination of Membership**

**ARTICLE 4-** (1) Each member may terminate the Association by applying in writing to the Executive Board. As soon as the Executive Board receives the resignation petition of the member, the termination procedures shall be considered to be completed. However, membership termination does not end the accumulated debts and other liabilities of the member to the Association.

#### **Dismissal from Membership**

**ARTICLE 5-** (1) The membership of persons no longer eligible under the terms of this Charter shall be terminated upon the decision of the Executive Board. Other cases for membership dismissal are as follows:

- a) Acting in conflict with the Charter of the Association,
- b) Persistently avoiding assigned tasks,
- c) Not paying the membership fee within six months regardless of written warnings,
- ç) Not acting in concert with the decisions made by the bodies of the Association,
- d) Failing to conform to the conditions of membership.

#### **Governing Bodies of the Association**

**ARTICLE 6-** (1) The governing bodies of the Association for Language Education, Evaluation and Accreditation are as follows:

- a) General Assembly,
- b) Executive Board,
- c) Auditing Board,
- ç) Advisory Board,
- d) Language Programs Accreditation Board.

#### **General Assembly**

**ARTICLE 7-** (1) The General Assembly is the highest decision-making authority of the Association and consists of members registered with the Association. The General Assembly holds:

- a) Regular meetings at the time as specified in this Charter,
- b) Extraordinary meetings within thirty days upon the call of the Executive Board or when deemed necessary by the Auditing Board or upon the written request of one fifth of the members of the Association.

(2) The General Assembly convenes regularly once in 3 years, in October, on the day, place and time to be determined by the Executive Board.

(3) Corporate members notify the Executive Board together with the required authorization until at least one month before the General Assembly Meeting, by whom they will be represented in the General Assembly meeting.

#### **Call Procedure for the General Assembly Meetings**

**ARTICLE 8-** (1) The Executive Board issues a list of the members who are entitled to attend the General Assembly meeting. Members entitled to attend the General Assembly are invited to the

assembly by the Executive Board, by announcing via mail, electronic mail, newspaper advertisement or one of the Association's Website tools the date, time, place and agenda, not later than fifteen days in advance. This invitation also specifies the date, time and place for the second assembly in case the quorum is not reached during the first assembly. The period between the first and the second assembly cannot be less than seven days and more than sixty days.

(2) If the meeting is postponed for a reason other than failure to reach the quorum, it is also announced to the members in accordance with the invitation procedures for the first assembly stating the reason for the postponement. The second assembly should be held no later than six months as of the date of postponement. Members are invited to the second meeting according to the principles stated in *Paragraph 8.1*. The General Assembly may not be postponed more than once.

(3) If the Executive Board does not invite the General Assembly members for an extraordinary meeting within thirty days despite the written request of one-fifth of the members, upon the request of one of the members the magistrate shall appoint three members to invite the General Assembly members to an extraordinary assembly. In the extraordinary General Assembly meeting, only the issue that caused the meeting to be held is discussed and a decision is made; no other proposal can be made to add items to the agenda during the meeting.

### **General Assembly Meeting Procedures**

**ARTICLE 9-** (1) The General Assembly meeting is held if the absolute majority of the members who are entitled to attend are present, and in case of a change in the Charter and the dissolution of the Association if two-thirds of the members are present; in case the assembly is postponed due to failure to reach the quorum, quorum shall not be sought in the second assembly. However, the number of members attending the second assembly may not be less than twice the total number of members of the Executive Board and the Auditing Board.

(2) Members wishing to attend the General Assembly may access the assembly after signing next to their names on the "List of General Assembly Members" issued by the Executive Board.

(3) If the assembly quorum is reached, this is recorded in the minutes, and the assembly is opened by the Chair of the Executive Board, or any member of the Executive Board appointed by the Chair. In case the assembly quorum is not achieved, the Executive Board shall draw up a minute.

(4) After opening the assembly, a Chairing Committee of three persons consisting of a chair, a vice chair and a clerk is appointed in order to manage the meeting.

(5) The Chair of the Chairing Committee is in charge of ensuring peace and order during the assembly. The draft agenda of the General Assembly is issued by the Executive Board. The Chairing Committee opens the draft agenda to discussions and finalizes it through voting by taking into consideration the suggestions for amendments received from the attending General Assembly members.

(6) Each member representing herself/himself or a corporate member has one vote at the General Assembly; members have to vote in person. Honorary members are not entitled to vote.

(7) During the General Assembly meeting, the election of the members of the Executive Board and the Auditing Board shall take place by secret ballot; whereas the resolutions on other issues shall be made by open ballot, unless otherwise decided. Members cast secret votes on a sealed paper or ballot, which are collected in an empty container by the Chair of the Chairing Committee. The Chair of the Chairing Committee ensures that ballots are counted openly after the voting process is completed. In a vote by open ballot, the method determined by the Chair of the Chairing Committee shall be used.

(8) Issues addressed and resolutions made during the assembly are recorded in the minutes, which shall be signed by the Chairing Committee. At the end of the assembly, the minutes and other documents are delivered to the Chair of the Executive Board. The Chair of the Executive Board is

responsible for safe-keeping this documentation and delivering it to the new Executive Board within seven days.

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

**ARTICLE 10-** (1) The following issues are discussed and resolved by the General Assembly:

- a) Electing the principal and substitute members of the Executive Board and the Auditing Board,
- b) Discussing and resolving the suggestions of the Executive Board for amendments to the Charter,
- c) Discussing and approving the report, budget, balance sheet, income-expense statements and Audit Board reports prepared by the Executive Board and acquitting the Executive Board, ç) Deciding on the boards to be established with the proposal of the Executive Board,
- d) Authorizing the Executive Board to purchase real estate needed by the Association for Language Education, Evaluation and Accreditation or to sell existing real estate,
- e) Making decisions regarding the suggestions of the Executive Board related to the international activities of the Association for Language Education, Evaluation and Accreditation, becoming a member of national and international organizations or resigning membership from these organizations and the cooperation with such institutions, as well as authorizing the Executive Board to act in those matters,
- f) Making decisions regarding the establishment of partnerships, economic, commercial or industrial enterprises, funds or foundations, or joining those already established or to be established,
- g) Determining the principles to be followed by the Executive Board when deciding on any payments, travel allowances and compensations, as well as on daily and travel allowances to be provided to the members of Executive Board appointed to the Association for Language Education, Evaluation and Accreditation services,
- ğ) Making decisions regarding the dissolution of the Association for Language Education, Evaluation and Accreditation and the distribution of its property,
- h) Fulfilling other duties specified in the legislation to be performed by the General Assembly.

### **Executive Board**

**ARTICLE 11-** (1) The Executive Board consists of five principal and five substitute members. The Executive Board elects a chair, vice chair, treasurer and members during the first meeting following the election of the Board members.

(2) If, for any reason, a principal member of the Executive Board resigns from the Executive Board membership or from the representation duty of the legal entity to which s/he is affiliated, the substitute members are asked to replace them in the order of the highest number of votes they received in the vote to complete the remaining term of the member who has resigned. Legal members are obliged to notify the Executive Board within 30 days of the departure of the person representing him/her from his/her duty of representation. The Executive Board shall call the substitute member for duty within 30 days following the notification.

(3) The Executive Board members work on a voluntary basis. They do not receive any compensation for their membership to the Executive Board, or for attending meetings of the Executive Board. However, the expenses they make to attend meetings or to organize an activity related to the Association shall be covered from the budget of the Association.

(4) Executive Board convenes at least twice a year if one plus half the total number of members entitled to attend are present. The meeting time, place, and agenda are determined by the Chairman and notified to the Board members before the meeting. In cases where there is travel restriction for various reasons, meetings can also be held via video-conference. Decisions shall be taken with the absolute majority of the total number of members attending the meeting. A member who does not attend two consecutive meetings without giving an excuse is deemed to have withdrawn from membership on their own.

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

**ARTICLE 12-** (1) The Executive Board fulfills the following duties:

- a) Managing the Association in accordance with the current legislation,
- b) Implementing the decisions made by the General Assembly,
- c) Representing the Association through the Chair or authorizing one or more of its members in this regard,
- ç) Making decisions on the issues regarding the acceptance and dismissal of membership of individual and corporate members,
- d) Establishing permanent and temporary boards in order to achieve the goals of the Association,
- e) Deciding on the matters related to the selection, appointment, training, assignment, inspection of the members of the boards and commissions to be formed, and whenever considered necessary, termination of their duties,
- f) Employing full-time and part-time personnel who will carry out the administrative and financial affairs of the Association for Language Education, Evaluation and Accreditation, determining the job requirements, and to dismissing them when required,
- g) Preparing regulations regarding the operational principles of the Association's bodies and submitting it to the General Assembly for the approval,
- ğ) Preparing directives and circulars in line with the regulations,
- h) Deciding on admission fees and annual subscription fees to be collected from the members,
- ı) Preparing the operating accounts table or balance sheet and income statement of the Association belonging to the past task period and submitting the report stating the activities of the Executive Board to the approval of the General Assembly,
- i) Carrying out transactions regarding income and expense accounts and preparing the budget for the following period and submitting it to the General Assembly,
- j) With the authorization entitled by the General Assembly, purchasing real estate, selling movable assets and real estate belonging to the Association, having buildings or facilities built, making a lease agreement, instituting pledges, mortgage, or right *in rem* in favor of the Association,
- k) Preparing proposals for the cooperation with national and international organizations in accordance with the purposes of the Association, submitting them to the approval of the General Assembly, planning and performing such activities after the General Assembly grants authorization,

- l) Issuing an accreditation certificate to the programs that have succeeded in getting the accreditation approval of the Language Programs Accreditation Board upon the decision of the Executive Board,
- m) Making and implementing all kinds of decisions within the limits of the powers granted to them by the relevant legislation in order to attain the purpose of the Association.

### **Auditing Board**

**ARTICLE 13-** (1) Auditing Board consists of three principal and three substitute members. The Auditing Board selects a chairman in its first meeting and notifies the Executive Board in writing.

(2) In case the position of a principal member of the Auditing Board becomes vacant due to resignation or other reasons, the substitute members are asked to replace them in the order of the highest number of votes they received in the General Assembly.

(3) The Auditing Board members work on a voluntary basis. They do not receive any compensation for their membership to the Auditing Board, or for attending meetings. However, the expenses they make to attend meetings or to organize an activity related to the Association shall be covered from the budget of the Association.

(4) The Auditing Board meets with an agenda upon the call of the Chair. The meeting quorum for the Auditing Board consists of two members and decisions are made by majority vote. In cases where there is travel restriction for various reasons, meetings can also be held via video-conference. A member who does not attend two consecutive meetings without giving an excuse is deemed to have withdrawn from membership on their own.

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

**ARTICLE 14-** (1) The Auditing Board fulfills the following duties:

- a) Inspecting, at intervals not exceeding one year and according to the principles and procedures stated in the Association's Charter, whether the Association operates in line with the issues specified to be carried out in order to attain the purposes set out in its charter and the activity fields defined for attaining such purposes, auditing if the books, accounts and records are kept in accordance with the legislation and the Association's Charter, and submitting the auditing results in a report to the Executive Board and the General Assembly,
- b) Inviting the General Assembly to a meeting when necessary,
- c) Making a proposal to the Executive Board for the authorization of independent persons, institutions, and organizations for the supervision of the Association when deemed necessary.

### **Advisory Board**

**ARTICLE 15-** (1) The Advisory Board consists of three principal and three substitute members and the members may be academics from schools of foreign languages at universities, English language departments of the faculty of education at universities, and people known for their contribution to the language education in Turkey; and/or they can be other members including relevant stakeholders that the Executive Board deems appropriate.

(2) The Advisory Board convenes at least once a year with the agenda to be determined by the Executive Board. Meeting quorum is not required in the Advisory Board meetings.

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

**ARTICLE 16-** (1) The duties of the Advisory Board are as follows:



- a) Contributing to the operational practices of DEDAK by consulting and researching on the issues determined by the Executive Board,
- b) When necessary, communicating with the relevant stakeholders, exchanging views, and reporting the results to the Executive Board.

### **Language Education Accreditation Board**

**ARTICLE 17-** (1) The Language Education Accreditation Board consists of six permanent and six substitute members elected by the General Assembly. The Language Programs Accreditation Board carries out the operations required for the evaluation and accreditation of foreign language teaching programs. In all documents and correspondence of DEDAK, this board is referred to as "DAK" with its short name.

### **Duties and Powers of the Language Education Accreditation Board**

**ARTICLE 18-** (1) The Language Education Accreditation Board fulfills the following duties:

- a) Generating quality criteria to accredit language education programs,
- b) Organizing and implementing programs on behalf of DEDAK for the accreditation of language education programs, especially for higher education institutions, and informing the Executive Board in writing by taking the decisions on accreditation,
- c) Determining the program evaluation teams, team leaders, program evaluators and other individuals to be assigned during program evaluations,
- ç) Organizing the evaluation activities of program evaluators,
- d) Establishing sub-commissions to perform certain duties when necessary, and determining the people who will work in these commissions,
- e) Submitting to the Executive Board the amendment it deems necessary regarding the current accreditation processes and evaluation criteria.

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

**ARTICLE 19-** (1) The sources of income of the Association for Language Education, Evaluation and Accreditation are as follows;

- a) Admission fees and annual subscription fees to be collected from individual and corporate members,
- b) Donations and aids made by individual and corporate persons to the Association,
- c) Revenues received from activities such as courses, seminars, training, accreditation, publications, and other Association activities,
- ç) Revenues from commercial activities undertaken by the Association in order to obtain the income it needs to attain its purpose,
- d) Deposit interest, repo, treasury bills and similar securities income,
- e) Lease and other types of income from moveable assets and real estate.

(2) The Executive Board is authorized to undertake any activities to be carried out to generate revenues for the Association. These revenues may only be collected against receipts issued in accordance with the principles specified in the Associations Law. Persons who pay and collect money shall have their identification and signatures specified on the receipt. The Executive Board may decide to authorize one or more of the members individually or jointly to collect income, spending, make withdrawals from bank accounts and the like. In this case, the remaining members of the Executive Board shall not be released from legal liability.

### **Internal Auditing of the Association**

**ARTICLE 20-** (1) Internal auditing may be provided either by the General Assembly, the Executive Board or the Auditing Board of the Association, or by independent individuals, institutions or audit organizations. The fact that an audit was undertaken by the General Assembly, the Executive Board or an independent individual, institution or audit organization does not release the Auditing Board from its liability.

(2) The Association is audited by the Auditing Board once a year at the latest. The Auditing Board checks whether the Association operates in line with the issues specified to be carried out in order to attain the purposes set out in its charter and the activity fields defined for attaining such purposes, whether the books, accounts and records are kept in accordance with the legislation and the Association's Charter, according to the principles and procedures determined in the bylaws of the Association and at intervals not exceeding one year and the board submits it to the Executive Board in a report and to the General Assembly when it convenes. Upon the request of the members of the Advisory Board, all kinds of information, documents and records must be shown or given by the Association officials, and the request to enter the administrative places, establishments and annexes must be fulfilled.

### **Procedures for Assuming Debt for the Association**

**ARTICLE 21-** (1) The Association may assume debts upon the decision of the Executive Board when required for attaining its purposes or performing its activities. Debt may be assumed for purchasing goods and services for credit or cash. However, this debt may not be of an amount beyond the capacity of the Association's income sources and may not cause difficulty of payment for the Association.

### **Amendments to the Charter**

**ARTICLE 22-** (1) Amendments to this charter can be made with the approval of the General Assembly. Amendment proposals may be made either by decision of the Executive Board, or in ordinary General Assembly meetings; they are added to the meeting agenda upon the written petition of one-tenth of the total number of members.

(2) In order to make any amendments to this charter in the General Assembly, the number of members necessary to make an amendment must be present at the meeting.

(3) The number of votes needed to make an amendment to the Charter is two-thirds of the attending members who hold voting rights.

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

**ARTICLE 23-** (1) The General Assembly may decide the dissolution of the Association at any time.

(2) The majority needed for dissolution to be discussed during a General Assembly is two-thirds of the Association's members holding the right to vote in the General Assembly. In case the assembly is postponed due to failure to reach this number of members, quorum shall not be sought in the second assembly. However, the number of members attending such an assembly may not be smaller than twice the number of the principal members of the Executive Board and the Auditing Board.

(3) The majority needed to decide the dissolution is two-thirds of the votes of the members who attend the assembly and are entitled to vote. The decision to terminate is voted on openly in the General Assembly.

(4) When the dissolution decision is made by the General Assembly, the liquidation of the Association's money, property and rights shall be implemented by the Dissolution Board consisting of the members of the last Executive Board. Dissolution shall begin after the date of the General Assembly's decision regarding dissolution, or the date when the automatic expiration is finalized. During the dissolution period, all the actions shall include the phrase "Association for Language Education, Evaluation and Accreditation in the Process of Dissolution" in the Association's title.

(5) The Dissolution Board shall be charged with and authorized to complete all actions for the dissolution of the Association's financial assets, properties and rights according to the relevant laws. This board shall first audit the Association's accounts. During the audit, the Association's books, receipts, expense documentation, title deeds, bank records and other documentation shall be determined and its assets and liabilities shall be recorded in the minutes. During the dissolution, the Association's creditors are called upon and the properties, if any, cashed and paid out to the creditors. If the Association has receivables, then such receivables are collected. The money remaining after the receivables have been collected and the liabilities paid shall be transferred as determined by the General Assembly. If the transfer address has not been specified, then the transfer shall be made to an association which is closest to its purpose in the province where the Association is located and has the most members on the date of dissolution.

(6) All actions related to the dissolution shall be recorded in the dissolution minutes; dissolution actions are to be completed within three months, excluding any additional period provided by the local authorities based on valid grounds.

(7) After the dissolution and transfer of the assets, properties and rights of the Association have been completed, the Dissolution Committee shall, in the form of a letter, inform the local authority of the Association headquarters' location about the Association's dissolution within seven days; the dissolution minutes shall be attached to this letter.

(8) The last Executive Board acting as Dissolution Committee has the obligation to safe-keep the Association's books and documentation. This task can also be assigned to a member of the Executive Board. The period for keeping the books and documentation is five years.

#### **Lack of Provisions**

**ARTICLE 24-** (1) Any matters not stipulated herein shall be subject to the provisions of the Associations Code, the Turkish Civil Code, the Associations Regulations based thereupon, and the provisions regarding associations found in any other relevant law.

**This Charter consists of 24 (twenty four) articles.**

